



IODM Limited

ABN 28 102 747 133

Annual Report - 30 June 2026

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Directors	Karen Penney - Non-Executive Chair David Ireland - Non-Executive Director Paul Masi - Non-Executive Director
Company secretary	Petrina Halsall
Notice of annual general meeting	The details of the annual general meeting of IODM Limited are: 10.00 am Thursday 29 October, 2026 Level 33, 385 Bourke Street Melbourne VIC 3000
Registered office and principal place of business	Level 23 385 Bourke Street Melbourne VIC 3000 Australia Tel: + 61 3 8396 5890 Facsimile: + 61 8 9227 6390 www.iodm.com.au
Share register	Boardroom Pty Limited Level 8 210 George Street Sydney NSW 2000 Australia Tel: 1300 737 760 Facsimile: + 61 2 9279 0664
Auditor	Crowe Audit Australia Level 42 600 Bourke Street Melbourne VIC 3000 Australia
Stock exchange listing	IODM Limited shares are listed on the Australian Securities Exchange (ASX code: IOD)
Corporate Governance Statement	In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of IODM Limited support and have adhered to the principles of sound corporate governance. The Board recognises the recommendations of the Australian Securities Exchange Corporate Governance Council and considers that IODM Limited is in compliance with those guidelines to the extent possible, which are of importance to the commercial operation of a listed software as a service company. During the financial year, shareholders continued to receive the benefit of an efficient and cost effective corporate governance policy for the Group. The Group's Corporate Governance Statement and disclosures are contained in pages 49 to 57 of the annual report.

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

Directors

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

Karen Penney	Non-Executive Chair (appointed as Chair on 11 December 2025)
David Ireland	Non-Executive Director
Paul Masi	Non-Executive Director (appointed on 11 November 2025)
Dr. Paul Kasian	Non-Executive Chair (resigned on 11 November 2025)
Diana Heggie	Non-Executive Director (resigned on 11 November 2025)

Principal activities

During the year the Group's principal activity was as a cloud based software as a service provider. The Group has developed an automated debtor management solution that provides businesses a superior accounts receivable monitoring and collection management tool through a central cloud based platform.

Dividends

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

Review of operations

The loss for the Group after providing for income tax amounted to \$2,658,544 (30 June 2025: \$2,964,208).

IODM is a leading accounts receivable ('AR') solution provider that utilises digital technology to optimise automation. The product ('IODM Connect') is an unique cloud-based software platform delivering a complete working capital communications solution comprising a fully integrated end-to-end AR process supporting clients with invoicing, query management, payment reminders, escalation, analytics and more.

IODM Connect drives and delivers increased client productivity and timely customer payments while reducing costs, minimising human error and decreasing bad and doubtful debt provisioning. The AR solution is currency agnostic and a customisable application that seamlessly integrates with any accounting ERP software package.

The Group is pleased to advise that revenue for the year, of A\$3.2 million which represents an increase of 16.9% on the prior corresponding period (pcp). UK education revenue for the same period was A\$2.5 million, an increase of 27.6% on pcp. The Group's net loss of A\$2.65 million for the year represents a decrease for the same period of 10.3%.

The Group held three education forums for UK universities during the last 12 months which has significantly increased the branding and provided the Group with the opportunity to successfully participate in an extensive tender process for one of the largest education institutions in the UK, to provide its connect platform as part of Convera's offering.

In addition to the successful tender mentioned above, there are an additional three universities in the advanced onboarding stage bringing the number of universities that are onboarded or in the process of onboarding to 20.

The Company launched its much anticipated Student portal during the year ended 30 June 2026 and went live with two universities which has seen a significant number of students registering to use the portal and take advantage of having their information in one easy to use location.

In April 2026, the company announced that it had renewed its commercial agreement with Convera on much improved terms whereby the company will now receive 30% of revenue share on all universities going forward, representing a 20% increase in revenue share for the original five universities that had been implemented by IODM in the UK. In addition, IODM will now work with Convera on a non-exclusive basis in the UK and Europe going forward but will be restricted from working with other payment companies in those regions for all universities that are currently identified in the pipeline for implementation.

Further in June 2026, the company announced that it had expanded its agreement with TransferMate to include the UK and Europe. Under the amended agreement, IODM will receive a share of all payments revenue generated by TransferMate for all universities that use IODM on the same terms and conditions as in the original agreement now including universities in the United Kingdom and Europe.

The Group continues to work with both its partners in North America following the completion of the full integration of the IODM Connect platform with TransferMate, as well as detailed joint marketing collateral for presentation to EI's. During the year, the Company with its partner TransferMate successfully negotiated the terms for a software platform agreement to be offered to a portfolio of 283 universities in the USA.

Under the agreement IODM and TransferMate will offer the connect platform to US university clients of one of the largest Higher Education service providers, specialising in commerce and credential solutions across the sector. The IODM Connect platform will be offered to 283 university clients, via service level agreements, to assist with their outstanding debt. Initially, the 283 University clients represent the current footprint that TransferMate has with the provider but does not include the total number of universities in the provider's portfolio, estimated to be ~1,000 American universities whilst the proposed rollout covers the total number of universities that they currently service. As disclosed at the time the implementation of these Universities will commence from the start of FY27. It is also the intention for IODM to enter into a service level agreement with the respective universities.

With recent reports suggesting that currently the Global Education payments market platform is valued at USD\$12.4 billion and expected to reach USD\$28.7 billion by 2034, with the USA accounting for currently 36% of that, the company is extremely positive about what the USA market will deliver to IODM in the near future.

During the year, the company has been working on several significant developments to its product offering. It has finalised the development of several new features for the education sector which will be available to UK Uni's in the Northern Hemisphere autumn. The new features consist of an E-Commerce store, a digital credit scoring system that can be used to provide a numerical score about around the likelihood of a student to pay, allowing the university to make an informed decision on how they treat that student for collection purposes. Finally, the company has developed a 'Proof of life' link that will allow people to digitally upload their identification details to prove their existence. This will be offered to pension fund clients of payment companies who need to make regular payments to expat pensioners.

These developments will provide additional revenue to the company by way of increased payment volumes, as well as platform fees, and in the case of the 'Proof of Life' link, will see the company expanding into other lucrative verticals outside Higher Education.

The Group is well positioned for future growth under a refreshed Board and remains focused onboarding the IODM Connect offering to North America and other regions.

Key business risks

The principal operational and market risks of the Group include:

- **Customer and sector concentration risk**
 - Revenue for FY26 was concentrated on its partnership with FX payment partner for UK education clients. While this prima facie creates counterparty risk, the Group's underlying revenue is generated from multiple university customers of the FX payment partner.
- **Geographic exposure**
 - Revenue for FY26 was concentrated on the UK region.
- **Technology infrastructure and intellectual property**
 - Failures or disruptions to technology systems
 - Exposure to security breaches and data protection issues: and
 - Risks of superseded technology by market competitors
- **Foreign exchange risk**
 - The Group invoices 70% of its revenue in GBP and is potentially exposed to exchange rate fluctuations when converting GBP to AUD for funding purposes.

- **Working capital and access to funding**

- Access to sufficient equity and debt funding sources impacts the Group's ability to support growth

Significant changes in the state of affairs

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

Matters subsequent to the end of the financial year

On 22 September 2026 IODM completed a share placement for 11,125,044 shares to raise \$1,001,254 at \$0.09 per share to accelerate the Group's global education rollout into North America, fund technology development and provide general working capital.

The Group accessed unsecured short-term loan funding of \$220,000 in August and September 2026, which was converted into equity following the share placement on 22 September 2026.

The Group secured a short-term funding facility of \$1,000,000 in March 2026, which was repayable during September 2026 in either cash or equity. On 16 September 2026, this facility plus the repayment date for the facility and accrued interest was extended to 20 March 2027.

Subsequent to 30 June 2026, and prior to the date these financial statements were authorised for issue, the Group entered into a new lease and incentive deed with Dexus CPA Pty Ltd (as trustee for the 385 Bourke Street Trust) in respect of its office premises at Level 23, Suite 4, 385 Bourke Street, Melbourne. The arrangement extends the Group's occupation of the same premises for a further four-year term, from 1 October 2026 to 30 September 2030, at an annual rent of \$175,560 (plus GST, subject to fixed increases of 3.75% per annum from 1 October 2027), together with a landlord incentive of \$266,851 (\$66,713 per annum) to be applied as a rent reduction over the four year term.

The arrangement relates to the same premises as the Group's existing lease and does not grant any additional right-of-use, it is accounted for as a modification of the existing lease under AASB 16 Leases, rather than a separate lease. The right-of-use asset and lease liability were remeasured as at the date the arrangement became binding, using a revised discount rate, with the resulting adjustment recognised against the right of use asset.

No adjustment has been made to the amounts recognised in these financial statements as at 30 June 2026, as the arrangement was not binding until after the reporting date. The financial effect of the remeasurement will be recognised in the Group's accounts for the quarter ending 30 September 2026.

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.

Likely developments and expected results of operations

Likely developments in the operations of the Group and the expected results of those operations in subsequent financial years have been discussed where appropriate in the operating and financial review.

Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on Directors

Name:	Karen Penney
Title:	Non-Executive Chair (appointed as Chair on 11 December 2025)
Qualifications:	MA (Oxon) in English Literature
Experience and expertise:	Karen is a London-based British national with an extensive background in senior executive roles and a wealth of experience spanning over 30 years, Karen brings a unique blend of strategic, commercial and industry expertise to IODM's Board of Directors. More recently, Karen has held significant executive positions in renowned global financial companies, including America Express and Convera - Formerly Western Unions Business Solutions - where she served as Vice President payment Products (2018 - 2022) and was primarily responsible for delivering corporate payments across the UK and Europe. Karen serves as a Board Trustee on both Tempo Time Credits and Clothing Collective, focused specifically on delivering strategic change management, profitability enhancement, business development and creating long-term growth strategies.
Other current directorships:	AIG Life Limited - Non-Executive Director (appointed on 13 July 2023)
Former directorships (last 3 years):	None
Special responsibilities:	Chair of Board of Directors
Interests in shares:	None
Interests in options:	None
Name:	David Ireland
Title:	Non-Executive Director
Qualifications:	Bachelor of Business and Graduate Diploma in Management, both from University of Central Queensland
Experience and expertise:	David has over 40 years' experience in the information and communications technology industry, including 34 years with Unisys and has a wealth experience in the sale of enterprise solutions to financial, commercial and Government. David held numerous management and leadership roles with the Federal Government and Unisys, retiring from Unisys in 2021 after 8 years as Sales Director for Asia Pacific and Japan, and a member of the Executive Team.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chair of Remuneration and Nomination Committee
Interests in shares:	None
Interests in options:	None
Name:	Paul Masi
Title:	Non-Executive Director (appointed on 11 November 2025)
Qualifications:	Bachelor of Economics, Macquarie University
Experience and expertise:	Paul is currently the Chair of Greenwich Capital Partners Pty Ltd and holds Non-Executive Director roles with Shaw and Partners Ltd (formerly Chair), and Not For Profit Girls and Boys Brigade Foundation (formerly Chair) and Argus Property Partners.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chair of Audit and Risk Management Committee
Interests in shares:	None
Interests in options:	None

Name:	Dr. Paul Kasian
Title:	Former Chair and Non-Executive Director (resigned on 11 November 2025)
Qualifications:	PhD in Microbiology and MBA, both from University of Melbourne
Experience and expertise:	Dr. Kasian is an experienced executive director with demonstrated success in both domestic and international companies encompassing senior leadership, strategy, investment and risk roles.
Other current directorships:	Dr. Kasian is a member of the Australian Institute of Company Directors and has held senior leadership positions in a number of investment groups including Chair Investment Officer at HSBC Asset Management and Head of HSBC Global Financial Team.
Former directorships (last 3 years):	[None] Non - Executive Chair of Atomo Diagnostics Limited (ASX: AT1) Chair and CEO of Genetic Technologies Limited (ASX: GTG) Founding Director of Accordius Founding Director of Wallara Asset Management.
Special responsibilities:	None
Interests in shares:	Not applicable as no longer director.
Interests in options:	Not applicable as no longer director.
Name:	Diana Heggie
Title:	Former Non-Executive Director (resigned on 11 November 2025)
Qualifications:	Graduate Diploma, Human Services Research
Experience and expertise:	Diana has an extensive background in senior executive and non-executive roles and a wealth of experience in the health industry spanning over 30 years. She brought strong strategic and industry expertise to IODM's Board of Directors.
Other current directorships:	Director of Queens Fund
Former directorships (last 3 years):	Director of Alfred Health Non- Executive Chair at Peninsular Health Director of National Heart Foundation Director of Heart Foundation of Victoria
Special responsibilities:	None
Interests in shares:	Not applicable as no longer director.
Interests in options:	Not applicable as no longer director.

Company secretary

Petrina Halsall is a Chartered Accountant who commenced her career with KPMG. She has experience with Public companies in audit and has specialised in the small to medium enterprise market including providing advice on all stages of a business life cycle, business growth strategies, valuation, assisting with the purchase and sale of business and corporate restructuring.

Petrina holds a Bachelor of Business (Monash University) and is an Associate of Chartered Accountants Australia and New Zealand.

[She is also the Chief Financial Officer of the Company.]

Meetings of Directors

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

	Full Board		Remuneration and Nomination Committee		Audit and Risk Management Committee	
	Attended	Held	Attended	Held	Attended	Held
Karen Penney	9	9	2	2	4	4
David Ireland	9	9	2	2	4	4
Paul Masi	6	6	1	1	2	2
Dr. Paul Kasian	3	3	1	1	2	2
Diana Heggie	2	3	1	1	1	2

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

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors.

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

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

Principles used to determine the nature and amount of remuneration

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

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

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

The Remuneration and Nomination Committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Group. The committee reviews key management personnel packages bi-annually by reference to the Group's performance, executive performance and comparable information from industry sector.

The Board may, however, exercise its discretion in relation to approving incentives, bonuses and options, and can recommend changes to the Committee's recommendations. Any changes must be justified by reference to measurable performance criteria.

In consultation with external remuneration consultants (refer to the section 'Use of remuneration consultants' below), the Remuneration and Nomination Committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Group.

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

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

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

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

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

Non-executive Directors remuneration

The rewards for Directors' have no set or pre-determined performance conditions or key performance indicators as part of their remuneration due to the current nature of the business operations. The aggregate remuneration for non-executive directors last voted upon by shareholders at the 2021 Annual General Meeting has been set at an amount not to exceed \$750,000 per annum. This amount may only be increased with the approval of Shareholders at a general meeting. The Board determines appropriate levels of performance rewards as and when they consider rewards are warranted.

Executive remuneration

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

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

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

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

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

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

Consolidated entity performance and link to remuneration

Remuneration for certain individuals is directly linked to the performance of the Group. A portion of cash bonus and incentive payments are dependent on defined earnings per share targets being met. The remaining portion of the cash bonus and incentive payments are at the discretion of the Nomination and Remuneration Committee. Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last five years.

The Remuneration and Nomination Committee is of the opinion that the continued improved results can be attributed in part to the adoption of performance based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

Use of remuneration consultants

During the financial year ended 2022, the Group, through the Remuneration and Nominations Committee, engaged BDO Services Pty Ltd, remuneration consultants, to review its existing remuneration policies and provide recommendations on how to improve both the STI and LTI programs. This has resulted in share-based payments remuneration in the form of options (LTI) being implemented.

An agreed set of protocols were put in place to ensure that the remuneration recommendations would be free from undue influence from key management personnel. These protocols include requiring that the consultant not communicate with affected key management personnel without a member of the Remuneration and Nomination Committee being present, and that the consultant not provide any information relating to the outcome of the engagement with the affected key management personnel. The Board is also required to make inquiries of the consultant's processes at the conclusion of the engagement to ensure that they are satisfied that any recommendations made have been free from undue influence. The Board is satisfied that these protocols were followed and as such there was no undue influence.

Voting and comments made at the Company's 2025 Annual General Meeting ('AGM')

At the 2025 AGM, 75.02% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2025. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration

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

The key management personnel of the Group consisted of the following Directors of IODM Limited:

- Karen Penney - Non-Executive Chair (appointed as Chair on 11 December 2025)
- David Ireland - Non-Executive Director
- Paul Masi - Non-Executive Director (appointed on 11 November 2025)
- Dr. Paul Kasian - Non-Executive Chair (resigned on 11 November 2025)
- Diana Heggie - Non-Executive Director (resigned on 11 November 2025)

And the following persons:

- Mark Reilly - Chief Executive Officer (CEO)
- Petrina Halsall - Chief Financial Officer (CFO) and Company secretary

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled	Consulting	Total
2026	\$	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>								
Karen Penney ⁽¹⁾	76,998	-	-	-	-	-	-	76,998
David Ireland	49,940	-	-	5,993	-	-	-	55,933
Paul Masi ⁽²⁾	35,657	-	-	-	-	-	-	35,657
Dr. Paul Kasian ⁽³⁾	28,883	-	-	3,446	-	674	-	33,003
Diana Heggie ⁽³⁾	18,642	-	-	2,237	-	-	-	20,879
<i>Other Key Management Personnel:</i>								
Mark Reilly	293,824	55,765	(25,461)	17,463	(44,681)	163,416	342,916	803,242
Petrina Halsall	265,277	29,576	(6,050)	31,833	(494)	81,540	-	401,682
	769,221	85,341	(31,511)	60,972	(45,175)	245,630	342,916	1,427,394

(1) Represents remuneration as Non-Executive Director from 1 July 2025 to 10 December 2025 and as a Non-Executive Chair from 11 December 2025 to 30 June 2026.

(2) Represents remuneration from 11 November 2025 to 30 June 2026.

(3) Represents remuneration from 1 July 2025 to 11 November 2025.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
	Cash salary and fees \$	Cash bonus \$	Non-monetary \$	Super-annuation \$	Long service leave \$	Equity-settled \$	Total \$
2025							
<i>Non-Executive Directors:</i>							
Karen Penney	66,000	-	-	-	-	-	66,000
David Ireland	49,940	-	-	5,743	-	-	55,683
Dr. Paul Kasian	78,772	-	-	9,059	-	2,558	90,389
Diana Heggie	21,184	-	-	2,437	-	-	23,621
<i>Other Key Management Personnel:</i>							
Mark Reilly	333,424	167,295	6,705	38,344	10,985	8,952	565,705
Petrina Halsall	265,275	88,738	(5,951)	30,506	5,169	3,836	387,573
	<u>814,595</u>	<u>256,033</u>	<u>754</u>	<u>86,089</u>	<u>16,154</u>	<u>15,346</u>	<u>1,188,971</u>

- (1) All STI's and LTI's are related to the performance of the individual and the performance of the Group.
(2) Long term benefits related to long service leave entitlements accrued for the year.
(3) Superannuation payments are made in accordance with the relevant statutory requirements and relates to cash salary.

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

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2026	2025	2026	2025	2026	2025
<i>Non-Executive Directors:</i>						
Karen Penney	100.0%	100.0%	-	-	-	-
David Ireland	100.0%	100.0%	-	-	-	-
Paul Masi	100.0%	100.0%	-	-	-	-
Dr. Paul Kasian	98.0%	97.2%	-	-	2.0%	2.8%
Diana Heggie	100.0%	100.0%	-	-	-	-
<i>Other Key Management Personnel:</i>						
Mark Reilly	72.8%	68.8%	6.9%	29.6%	20.3%	1.6%
Petrina Halsall	72.3%	76.1%	7.4%	22.9%	20.3%	1.0%

The proportion of the cash bonus paid/payable or forfeited is as follows:

Name	Cash bonus paid/payable		Cash bonus forfeited	
	2026	2025	2026	2025
<i>Non-Executive Directors:</i>				
Karen Penney	-	-	-	-
David Ireland	-	-	-	-
Paul Masi	-	-	-	-
Dr. Paul Kasian	-	-	-	-
Diana Heggie	-	-	-	-
<i>Other Key Management Personnel:</i>				
Mark Reilly	100%	100%	-	-
Petrina Halsall	100%	100%	-	-

Service agreements

The remuneration and other terms of employment for the senior executive KMP are formalised in employment contracts. The two executives are entitled to receive pay in lieu of notice of resignation, in addition to any leave entitlements upon cessation of employment. All service agreements may be terminated immediately in the event of serious misconduct, which the executive is not entitled to any payment in lieu of notice.

All service agreements are for an unlimited duration. The agreements for executives may be terminated by giving three months' notice (except in cases of termination for cause where termination is immediate).

Certain key management personnel will be entitled to bonuses as the Remuneration and Nomination Committee may decide in its absolute discretion from time to time.

Share-based compensation

Issue of shares

There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2026.

Options

The Company operates an Employee Share Option Plan ('ESOP') for directors, executives and senior employees of the Group. In accordance with the provisions of the ESOP, directors, executives and senior employees may be granted options to purchase ordinary shares at an exercise price to be determined by the Board with regard to the market value of the shares when it resolves to offer the options. The options may be granted to eligible persons after the Board considers the person's seniority, position, length of service, record of employment, potential contribution and any other matters which the Board considers relevant.

Each employee share option converts into one ordinary share of the Company on exercise. No amounts are paid or payable to the Company by the recipient on receipt of the option. The 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.

The number of options granted is determined by the Board. To date, options granted under the ESOP expire up to 48 months from their date of issue. The options are not exercisable until the vesting date provided the participant is an employee at the relevant vesting date or at the Board's discretion.

The terms and conditions of each grant of options over ordinary shares affecting remuneration of Directors and other key management personnel in this financial year or future reporting years are as follows:

Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
4 February 2026	31 December 2026	30 June 2029	\$0.18	\$0.047
4 February 2026	31 December 2027	30 June 2029	\$0.18	\$0.054

Options granted carry no dividend or voting rights.

The number of options over ordinary shares granted to and vested by Directors and other key management personnel as part of compensation during the year ended 30 June 2026 are set out below:

Name	Number of options granted during the year 2026	Number of options granted during the year 2025	Number of options vested during the year 2026	Number of options vested during the year 2025
Mark Reilly	10,000,000	-	116,666	116,667
Petrina Halsall	5,000,000	-	50,000	50,000

Additional information

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

	2026 \$	2025 \$	2024 \$	2023 \$	2022 \$
Sales revenue	3,222,978	2,762,603	1,907,901	1,137,615	803,302
Loss after income tax	(2,658,544)	(2,964,208)	(3,105,765)	(2,396,987)	(2,397,880)

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

	2026	2025	2024	2023	2022
Basic earnings per share (cents per share)	(0.43)	(0.49)	(0.52)	(0.41)	(0.42)
Diluted earnings per share (cents per share)	(0.43)	(0.49)	(0.52)	(0.41)	(0.42)

Additional disclosures relating to key management personnel

Shareholding

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

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares</i>					
Non-Executive Directors					
Karen Penney	-	-	-	-	-
David Ireland	-	-	-	-	-
Paul Masi	-	-	1,326,584	-	1,326,584
Dr. Paul Kasian*	29,425,758	-	-	(29,425,758)	-
Diana Heggie*	-	-	-	-	-
<i>Other Key Management Personnel</i>					
Mark Reilly	25,189,307	-	-	(15,210,094)	9,979,213
Petrina Halsall	11,833,534	-	-	(100,000)	11,733,534
	<u>66,448,599</u>	<u>-</u>	<u>1,326,584</u>	<u>(44,735,852)</u>	<u>23,039,331</u>

* Disposals/other represents disposals of 15,310,094 shares during the period and 29,425,758 shares held at resignation date.

Option holding

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

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
<i>Options over ordinary shares</i>					
Non-Executive Directors					
Karen Penney	-	-	-	-	-
David Ireland	-	-	-	-	-
Paul Masi	-	-	-	-	-
Dr. Paul Kasian	100,000	-	-	(100,000)	-
<i>Other Key Management Personnel</i>					
Mark Reilly	350,000	10,000,000	-	(350,000)	10,000,000
Petrina Halsall	150,000	5,000,000	-	(150,000)	5,000,000
	<u>600,000</u>	<u>15,000,000</u>	<u>-</u>	<u>(600,000)</u>	<u>15,000,000</u>

	Vested and exercisable	Unvested	Balance at the end of the year
<i>Options over ordinary shares</i>			
Mark Reilly	-	10,000,000	10,000,000
Petrina Halsall	-	5,000,000	5,000,000
	-	15,000,000	15,000,000

All of the above options were issued under the IODM Employee Share Option Plan.

The terms and conditions of each grant of options affecting remuneration in the current or a future reporting period are as follows:

Grant date	Vesting and exercise date	Expiry date	Exercise price	No of options	Vested %
04/02/2026	Over 3 years	30 June 2029	0.18	15,000,000	-

This concludes the remuneration report, which has been audited.

Shares under option

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

Grant date	Expiry date	Exercise price	Number under option
7 July 2025	30 June 2028	\$0.19	333,334
7 July 2025	30 June 2028	\$0.19	333,333
7 July 2025	30 June 2028	\$0.19	333,333
4 February 2026	30 June 2029	\$0.18	9,000,000
4 February 2026	30 June 2029	\$0.18	9,000,000
10 April 2026	26 March 2029	\$0.16	1,587,937
			<u>20,587,937</u>

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

Shares issued on the exercise of options

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

Indemnity and insurance of officers

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

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

Indemnity and insurance of auditor

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

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

Proceedings on behalf of the Company

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

Non-audit services

There were no non-audit services provided during the financial year by the auditor.

Officers of the Company who are former partners of Crowe Audit Australia

There are no officers of the Company who are former partners of Crowe Audit Australia.

Auditor's independence declaration

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

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

On behalf of the Directors



Karen Penney
Chair

28 September 2026
Melbourne

Auditor's Independence Declaration
Under Section 307c of the *Corporations Act 2001*
To the Directors of IODM Limited

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

- (i) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of IODM Limited and the entities it controlled during the period.

Yours sincerely,

Crowe Audit Australia

Crowe Audit Australia



Bruce Preston
Partner

28 September 2026

Some of the Crowe personnel involved in preparing this document may be members of a professional scheme approved under Professional Standards Legislation such that their occupational liability is limited under that Legislation. To the extent that applies, the following disclaimer applies to them. If you have any questions about the applicability of Professional Standards Legislation to Crowe's personnel involved in preparing this document, please speak to your Crowe adviser.

Liability limited by a scheme approved under Professional Standards Legislation.

The title 'Partner' conveys that the person is a senior member within their respective division and is among the group of persons who hold an equity interest (shareholder) in its parent entity, Findex Group Limited. The only professional service offering which is conducted by a partnership is external audit, conducted via the Crowe Australasia external audit division and Unison SMSF Audit. All other professional services offered by Findex Group Limited are conducted by a privately-owned organisation and/or its subsidiaries.

Findex (Aust) Pty Ltd, trading as Crowe Australasia is a member of Crowe Global, a Swiss verein. Each member firm of Crowe Global is a separate and independent legal entity. Findex (Aust) Pty Ltd and its affiliates are not responsible or liable for any acts or omissions of Crowe Global or any other member of Crowe Global. Crowe Global does not render any professional services and does not have an ownership or partnership interest in Findex (Aust) Pty Ltd. Services are provided by Crowe Audit Australia, an affiliate of Findex (Aust) Pty Ltd.

IODM Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2026



	Note	Consolidated 2026 \$	2025 \$
Revenue	5	3,222,978	2,762,603
Research and development tax offset income		682,429	504,549
Interest revenue calculated using the effective interest method		15,899	8,738
Other income	6	91,203	10,286
Total revenue		<u>4,012,509</u>	<u>3,286,176</u>
Expenses			
General and administration costs	7	(2,912,608)	(2,888,734)
Employee benefits expense	7	(3,325,879)	(3,144,548)
Depreciation expense	7	(153,990)	(153,240)
Finance costs	7	<u>(273,757)</u>	<u>(57,931)</u>
Loss before income tax expense		(2,653,725)	(2,958,277)
Income tax expense	8	<u>(4,819)</u>	<u>(5,931)</u>
Loss after income tax expense for the year attributable to the owners of IODM Limited		(2,658,544)	(2,964,208)
Other comprehensive income/(loss)			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		<u>4,869</u>	<u>(11,208)</u>
Other comprehensive income/(loss) for the year, net of tax		<u>4,869</u>	<u>(11,208)</u>
Total comprehensive loss for the year attributable to the owners of IODM Limited		<u>(2,653,675)</u>	<u>(2,975,416)</u>
		Cents	Cents
Basic earnings per share	9	(0.43)	(0.49)
Diluted earnings per share	9	(0.43)	(0.49)

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

	Note	Consolidated 2026 \$	2025 \$
Assets			
Current assets			
Cash and cash equivalents	10	424,955	189,885
Trade and other receivables	11	190,368	258,063
Other assets	12	97,514	89,881
Total current assets		<u>712,837</u>	<u>537,829</u>
Non-current assets			
Property, plant and equipment	13	2,497	1,222
Right-of-use assets	14	38,310	191,549
Other assets	12	134,140	111,104
Total non-current assets		<u>174,947</u>	<u>303,875</u>
Total assets		<u>887,784</u>	<u>841,704</u>
Liabilities			
Current liabilities			
Trade and other payables	15	409,710	720,115
Contract liabilities	16	134,517	118,592
Borrowings	17	1,417,059	686,240
Lease liabilities	18	47,094	168,898
Employee benefits	19	272,207	321,090
Total current liabilities		<u>2,280,587</u>	<u>2,014,935</u>
Non-current liabilities			
Lease liabilities	18	-	63,832
Employee benefits	19	23,074	10,077
Total non-current liabilities		<u>23,074</u>	<u>73,909</u>
Total liabilities		<u>2,303,661</u>	<u>2,088,844</u>
Net liabilities		<u>(1,415,877)</u>	<u>(1,247,140)</u>
Equity			
Issued capital	20	21,742,121	19,660,504
Reserves	21	2,926,799	2,518,609
Accumulated losses		<u>(26,084,797)</u>	<u>(23,426,253)</u>
Total deficiency in equity		<u>(1,415,877)</u>	<u>(1,247,140)</u>

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

	Issued capital \$	Reserves \$	Accumulated losses \$	Total deficiency in equity \$
Consolidated				
Balance at 1 July 2024	17,069,531	2,551,901	(20,462,045)	(840,613)
Loss after income tax expense for the year	-	-	(2,964,208)	(2,964,208)
Other comprehensive loss for the year, net of tax	-	(11,208)	-	(11,208)
Total comprehensive loss for the year	-	(11,208)	(2,964,208)	(2,975,416)
<i>Transactions with owners in their capacity as owners:</i>				
Shares issued under share placements (note 20)	1,710,375	-	-	1,710,375
Debt settled for equity (note 20)	982,564	-	-	982,564
Options issues to directors and employees (note 21)	-	(22,084)	-	(22,084)
Transaction costs relating to issue of shares (note 20)	(101,966)	-	-	(101,966)
Balance at 30 June 2025	19,660,504	2,518,609	(23,426,253)	(1,247,140)
	Issued		Accumulated	Total
Consolidated	capital	Reserves	losses	deficiency in
	\$	\$	\$	equity
	\$	\$	\$	\$
Balance at 1 July 2025	19,660,504	2,518,609	(23,426,253)	(1,247,140)
Loss after income tax expense for the year	-	-	(2,658,544)	(2,658,544)
Other comprehensive income for the year, net of tax	-	4,869	-	4,869
Total comprehensive income/(loss) for the year	-	4,869	(2,658,544)	(2,653,675)
<i>Transactions with owners in their capacity as owners:</i>				
Debt settled for equity (note 20)	2,352,374	-	-	2,352,374
Options issues to directors, employees and convertible note holder (note 21)	-	403,321	-	403,321
Transaction costs relating to issue of shares (note 20)	(270,757)	-	-	(270,757)
Balance at 30 June 2026	21,742,121	2,926,799	(26,084,797)	(1,415,877)

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

	Note	Consolidated 2026 \$	2025 \$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		3,430,572	2,657,136
Payments to suppliers and employees (inclusive of GST)		(6,261,009)	(6,010,229)
		(2,830,437)	(3,353,093)
Interest received		15,362	8,861
Interest and other finance costs paid		(59,933)	(15,902)
Research and development grant		682,429	504,549
Income taxes paid - UK Entity		(4,819)	-
Net cash used in operating activities	31	(2,197,398)	(2,855,585)
Cash flows from investing activities			
Payments for property, plant and equipment	13	(2,025)	(1,221)
Payment of security rental bond		(24,212)	-
Net cash used in investing activities		(26,237)	(1,221)
Cash flows from financing activities			
Proceeds from issue of shares	20	-	2,060,375
Proceeds from borrowings		3,139,999	975,000
Share issue transaction costs		(11,532)	(101,965)
Repayment of borrowings		(500,000)	-
Repayment of lease liabilities		(185,636)	(174,792)
Net cash from financing activities		2,442,831	2,758,618
Net increase/(decrease) in cash and cash equivalents		219,196	(98,188)
Cash and cash equivalents at the beginning of the financial year		189,885	282,712
Effects of exchange rate changes on cash and cash equivalents		15,874	5,361
Cash and cash equivalents at the end of the financial year	10	424,955	189,885

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

Note 1. General information

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

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

Level 23
385 Bourke Street
Melbourne VIC 3000

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

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

Note 2. Material accounting policy information

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

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

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

Basis of preparation

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

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Comparatives

Comparatives to expenses the Consolidated Statement of Profit and Loss and Other Comprehensive Income have been realigned to remain comparable to current year presentation where appropriate.

Working Capital Deficiency and Going Concern Basis of Account Preparation

This report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Group incurred a net loss after tax for the year ended 30 June 2026 of \$2,658,544 (2025: \$2,964,208) and incurred net cash outflows from operating activities of \$2,197,398 (2025: \$2,855,585). At 30 June 2026, the Group had a net deficiency in equity of \$1,415,877 (2025: \$1,247,140) and a deficit of net current liability of \$1,567,750 (2025: \$1,477,106). Included in current liabilities are provision for employee benefits of \$272,207 (2025: \$321,090) and unearned revenue of \$134,517 (2025: 118,592) which are not expected to be settled in cash in full over the next twelve months.

Note 2. Material accounting policy information (continued)

These matters give rise to a material uncertainty that may cast doubt on the Group's ability to continue as a going concern.

The ability to continue as a going concern is dependent upon a number of factors, that being achieving forecast sales and/or raising additional funds. The Directors believe that the Group will be able to continue as a going concern for the following reasons:

Meeting forecast sales & other cash generating activities

- The Group has commenced earning revenue from one of the largest education institutions in the UK through its commercial revenue share agreement in Convera as announced in January 26.
- The Group has onboarded and continues to onboard additional UK universities, with the increased revenue expected to flow from those universities via the new Convera revenue share agreement in FY27.
- The Group forecasts that revenue flow from its partnership with TransferMate and one of the largest education providers in the US will commence in Q3 FY27.
- The Group is in the finalisation stage of development of new features for IODM platform which should create new revenue flows commencing Q3 FY27.
- The Group has had its registration approved under the Industry Research and Development Act 1986 for its R & D activities for the year ended 30 June 2026. It is anticipated the Group will receive a Research and Tax incentive offset in Q2 FY 2026 of approximately \$500,000 (2025 \$650,000).

Post year end changes to capital structure

- On 22 September 2026 IODM completed a share placement for 11,125,044 shares to raise \$1,001,254 at 9 cents per share to accelerate Groups global education rollout into North America, fund technology development and general working capital purposes.
- The Group accessed unsecured short-term loan funding for \$220,000 in August 2026 and September 2026 which was converted into equity following the share placement on 22 September 2026.
- The Group accessed an unsecured short-term loan facility from a related party of which \$400,000 was drawn down in February 2026. This facility with accrued interest is repayable in Q3 FY27.
- The Group secured a short-term funding facility for \$1,000,000 in March 2026 which was repayable during September 26 in either cash or equity. On 16 September 2026 this facility plus accrued interest was extended to 20 March 2027.

Managing the capital structure

- As is prudent for a Group of this size and in the Group's current capital position and given that the company has been transforming from a software development company to a sales and marketing business, the directors have had a deliberate strategy that has been disclosed to the market that it will pursue a policy of running low liquidity. Consistent with that policy, Directors will continue to manage capital in the best interests of shareholders.
- The Group has a successful history of raising additional funds when required in the past few years as is evident in the share placements for \$1,710,000 in August 2024, \$800,000 in March 2024 and \$2,250,000 in February 2023 and conversion of debt to equity for \$476,482 in December 24, \$506,082 in March 25 and \$2,352,375 in December 25.

Accordingly, the cashflow forecasts for the Group have been prepared taking in to account the above factors and based on the above the Group have prepared cash flow forecasts which demonstrate that the Group will generate sufficient cash flows to fund its activities for a period of not less than twelve months from the date of this report.

In light of the above the directors believe it is appropriate to prepare the accounts on a going concern basis.

In the event that the Group is unable to achieve the matters detailed above, it may not be able to continue as a going concern and therefore the Group may not be able to realise its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the financial statements.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 29.

Principles of consolidation

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

Note 2. Material accounting policy information (continued)

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

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

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

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

Operating segments

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

Foreign currency translation

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition

To determine whether to recognise revenue, the Group follows a 5-step process.

- (1) Identifying the contract with a customer
- (2) Identifying the performance obligations
- (3) Determining the transaction price
- (4) Allocating the transaction price to the performance obligations
- (5) Recognising revenue when/as performance obligation(s) are satisfied.

The Group recognises revenue from the following major sources:

- Implementation and customisation fees
- Licence fees
- Referral commission fees
- Revenue share

Note 2. Material accounting policy information (continued)

Implementations and customisation fees

Revenue recognised at a point in time relates largely to the software licence implementation. The software licence implementation comprises between 10%-50% of the total contract value and is recognised following the fulfillment of the performance obligations the setup.

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

Licence fees

Licence fee revenue is recognised over a period of time and largely relates to software licences sold under a subscription model, including support, hosting and maintenance services relating to access to the cloud-based software provided. The performance obligations are considered to be provided consistently over the life of the contract as the amount of work required to perform under those contracts does not vary significantly from month to month.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts within other liabilities in the statement of financial position (see Note 15). Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable in its statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

Revenue share

The Group has a Revenue Share Agreement with Convera for the UK educational clients for international students making cross border payments using the Convera payment gateway. Under the renewed Revenue Share Agreement effective 1 April 2026, IODM receive 30% of all foreign exchange payment revenue from onboarded universities at 1 April 2026.

Under the previous agreement effective to 31 March 2026, IODM received 25% of all foreign exchange payments revenue from currently onboarded universities, and 30% of all foreign exchange payments revenue from universities onboarded from 1 January 2024.

The previous agreement also allowed for a guaranteed minimum payment of GBP150,000 per month payable to IODM when particular revenue thresholds are achieved by Convera in relation to growth in foreign exchange revenues from both existing universities as well as new onboarded universities. Specifically, the agreement initially provides for a minimum guaranteed payment of GBP50,000 per month to IODM, stepping up in GBP25,000 increments.

Research and development income and Export market development grant

Research and Development Income and the Export Market Development Grants are recognised when there is reasonable assurance the grants will be received and all the attaching conditions complied with in accordance with AASB 120 Accounting for Government Grants and Disclosure for Government Assistance.

Borrowings

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

Financial liabilities

Convertible securities issued by the Group include embedded derivatives that gives the holder the option to convert into a variable number of shares. The derivative liability embedded in the host contract is accounted for separately at fair value through profit or loss. On initial recognition, the difference between the fair value of the embedded derivative and the proceeds is recognised as a financial liability and is subsequently measured at amortised cost. The corresponding interest is expensed to profit or loss.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2026. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below

Note 2. Material accounting policy information (continued)

AASB 18 Presentation and Disclosure in Financial Statements

This standard is applicable to annual reporting periods beginning on or after 1 January 2027 and early adoption is permitted. The standard replaces AASB 101 'Presentation of Financial Statements', with many of the original disclosure requirements retained and there will be no impact on the recognition and measurement of items in the financial statements. But the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The standard introduces two mandatory sub-totals in the statement: 'Operating profit' and 'Profit before financing and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on grouping of information (aggregation and disaggregation), including whether to present this information in the primary financial statements or in the notes. The Group will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

Note 3. Critical accounting judgements, estimates and assumptions

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

Revenue from contract with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contract with customers:

- The Group determined that revenue from its implementation and customisation fees be recognised at the point in time following fulfilment of the performance obligation by transferring the promised services to its customers.
- The Group has determined that revenue from its licence fees to be recognised over time as the performance obligation are provided to the customer consistently over the life of the contract.
- The Group recognised referral commissions at a point in time for referral commission on setup fees and trail commissions.
- The Group determined that revenue share from its agreement with Convera for UK educational clients is recognised at a point in time to the extent that the performance obligations are satisfied each month.

Share-based payment transactions

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

Income tax

The amount of benefits brought to account or which may be realised in the future is based on tax rates (and tax laws) that have been enacted or substantially enacted at the reporting date and the anticipation that the Group will derive sufficient future assessable income to enable the benefit to be realised and comply with conditions of deductibility imposed by the law.

Following a review of carried forward tax losses incurred prior to the reverse takeover of the company on the ASX in June 2016, the Group has confirmed it has accumulated revenue losses at 30 June 2026 amounting to \$22,381,625 (2025: \$19,608,061) and capital losses of \$160,349 (2025: \$160,349). According to the Group's tax advisor the Group's tax losses should be available to be offset against future taxable gains to the extent that loss testing is satisfied in respect of those losses. At 30 June 2026 no deferred tax asset has been recognised in respect of the Group's tax losses on the basis that it is not probable that there will be taxable profits which deductible temporary differences can be utilised.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

IODM (USA) Incorporated and IODM (UK) Limited (collectively, the foreign incorporated entities) have been treated as part of the income tax consolidated group as at 30 June 2026. This is on the basis that their central management and control is located in Australia and therefore the foreign incorporated entities should be considered to be wholly owned Australian resident corporate entities, having regard to Taxation Ruling 2018/5 and Practical Compliance Guideline 2018/9.

Note 4. Operating segments

Identification of reportable operating segments

For management purposes, the Group is organised into one main operating segment, which is the operation as a cloud based software as a service provider. All of the Group's activities are interrelated, and financial information is reported to the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) as a single segment.

As the information reported to the CODM are the results of the Group as a whole, the results of the one operating segment are as shown throughout these financial statements and are not duplicated here. Total revenue earned by the Group is generated in Australia, New Zealand and the United Kingdom (refer to note 5 for further detail) and all of the Group's non-current assets reside in Australia.

Major customers

There was one customer that contributed more than 77% of the total revenue in 2026 (2025: 70%). The revenue of the one major customer in 2026 was \$2,471,172 (2025: \$1,936,884).

Note 5. Revenue

	Consolidated 2026 \$	2025 \$
<i>Revenue from contracts with customers</i>		
Implementation and customisation fees	8,223	84,487
Licence fees	743,583	741,232
Revenue share	2,471,172	1,936,884
Revenue	3,222,978	2,762,603

Disaggregation of revenue

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

	Consolidated 2026 \$	2025 \$
<i>Geographical regions</i>		
Australia	695,688	788,081
New Zealand	53,008	19,656
United Kingdom	2,474,282	1,954,866
	3,222,978	2,762,603
<i>Timing of revenue recognition</i>		
Goods and services transferred over time	743,583	745,724
Goods and services transferred at a point in time	2,479,395	2,016,879
	3,222,978	2,762,603

Included when revenue is an amount of \$28,792 (2025: \$121,000) that was included in unearned revenue at the beginning of the year.

Note 6. Other income

	Consolidated 2026 \$	2025 \$
Foreign exchange gain	14,884	10,286
Net fair value gain on forward exchange contract	46,469	-
Net fair value gain on derivative	29,850	-
	<u>91,203</u>	<u>10,286</u>

Note 7. Expenses

	Consolidated 2026 \$	2025 \$
Loss before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Buildings right-of-use assets (note 14)	153,239	153,240
IT equipment (note 13)	749	-
Total depreciation expense	<u>153,988</u>	<u>153,240</u>
<i>General and administration costs</i>		
Audit, accounting and tax fees	200,741	89,705
Legal fees	38,333	43,940
Consultants and directors fees	858,497	772,209
Securities exchange and registry fees	91,373	95,251
Insurances	132,014	119,880
General Expenses	146,025	180,252
Marketing and sponsorship	40,072	90,136
Software and other technology costs	1,278,405	1,313,053
Travel and accommodation	127,148	184,308
Total general and administration costs	<u>2,912,608</u>	<u>2,888,734</u>
<i>Employee benefits expense</i>		
Employee costs	2,706,600	2,926,338
Defined contribution superannuation expense	215,958	240,294
Share-based payments expense / (reversal) note 32	403,321	(22,084)
	<u>3,325,879</u>	<u>3,144,548</u>
<i>Finance costs</i>		
Interest and finance charges paid/payable on lease liabilities	1,149	5,676
Interest and finance charges paid/payable on borrowings	263,752	42,029
Interest expense - other	8,856	10,226
Finance costs expensed	<u>273,757</u>	<u>57,931</u>

Note 8. Income tax

	Consolidated 2026 \$	2025 \$
<i>Income tax expense</i>		
Current tax	4,819	5,931
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(2,653,725)	(2,958,277)
Tax at the statutory tax rate of 25%	(663,431)	(739,569)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Research and Development incentive	(170,607)	(126,137)
Non-deductible expenses	105,096	4,500
Non-assessable income	(23,003)	(6,885)
Research and development expenditure	288,086	392,201
Adjustment for current tax attributable to UK and US taxable activities	4,819	5,931
Income tax expense /(benefit)	(459,040)	(469,959)
Income tax expense attributable to the entity	4,819	5,931

	Consolidated 2026 \$	2025 \$
<i>Deferred tax assets not recognised</i>		
Deferred tax assets not recognised comprises temporary differences attributable to:		
Timing differences	127,767	203,330
Amounts in equity	35,683	27,872
Tax losses - Revenue	5,401,446	4,902,015
Tax losses - Capital	40,087	40,087
Offset against deferred tax liabilities	(9,577)	(47,887)
Total deferred tax assets not recognised	5,595,406	5,125,417

	Consolidated 2026 \$	2025 \$
<i>Deferred tax liabilities not recognised</i>		
Deferred tax liabilities not recognised comprises temporary differences attributable to:		
Timing differences	(9,577)	(47,887)
Offset against deferred tax assets (not brought to account)	9,577	47,887
Total deferred tax liabilities not recognised	-	-

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

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

Note 8. Income tax (continued)

The Group has accumulated tax losses at 30 June 2026 in the form of revenue losses of \$21,658,919 (2025: \$19,608,061) and capital losses of \$160,349 (2025: \$160,349). According to the Group's tax advisors, the Group's tax losses should be available to offset future taxable gains to the extent that loss testing is satisfied in respect of those losses. At 30 June 2026 no deferred tax asset has been recognised in respect of the Group's tax losses on the basis that it is not sufficiently probable that there will be taxable profits against which deductible temporary differences can be utilised.

Note 9. Earnings per share

	Consolidated 2026 \$	2025 \$
Loss after income tax attributable to the owners of IODM Limited	(2,658,544)	(2,964,208)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	624,555,156	610,431,049
Weighted average number of ordinary shares used in calculating diluted earnings per share	624,555,156	610,431,049
	Cents	Cents
Basic earnings per share	(0.43)	(0.49)
Diluted earnings per share	(0.43)	(0.49)

Due to the Group incurring a loss for the years ended 30 June 2026 and 30 June 2025, the potential ordinary shares arising from outstanding options are anti-dilutive and, accordingly, have not been included in the calculation of diluted earnings per share.

Note 10. Cash and cash equivalents

	Consolidated 2026 \$	2025 \$
<i>Current assets</i>		
Cash at bank	424,955	189,885

Note 11. Trade and other receivables

	Consolidated 2026 \$	2025 \$
<i>Current assets</i>		
Trade receivables	43,381	85,122
Accrued revenue	133,103	154,511
Less: Allowance for expected credit losses	-	-
	176,484	239,633
Other receivables	3,377	3,560
GST receivable	10,507	14,870
	190,368	258,063

Note 11. Trade and other receivables (continued)

Allowance for expected credit losses

The Group has recognised a loss of \$nil (2025: reversal of allowance for expected credit loss of \$nil) in profit or loss in respect of the expected credit losses for the year ended 30 June 2026.

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

Consolidated	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	2026 %	2025 %	2026 \$	2025 \$	2026 \$	2025 \$
Not overdue	-	-	43,381	85,122	-	-

Information about the impairment of trade and other receivables, their credit quality and the Group's exposure to credit risk and interest rate risk can be found in note 23.

Note 12. Other assets

	Consolidated 2026 \$	2025 \$
<i>Current assets</i>		
Prepayments	51,045	89,881
Derivative financial asset	46,469	-
	<u>97,514</u>	<u>89,881</u>
<i>Non-current assets</i>		
Other deposits*	134,140	111,104
	<u>231,654</u>	<u>200,985</u>

* Other deposits (non-current) comprises an amount of \$111,104 (2025: \$111,104) as a deposit for the Group's leases as referred to within note 18.

Note 13. Property, plant and equipment

	Consolidated 2026 \$	2025 \$
<i>Non-current assets</i>		
IT equipment - at cost	3,246	1,222
Less: Accumulated depreciation	(749)	-
	<u>2,497</u>	<u>1,222</u>

The Group owns IT equipment with useful life of between 1 to 4 years.

Note 13. Property, plant and equipment (continued)

Reconciliations

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

	IT equipment \$
Consolidated	
Balance at 1 July 2024	-
Additions	1,222
Balance at 30 June 2025	1,222
Additions	2,024
Depreciation expense	(749)
Balance at 30 June 2026	2,497

Note 14. Right-of-use assets

	Consolidated 2026 \$	Consolidated 2025 \$
Non-current assets		
Buildings - right-of-use	804,509	804,509
Less: Accumulated depreciation	(766,199)	(612,960)
	38,310	191,549

The Group leases land and buildings for its offices under agreements of 5 years with, expiring on 1 October 2026. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

Reconciliations

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

	Buildings \$
Consolidated	
Balance at 1 July 2024	344,789
Depreciation expense	(153,240)
Balance at 30 June 2025	191,549
Additions	-
Depreciation expense	(153,239)
Balance at 30 June 2026	38,310

For other AASB 16 Lease disclosures refer to:

- note 7 for depreciation on right-of-use assets and interest on lease liabilities;
- note 18 for lease liabilities at the reporting date;
- note 23 for maturity analysis of lease liabilities; and
- consolidated statement of cash flows for repayment of lease liabilities.

Note 15. Trade and other payables

	Consolidated 2026 \$	2025 \$
<i>Current liabilities</i>		
Trade payables	98,397	400,076
Accruals	178,305	176,120
Employee benefits payable	133,008	143,919
	<u>409,710</u>	<u>720,115</u>

Note 16. Contract liabilities

	Consolidated 2026 \$	2025 \$
<i>Current liabilities</i>		
Contract liabilities	<u>134,517</u>	<u>118,592</u>

Contract liabilities represent payments received in advance of performance that are expected to be recognised as revenue in the year ended 30 June 2026.

Note 17. Borrowings

	Consolidated 2026 \$	2025 \$
<i>Current liabilities</i>		
Unsecured financing arrangements with unrestricted access are as follows:		
Financial liabilities	893,299	-
Loans and borrowings	422,851	686,240
Compound embedded derivative liability	100,909	-
	<u>1,417,059</u>	<u>686,240</u>

Refer to note 23 for further information on financial instruments.

Hybrid financial liability and day-one difference

During the period, the Group issued a hybrid financial instrument for cash proceeds of \$ 950,000. The instrument comprised a host financial liability and an embedded derivative. The embedded derivative is not closely related to the host and has been accounted for separately.

At initial recognition, the embedded derivative liability was measured at a fair value of \$130,759 and the residual proceeds of \$819,241 were allocated to the host financial liability. The derivative is subsequently measured at fair value through profit or loss. The host is subsequently measured at amortised cost using the effective interest method.

A valuation technique indicated a fair value of \$1,032,476 for the combined hybrid instrument at initial recognition, compared with transaction proceeds of \$950,000. The \$82,476 difference was not recognised in profit or loss because the valuation was not evidenced by a quoted price in an active market for an identical instrument and was not based on a valuation technique using only observable market data. The valuation used significant unobservable inputs.

The Group recognises the deferred difference in profit or loss after initial recognition only to the extent that it results from a change in a factor, including time, that market participants would take into account when pricing the instrument. The Group maintains a separate reconciliation of the amount yet to be recognised and distinguishes its release from current-period fair value movements on the derivative.

Note 17. Borrowings (continued)

Level 3 valuation information

The fair value of the embedded derivative was determined using proxy valuation techniques including binomial lattice and Monte Carlo simulation. Significant unobservable inputs included equity volatility, credit spread, liquidity adjustment, probability of conversion or other event and correlation.

Loans and borrowings

Included in loans and borrowings is amounts owing to key management personnel of \$422,851(2025: Nil) at a fixed interest rate of 15% per annum and repayable by 31 March 2027.

Note 18. Lease liabilities

	Consolidated 2026 \$	2025 \$
<i>Current liabilities</i>		
Lease liability	47,094	168,898
<i>Non-current liabilities</i>		
Lease liability	-	63,832
	<u>47,094</u>	<u>232,730</u>

Refer to note 23 for maturity analysis of lease liabilities.

Note 19. Employee benefits

	Consolidated 2026 \$	2025 \$
<i>Current liabilities</i>		
Annual leave	89,392	123,164
Bonuses	111,000	85,000
Long service leave	71,815	112,926
	<u>272,207</u>	<u>321,090</u>
<i>Non-current liabilities</i>		
Long service leave	23,074	10,077
	<u>295,281</u>	<u>331,167</u>

Note 20. Issued capital

	2026 Shares	Consolidated 2025 Shares	2026 \$	2025 \$
Ordinary shares - fully paid	<u>634,771,731</u>	<u>616,676,538</u>	<u>21,742,121</u>	<u>19,660,504</u>

Note 20. Issued capital (continued)

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 July 2024	600,259,845		17,069,531
Shares issued under share placement		10,365,909	\$0.17	1,710,375
Debt settled for equity		2,887,770	\$0.17	476,482
Debt settled for equity		3,163,014	\$0.16	506,082
Transaction costs on share issues		-	\$0.00	(101,966)
Balance	30 June 2025	616,676,538		19,660,504
Shares issued under exercise of options		-	\$0.00	-
Shares issued under share placement		-	\$0.00	-
Debt settled for equity		18,095,193	\$0.13	2,352,374
Transaction costs on share issues		-	\$0.00	(270,757)
		-	\$0.00	-
Balance	30 June 2026	<u>634,771,731</u>		<u>21,742,121</u>

Ordinary shares

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

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

Share buy-back

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

Capital risk management

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

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

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

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

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

Note 21. Reserves

	Consolidated 2026 \$	2025 \$
Foreign currency reserve	(27,017)	(31,886)
Share-based payments reserve	2,953,816	2,550,495
	<u>2,926,799</u>	<u>2,518,609</u>

Foreign currency reserve

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

Share-based payments reserve

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

Movements in reserves

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

Consolidated	Foreign currency translation \$	Share based payments \$	Total \$
Balance at 1 July 2024	(20,678)	2,572,579	2,551,901
Foreign currency translation	(11,208)	-	(11,208)
Share-based payments	-	(22,084)	(22,084)
Balance at 30 June 2025	(31,886)	2,550,495	2,518,609
Foreign currency translation	4,869	-	4,869
Share-based payments	-	403,321	403,321
Balance at 30 June 2026	<u>(27,017)</u>	<u>2,953,816</u>	<u>2,926,799</u>

Note 22. Dividends

Dividends

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

Franking credits

	Consolidated 2026 \$	2025 \$
Franking credits available for subsequent financial years based on a tax rate of 25%	<u>-</u>	<u>-</u>

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

Note 23. Financial instruments

Financial risk management objectives

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

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the Group's operating units. Finance reports to the Board on a monthly basis.

	Consolidated	
	2026	2025
	\$	\$
Financial assets		
Cash and cash equivalents	424,955	189,885
Trade and other receivables	190,368	258,063
	<u>615,323</u>	<u>447,948</u>
Financial liabilities		
Trade and other payables	409,710	720,115
Borrowings	1,417,059	686,240
Lease liabilities	47,094	232,730
	<u>1,873,863</u>	<u>1,639,085</u>

Market risk

Foreign currency risk

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

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

To manage foreign exchange risk for the British Pounds the Group has entered into a foreign exchange trading facility.

The carrying amount of the Group's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

Consolidated	Assets		Liabilities	
	2026	2025	2026	2025
	\$	\$	\$	\$
British pounds	89,206	208,531	33,308	66,315
US dollars	3,816	469	42,598	85,078
New Zealand dollars	8,158	-	-	-
	<u>101,180</u>	<u>209,000</u>	<u>75,906</u>	<u>151,393</u>

Based on this exposure the Australian dollar weakened by 10% or strengthened by 5% against these foreign currencies with all other variables held constant, the effect on the consolidated entity's loss before tax would have been material. The Group's risk to foreign exchange fluctuations is continually monitored and measured using sensitivity analysis and cashflow forecasting and strategies are being deployed to minimise the Group's risk through the use of various financial instruments.

Note 23. Financial instruments (continued)

Conversion derivatives – Market Price Risk

The Company has recognised as a derivative liability is remeasured to fair value at every reporting date, with movements through profit or loss. Consequently, the carrying amount of the liability is sensitive to fluctuations in the Company's own share price. However, with the maturity being at 6 months from issuance 25 September 2026, unless earlier redeemed or converted, impact of future price fluctuations is expected to be minimal.

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

The Group's main interest rate risk arises from short-term borrowings. Borrowings obtained at fixed rates expose the consolidated entity to fair value risk. The policy is to maintain approximately 100% of current borrowings at fixed rates using interest rate swaps to achieve this when necessary.

The Group is not exposed to any significant interest rate risk.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

Credit risk arises from cash and cash equivalents and deposit with banks and financial institutions, as well as credit exposure to wholesale and retail customers, including outstanding receivables and committed transactions.

The credit risk for liquid funds and other short-term financial assets is considered negligible since the counterparties are reputable banks with high quality external credit ratings.

Trade receivables

Trade receivables consist of a number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable. The Board receives monthly reports summarising the turnover and trade receivables balance.

The Group's exposure credit risk is influenced mainly by individual characteristics of each customer. However, management also considers the factor that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which the customer operates.

Management considers that all the financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due.

The Group has significant credit risk due to its commercial agreement with Convera.

On a geographical basis, the Group has significant credit risk exposure in Australia and the UK given the location of its operations.

Other financial assets held at amortised price

Other financial assets at amortised costs include other receivables. There are no overdue amounts in this category, and the expected credit loss is not. The Group has not past due or impaired debtors as at 30 June 2026 (2025: Nil).

At 30 June 2026, the Group held cash at bank. These were held with various financial institutions all with a rating from Standards & Poors of AA or above (long term).

Liquidity risk

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

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

Note 23. Financial instruments (continued)

Remaining contractual maturities

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

Consolidated - 2026	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	98,397	-	-	-	98,397
Other payables	-	311,313	-	-	-	311,313
<i>Interest-bearing - fixed rate</i>						
Financial liabilities	10%	893,299	-	-	-	893,299
Loans and borrowings	15%	422,851	-	-	-	422,851
Lease liability	4%	47,094	-	-	-	47,094
Total non-derivatives		1,772,954	-	-	-	1,772,954

Consolidated - 2025	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	400,076	-	-	-	400,076
Other payables	-	320,039	-	-	-	320,039
<i>Interest-bearing - fixed rate</i>						
Loans and borrowings	15%	686,240	-	-	-	686,240
Lease liability	4%	168,898	63,832	-	-	232,730
Total non-derivatives		1,575,253	63,832	-	-	1,639,085

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

Fair value of financial instruments

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

Note 24. Key management personnel disclosures

Compensation

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

	Consolidated 2026 \$	Consolidated 2025 \$
Short-term employee benefits	1,165,967	1,071,382
Post-employment benefits	60,972	86,089
Long-term benefits	(45,175)	16,154
Share-based payments	245,630	15,346
	<u>1,427,394</u>	<u>1,188,971</u>

Note 25. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Crowe Audit Australia, the auditor of the Company:

	Consolidated 2026 \$	Consolidated 2025 \$
<i>Audit services - Crowe Audit Australia</i>		
Audit or review of the financial statements	<u>71,355</u>	<u>62,850</u>

Note 26. Contingent liabilities

The Group had no contingent liabilities at 30 June 2026 and 30 June 2025.

Note 27. Commitments

The Group had no capital commitments at 30 June 2026 and 30 June 2025.

Note 28. Related party transactions

Parent entity

IODM Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 30.

Key management personnel

Disclosures relating to key management personnel are set out in note 24 and the remuneration report included in the Directors' report.

Note 28. Related party transactions (continued)

Transactions with related parties

The following transactions occurred with related parties:

	Consolidated 2026 \$	2025 \$
Payment for other expenses:		
Director services paid to KJP Associates Ltd, a company in which Karen Penney is a director and shareholder	75,165	66,000
Director services paid to Shambhu Trust Ltd, a company in which Paul Masi is a director and shareholder	30,996	-

Payable to related parties

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

	Consolidated 2026 \$	2025 \$
Current payables:		
<i>Accruals</i>	-	-
Other payables to KJP Associates Ltd, a company in which Karen Penney is a director and shareholder	7,333	5,500
Other payables to Shambhu Trust Ltd, a company in which Paul Masi is a director and shareholder	4,661	-

Loans to/from related parties

	Consolidated 2026 \$	2025 \$
<i>Loans to key management personnel</i>		
Beginning of the year	-	-
Loans advanced	400,000	-
Interest charged	22,851	-
End of year	<u>422,851</u>	<u>-</u>

Terms and conditions

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

Note 29. Parent entity information

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

Statement of profit or loss and other comprehensive income

	Parent 2026 \$	2025 \$
Loss after income tax	<u>(2,610,305)</u>	<u>(2,997,338)</u>
Other comprehensive income for the year, net of tax	<u>-</u>	<u>-</u>
Total comprehensive loss	<u>(2,610,305)</u>	<u>(2,997,338)</u>

Note 29. Parent entity information (continued)

Statement of financial position

	2026 \$	Parent 2025 \$
Total current assets	690,099	508,625
Total non-current assets	173,625	302,654
Total assets	863,724	811,279
Total current liabilities	2,294,134	2,044,429
Total non-current liabilities	23,074	73,909
Total liabilities	2,317,208	2,118,338
Net liabilities	(1,453,484)	(1,307,059)
Equity		
Issued capital	33,796,793	31,715,175
Reserves	3,057,226	2,653,905
Accumulated losses	(38,307,503)	(35,676,139)
Total deficiency in equity	(1,453,484)	(1,307,059)

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

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

Contingent liabilities

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

Capital commitments - Property, plant and equipment

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

Material accounting policy information

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.

Note 30. Interests in 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:

Name	Principal place of business / Country of incorporation	Ownership interest 2026 %	2025 %
The Debtor Management Hub Pty Ltd	Australia	100%	100%
The Innovative Online Debt management Trust	Australia	100%	100%
IODM (USA) Incorporated	United State of America	100%	100%
IODM (UK) Limited	United Kingdom	100%	100%

Note 31. Cash flow information

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

	Consolidated 2026 \$	2025 \$
Loss after income tax expense for the year	(2,658,544)	(2,964,208)
Adjustments for:		
Depreciation and amortisation	153,990	153,240
Share-based payments	403,321	(22,084)
Foreign exchange differences	4,869	(11,208)
Interest on accrued borrowings	213,821	42,029
Fair value gain on derivative	(29,850)	-
Net fair value gain on forward FX contract	(46,469)	-
Unrealised FX gain	(14,518)	(5,362)
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	83,436	(212,220)
Decrease/(increase) in prepayments	38,836	(55,124)
(Decrease)/increase in trade and other payables	(310,404)	198,664
(Decrease)/increase in employee benefits	(35,886)	20,688
Net cash used in operating activities	<u>(2,197,398)</u>	<u>(2,855,585)</u>

Changes in liabilities arising from financing activities

Consolidated	Financial liabilities \$	Loans and borrowings \$	Lease liabilities \$	Total \$
Balance at 1 July 2024	-	301,775	407,522	709,297
Net cash from/(used in) financing activities	-	975,000	(174,792)	800,208
Shares issued on conversion of loan	-	(982,564)	-	(982,564)
Other changes	-	392,029	-	392,029
Balance at 30 June 2025	-	686,240	232,730	918,970
Net cash from/(used in) financing activities	950,000	1,689,999	(185,636)	2,454,363
Shares issued on conversion of loan	-	(2,352,374)	-	(2,352,374)
Other changes	(56,701)	398,986	-	342,285
Balance at 30 June 2026	<u>893,299</u>	<u>422,851</u>	<u>47,094</u>	<u>1,363,244</u>

Note 32. Share-based payments

A share option plan has been established by the Group and approved by shareholders at a general meeting, whereby the Group may, at the discretion of the Nomination and Remuneration Committee, grant options over ordinary shares in the Company to certain key management personnel of the Group. The options are issued for nil consideration and are granted in accordance with performance guidelines established by the Nomination and Remuneration Committee.

Note 32. Share-based payments (continued)

Set out below are summaries of options granted under the plan:

2026

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
03/05/2023	30/06/2026	\$0.39	100,000	-	-	(100,000)	-
03/11/2023	30/06/2026	\$0.39	750,000	-	-	(750,000)	-
07/07/2025	30/06/2028	\$0.19	-	333,334	-	-	333,334
07/07/2025	30/06/2028	\$0.19	-	333,333	-	-	333,333
07/07/2025	30/06/2028	\$0.19	-	333,333	-	-	333,333
04/02/2026	30/06/2029	\$0.18	-	9,000,000	-	-	9,000,000
04/02/2026	30/06/2029	\$0.18	-	9,000,000	-	-	9,000,000
10/04/2026	26/03/2029	\$0.16	-	1,587,937	-	-	1,587,937
			850,000	20,587,937	-	(850,000)	20,587,937

2025

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
23/07/2021	30/06/2025	\$0.30	750,000	-	-	(750,000)	-
21/10/2021	30/06/2025	\$0.30	1,216,667	-	-	(1,216,667)	-
03/05/2023	30/06/2026	\$0.39	550,000	-	-	(450,000)	100,000
03/11/2023	30/06/2026	\$0.39	750,000	-	-	-	750,000
			3,266,667	-	-	(2,416,667)	850,000

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

Grant date	Expiry date	2026 Number	2025 Number
03/05/2023	30/06/2026	-	66,668
03/11/2023	30/06/2026	-	500,001
07/07/2025	30/06/2028	666,667	-
		666,667	566,669

Once vested, the options remain exercisable for 12 – 36 months. When exercisable, each option is convertible into one ordinary share. The exercise price is set at the share option grant date.

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
07/07/2025	30/06/2028	\$0.11	\$0.19	60.00%	-	3.20%	\$0.027
07/07/2025	30/06/2028	\$0.11	\$0.19	60.00%	-	3.20%	\$0.028
07/07/2025	30/06/2028	\$0.11	\$0.19	60.00%	-	3.20%	\$0.029
04/02/2026	30/06/2029	\$0.15	\$0.18	64.90%	-	4.11%	\$0.047
04/02/2026	30/06/2029	\$0.15	\$0.18	64.90%	-	4.14%	\$0.053
10/04/2026	26/06/2029	\$0.13	\$0.16	64.20%	-	4.54%	\$0.013

The underlying expected volatility was determined by reference to historical data of IODM's share over a period of time along with consideration of similar entities following a comparable period of their lives. No special features inherent to the options grant were incorporated into measurement of fair value.

Note 32. Share-based payments (continued)

In total \$403,321 (2025: \$-22,084) of share-based payment expenses (all of which related to equity-settled share-based payment transactions) have been included in profit or loss and credited to share option reserve.

Note 33. Events after the reporting period

On 22 September 2026, IODM completed a share placement for 11,125,044 shares to raise \$1,001,254 at \$0.09 per share to accelerate the Group's global education rollout into North America, fund technology development and provide general working capital.

The Group accessed unsecured short-term loan funding of \$220,000 in August and September 2026, which was converted into equity following the share placement on 22 September 2026.

The Group secured a short-term funding facility of \$1,000,000 in March 2026, which was repayable during September 2026 in either cash or equity. On 16 September 2026, this facility plus the repayment date for the facility and accrued interest was extended to 20 March 2027.

Subsequent to 30 June 2026, and prior to the date these financial statements were authorised for issue, the Group entered into a new lease and incentive deed with Dexus CPA Pty Ltd (as trustee for the 385 Bourke Street Trust) in respect of its office premises at Level 23, Suite 4, 385 Bourke Street, Melbourne. The arrangement extends the Group's occupation of the same premises for a further four-year term, from 1 October 2026 to 30 September 2030, at an annual rent of \$175,560 (plus GST, subject to fixed increases of 3.75% per annum from 1 October 2027), together with a landlord incentive of \$266,851 (\$66,713 per annum) to be applied as a rent reduction over the four year term.

The arrangement relates to the same premises as the Group's existing lease and does not grant any additional right-of-use, it is accounted for as a modification of the existing lease under AASB 16 Leases, rather than a separate lease. The right-of-use asset and lease liability were remeasured as at the date the arrangement became binding, using a revised discount rate, with the resulting adjustment recognised against the right of use asset.

No adjustment has been made to the amounts recognised in these financial statements as at 30 June 2026, as the arrangement was not binding until after the reporting date. The financial effect of the remeasurement will be recognised in the Group's accounts for the quarter ending 30 September 2026.

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.

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
IODM Limited	Body corporate	Australia	-	Australia
The Debtor Management Hub Pty Ltd	Body corporate	Australia	100%	Australia
The Innovative Online Debt Management Trust	Trust	N/A	-	Australia
IODM (USA) Incorporated	Body corporate	United States of America	100%	Australia*
IODM (UK) Limited	Body corporate	United Kingdom	100%	Australia*

* As these subsidiaries are both a tax resident of Australia under Australian tax law and a tax resident of a foreign country under that country's law (i.e. a dual tax resident), the subsidiaries are disclosed as an 'Australian' tax resident (and not as a 'Foreign' tax resident.)

IODM (USA) Incorporated and IODM (UK) Limited (collectively, the foreign incorporated entities) have been treated as part of the income tax consolidated group as at 30 June 2026. This is on the basis that their central management and control is located in Australia and therefore the foreign incorporated entities should be considered to be wholly owned Australian corporate entities, having regard to Taxation Ruling 2108/5 and Practical Compliance Guideline 2018/9.

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with IFRS Accounting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2026 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

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

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

On behalf of the Directors

A handwritten signature in dark ink, appearing to be "K Penney", written over a light blue horizontal line.

Karen Penney
Chair

28 September 2026
Melbourne

Independent Auditor's Report To the Members of IODM Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of IODM Limited (the Company) and its subsidiaries (collectively "the Group"), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, the consolidated entity disclosure statement and accompanying basis of preparation as at 30 June 2026; and notes to the financial statements including a summary of material accounting policies as at 30 June 2026, and the directors' declaration.

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

- (a) giving a true and fair view of the Group's financial position as at 30 June 2026 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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Material uncertainty related to going concern

We draw attention to Note 2 in the financial statements, which indicates that the Group incurred a net loss after tax for the year ended 30 June 2026 of \$2,658,544 (2025 \$2,964,208) and incurred net cash outflows from operating activities of \$2,197,398 (2025 \$2,855,585). At 30 June 2026, the Group had a net deficiency in equity of \$1,415,877 (2025 net equity of \$1,247,140). In addition, at 30 June 2026 the Group had a net current asset deficit (i.e. current liabilities in excess of current assets) of \$1,498,679 (2025 net current asset deficit of \$1,477,106). As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a **material** uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities with the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 3 to 15 of the Directors' Report for the year ended 30 June 2026.

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

Responsibilities

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

Crowe Audit Australia

Crowe Audit Australia

Bruce Preston
Partner

Melbourne, Victoria

Date: 28 September 2026

Corporate governance statement

This statement has been approved by the Board. It is current as at 28 September 2026 and was last reviewed by the Board in August 2026.

IODM's approach to corporate governance

This statement explains how IODM addresses the ASX Corporate Governance Council's, 'Corporate Governance Principles and Recommendations – 4th Edition (referred to as either ASX Principles or Recommendations).

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1 – A listed entity should have and disclose a board charter setting out:

- a) the respective roles and responsibilities of its board and management;
- b) those matters expressly reserved to the board and those delegated to management.

Role of the IODM Board ('the Board')

The Board is responsible for the governance of IODM. The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from IODM's Constitution.

The Board's responsibilities are set out in a formal Charter which the Board reviews every two years. The Charter was most recently reviewed in August 2026.

The major powers the Board has reserved to itself are:

- Appointment of senior executives and the determination of their terms and conditions including remuneration and termination;
- Driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- Approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- Approving the annual, half yearly and quarterly accounts;
- Approving significant changes to the organisational structure;
- Approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with ASX Listing Rules);
- Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- Recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules); and
- Meeting with the external auditor, at their request, without management being present.

Delegation to the CEO

The Board has delegated to the CEO responsibility for implementing IODM's strategic direction and for managing IODM's day-to-day operations.

Recommendation 1.2 – A listed entity should disclose:

- a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for elections as a director;
- b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Group formed a separate Remuneration and Nomination Committee (RNC) in June 2020. At 30 June 2026 the committee consisted of a Non-Executive Chair and 2 independent directors. The Committee met 2 times during the financial year and operates under the RNC Charter adopted by the Committee.

When considering the appointment of a new Director or senior executive, the Board may engage the services of an executive recruitment firm to assist identify suitable candidates to be shortlisted for consideration for appointment to the Board and to carry out appropriate reference checks before the Board makes an offer to a preferred candidate.

Newly appointed directors must stand for reappointment at the next subsequent AGM. The Notice of Meeting for the AGM provides shareholders with information about each Director standing for election or re-election including details of relevant skills and experience.

Recommendation 1.3 – *A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

New Directors and consent to act as a director and receive a formal letter of appointment which sets out duties and responsibilities, rights, and remuneration entitlements.

Senior Executive receive a formal letter of employment which sets out duties and responsibilities, rights, and remuneration entitlements as approved by the RNC.

Recommendation 1.4 – *The company secretary of a listed entity should be accountable directly to the chair, on all matters to do with the proper functioning of the board.*

IODM's Company Secretary fulfils a broad range of management responsibilities in addition to company secretarial duties. As a result, the formal reporting line of the Company Secretary is to the CEO. For any matter relevant to the company secretarial duties or conduct of the Board, the Company Secretary has an indirect reporting line, and is accountable, to the Chair of the Board.

Recommendation 1.5 – *A listed entity should:*

- a) *have and disclose a diversity policy;*
- b) *through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and*
- c) *disclose in relation to each reporting period*
 - (A) *the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined 'senior executive' for these purposes); or*
 - (B) *if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators" as defined in and published under that Act.*

If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

The Group is committed to workplace diversity and to ensuring a diverse mix of skills and talent exists amongst its directors, officers and employees, to enhance Group performance. The Board has adopted a Diversity Policy which addresses equal opportunities in the hiring, training and career advancement of directors, officers and employees.

The Board continues to monitor diversity across the organisation. Due to the size of the Group, the Board does not consider it appropriate at this time to formally set measurable objectives for gender diversity.

In accordance with this policy, the Board provides the following information pertaining to the proportion of women across the organisation at the date of this report.

	Number	Percentage %
Women in the whole organisation	7	40%
Women in senior executive positions	1	25%
Women on the board	1	33%

Recommendation 1.6 – *A listed entity should:*

- a) *have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors;*
- b) *disclose for each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.*

Evaluation of Board and individual Directors

The Board of IODM conducts its performance review of itself on an ongoing basis throughout the year. The small size of the Group and hands on management style requires an increased level of interaction between Directors and Executives throughout the year. Board members meet amongst themselves both formally and informally. The Board considers that the current approach that it has adopted with regard to the review of its performance provides the best guidance and value to the Group given its size.

Recommendation 1.7 – *A listed entity should:*

- a) *have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and*
- b) *disclose for each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.*

The RNC and the Board of IODM conducts its performance review of the senior executives on an ongoing basis throughout the year. The RNC met 2 times during the year and evaluated the performance on its senior executives. The Board considers that the current approach that it has adopted with regard to the review of its performance provides the best guidance and value to the Group.

Principle 2: Structure the Board to add value

IODM's Constitution provides for a minimum of three directors and a maximum of twelve.

The Directors of IODM at any time during the financial year are listed with a brief description of their qualifications, appointment date, experience and special responsibilities on pages 6 to 7 of the Annual Report.

The Board met nine times during the financial year. Director's attendances are set out on page 7 of the 2026 Annual Report.

Recommendation 2.1 – *The Board of a listed entity should:*

- a) *have a nomination committee which:*
 - 1. *has at least three members, a majority of whom are independent directors; and*
 - 2. *is chaired by an independent director;**and disclose:*
 - 3. *the charter of the committee;*
 - 4. *the members of the committee; and*
 - 5. *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- b) *if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable to discharge its duties and responsibilities effectively.*

The Group formed a Remuneration and Nomination committee (RNC) in June 2020. The Committee met four times during the financial year and operates under the RNC Charter adopted by the Committee.

Recommendation 2.2 – *The listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.*

The Group have established a board skills matrix on the mix of skills and diversity for Board membership. The Board continues to monitor the mix of skills and diversity on the Board.

Recommendation 2.3 – *A listed entity should disclose:*

- a) *the names of the directors considered by the board to be independent directors;*
- b) *if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion and*
- c) *the length of service of each director.*

The skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the annual report is included in the Directors' Report. Directors of the Group are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

The Board has accepted the following definition of an Independent Director:

"An Independent Director is a Director who is not a member of management, is a Non-executive Director and who:

- is not a substantial shareholder (under the meaning of Corporations Act 2001) of the Group or an officer of, or otherwise associated, directly or indirectly, with a substantial shareholder of the Group;
- has not within the last three years been employed in an executive capacity by the Group or another Group member, or been a Director after ceasing to hold any such employment;
- is not a principal of a professional adviser to the Group or another Group member;
- is not a significant consultant, supplier or customer of the Group or another Group member, or an officer of or otherwise associated, directly or indirectly, with a significant consultant, supplier or customer;
- has no significant contractual relationship with the Group or another Group member other than as a Director of the Group;
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Group."

In accordance with the definition of independence above, two directors are considered independent. Accordingly, a majority of the board is not independent.

There are procedures in place, as agreed by the board, to enable Directors to seek independent professional advice on issues arising in the course of their duties at the Group's expense. The term in office held by each Director in office at the date of this report is as follows:

Name	Term in office
Mr. David Ireland	106 months
Ms Karen Penney	39 months
Mr Paul Masi	10 months

Recommendation 2.4 – *The majority of the Board of a listed entity should be independent Directors.*

The Group does not have a majority of independent directors. The Directors consider that the current structure and composition of the Board is appropriate to the size and nature of operations of the Group.

As at 30 June 2026, the Board comprised one non-executive Chair, two non-executive directors.

Recommendation 2.5 – *The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.*

Under IODM's Constitution, the Board elects a Chair from amongst the non-executive Directors. If a Chair ceases to be an independent Director then the Board will consider appointing a lead independent Director.

The Directors consider that the current Chair of the Board is appropriate to the size and nature of operations of the Group.

Recommendation 2.6 – *The listed entity should have a program for inducting new directors and periodically reviewing whether there is a need for existing directors to undertake professional development opportunities to maintain the skills and knowledge needed to perform their role as directors effectively.*

The formal letter of appointment and an induction pack provided to Directors contain sufficient information to allow the new Director to gain an understanding of:

- The rights, duties and responsibilities of Directors;
- The role of Board Committees;
- The roles and responsibilities of the Managing Director; and
- IODM's financial, strategic, and operational risk management position.

Directors are encouraged to take appropriate professional development opportunities approved by the Board.

Principle 3: Promote ethical and responsible decision making

Recommendation 3.1 – *A listed entity should articulate and disclose its values.*

Recommendation 3.2 – *A listed entity should:*

- a) *have and disclose a code of conduct for its directors, senior executives and employees; and*
- b) *disclose that the board or a committee of the board is informed of any material incidents reported under that policy.*

IODM has a Code of Conduct that includes its values and applies to IODM and its Directors, employees and contractors (all of which are referred to as “employees” in the Code).

The Code of Conduct sets out a number of overarching principles of ethical behaviour which are set out under the following headings:

- Personal and Professional Behaviour;
- Conflict of Interest;
- Public and Media Comment;
- Use of Company Resources;
- Security of Information;
- Intellectual Property/Copyright
- Discrimination and Harassment;
- Corrupt Conduct;
- Occupational Health and Safety;
- Legislation;
- Fair Dealing;
- Insider Trading;
- Responsibilities to Investors;
- Breaches of the Code of Conduct; and
- Reporting Matters of Concern.

Training about the Code of Conduct is part of the induction process for new IODM employees.

Recommendation 3.3 – *A listed entity should:*

- a) *have and disclose a whistleblower policy; and*
- b) *ensure that the board or committee of the board is informed of any material breaches of that policy*

IODM has a Whistleblower Policy, any breaches are reported to the Audit and Risk Management Committee.

Recommendation 3.4 – *A listed entity should:*

- a) *have and disclose an anti-bribery and corruption policy; and*
- b) *ensure that the board or committee of the board is informed of any material breaches of that policy*

IODM has an Anti-Bribery and corruption policy, any breaches are reported to the Audit and Risk Management Committee.

Principle 4: Safeguard integrity in corporate reporting

Recommendation 4.1 – *A board of a listed entity should:*

- a) *have an audit committee which:*
 1. *has at least three members, all of whom are non-executive directors and a majority of whom are independent; and*
 2. *is chaired by an independent director, who is not the chair of the board, and disclose:*
 3. *the charter of the committee;*
 4. *the relevant qualifications and experience of the members of the committee; and*
 5. *in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- b) *if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard that integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.*

The Group has an Audit and Risk Management Committee (ARC). At 30 June 2026 the committee consisted of a Non-Executive Chair and 2 independent directors. The committee met 4 times during the financial year and operates under the ARC Charter adopted by the Committee.

Charter of the Audit and Risk Management Committee

It is the ARC's responsibility to ensure that an effective internal control framework exists within the entity. This includes both internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial and non-financial information. It is the ARC's responsibility for the establishment and maintenance of a framework of internal control of the Group.

Recommendation 4.2 – *The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.*

The CEO and the CFO have provided the Board with written assurances that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal compliance and control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Recommendation 4.3 – *A listed entity should disclose its process to verify the integrity of any periodic corporate report if releases to the market that is not audited or reviewed by an external auditor.*

The external auditor attends IODM's Annual General Meeting. Shareholders may submit written questions to the auditor to be considered at the meeting in relation to the conduct of the audit and the preparation and content of the Independent Audit Report by providing the questions to IODM at least five business days before the day of the meeting. No questions were sent to the auditor in advance of the 2025 Annual General Meeting. Shareholders are also given a reasonable opportunity at the meeting to ask the auditor questions relevant to the conduct of the audit, the Independent Audit Report, the accounting policies adopted by IODM and the independence of the auditor.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1 – *A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.*

Disclosure

IODM's Disclosure Policy describes IODM's continuous disclosure obligations and how they are managed by IODM. The Policy is reviewed bi-annually and is published on IODM's website. It is currently being reviewed.

Recommendation 5.2 – *A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.*

Accountability

The Company Secretary reports to the Board quarterly on matters that were either notified or not notified to the ASX. Directors receive copies of all announcements immediately after notification to the ASX. All ASX announcements are available in the Media centre on the IODM website.

Recommendation 5.3 – *A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.*

Financial market communications

Communication with the financial market is the responsibility of the CEO. Communication with the media is the responsibility of the CEO. The Disclosure Policy covers briefings to institutional investors and stockbroking analysts, general briefings, one-on-one briefings, blackout periods, compliance and review as well as media briefings.

The substantive content of all market presentations about the half year and full year financial results and all statements relating to IODM's future earnings performance must be referred to, and approved by, the Board before they are disclosed to the market.

Principle 6: Respect the rights of shareholders

Recommendation 6.1 – A listed entity should provide information about itself and its governance to investors via its website.

IODM's website at www.iodm.com.au provides detailed information about its business and operations. Details of IODM's Board Members can be found here.

The Investor Relations link on IODM's website provides helpful information to shareholder. It allows shareholders to view all ASX and media releases; various investor presentations; a copy of the most recent Annual Report and Annual Reports for at least the two previous financial years; and the notice of meeting and accompanying explanatory material for the most recent Annual General Meeting and the Annual General Meetings for at least the two previous financial years.

Shareholders can find information about IODM's corporate governance on its website at www.iodm.com.au. This includes IODM's Constitution, Board and Board Charters, and extensive list of IODM's other Policies that support corporate governance.

The following documents are published on the IODM website under Investor / Corporate Governance:

- Constitution
- Corporate Governance Statement
- Board Charter
- Audit and Risk Management Committee Charter
- Remuneration and Nomination Committee Charter
- Whistle-Blower Policy
- Securities Trading Policy
- Anti-Bribery Policy

Recommendation 6.2 – A listed entity should have an investor relations program to facilitate effective two-way communication with investors.

IODM is committed to communicating effectively with its shareholders and making it easier for shareholders to communicate with the Group.

IODM promotes effective communication with shareholders and encourages effective participation at general meetings, information is communicated to shareholders:

- Through the release of information to the market via the ASX;
- Through the Annual Report, half yearly report and quarterly reports;
- Through the distribution of the annual report and notices of annual general meeting;
- Through shareholder meetings and investor relations presentations; and
- The external auditors are required to attend the annual general meeting and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.

Recommendation 6.3 – A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

Notices of meeting sent to IODM's shareholders comply with the "Guidelines for notices of meeting" issued by the ASX in August 2007. Shareholders are invited to submit questions before the meeting and, at the meeting, the Chair attempts to answer as many of these as is practical.

The Chair also encourages shareholders at the meeting to ask questions and make comments about IODM's operations and the performance of the Board and senior management. The Chair may respond directly to questions or, at his discretion, may refer a question to another Director or the Managing Director.

New Directors or Directors seeking re-election are given the opportunity to address the meeting and to answer questions from shareholders.

Recommendation 6.4 – A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

IODM ensures that all substantive resolutions are decided by a poll rather than by a show of hands.

Recommendation 6.5 – A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Shareholders have the option of electing to receive all shareholder communications by e-mail. IODM provides a printed copy of the Annual Report to only those shareholders who have specifically elected to receive a printed copy. Other shareholders are advised that the Annual Report is available on the IODM website.

All announcements made to the ASX are available to shareholders by email notification when a shareholder provides the IODM Share Registry with an email address and elects to be notified of all IODM ASX announcements.

The IODM Share Register is managed and maintained by Boardroom Limited Share Registry Services. Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by quoting their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), via the Boardroom Share Registry Investor Online Login or by emailing info@boardroomlimited.com.au.

Principle 7: Recognise and manage risk

Recommendation 7.1 – A board of a listed entity should:

- a) have a committee or committees to oversee risk, each of which:
 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent; and
 2. is chaired by an independent director, who is not the chair of the board, and disclose:
 3. the charter of the committee;
 4. the members of the committee; and
 5. as at the end of each reporting period the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Audit and Risk Committee meets at least 3 times a year and complete a Risk and Compliance checklist to recognise and manage risk.

Details of the structure and Charter of the Audit and Risk Management Committee are set out in Recommendation 4.1.

Recommendation 7.2 – The board or a committee of the board should:

- a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and
- b) disclose, in relation to each reporting period, whether such a review has taken place.

Risk Management Policies

IODM has a number of other policies that directly or indirectly serve to reduce and/or manage risk. These include, but are not limited to:

- Directors and Executive Offices' Code of Conduct
- Code of Business Conduct
- Dealing in Company Securities
- Communications Strategy
- Disclosure Policy
- Risk Management and Internal Control Policy

Roles and responsibilities

The Risk Management Policy, and the other policies listed above, describes the roles and responsibilities for managing risk. This includes, as appropriate, details of responsibilities allocated to the Board.

The ARC is responsible for reviewing and approving changes to the Risk Management Policy and for satisfying itself that IODM has a sound system of risk management and internal control that is operating effectively. The ARC annually reviews and approves IODM's main risk exposures and the actions being taken to mitigate those risks.

Recommendation 7.3 – A listed entity should disclose:

- a) if it has an internal audit function, how the function is structured and what role it performs; or
- b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

The Group does not have an established internal audit function given the size of its function. The risk management functions of the board are summarised under recommendations 7.1 and 7.2

Recommendation 7.4 – *A listed entity should disclose whether it has any material exposure to economic and social sustainability risks and, if it does, how it manages or intends to manage those risks*

The ARC informally monitors and manages the Groups exposure to economic, environment and social responsibility risks. The Board considers that the current approach that it has adopted with regard to the sustainability risk management process is appropriate to the size and nature of operations of the Group.

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1 – *A board of a listed entity should:*

- a) *have a remuneration committee which:*
 1. *has at least three members, all of whom are non-executive directors and a majority of whom are independent; and*
 2. *is chaired by an independent director,**and disclose:*
 3. *the charter of the committee;*
 4. *the members of the committee; and*
 5. *as at the end of each reporting period the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- b) *if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive*

The RNC is responsible for determining and reviewing compensation arrangements for executive directors and reporting its recommendations to the Board of IODM.

There is no scheme to provide retirement benefits, other than statutory superannuation, to non-executive Directors.

Recommendation 8.2 – *A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.*

IODM's remuneration structure distinguishes between non-executive Directors and that of CEO. A Remuneration Report required under Section 300A(1) of the Corporations Act is provided in the Directors' Report which forms part of the Annual Report.

Recommendation 8.3 – *A listed entity which has an equity-based remuneration scheme should:*

- a) *have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*
- b) *disclose that policy or a summary of it.*

On 28 June 2019 IODM Limited introduced the Employee Share Option Plan. The Employee Share Option Plan is part of the remuneration package of the Group's directors, senior management and sales personnel. Options under this plan will vest if the participant remains employed for the agreed vesting period.

The decision on whether to exercise the options is up to the participant has thereby limiting the economic risk of participating in the scheme.

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

Distribution of equitable securities

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

	Ordinary shares		Options over ordinary shares	
	Number of holders	% of total shares issued	Number of holders	% of total shares issued
1 to 1,000	136	0.01	-	-
1,001 to 5,000	96	0.04	-	-
5,001 to 10,000	44	0.05	-	-
10,001 to 100,000	294	2.10	-	-
100,001 and over	306	97.80	-	-
	876	100.00	-	-
Holding less than a marketable parcel	-	-	-	-

Equity security holders

Twenty largest quoted equity security holders

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

	Ordinary shares	
	Number held	% of total shares issued
BNP Paribas Nominees Pty Ltd (HUB24 Custodial Serv Ltd)	106,942,135	16.85
HSBC Custody Nominees (Australia) Limited	62,247,702	9.81
Rogers IODM Portfolio Pty Ltd <Rogers IODM Portfolio A/C>	29,687,013	4.68
Arena IODM Portfolio Pty Ltd <Arena IODM Portfolio A/C>	29,507,277	4.65
Hay Street Property Pty Ltd (Hay Street Property A/C)	22,897,000	3.61
Yongala Investments Pty Ltd (Yongala Family A/C)	18,106,061	2.85
CSF Investments (QLD) Pty Ltd (Cranot Super Fund A/C)	15,243,590	2.40
Citicorp Nominees Pty Limited	14,703,136	2.32
Lala Investments Pty Ltd (Ali-oop S/Funds A/C)	12,810,257	2.02
Windpac Pty Ltd (The Slack Family A/C)	11,565,300	1.82
Yongala Investments Pty Ltd (Kaisan Super Fund)	11,319,697	1.78
AFNI Pty Ltd <AFNI A/C>	10,273,136	1.62
Rogers Rubion Superannuation Fundy (Rogers Rubio Superfund)	10,031,934	1.58
NICSA Pty Ltd (Halsall Family A/C)	9,598,686	1.51
Mrs Jennifer Maree Reilly	9,469,603	1.49
Mutual Trust Pty Ltd	8,267,835	1.30
Starway Corporation Pty Ltd (Giles Super Fund A/C)	7,468,277	1.18
BNP Paribas Nominees Pty Ltd (Clearstream)	7,416,898	1.17
262 Capital Pty Ltd <St Income A/C>	7,344,000	1.16
The Rufus Partnership (VIC) Pty Ltd	6,592,523	1.04
	411,492,060	64.84

Unquoted equity securities

	Number on issue	Number of holders
Options over ordinary shares issued	20,587,937	4

Substantial holders

There are no substantial shareholders with holdings over 5% in the Company.

Voting rights

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

Ordinary shares

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

There are no other classes of equity securities.