

felix

Annual Report 30 June 2026



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Chairman's Letter



Fellow shareholders,

FY26 was an important year in the history of Felix. The Group continued to grow its core Enterprise business, completed the acquisition of Nexvia and significantly broadened the scale and capabilities of the business. It was also a year of transition, including changes to both the Board and executive leadership of the Group. In October 2025, Mike Davis stepped down as Chief Executive Officer. On behalf of the Board, I would like to thank him for his contribution to the Company from its origins through to the business it is today.

Chris Atkin was appointed Chief Executive Officer in April 2026. Since his appointment, the Board and management have undertaken a detailed review of the Group's strategy, operating model and priorities. This work has reinforced our confidence in the quality of Felix's underlying assets, while identifying a clear opportunity to create greater value from them through a more focused and integrated approach.

At the centre of Felix is an established enterprise procurement business serving many of Australia's leading organisations across asset-intensive industries. Through these relationships, Felix is connected to a significant network of vendors. Together with our marketplace capabilities and Nexvia, the Group has developed capabilities spanning enterprise procurement and governance, vendor engagement and the operation of vendor businesses.

Our focus is increasingly on connecting these capabilities and activating the significant opportunity already present within the Felix network. Greater participation and interaction can create more commercial opportunities for vendors, provide enterprises with greater access to relevant and qualified suppliers, and generate increasingly valuable data and intelligence from the activity occurring between them.

This opportunity is concentrated in Australia and New Zealand, where Felix already has meaningful enterprise relationships and vendor reach. Our strategy and investment priorities are therefore increasingly focused on building from this established position. This sharper strategic focus is being reflected in how we operate the business. Organisational structure, product priorities and investment across the Group are being aligned around the opportunities where Felix has the strongest competitive position and clearest potential to create sustainable shareholder value.

Financial and operating discipline will be central to this next phase. The Board recognises that sustainable value creation requires an appropriate balance between investment in growth and improving the underlying economics of the Group. Greater prioritisation, clearer accountability and disciplined allocation of capital will therefore underpin execution of the strategy.

The Board itself has also undergone change during the year. I am pleased to have assumed the role of Chairman and, together with my fellow Directors, look forward to supporting Chris and the management team through this next phase of Felix's development.

Looking ahead to FY27, our priorities are clear: to strengthen and grow our Enterprise position in Australia and New Zealand; increase activation and commercial activity across the vendor network; better connect and simplify the Group's product capabilities; and continue to improve the operating and financial performance of the business.

Felix has built valuable positions on both sides of the procurement relationship. The opportunity now is to connect those positions more effectively and translate the scale and activity already present within the network into greater customer and shareholder value.

Chairman's Letter

On behalf of the Board, I would like to thank our employees for their commitment and contribution during a period of significant change. I would also like to thank our customers, vendors and shareholders for their continued support. We look forward to updating shareholders on our progress during FY27.

Our Annual Meeting is scheduled for 9 November 2026 and I look forward to presenting to our shareholders there.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Dominic O'Hanlon', with a long horizontal stroke extending to the right.

Dominic O'Hanlon
Chairman

Corporate information

Directors	Dominic O’Hanlon (appointed 2nd February 2026) George Rolleston Joycelyn Morton Rob Phillpot Michael Bushby (resigned 2nd February 2026) Mike Davis (Managing Director) (resigned 12th November 2025)
Company Secretary & CFO	Stephen Hunter (appointed 17th August 2026) James Frayne (resigned 17th August 2026)
Notice of annual general meeting	The annual general meeting of Felix Group Holdings Limited is expected to be held on 9 November 2026.
Registered office	Level 13 239 George Street Brisbane City QLD 4000
Principal place of business	Level 13 239 George Street Brisbane City QLD 4000 Phone: 1300 010 527
Share register	Computershare Limited Yarra Falls 452 Johnston Street Abbotsford VIC 3067 Phone: +61 03 9415 5000
Auditor	BDO Audit Pty Ltd Level 18, 360 Queen Street Brisbane QLD 4000
Stock exchange listing	Felix Group Holdings Limited shares are listed on the Australian Securities Exchange (ASX code: FLX)
Website	www.felix.net
Corporate Governance Statement	https://www.felix.net/investors/corporate-governance
ASX Listing Rule 4.10.19 Statement	The Consolidated Entity confirms that, in accordance with ASX Listing Rule 4.10.19, that it has used the cash (and assets in a form readily convertible to cash) from the time of admission in a way that is consistent with its business objectives during the period from admission to the reporting date.

Felix Group Holdings Limited

Directors' report

Information on the Directors

At the date of this report, the Board comprised four Non-executive Directors.

The following persons were directors of Felix Group Holdings Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Dominic John O'Hanlon BA Econ Hons I, FAICD (appointed 2 February 2026)

Non-executive Chairman – Independent

Dominic was appointed to the Board in February 2026.

Mr. O'Hanlon brings 30 years of experience across high growth technology companies, listed company governance, multinational organisations, strategy and go-to-market execution. This experience includes CEO and Managing Director of Rhipa (ASX:RHP), which was acquired by Crayon for \$408m in 2021, Chief Strategy Officer of MYOB, which was acquired by Bain Capital for \$1.2b in 2011, and senior leadership roles at Oracle.

Mr. O'Hanlon is currently a Non-Executive Director of Adisyn (ASX:AI1), Non-Executive Director of Pentanet (ASX:5GG), Non-Executive Director of Ion Video Limited (ASX:IOV) and Non-Executive Chairperson of oneclickswitch.com.au. He was a former director of BikeExchange (ASX: BEX) (2022 to 2024).

Dominic chairs the Nomination and Remuneration Committee.

Interest in shares: none

Interest in options: none

Contractual rights to shares: none

George Humphry Davy Rolleston MAPPFin BBus(Law)

Non-executive Director – Non-independent

George was appointed to the Board in May 2014.

George is the founder and managing director of Asset Growth Fund Ltd and Suubee Group based in Melbourne. George has two decades of experience in the global financial markets, working in mergers and acquisitions and in the financial advisory sector.

George is a director of a number of private businesses operating globally in the automation, tourism, finance and security industries. He is a Director of Tali Digital Limited (ASX: TD1). He was previously a Director of NZ Listed MHM Automation Ltd (MHM:NZX) (2019 - 2024) before it was acquired by Fortifi Food Processing Solutions.

George is a member of both the Audit and Risk Committee and the Nomination and Remuneration Committee.

Interest in shares: 22,927,159

Interest in options: 549,451 options over ordinary shares

Contractual rights to shares: none

Joycelyn Cheryl Morton BEc, FCA, FCPA, FIPA, FAICD

Non-executive Director – Independent

Joycelyn was appointed on 14 July 2021 to the Board as Chair of the Audit and Risk Committee.

She has an extensive business and accounting background and has worked in a number of senior financial roles both in Australia and internationally, with particular expertise in taxation. Ms. Morton is the Chair of CEA Technologies Pty Ltd and ABx Group Ltd (ASX: ABX) and Non-executive Director of Gelion PLC (GBX:GELN) and SEC Victoria Pty Ltd.

Felix Group Holdings Limited

Directors' report

Information on the Directors

Also the Audit and Risk Committee Chair for Infrastructure NSW. She was previously a Non-executive Director of ASX listed Argo Global Listed Infrastructure Ltd (ASX:ALI) (2015-2024), and a Non-executive Director of ASC Pty Ltd (2017 to 2023), a large government business enterprises.

Interest in shares: 861,072

Interest in options: 749,251 options over ordinary shares

Contractual rights to shares: none

Rob William Phillpot BComm, BPD (Hons), MBldg, GAICD

Non-executive Director – Independent

Rob was appointed to the Board on 22 January 2021.

Rob co-founded Aconex in 2000, which provides collaboration solutions for construction teams. Aconex was acquired by Oracle in 2018 and Rob stayed with Oracle for over 2 years, leading global product strategy. Rob is a Founding Partner of Glitch Capital, which invest in early-stage B2B SaaS companies. He was a director of Aconex limited (ASX:ACX) from 2014 to 2018 and is also a director of a number of private businesses globally.

Rob is a member of both the Audit and Risk Committee and the Nomination and Remuneration Committee.

Interest in shares: 2,218,434

Interest in options: 549,451 options over ordinary shares

Contractual rights to shares: none

Michael Bruce Bushby BE, BBus, MEng, FAICD (resigned 2 February 2026)

Non-executive Chairman – Independent

Michael Bushby was appointed to the Board as Chairman on 17 November 2020. Michael resigned in the period on 2 February 2026.

Interest in shares (at time of resignation): 1,217,857

Interest in options (at time of resignation): 1,098,901 options over ordinary shares

Contractual rights to shares (at time of resignation): none

Michael (Mike) Peter Davis MAICD (resigned 12 November 2025)

Managing Director – Non-independent

Mike is a Co-Founder and was the Chief Executive Officer and Managing Director of Felix until his resignation on 12 November 2025.

Interest in shares (at time of resignation): 12,999,359

Interest in options (at time of resignation): none

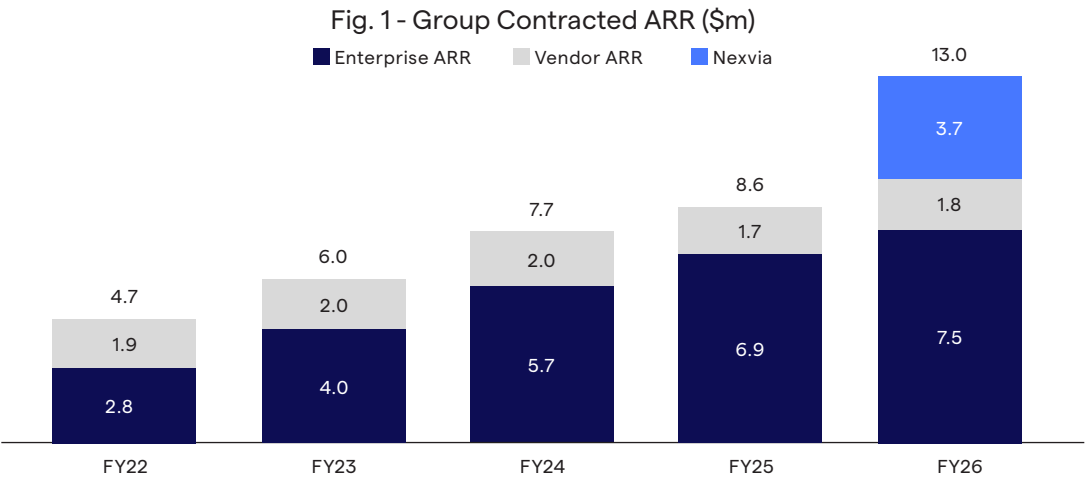
Contractual rights to shares (at time of resignation): none

Felix Group Holdings Limited

Directors' report

Principal activities	During the period, the principal continuing activity of the Group consisted of a cloud-based SaaS solution to its Contractor and Vendor customer base to make it easier for them to find, manage and engage with each other. The Felix platform automates and streamlines a range of critical, procurement-focused business processes. Contractors are contracted by asset owners to build or maintain capital works projects in the commercial construction and related industries. Vendors comprise the Contractors suppliers and include subcontractors, equipment providers and service and materials providers.
Dividends	No dividends were paid or declared for payment since the start of the financial year.
Review of operations	FY26 was a year of continued growth and significant change for Felix. The Enterprise business continued to grow, participation across the platform increased strongly and the acquisition of Nexvia materially increased the scale and recurring revenue base of the Group. At 30 June 2026, Felix comprised approximately 80 Enterprise customers, 385 paying Vendor Marketplace customers and 202 Nexvia customers, generating Group contracted ARR of \$13.0m. During the latter part of FY26, management commenced a broader review of the Group's strategy, operating model and priorities. This work has informed a sharper focus for FY27, centred on creating greater value from Felix's established enterprise and vendor network across Australia and New Zealand.

Group Contracted ARR



FY26 Operating Performance

Felix's Enterprise business continued to provide the foundation of the Group during FY26, delivering contracted ARR of \$7.5m at year end, compared with \$6.9m at 30 June 2025.

Felix now supports 80 Enterprise customers, across asset-intensive industries including infrastructure, construction, mining and utilities. During FY26, the Company signed 15 new Enterprise customers and completed 10 expansions across its existing customer base, including its strongest Q4 in two years.

Following a review of growth priorities, Felix is increasingly concentrating its Enterprise resources on Australia and New Zealand, where the Company has established customer relationships, sector expertise and significant existing vendor participation. International opportunities will continue to be assessed selectively but are not a primary area of investment.

Directors' report

Platform Participation	Participation and activity across the Felix platform increased strongly during FY26. We've sharpened our focus on the most active of our vendor population as we seek to monetise with an evolved offering to vendors. The total number of vendors active in the past 12 months across the Felix network grew 26% to approximately 73.3k. Importantly, other measures of activity in FY26 grew equally rapidly on the prior year: RFQs increased 23% to more than 30k; evaluations increased 39% to approximately 17k; and compliance documents increased 34% to more than 300k. Further, the number of enterprise users increased 25% to just over 10k while projects delivered within the platform grew 30% to over 2,500. This reflects not only the increase in connected enterprise organisations but expanded usage too. Overall, these measures demonstrate increasing depth of participation across the platform, with growth in procurement and vendor-management activity outpacing growth in the underlying vendor population. Felix's Vendor Marketplace generated contracted ARR of \$1.8m at 30 June 2026, with 385 paying vendors.
Nexvia	Felix completed the acquisition of Nexvia in October 2025, adding a SaaS business providing project and business management software primarily to SME contractors. At 30 June 2026, Nexvia supported 202 customers and generated contracted ARR of approximately \$3.7m, materially increasing the scale and recurring revenue base of the Group. During the latter part of FY26, management performed a review of packaging and pricing for Nexvia's customer plans. The intention is to unlock more product-driven revenue growth, moving from a reliance on greater user numbers, as well as drive a higher minimum fee to ensure margin improvement. These plans will launch in September 2026 and drive strong revenue improvement, making Nexvia a net cash contributor to the group.
Financial Performance	Group revenue for FY26 was \$11.5m, compared with \$8.3m in FY25, reflecting continued growth in the Enterprise business and the contribution from Nexvia following completion of the acquisition. Gross profit was \$6.7m, representing a gross margin of 58%, compared with 59% in FY25. Operating expenses were \$11.5m, while Adjusted EBITDA was a loss of \$4.2m compared with a loss of \$2.9m in FY25. The statutory loss after tax was \$6.0m.
Sharpening the strategic focus	Management's review of the Group has reinforced the scale of the opportunity already present across Felix's Australia and New Zealand network. Approximately 73.3k unique vendors were active across at least one element of the platform during FY26, interacting with Enterprise customers across procurement, vendor management and commercial activity. Historically, these relationships and capabilities have developed and been commercialised with a degree of independence. Our strategy is now focused on activating them as a more connected network - increasing the commercial opportunities available to vendors, expanding the value provided to Enterprise customers and using the resulting activity and data to progressively strengthen the platform.

Directors' report

As participation increases, the network has the potential to become more valuable to both sides: greater Enterprise activity creates more commercial opportunities for vendors, while broader and more engaged vendor participation increases the value Felix can provide to Enterprise customers. The activity generated across the network also creates increasingly valuable data and intelligence to improve discovery, matching, governance and decision-making.

This focus is increasingly determining our product, commercial and investment priorities.

FY27 Execution Priorities

Our FY27 operating agenda is focused on four priorities.

Grow and deepen Enterprise. We will continue to strengthen our position with asset-intensive organisations in Australia and New Zealand, deepening existing customer relationships whilst adding high-quality Enterprise customers. Our focus remains on increasing the value Felix provides within customer procurement and vendor-management processes across the platform.

Activate the network. We intend to more effectively connect Enterprise demand with relevant vendor capability, increasing meaningful vendor participation and the volume of commercial opportunity flowing across the network. This represents an evolution from measuring network scale primarily through vendor numbers towards increasing cross-network engagement, activity and commercial value.

Deliver the product strategy. Product investment is being concentrated on capabilities that improve how Enterprise customers and vendors interact across Felix. This includes improving vendor discovery, categorisation and matching, making it easier to access relevant vendor capability across the platform, and applying AI to automate activities that are currently manual. These initiatives will progressively support a more scalable and technology-led network proposition.

Improve operating performance. We are simplifying the Group's operating model, establishing clearer accountability and concentrating resources behind the opportunities with the strongest potential to generate sustainable returns. This includes improving the underlying performance and economics of Nexvia and continuing to drive greater operating leverage across the Group.

These priorities provide a clear operating agenda for FY27 and the measures against which we intend to report our progress.

Directors' report

Financial Performance - Adjusted EBITDA

The loss for the consolidated entity after providing for income tax amounted to \$6,031,000 (2025 loss: \$4,733,000). The Adjusted EBITDA loss for the year ending 30 June 2026 was \$4,221,000 (2025: \$2,921,000). Adjusted EBITDA is considered an appropriate performance metric for the group, although it is a non-IFRS measure, due to it removing the impact in the period of interest, depreciation, amortisation and share based payments.

	Contractor (\$'000)	Vendor (\$'000)	Nexvia (\$'000)	Unallocated (\$'000)	Total (\$'000)
Operating Revenue	6,956	1,783	2,773	-	11,512
COS	1,893	1,830	1,073	-	4,796
Gross Profit	5,063	(47)	1,700	-	6,716
Gross Margin %	73%	(3%)	61%	-	58%
Other income	-	-	-	554	554
Operating Expenses	-	-	-	11,491	11,491
Adjusted* EBITDA	5,063	(47)	1,700	(10,937)	(4,221)
(Gain) on Fair value movement on contingent consideration	-	-	-	(931)	(931)
Depreciation & amortisation	-	-	-	2,154	2,154
Finance costs	-	-	-	257	257
Share based payments	-	-	-	647	647
Income tax benefit	-	-	-	(317)	(317)
Loss after income tax	5,063	(47)	1,700	(12,747)	(6,031)

*Adjusted EBITDA is earnings before gain on FV movement of contingent consideration, interest, tax, depreciation, amortisation and share based payments

Directors' report

Risks

The following is a material summary of business risks that could adversely affect the consolidated entity's financial performance and growth potential in future years and how the consolidated entity proposes to mitigate those risks.

Macroeconomic and market conditions

The broader economic environment, including factors such as inflation, interest rates, and geopolitical instability, can have a significant impact. Adverse economic conditions may lead to reduced IT spending by businesses and consumers, affecting sales and cashflow receipts.

The group manages this risk by actively monitoring macroeconomic conditions and maintaining a strong focus on cashflow management and forecasting to mitigate any potential impacts on receipts.

Talent acquisition and retention

The success of the consolidated entity is closely linked to the ability to attract, develop, and retain highly skilled employees, particularly in areas such as software development, engineering, and sales. The technology sector is competitive in terms of talent acquisition, and there is a risk that the necessary human resources may not be secured or retained to execute the business strategy effectively.

The group seeks to mitigate this risk by offering attractive employee benefits and investing in programs to support retention and development of key talent.

Financial and liquidity risk

There is the possibility of challenges in securing adequate financing to support growth initiatives, research and development, and day-to-day operations. Fluctuations in currency exchange rates, interest rates, and economic conditions could affect financial stability. The ability to raise additional capital through equity or debt markets is influenced by market conditions and investor sentiment, which may not always be favourable.

The group manages this risk through regular cashflow management and forecasting. Further, the group maintains awareness of current conditions and options for support in relevant markets.

Technology Obsolescence

There is a risk that products and services could become obsolete or fail to meet the evolving needs of customers. Competitors, including both established firms and new entrants, may develop improved technologies or more cost-effective solutions, potentially reducing market share and profitability.

The Group seeks to mitigate this risk through ongoing investment in research and development to enhance existing offerings and support innovation in line with customer needs.

Cyber Security and Data Protection

As a technology company, there is a heightened vulnerability to cybersecurity threats, including data breaches, hacking, and other forms of cyber attacks. A significant security breach could compromise sensitive customer data, disrupt operations, and damage reputation. Regulatory compliance concerning data protection and privacy, especially under stringent laws like the GDPR, also poses an ongoing challenge.

The Group mitigates this risk through ongoing investment in security measures, regular compliance monitoring, and maintaining additional certification for information security management.

Product Failure

The software and delivery mechanisms are architected in such a manner to minimise the business impacts of any failure. Customers have the opportunity to evaluate the software prior to entering into a commercial relationship, reducing the instances of the solutions not meeting their needs.

Climate Change

Climate change risk is low for most organisations operating in the technology space and the consolidated Group is no exception.

Directors' report

Outlook

Felix is well positioned to continue to drive scale across its enterprise platform, Nexvia platform and marketplace in FY27. The Company's strong pipeline of new Contractors provides significant opportunity to grow ARR while accelerating requirements around environment and social governance (ESG) and legislative compliance should continue to strengthen the opportunity landscape for Felix.

Planned expansion of platform modules will further enhance the platform's value proposition to Contractors, delivering opportunities to increase penetration amongst existing customers while providing immediate opportunities to win new Contractors.

Development of Vendor compliance modules, to significantly streamline and automate existing practices, provide a further avenue to scale the Vendor Marketplace, underpinning significant additional opportunity to monetise Vendors.

Significant changes in the state of affairs

On 8 October 2025, Felix Group Holdings Ltd acquired 100% of the ordinary shares of Nexvia Pty Ltd for total consideration transferred of \$11.2m. Nexvia is a SaaS platform providing project and business management solutions to project-led, vendor, small and medium enterprises. Refer to Note 21 for further details of this business combination.

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

Matters subsequent to the end of the financial year

Subsequent to the end of the financial year, the group has engaged in the following matters:

- Announced a two-tranche placement which it received firm commitments for \$5.54m
- Announced it will offer eligible shareholders the opportunity to participate in a Share Purchase Plan at a capped amount of \$1.0m

For more details please refer to note 33: Events after the reporting period.

Environmental regulation

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

Company secretary

James Frayne held the position of Company Secretary throughout the period until 17 August 2026. Stephen Hunter is the current Company Secretary after joining the Group on 17 August 2026. Stephen also acts as the Chief Financial Officer.

Meetings of directors

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

	Full board		Nomination and Remuneration Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held ^a	Attended	Held ^a
Dominic O'Hanlon (appointed 2 February 2026)	4	4	-	-	-	-
Joycelyn Morton	9	9	-	-	3	3
Rob Phillpot	9	9	1	1	3	3
George Rolleston	9	9	1	1	3	3
Michael Bushby (resigned 2 February 2026)	5	5	1	1	-	-
Mike Davis (resigned 12 November 2025)	4	4	-	-	1	1

a) Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee. For the 2026 financial year all non-committee members attended all committee meetings of the Nomination and Remuneration Committee and Audit and Risk Committee as guests during this time.

Directors' report - Remuneration report

Remuneration report

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, 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 consolidated entity'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 Nomination and Remuneration Committee is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

In a prior period, the consolidated entity, through the Nomination and Remuneration Committee, engaged The Reward Practice, remuneration consultants, to review its existing remuneration policies and provide recommendations on how to improve both the STI and LTI frameworks. The recommendations of the program came into effect in the financial year ended 30 June 2025 and has resulted in an increase in options and performance rights granted through the updated STI and LTI programs. The Reward Practice was paid \$19,100 for these services.

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 included two party communication throughout the process, with a member of the Nomination and Remuneration Committee present at all times.

The Board was 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 was satisfied that these protocols were followed and as such there was no undue influence.

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 financial performance as a core component of plan design
- Focusing on sustained growth in shareholder wealth, consisting of 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

Directors' report - Remuneration report

Principles used to determine the nature and amount of remuneration (cont.)

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

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

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

Non-executive directors remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The Chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The Chairman is entitled to receive \$150,000 per annum, the chair of the audit and risk committee receives \$75,000 and non-executive directors receive \$55,000 per annum for their roles (all Director's fees are quoted excluding superannuation guarantee charge). Excluding the Chairman, these fees have not changed since the 2021 period.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 18 November 2022, where the shareholders approved (99.90%) a maximum annual aggregate remuneration of \$800,000 (including any share based payments).

Executive remuneration

The consolidated entity 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 & option payments
- Other remuneration such as superannuation and long service leave

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

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 revenue and operating cashflow performance. The methods have been chosen as they align with the consolidated entity's strategy of sustainable growth.

For the financial year ending 30 June 2026 certain members of management qualified for STI performance rights for partially achieving a group revenue and EBITDA targets, while the Nexvia sales target was not met.

An updated LTI program was rolled out to executives in the financial year ended 30 June 2026. The program had a share-price and recurring revenue target to be achieved prior to 30 June 2028. As at the date of the report this had not been achieved.

Directors' report - Remuneration report

Executive remuneration (cont.)

The Nomination and Remuneration Committee is of the opinion that the 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.

Details of remuneration

Consolidated entity performance and link to remuneration

Remuneration for certain individuals is directly linked to the performance of the consolidated entity. A portion of cash bonus and incentive payments are dependent on defined revenue and operating cashflow targets being met.

Amounts of remuneration

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

The key management personnel of the consolidated entity consisted of the following directors of Felix Group Holdings Limited:

- Dominic O'Hanlon - Non-Executive Chairman (appointed 2 February 2026)
- Michael Bushby - Non-Executive Chairman (resigned 2 February 2026)
- Mike Davis - Executive Director and Chief Executive Officer (resigned 12 November 2025)
- Joycelyn Morton - Non-Executive Director
- Rob Phillpot - Non-Executive Director
- George Rolleston - Non-Executive Director

And the following persons:

- Chris Atkin - Chief Executive Officer (commenced 1 April 2026)
- James Frayne - Company Secretary and CFO

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2026	Cash salary and fees (\$)	STI - Cash bonus (\$)	Non-monetary (\$)	Super-annuation (\$)	Long service leave (\$)	LTI - Equity-settled shares (\$)	LTI - Equity-settled options (\$)	Total (\$)
Non-Executive Directors:								
Michael Bushby ^a	64,167	-	-	7,700	-	-	-	71,867
Joycelyn Morton ^b	84,000	-	-	-	-	-	-	84,000
Dominic O'Hanlon ^c	62,500	-	-	7,500	-	-	-	70,000
Rob Phillpot	55,000	-	-	6,600	-	-	-	61,600
George Rolleston	55,000	-	-	6,600	-	-	-	61,600
Executive Directors:								
Mike Davis ^d	187,318	-	-	12,202	3,161	-	(8,386)	194,295
Other Key Management Personnel:								
Chris Atkin ^e	96,231	87,500	-	7,500	-	-	162,618	353,849
James Frayne ^{f,g}	280,876	-	-	29,534	(9,148)	-	50,295	351,557
Total	885,092	87,500	-	77,636	(5,987)	-	204,527	1,248,768

^a Michael Bushby resigned on 2 February 2026

^b Joycelyn Morton received an SGC exemption from the ATO for the period.

^c Dominic O'Hanlon was appointed on 2 February 2026

^d Mike Davis resigned on 12 November 2025

^e Chris Atkin commenced on 1 April 2026

^f James Frayne acted as Interim CEO for period 12 November to 1 April 2026.

^g James Frayne cashed out \$11,535 of annual leave in the period.

Directors' report - Remuneration report

Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments			
2025	Cash salary and fees (\$)	STI - Cash bonus (\$)	Non-monetary (\$)	Super-annuation (\$)	Long service leave (\$)	LTI - Equity-settled shares (\$)	LTI - Equity-settled options (\$)	Total (\$)
Non-Executive Directors:								
Michael Bushby (Chairman)	110,000	-	-	12,696	-	-	133,407	256,103
Joycelyn Morton ^a	77,158	-	-	-	-	-	90,959	168,117
Rob Phillpot	55,000	-	-	6,348	-	-	66,703	128,051
George Rolleston	55,000	-	-	6,348	-	-	66,703	128,051
Michael Trusler ^b	18,333	-	-	2,108	-	-	-	20,441
Executive Directors:								
Mike Davis	294,900	20,897	-	36,174	(1,361)	-	78,271	428,881
Other Key Management Personnel:								
James Frayne ^c	238,675	-	-	27,246	(1,262)	-	70,822	335,481
Total	849,066	20,897	-	90,920	(2,623)	-	506,865	1,465,125

a Joycelyn Morton received an SGC exemption from the ATO for the period.

b Michael Trusler resigned on 21st November 2024.

c James Frayne cashed out \$7,332 of annual leave in the period.

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

Name	Fixed remuneration		At risk - STI		At risk - LTI	
Executive Directors:	2026	2025	2026	2025	2026	2025
Mike Davis	104%	77%	0%	5%	(4%)	18%
Other Key Management Personnel:						
Chris Atkin	29%	-	25%	-	46%	-
James Frayne	86%	79%	0%	0%	14%	21%

Directors' report - Remuneration report

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
Executive Directors:				
Mike Davis	N/A	29%	N/A	71%
Other Key Management Personnel:				
Chris Atkin	100%	-	0%	-
James Frayne ^b	N/A	N/A	N/A	N/A

Employment agreements Remuneration and other terms of employment for key management personnel are formalised in Employment agreements. Details of these agreements are as follows:

Name: Chris Atkin

Title: Chief Executive Officer

Agreement commenced: 5 March 2026

Details: Base salary for the year ending 30 June 2026 of \$350,000 plus superannuation, to be reviewed annually by the Nomination and Remuneration Committee. 4 month termination notice by either party, cash STI bonus of 100% base salary based on board set financial KPI's, LTI in the form of performance rights tranches based on different share price hurdle targets, non-solicitation and non-compete clauses.

Name: Mike Davis

Title: Managing Director and Chief Executive Officer

Agreement commenced: 29 October 2020

Resignation Date: 12 November 2025

Details: Base salary for the year ending 30 June 2026 of \$299,915 plus superannuation. 3 month termination notice by either party. No STI or LTI was set for FY26 by the Nomination and Remuneration committee as the employee resigned in the period, non-solicitation and non-compete clauses.

Name: James Frayne

Title: Company Secretary and CFO

Agreement commenced: 29 October 2020

Resignation Date: 28 August 2026

Details: Base salary for the year ending 30 June 2026 of \$234,480 plus superannuation. During the period salary increased to \$299,915 plus superannuation as a result of the interim CEO appointment. 3 month termination notice by either party, performance rights STI bonus of 25% base salary based on sales revenue, EBITDA and Nexvia performance for the 2026 financial year set by the Nomination and Remuneration Committee (partially achieved), LTI in the form of performance rights based on revenue growth by FY28 (not achieved) as service condition lapsed, non-solicitation and non-compete clauses.

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

Directors' report - Remuneration report

Options & Performance Rights

The terms and conditions of each grant of options and performance rights over ordinary shares at period end:

Name	Type	Number of options granted	Grant date	Vesting date and exercisable date ^a	Expiry date	Exercise price ^a	Fair value per option at grant date
James Frayne	Options	39,290	10 December 2020	30 June 2026	31 December 2026	-	\$0.266
Michael Bushby	Options	1,098,901	21 November 2024	21 November 2024	26 November 2027	\$0.20	\$0.121
George Rolleston	Options	549,451	21 November 2024	21 November 2024	26 November 2027	\$0.20	\$0.121
Joycelyn Morton	Options	749,251	21 November 2024	21 November 2024	26 November 2027	\$0.20	\$0.121
Rob Phillpot	Options	549,451	21 November 2024	21 November 2024	26 November 2027	\$0.20	\$0.121
James Frayne	Performance Rights	92,001	21 November 2024	01 October 2026	31 December 2027	-	\$0.230
James Frayne	Performance Rights	92,000	21 November 2024	01 October 2027	31 December 2027	-	\$0.230
James Frayne	Performance Rights	342,464	23 January 2026	01 October 2026	15 October 2026	-	\$0.145
James Frayne	Performance Rights	239,725	23 January 2026	01 October 2026	15 October 2028	-	\$0.089
James Frayne	Performance Rights	239,725	23 January 2026	01 October 2026	15 October 2028	-	\$0.145
Chris Atkin	Performance Rights	3,500,000	5 March 2026	8 January 2028	5 March 2031	-	\$0.105
Chris Atkin	Performance Rights	3,500,000	5 March 2026	19 September 2028	5 March 2031	-	\$0.096
Chris Atkin	Performance Rights	4,000,000	5 March 2026	21 June 2029	5 March 2031	-	\$0.084
Chris Atkin	Performance Rights	4,000,000	5 March 2026	5 April 2030	5 March 2031	-	\$0.077

Options and performance rights granted carry no dividend or voting rights.

All options and performance rights were granted over unissued fully paid ordinary shares in the company. Options vest based on the provision of service over the vesting period. The executive becomes beneficially entitled to the option on vesting date. Options are exercisable by the holder as from the vesting date. There has not been any alteration to the terms or conditions of the grant since the grant date. There are no amounts paid or payable by the recipient in relation to the granting of such options other than on their potential exercise.

Values of options and performance rights over ordinary shares granted, exercised and lapsed for directors and other key management personnel as part of compensation during the year ended 30 June 2026 are set out below:

Directors' report - Remuneration report

2026

Name	Value of options granted during the year \$	Value of options exercised during the year \$	Value of options lapsed during the year \$	Remuneration consisting of options for the year %
Michael Bushby	-	-	-	-
Mike Davis	-	34,799	173,992	(4%)
Joycelyn Morton	-	-	-	-
Dominic O'Hanlon	-	-	-	-
Rob Phillpot	-	-	-	-
George Rolleston	-	-	-	-
Chris Atkin	1,345,450	-	-	46%
James Frayne	105,849	60,135	66,805	14%

2025

Name	Value of options granted during the year \$	Value of options exercised during the year \$	Value of options lapsed during the year \$	Remuneration consisting of options for the year %
Michael Bushby	133,407	-	-	52%
Mike Davis	78,271	-	-	18%
Joycelyn Morton	90,959	-	36,779	54%
Rob Phillpot	66,703	-	-	52%
George Rolleston	66,703	-	-	52%
James Frayne	70,822	-	-	21%

Additional information

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

	2026 \$'000	2025 \$'000	2024 \$'000	2023 \$'000	2022 \$'000
Sales revenue	11,512	8,321	6,831	5,104	3,915
Adjusted EBITDA	(4,221)	(2,921)	(4,282)	(5,661)	(6,181)
Loss after income tax	(6,031)	(4,733)	(5,098)	(6,125)	(7,555)

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

	2026	2025	2024	2023	2022
Share price at financial year end (\$)	0.056	0.190	0.170	0.140	0.170
Total dividends declared (cents per share)	-	-	-	-	-
Basic loss per share (cents per share)	2.18	2.31	2.62	3.91	5.61

Directors' report - Remuneration report

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 consolidated entity, including their personally related parties, is set out below:

Name	Balance at the start of the year	Exercised Options	Additions	Disposals/ transfers	Other	Balance at the end of the year
Ordinary shares						
Michael Bushby ^a	1,075,000	-	142,857	-	(1,217,857)	-
Mike Davis ^b	12,848,058	151,301	-	-	(12,999,359)	-
Joycelyn Morton	718,215	-	142,857	-	-	861,072
Rob Phillpot	1,763,889	-	454,545	-	-	2,218,434
George Rolleston	20,434,432	-	2,492,727	-	-	22,927,159
Dominic O'Hanlon	-	-	-	-	-	-
Chris Atkin	-	-	-	-	-	-
James Frayne ^c	333,872	283,192	-	-	-	617,064
Total	37,173,466	434,493	3,232,986	-	(14,217,216)	26,623,729

a) Michael Bushby resigned on 2 February 2026. Michael's shareholding at the time of resignation was 1,217,857.

b) Mike Davis resigned on 12 November 2025. Mike's shareholding at the time of resignation was 12,999,359.

c) James Frayne resigned on 28 August 2026. James's shareholding at the time of resignation was 617,064

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 consolidated entity, including their personally related parties, is set out below:

Name	Balance at the start of the year	Granted	Exercised	Expired	Forfeited	Other	Balance at the end of the year	Vested and exercisable ^a
Options over ordinary shares								
Michael Bushby ^b	1,098,901	-	-	-	-	(1,098,901)	-	-
Mike Davis	907,788	-	(151,301)	(453,894)	(302,593)	-	-	-
Joycelyn Morton	749,251	-	-	-	-	-	749,251	749,251
Rob Phillpot	1,938,340	-	-	(1,388,889)	-	-	549,451	549,451
George Rolleston	549,451	-	-	-	-	-	549,451	549,451
Dominic O'Hanlon	-	-	-	-	-	-	-	-
Chris Atkin	-	15,000,000	-	-	-	-	15,000,000	-
James Frayne	1,064,169	821,914	(283,192)	(557,686)	-	-	1,045,205	-
Total	6,307,900	15,821,914	(434,493)	(2,400,469)	(302,593)	(1,098,901)	17,893,358	1,848,153

a) The 1,848,153 vested and exercisable options have an exercise price of \$0.20

b) Michael Bushby resigned on 2 February 2026. Michael's optionholding at the time of resignation was 1,098,901.

Directors' report - Remuneration report

Other transactions with key management personnel and their related parties

There were no related party transactions in the period.

This concludes the audited remuneration report.

All shares under option

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

Grant date	Expiry date	Exercise price	Number under option
10 December 2020	31 December 2026	\$0.00	250,485
21 November 2024	26 November 2027	\$0.20	2,947,054
21 November 2024	31 December 2027	\$0.00	1,253,129
23 January 2026	15 October 2026	\$0.00	5,890,875
23 January 2026	15 October 2028	\$0.00	2,310,144
8 October 2025	8 October 2030	\$0.31	51,948,052
8 October 2025	8 October 2028	\$0.33	5,905,254
8 October 2025	30 September 2026	\$0.00	9,600,000
5 March 2026	5 March 2031	\$0.00	15,000,000

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 2,576,800 ordinary shares of Felix Group Holdings Limited issued during the year ended 30 June 2026 and up to the date of this report on the exercise of options granted.

Directors' report

Indemnity and insurance of directors and officers

The company has indemnified the directors and officers of the company for costs incurred, in their capacity as a director or officer, 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.

Rounding of amounts

The company is of a kind referred to in Corporations Instrument 2026/183, issued by the Australian Securities and Investments Commission, relating to 'rounding off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Non-audit services

There are no officers of the company who are former partners of BDO Audit Pty Ltd.

BDO Audit Pty Ltd have not provided any non-assurance services.

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.

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

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

On behalf of the directors



Dominic O'Hanlon
Director

30 September 2026
Brisbane

Auditor's Independence Declaration



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DECLARATION OF INDEPENDENCE BY N I BATTERS TO THE DIRECTORS OF FELIX GROUP HOLDINGS LIMITED

As lead auditor of Felix Group Holdings Limited for the year ended 30 June 2026, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Felix Group Holdings Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'N I Batters', is enclosed within a light gray rectangular border.

N I Batters

Director

BDO Audit Pty Ltd

Brisbane, 30 September 2026

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation.

Introduction

General Information

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

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

Registered office & Principal place of business

Level 13
239 George Street
Brisbane City QLD 4000

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 September 2026. The directors have the power to amend and reissue the financial statements.

Consolidated statement of profit or loss and other comprehensive income —

For the year ended 30 June 2026

	Note	2026 (\$'000)	2025 (\$'000)
REVENUE			
Sales revenue	4	11,512	8,321
OTHER INCOME			
Gain on fair value movement on contingent consideration	20	931	-
Other income	5	554	300
Total other income		1,485	300
EXPENSES			
Advertising and marketing		(613)	(225)
Consultants fees		(462)	(474)
Contract costs		(230)	(267)
Depreciation and amortisation expense		(2,154)	(848)
Employee benefits expense		(10,820)	(8,066)
Finance costs		(257)	(7)
Insurance		(246)	(232)
Share based payments		(647)	(957)
Subscriptions		(2,078)	(1,297)
Other expenses		(588)	(468)
Professional fees		(1,250)	(513)
Total Expenses		(19,345)	(13,354)
LOSS BEFORE INCOME TAX EXPENSE		(6,348)	(4,733)
Income tax (expense)/ benefit	6	317	-
LOSS AFTER INCOME TAX EXPENSE FOR THE YEAR		(6,031)	(4,733)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translating foreign controlled entities		11	-
Other comprehensive income for the year, net of tax		11	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO MEMBERS OF FELIX GROUP HOLDINGS LIMITED		(6,020)	(4,733)
Loss per share attributable to the members of Felix Group Holdings Limited			
		Cents	Cents
Basic loss per share	31	2.18	2.31
Diluted loss per share	31	2.18	2.31

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

Consolidated statement of financial position —

As at 30 June 2026

	Note	2026 (\$'000)	2025 (\$'000)
ASSETS			
<i>Current assets</i>			
Cash and cash equivalents	7	3,378	2,039
Trade and other receivables	8	1,107	940
Income tax receivable		1,045	463
Contract assets	9	162	198
Other assets		-	14
Prepayments		584	507
Total current assets		6,276	4,161
<i>Non-current assets</i>			
Property, plant and equipment		13	17
Right of use assets	11	2,130	11
Intangible assets	12	14,773	759
Other assets	10	448	-
Contract assets	9	157	119
Total non-current assets		17,521	906
Total assets		23,797	5,067
LIABILITIES			
<i>Current liabilities</i>			
Trade and other payables	13	2,938	2,908
Contract liabilities	14	5,683	5,556
Contingent consideration	20	316	-
Lease liabilities	15	508	13
Short term employee benefits	16	841	617
Total current liabilities		10,286	9,094
<i>Non-current liabilities</i>			
Deferred tax liability		2,003	-
Lease liabilities	15	1,707	-
Long term employee benefits	17	372	236
Total non-current liabilities		4,082	236
Total liabilities		14,368	9,330
<i>Net assets</i>		9,429	(4,263)
EQUITY			
Issued capital	18	67,431	52,911
Reserves	19	6,771	1,568
Accumulated losses		(64,773)	(58,742)
Total equity		9,429	(4,263)

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

Consolidated statement of changes in equity

— For the year ended 30 June 2026

Consolidated	Issued capital (\$'000)	Reserves (\$'000)	Accumulated losses (\$'000)	Total equity (\$'000)
Balance at 1 July 2024	52,911	611	(54,009)	(487)
Loss after income tax expense for the year	-	-	(4,733)	(4,733)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(4,733)	(4,733)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (see note 18)	-	-	-	-
Share-based payments expensed (see Note 32)	-	957	-	957
Share-based payments exercised (see Note 32)	-	-	-	-
Balance at 30 June 2025	52,911	1,568	(58,742)	(4,263)

Consolidated	Issued capital (\$'000)	Reserves (\$'000)	Accumulated losses (\$'000)	Total equity (\$'000)
Balance at 1 July 2025	52,911	1,568	(58,742)	(4,263)
Loss after income tax expense for the year	-	-	(6,031)	(6,031)
Other comprehensive income for the year, net of tax	-	11	-	11
Total comprehensive income for the year	-	11	(6,031)	(6,020)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (see note 19)	14,021	5,044	-	19,065
Share-based payments expensed (see Note 32)	-	647	-	647
Share-based payments exercised (see Note 32)	499	(499)	-	-
Balance at 30 June 2026	67,431	6,771	(64,773)	9,429

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

Consolidated statement of cash flows

— For the year ended 30 June 2026

	Note	2026 (\$'000)	2025 (\$'000)
Cash flows from operating activities			
Receipts from operations (inclusive of GST):		12,391	11,749
Payments to suppliers and employees (inclusive of GST)		(18,435)	(11,357)
Sub-total		(6,044)	392
Interest received		142	32
Interest and other finance costs paid		(257)	(7)
Net cash from/(used in) operating activities	28	(6,159)	417
Cash flows from investing activities			
Proceeds from deposits		14	400
Payment for deposits	10	(450)	-
Payments for intangibles		(1,190)	(439)
Payment to acquire businesses (net of cash acquired)	21	(5,892)	-
Net cash from/(used in) investing activities		(7,518)	(39)
Cash flows from financing activities			
Proceeds of share issue	18	16,490	-
Payment of share issue costs	18	(1,107)	-
Net proceeds/ (repayment) of borrowings	30	(367)	(50)
Net cash from/(used in) financing activities		15,016	(50)
Net increase/ (decrease) in cash and cash equivalents		1,339	328
Cash and cash equivalents at the beginning of the financial year		2,039	1,711
Cash and cash equivalents at the end of the financial year	7	3,378	2,039

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

Notes to the financial statements

Note 1. Material accounting policies

The material accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity 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.

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 International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 26.

Going Concern

For the year ended 30 June 2026, the Group incurred a loss before income tax of \$6,348,000 (2025: \$4,733,000) and net cash used by operating activities was \$6,159,000 (2025: \$417,000 inflow) and is in a net asset position of \$9,429,000 and a working capital deficiency of \$4,010,000. The Group has a history of losses and operating outflows.

Subsequent to year end, on 28 September 2026, the Group announced a two-tranche placement which it received firm commitments for \$5.54m, and also announced it will offer eligible shareholders the opportunity to participate in a Share Purchase Plan (SPP) at a capped amount of \$1.0m. The funds raised will support the ongoing business growth strategy and working capital.

The placement was oversubscribed.

The Tranche one proceeds from the placement of \$2.6m before fees are to be settled by 2 October 2026. Tranche two proceeds of \$2.9m before fees are scheduled to be settled on 13 November 2026. Tranche two is subject to a shareholder vote at a General Meeting of Shareholders to be held on 9 November 2026.

The SPP is expected to be completed in November 2026.

Tranche one proceeds are not dependent on shareholders successfully resolving to approve the issue of shares for Tranche two of the Placement. For more details please refer to note 33: Events after the reporting period.

The Group is also free of any interest-bearing borrowings.

Notes to the financial statements

Note 1. Material accounting policies (Continued)

On this basis, the Directors believe that the going concern basis of presentation is appropriate. No adjustments have been made relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Group not have the ability to continue as a going concern. If for any reason the Group is unable to continue as a going concern, it would impact on the Group's ability to realise assets at their recognised values and to extinguish liabilities in the normal course of business at the amounts stated in these financial statements.

Foreign currency translation

The financial statements are presented in Australian dollars, which is Felix Group Holdings Limited's functional and presentation currency.

Revenue recognition

The consolidated entity recognises revenue as follows:

Contractor, Vendor and Nexvia Revenue

Access to, and use of, the Platform is granted to customers via a subscription hosting fee. Licence fees and configuration and implementation fees are accounted for as a single performance obligation. The performance obligation is fulfilled over the time the customer simultaneously receives and consumes the benefit of accessing the software. Customers are typically invoiced in advance, and consideration is payable when invoiced. Revenue is recognised evenly throughout the period of the subscription. As the group recognises a single performance obligation, the amounts represented in the contract for license and configuration and implementation fees represent the transaction price.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as contract liabilities in the statement of financial position. Similarly, if the Group satisfied a performance obligation before it receives the consideration, the Group recognises incremental costs incurred in securing the customer as 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.

The Group splits its revenue between the two sides of the marketplace being monetised, being Contractors and Vendors, and a third revenue stream generated by Nexvia. Revenue recognition is the same across the different customers.

The Contractors pay for an enterprise solution to manage and source from the vendors in their supply chains, while the Vendors can pay for a public profile and receive further business opportunities through the Vendor Marketplace. Nexvia is a cloud-based project and operations management platform for SMEs and other businesses across the construction industry.

Research and Development Tax Incentive

The Group recognises income tax receivables related to the research and development tax incentive (R&D) as other income over the period necessary to match with the costs that they are intended to compensate. R&D grants received in relation to costs capitalised as part of intangible asset additions are recognised as a deduction from the carrying amount of the relevant qualifying assets, in accordance with the accounting policy disclosed above.

Trade and other receivables

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

Notes to the financial statements

Note 1. Material accounting policies (Continued)

Impairment of financial assets

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

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

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost & subsequently amortised on a straight-line basis over the period of their expected useful life. The useful lives of intangible assets range from 5 to 10 years.

Research and development

The research and development tax incentive requires submission of the research and development tax incentive schedule with the year end tax return before it can be received. The receivable for the research and development tax incentive is recognised to the extent that the Group can reliably estimate the research and development expenditure for the year will be within the eligibility requirements.

Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Trade and other payables

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

Contract liabilities

Contract liabilities represent the consolidated entity's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the consolidated entity recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the consolidated entity has transferred the goods or services to the customer.

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees and in some instances advisors.

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

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using the Binomial model that takes into account expected price volatility of the underlying share, vesting restrictions such as escrow periods and forfeiture.

Notes to the financial statements

Note 1. Material accounting policies (Continued)

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

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

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

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

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

Business Combinations

Business combinations are accounted for using the acquisition method in accordance with AASB 3 Business Combinations. The consideration transferred is measured at the acquisition-date fair value and includes any contingent consideration.

Identifiable assets acquired and liabilities assumed are recognised at their acquisition-date fair values. Any excess of the consideration transferred over the fair value of the identifiable net assets acquired is recognised as goodwill. If the fair value of the identifiable net assets exceeds the consideration transferred, the resulting gain is recognised in profit or loss.

Contingent consideration is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration classified as a liability are recognised in profit or loss. Contingent consideration classified as equity is not remeasured after initial recognition.

Acquisition-related costs are expensed as incurred.

Where the initial accounting for a business combination is incomplete at the reporting date, provisional amounts are recognised and may be adjusted during the measurement period (not exceeding 12 months from the acquisition date).

Rounding of amounts

The company is of a kind referred to in Corporations Instrument 2026/183, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars.

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

Notes to the financial statements

Note 1. Material accounting policies (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 IAS 1 '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 consolidated entity 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 2. Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Binomial 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. Refer to note 32 for further information.

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

The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions. At year end, based on management's assessment, no impairment indicators were present which did not necessitate a value-in-use calculation to be performed for these assets.

Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations.

Notes to the financial statements

Note 2. Critical accounting judgements, estimates and assumptions (Continued)

Research and development tax incentives

The research and development tax incentive requires submission of the research and development tax incentive schedule with the year end tax return before it can be received. The receivable for the research and development tax incentive is recognised to the extent that the Company can reliably estimate the research and development expenditure for the year will be within the eligibility requirements.

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to use or sell the asset; the consolidated entity has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Contingent consideration

The fair value of consideration involves judgement and estimation uncertainty because the amount payable is dependent on future events and assumptions that may not be observable at reporting date. Key estimates include the expected achievement of the relevant earn-out, forecast financial performance of the acquired business, and the discount rate applied to future expected outcomes, where relevant. Management has assessed these assumptions using information available at reporting date.

Notes to the financial statements

Note 3. Operating segments

The Group provides a cloud-based SaaS solution to its Contractor and Vendor customer base. The Chief Executive Officer is Chief Operating Decision Maker (CODM). The CODM monitors the results of the Group based on three operating segments based on differences in products and services provided: Contractor, Vendor & Nexvia (being the recently acquired business). The Group's segment disclosures have changed since the last annual financial statements due to the acquisition of Nexvia Pty Ltd during the period, which is now reported as a separate operating segment.

The balance sheet is reported at a consolidated level.

The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information is reported to the CODM on a monthly basis. The key information reported is broken down below:

30 June 2026	Contractor (\$'000)	Vendor (\$'000)	Nexvia (\$'000)	Unallocated (\$'000)	Total (\$'000)
Operating revenue	6,956	1,783	2,773	-	11,512
Interest income	-	-	-	142	142
Other income	-	-	-	1,343	1,343
EBITDA	5,063	(47)	1,700	(10,653)	(3,937)
Income tax benefit	-	-	-	317	317
Depreciation & amortisation	-	-	-	(2,154)	(2,154)
Finance costs	-	-	-	(257)	(257)
Net profit/ (loss)	5,063	(47)	1,700	(12,747)	(6,031)
Material items include:					
Share based payments	-	-	-	(647)	(647)
Gain on fair value movement on contingent consideration	-	-	-	931	931
30 June 2025	Contractor (\$'000)	Vendor (\$'000)	Nexvia (\$'000)	Unallocated (\$'000)	Total (\$'000)
Operating revenue	6,373	1,948	-	-	8,321
Interest income	-	-	-	32	32
Other income	-	-	-	268	268
EBITDA	4,838	244	-	(8,960)	(3,878)
Depreciation & amortisation	-	-	-	(848)	(848)
Finance costs	-	-	-	(7)	(7)
Net profit/ (loss)	4,838	244	-	(9,815)	(4,733)
Material items include:					
Share based payments	-	-	-	(957)	(957)

Notes to the financial statements

Note 4. Sales Revenue

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Enterprise SaaS (Contractor) Revenue	6,956	6,373
Marketplace Subscription (Vendor) Revenue	1,783	1,948
Nexvia Revenue	2,773	-
Total	11,512	8,321

For the financial year, and the prior period, all revenue is recognised over time.

For the financial year, revenue includes \$4,671,000 (2025: \$3,257,000) included in the contract liability balance at the beginning of the year broken down as follows.

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Enterprise SaaS (Contractor) Revenue	4,422	2,951
Marketplace Subscription (Vendor) Revenue	249	306
Nexvia Revenue	-	-
Total	4,671	3,257

Revenue from contracts with customers is derived from the Group's combined platform. The Group splits its revenue between the two sides of the marketplace being monetised, Contractors and Vendors, and a third revenue stream generated by Nexvia.

Note 5. Other income

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Research and development tax incentive income	395	250
Interest income	142	32
Other income	17	18
Total other income	554	300

Note 6. Income tax expense

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Loss before income tax expense	(6,348)	(4,733)
Tax at the statutory rate of 25%	(1,587)	(1,183)
Adjustments for permanent differences	598	257
Unrecognised tax losses	1,306	926
Total Income tax (expense)/ benefit	317	-

As at 30 June 2026 the unrecognised carried forward tax loss position of the Group is \$44,325,000 (2025: \$41,531,721). The deferred franking account balance at 30 June 2026 is \$5,995,000 (2025: \$4,860,000).

Notes to the financial statements

Note 7. Current assets - Cash and cash equivalents

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Cash at bank	3,378	2,039
Total	3,378	2,039

Note 8. Current assets - trade and other receivables

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Trade receivables	1,145	955
Less: Allowance for expected credit losses	(38)	(15)
Total trade and other receivables	1,107	940

Note 9. Contract assets

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Contract assets - Current	162	198
Contract assets - Non-Current	157	119
Total contract assets	319	317
Reconciliation of the written down values at the beginning and end of the current and previous financial year are set out below:		
Opening balance	317	356
Additions	232	228
Cumulative catch-up adjustments	-	-
Transfer to contract costs expense	(230)	(267)
Closing balance	319	317

Note 10. Non-current assets - other assets

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Bank guarantee	448	-

The Group holds the following bank guarantees in favour of landlords as security for property lease commitments: \$384,000, expiring September 2030; and \$64,000 expiring March 2028.

Notes to the financial statements

Note 11. Non-current assets - right-of-use assets

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Land and buildings - right-of-use	2,574	135
Less: Accumulated amortisation	(444)	(124)
	2,130	11
Movements in Carrying Amounts		
Balance at 1 July	11	56
Additions	2,319	-
Additions through business combinations (note 21)	254	-
Disposals	-	-
Amortisation expense	(454)	(45)
Balance at 30 June	2,130	11

The consolidated entity leases land and buildings for its head office premises at Level 13, 239 George Street Brisbane City (lease term expiring 14 September 2030) and Level 8, 230 Brunswick Street Fortitude Valley (lease term expiring 31 March 2028).

Note 12. Non-current assets - intangibles

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Goodwill	5,065	-
Technology platform development at cost	14,675	5,283
Less: Accumulated amortisation and impairment	(6,107)	(4,524)
Total technology platform development	8,568	759
Client list at cost	1,240	-
Less: Accumulated amortisation	(100)	-
Total client list	1,140	-
Total intangible assets	14,773	759

Notes to the financial statements

Note 12. Non-current assets - intangibles (cont.)

	Goodwill (\$'000)	Technology platform development at cost (\$'000)	Client list (\$'000)	Total (\$'000)
Movement in carrying amounts				
Balance at beginning of financial period	-	759	-	759
Additions	-	1,358	-	1,358
Additions through business combinations (note 21)	5,065	8,040	1,240	14,345
Disposals	-	-	-	-
Amortisation expense	-	(1,589)	(100)	(1,689)
Balance at end of financial period	5,065	8,568	1,140	14,773

Impairment testing

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

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Nexvia	5,065	-
Total goodwill allocated	5,065	-

The recoverable amount of the Nexvia CGU, to which goodwill has been allocated, has been determined by a value-in-use basis using a discounted cash flow model over a five-year forecast period approved by management, plus a terminal value. The key assumptions applied were:

- post-tax discount rate of 16.1% which reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital, adjusted for the risk free rate and the volatility of the share price relative to market movements, and benchmarked against comparable entities.

- forecast revenue growth of 17.5% per annum over the forecast period based on the Board-approved FY27 budget, developed with reference to contracted revenue, the sales pipeline, and expected retention and growth within the existing client base.

- a terminal growth rate of 2.5% per annum based on conservative long-term expectations for GDP and inflation in the Australian economy, and does not exceed the long-term average growth rate for the industry.

The recoverable amount was \$17.3m and exceeded the carrying amount of the CGU by \$7.3m, and therefore no impairment was recognised.

Sensitivity

As disclosed in note 2, the directors have made judgements and estimates in respect of impairment testing of goodwill. Should these judgements and estimates not occur the resulting goodwill carrying amount may decrease. The recoverable amount is most sensitive to changes in the discount rate and forecast revenue growth rate. Based on sensitivity analyses performed, the pre-tax discount rate would need to increase to 28.7% (from 19.6%), or forecast revenue growth would need to decrease to 10.0% per annum (from 17.5%), before the recoverable amount would equal the carrying amount. The directors believe that no reasonably possible change in these key assumptions would cause the carrying amount to exceed the recoverable amount.

Notes to the financial statements

Note 13. Current liabilities - trade and other payables

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Trade payables	576	261
Accrued expenses	285	92
GST payables	270	219
Payroll payables	1,794	2,278
Other payables	13	58
Total trade and other payables	2,938	2,908

Note 14. Current liabilities - Contract liabilities

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Contract liabilities	5,683	5,556

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

Opening balance	5,556	4,185
Acquired through business combination (Note 21)	889	-
Payments received in advance	3,909	4,628
Transfer to revenue - included in the opening balance (Note 4)	(4,671)	(3,257)
Closing balance	5,683	5,556

Unsatisfied performance obligations

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was \$5,683,000 as at 30 June 2026 (\$5,556,000 as at 30 June 2025) and is expected to be recognised as revenue in future periods as follows:

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Within 6 months	3,744	3,455
6 to 12 months	1,680	1,266
12 to 18 months	173	354
More than 18 months	86	481
Total unsatisfied performance obligations	5,683	5,556

Notes to the financial statements

Note 15. Lease liabilities

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Lease liability - current	508	13
Lease liability - non-current	1,707	-
Total lease liability	2,215	13

The consolidated entity leases land and buildings for its head office premises at Level 13, 239 George Street Brisbane City & Level 8, 230 Brunswick Street Fortitude Valley.

Refer to note 20 for further information on financial instruments.

Note 16. Current liabilities – short term employee benefits

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Provision for annual leave	541	381
Provision for long service leave	300	236
Total short term employee benefits	841	617

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances.

Amounts not expected to be settled within the next 12 months are classified as non-current.

Note 17. Non-current liabilities – long term employee benefits

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Provision for annual leave	104	59
Provision for long service leave	268	177
Total long term employee benefits	372	236

Note 18. Equity - issued capital

	Consolidated			
	2026 No. of Shares	2025 No. of Shares	2026 (\$'000)	2025 (\$'000)
Ordinary shares fully paid	298,500,741	204,499,713	67,431	52,911

Notes to the financial statements

Note 18. Equity - issued capital (Continued)

Consolidated				
<i>Movements in ordinary share capital</i>	Date	No. of Shares	Issue price	(\$'000)
Opening Balance	1 July 2024	204,499,713	-	52,911
Balance	1 July 2025	204,499,713	-	52,911
Issue of shares for exercise of options	1 July 2025	910,918	-	176
Issue of shares for Placement (Tranche 1)	27 August 2025	24,545,455	0.22	3,843
Issue of shares for SPP	15 September 2025	2,333,319	0.21	490
Issue of shares for Placement (Tranche 2)	7 October 2025	48,181,818	0.22	7,543
Costs for issue of shares for Placement & SPP				(1,536)
Issue of shares for purchase consideration (note 21) – Nexvia Pty Ltd	8 October 2025	16,363,636	0.225	3,682
Issue of shares for exercise of options	14 October 2025	1,665,882	-	322
Balance	30 June 2026	298,500,741	-	67,431

Ordinary shares

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

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

The Placement (Tranche 1 and Tranche 2) included the issue of free-attaching options to subscribers. The total proceeds from each Placement have been allocated between share capital and the option reserve based on the relative fair value of the shares and the free-attaching options at issue date, see Note 19.

Share buy-back

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

Capital risk management

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

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

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

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

Notes to the financial statements

Note 19. Equity - reserves

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Foreign currency translation reserve	10	(1)
Share based payments reserve	2,148	1,569
Options reserve	4,613	-
Total Reserve	6,771	1,568

Movements in reserves

	Foreign currency translation reserve (\$'000)	Share based payments reserve (\$'000)	Options Reserve (\$'000)	Total (\$'000)
Balance at 1 July 2024	(1)	612	-	611
Foreign currency translation	-	-	-	-
Share-based payments expensed	-	957	-	957
Share based payments exercised	-	-	-	-
Balance at 30 June 2025	(1)	1,569	-	1,568
Foreign currency translation	11	-	-	11
Transaction costs and free attaching options issued on contribution of equity	-	431	4,613	5,044
Share-based payments expensed	-	647	-	647
Share based payments exercised	-	(499)	-	(499)
Balance at 30 June 2026	10	2,148	4,613	6,771

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.

Options reserve

The reserve is used to recognise the fair value of free-attaching options issued as part of the Group's capital raisings.

Share based payments

The reserve is used to recognise the fair value of equity settled share based payments provided to employees, directors and other parties in exchange for goods or services. For more information see note 32.

Notes to the financial statements

Note 20. Financial instruments

Financial risk management objectives

The consolidated entity'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 consolidated entity'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 consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of foreign exchange risks for the New Zealand dollar to Australian dollar rate.

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 consolidated entity and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the consolidated entity's operating units. Finance reports to the Board on a monthly basis.

Market risk

Price risk

The consolidated entity is not exposed to any significant price risk.

Interest rate risk

Interest rate risk consists of cash flow interest rate risk (the risk that future cash flows of a financial instrument will vary due to changes in market interest rates) and fair value interest rate risk (the risk that the value of the financial instrument will vary due to changes in market interest rates).

Interest rate risk is the risk of financial loss and/or increased costs due to adverse movements in the values of the financial assets and liabilities as a result of changes in interest rates.

The consolidated entity 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 financial loss to the consolidated entity. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

No trade receivables were considered impaired at 30 June 2026.

As at 30 June 2026 trade receivables of \$475,000 (30 June 2025: \$291,000) were past due but not considered impaired. An expected credit loss of \$38,000 was taken up on the receivable balance at 30 June 2026.

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

Liquidity risk

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

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

Notes to the financial statements

Note 20. Financial instruments (Continued)

Remaining contractual maturities

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

Financial Liabilities

Consolidated - 2026							Remaining contractual maturities
	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years		
	%	(\$'000)	(\$'000)	(\$'000)	(\$'000)		(\$'000)
Non-interest bearing							
Trade payables	-	576	-	-	-		576
Other payables	-	2,362	-	-	-		2,362
Interest-bearing - fixed rate							
Lease liability	4.95	715	694	1,231	-		2,640
Total non-derivatives		3,653	694	1,231	-		5,578

Consolidated - 2025							Remaining contractual maturities
	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years		
	%	(\$'000)	(\$'000)	(\$'000)	(\$'000)		(\$'000)
Non-interest bearing							
Trade payables	-	261	-	-	-		261
Other payables	-	2,647	-	-	-		2,647
Interest-bearing - fixed rate							
Lease liability	1.22	13	-	-	-		13
Total non-derivatives		2,921	-	-	-		2,921

Notes to the financial statements

Note 20. Financial instruments (Continued)

Fair value hierarchy

The following tables detail the consolidated entity's assets and liabilities measured or disclosed at fair value using a three level hierarchy, based on the lowest input that is significant to the fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

Consolidated - 2026	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Liabilities				
Contingent consideration	-	-	316	316
Total	-	-	316	316

There were no transfers between levels.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

Level 3 assets and liabilities

Movements in level 3 assets and liabilities during the current and previous financial year are set out below:

Consolidated	Contingent Consideration (\$'000)
Balance at 1 July 2025	-
Additions through business combinations (note 21)	1,247
Fair value gain recognised in profit or loss (other income)	(931)
Balance at 30 June 2026	316

The fair value gain of \$0.931m recognised on remeasurement of the contingent consideration was driven mainly by the decrease in the Company's ASX share price between the acquisition date and 30 June 2026, as the consideration is settled in shares.

Notes to the financial statements

Note 20. Financial instruments (Continued)

The contingent consideration relating to the acquisition of Nexvia Pty Ltd is measured at fair value through profit or loss and is categorised as Level 3 in the fair value hierarchy. Fair value is estimated based on the probability-weighted expected earn-out outcome, calculated using management's budget forecasts for the relevant earn-out period, with the resulting expected vesting value discounted to present value. The significant unobservable inputs are the probability of achieving the earn-out targets and the discount rate applied. A reasonably possible change in these inputs would not materially affect the liability.

The level 3 assets and liabilities unobservable inputs and sensitivity are as follows:

Description	Unobservable inputs	Range (weighted average)	Sensitivity
Contingent consideration	Probability of achieving earn-out targets	0% to 100% (62.6%)	The estimated fair value would increase/(decrease) by approximately \$25k if the probability of achieving the earn-out targets was 5 percentage points higher/(lower). A reasonably possible change would not materially affect the liability.
Contingent consideration	Discount rate	15.0% to 18.0% (16.5%)	The estimated fair value would decrease/(increase) by approximately \$2k if the discount rate was 1.5% higher/(lower). A reasonably possible change would not materially affect the liability.

Notes to the financial statements

Note 21. Business Combinations

On 8 October 2025, Felix Group Holdings Limited, acquired 100% of the ordinary shares of Nexvia Pty Ltd (Nexvia) for the total consideration transferred of \$11,204,000. Nexvia is a SaaS platform, providing project and business management solutions to project-led, vendor, small and medium enterprises. The acquisition was undertaken to extend the Group's software offering across the construction project lifecycle and to acquire Nexvia's customer base and recurring revenue. The goodwill of \$5,065,000 represents the expected synergies from merging this business with existing platform offerings. The acquired business contributed total revenues excluding other income of \$2,773,000 and net profit after tax of \$53,000 to the consolidated entity for the period from 8 October 2025 to 30 June 2026. If the acquisition occurred on 1 July 2025, management estimates that the Consolidated Group's result for the year 1 July 2025 to 30 June 2026, would have reported total revenues excluding other income of approximately \$12,550,000 and a loss after tax of approximately \$6,150,000. These amounts are management estimates based from the information available, as Nexvia did not historically prepare financial statements in accordance with Australian Accounting Standards. The values identified in relation to the acquisition of Nexvia are final as at 30 June 2026.

The assets and liabilities recognised as a result of the acquisition are as follows:	Fair Value (\$'000)
Cash and cash equivalents	383
Other current assets	62
Trade & other receivables	166
Prepayments	64
Property, plant & equipment	8
Client List	1,240
Intangibles	8,040
Bank guarantee	64
Right-of-use asset	254
Trade & other payables	(324)
Contract liability	(889)
Current lease liability	(93)
Short-term employee benefits	(233)
Deferred tax liabilities	(2,320)
Non-current lease	(161)
Long term employee benefits	(122)
Net identifiable assets acquired	6,139
Add: Goodwill	5,065
Acquisition-date fair value of the total consideration transferred	11,204
Purchase consideration	
Cash paid to vendor	6,275
Ordinary shares issued in Felix Group Holdings Ltd	3,682
Contingent consideration	1,247
Acquisition-date fair value of the total consideration transferred	11,204
Acquisition costs expensed to profit or loss	186

Notes to the financial statements

Note 21. Business Combinations (Continued)

	Fair Value \$'000
<i>Cash used to acquire business, net of cash acquired</i>	
Acquisition-date fair value of the total cash consideration transferred	6,275
Less: cash and cash equivalents	(383)
Net cash used	5,892

The fair value of trade receivables is \$166,000. The gross contractual amount for trade receivables due is \$280,000, of which \$114,000 is not expected to be collected.

Contingent consideration

The contingent consideration relates to the Completion Earn-Out Rights that may be issued to former shareholders of Nexvia Pty Ltd.

Under the agreement, a maximum of 9,600,000 rights may be issued, with the actual number of rights dependent on Nexvia achieving specified recurring subscription revenue growth targets during the Earn-Out Period. Vesting outcomes range from nil to 9,600,000 rights and are determined by reference to revenue growth hurdles ranging between 0% and 25%. On an undiscounted basis, this represents a range of outcomes of \$nil to \$537,600, based on the closing share price of \$0.056 at 30 June 2026, compared to \$nil to \$2,160,000 at acquisition date, based on the acquisition-date share price of \$0.225. The decrease in the undiscounted range reflects the decline in the consolidated entity's share price between acquisition date and balance date.

The fair value at acquisition date was \$1,247,000, based on the present value of the expected number of rights to vest. Refer to Note 20 for details of movements in the recognised liability during the year, the valuation technique applied, and the key inputs used in the valuation.

Notes to the financial statements

Note 22. Key management personnel disclosures

Compensation

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

	Consolidated	
	2026 \$	2025 \$
Short-term employee benefits	972,592	869,963
Post-employment benefits	77,636	90,920
Long-term benefits	(5,987)	(2,623)
Termination benefits	-	-
Share-based payments	204,527	506,865
Total director and key management personnel compensation	1,248,768	1,465,125

Note 23. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by BDO Audit Pty Ltd, the auditor of the company subsequently, its network firms and unrelated firms:

	Consolidated	
	2026	2025
Audit services – BDO Audit Pty Ltd		
Audit of the year end financial statements	94,000	80,000
Review of the half-year financial statements	54,500	40,000
Total audit services - BDO Audit Pty Ltd	148,500	120,000

Note 24. Contingent liabilities

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

Notes to the financial statements

Note 25. Related party transactions

Parent entity

Felix Group Holdings Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 27.

Key management personnel

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

Transactions with related parties

During the period the Group had no transactions with related parties.

Loans to/from related parties

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

Notes to the financial statements

Note 26. Parent entity information

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

	Parent	
<i>Statement of profit or loss and other comprehensive income</i>	2026 (\$'000)	2025 (\$'000)
<i>Profit/ (Loss) after income tax</i>	(6,395)	(2,537)
Total comprehensive income	(6,395)	(2,537)

	Parent	
<i>Statement of financial position</i>	2026 (\$'000)	2025 (\$'000)
<i>Total current assets</i>	2,276	960
Total assets	13,481	961
Total current liabilities	439	104
Total liabilities	792	1,757
Equity		
Issued capital	67,434	52,914
Reserves	6,930	1,570
Accumulated losses	(61,675)	(55,280)
Total equity	12,689	(796)

The parent entity has not entered into a deed of cross guarantee with the subsidiaries in the Group. The loan-receivable balances with Group subsidiaries have been impaired by \$6,110,000 in the current period and \$1,140,000 in the prior period. The impairment expense contributed to the loss after income tax for the parent entity for the current and prior period.

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 as at 30 June 2026 and 30 June 2025.

Material accounting policies

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

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

Notes to the financial statements

Note 27. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly-owned subsidiaries in accordance with the accounting policy described in note 1.

	Principal place of business / Country of incorporation	Ownership Interest	
		2026 %	2025 %
Felix Software Pty Ltd	Australia	100.00%	100.00%
Plant Miner Pty Ltd	Australia	100.00%	100.00%
Miner Group Services Pty Ltd	Australia	100.00%	100.00%
Miner Group R&D Pty Ltd	Australia	100.00%	100.00%
Miner Group I.P. Pty Ltd	Australia	100.00%	100.00%
Nexvia Pty Ltd	Australia	100.00%	0.00%
Nexvia Operations Pty Ltd	Australia	100.00%	0.00%
Felix Software NZ Limited	New Zealand	100.00%	100.00%

Note 28. Reconciliation of profit after income tax to net cash from operating activities

	Consolidated	
	2026 (\$'000)	2025 (\$'000)
Loss after income tax expense for the year	(6,031)	(4,733)
Adjustments for:		
Depreciation and amortisation	2,154	848
Gain on fair value movement of contingent consideration	(931)	-
Movement in ECL provision	4	-
FX movements	17	-
Lease adjustment	21	-
Share based payments	647	957
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	(5)	515
Decrease/(increase) in income tax receivable	(582)	(53)
Decrease/(increase) in other assets	62	4
Decrease/(increase) in prepayment	18	-
Decrease/(increase) in contract assets	(2)	40
Increase/(decrease) in trade and other payables	(457)	1,498
Increase/(decrease) in contract liabilities	(762)	1,372
Increase/(decrease) in deferred tax liabilities	(317)	-
Increase/(decrease) in provisions	5	(31)
Net cash from operating activities	(6,159)	417

Notes to the financial statements

		2026 \$'000	2025 \$'000
Note 29. Non-cash investing and financing activities	Ordinary shares issued as consideration for the acquisition of Nexvia (Note 21)	3,682	-
	Contingent consideration recognised on the acquisition of Nexvia (Note 21)	1,247	-
	Right-of-use assets acquired in exchange for lease liabilities (Notes 11 and 30)	2,569	-
	Balance at 30 June 2026	7,498	-
Note 30. Changes in liabilities arising from financing activities		Lease liability \$'000	Total \$'000
	Balance at 30 June 2024	63	63
	Net cash from/(used in) leasing activities	(50)	(50)
	Balance at 30 June 2025	13	13
	Acquisition of leases	2,569	2,569
	Net cash from/(used in) leasing activities	(367)	(367)
	Balance at 30 June 2026	2,215	2,215
Note 31. Earnings per share		Consolidated 2026 \$	2025 \$
	Net loss attributable to the ordinary equity holders of the consolidated entity	(6,031,000)	(4,733,000)
		Consolidated 2026	2025
	Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	276,070,166	204,499,713
		2026	2025
	Basic loss per share (cents)	2.18	2.31
	Diluted loss per share (cents)	2.18	2.31

Notes to the financial statements

Note 31. Earnings per share (Continued)

Information concerning the classification of securities

Options granted under the employee share scheme: salary sacrifice options, senior management options and director options or granted to consultants as share based payments, are considered contingently issuable ordinary shares if the vesting conditions are satisfied at the balance sheet date. At 30 June 2026, the vesting conditions are not satisfied and as such are not included as part of the weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share.

Details of the option schemes are set out in Note 32: Share-based payments.

Shares issued post year end are not considered dilutive.

Note 32. Share-based payments

Employee Incentive Plan

The Group updated the Employee Incentive Plan (EIP) in the prior period. The plan is designed to provide long-term incentives to eligible employees and/or directors. Under the plan, options, rights or shares may be granted to participants at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits. In the current period the Group has issued CEO performance rights and short and long term performance rights incentives to management. In the prior period the Group issued Director's options, salary-sacrifice options and short and long term performance rights incentives to management. Under a previous EIP, the Group provided a senior management offer.

CEO Performance Rights

A total of 15,000,000 CEO performance rights were issued on 5 March 2026. The rights convert to ordinary shares on a 1 for 1 basis. The rights will convert to shares if the Group achieves ratcheting share price targets, over a period of the next five years, set by the Nomination and Remuneration Committee. The rights are also subject to a service condition, requiring the CEO to remain employed by the Group at the time of vesting. The rights will lapse on 5 March 2031 in the event the Performance Rights have not been earlier converted.

Performance Rights - Management Short Term Incentive (STI)

The STI for management team members were 5,890,875 performance rights issued on 23 January 2026. The rights convert to ordinary shares on a 1 for 1 basis. The rights will convert to shares if the Group achieves financial year 2026 revenue growth, sales and EBITDA metrics set by the Nomination and Remuneration Committee. The rights are also subject to a service condition, requiring the employee to remain employed by the Group at the time of vesting. The rights will lapse on 15 October 2026 in the event the Performance Rights have not been earlier converted.

Performance Rights - Management Long Term Incentive (LTI)

The LTI for management team members were 2,310,144 performance rights issued on 23 January 2026. The rights convert to ordinary shares on a 1 for 1 basis. The rights comprise two equal tranches: Tranche 1 will convert to shares if the Group achieves a share price target, set by the Nomination and Remuneration Committee. Tranche 2 will convert to shares if the Group achieves a revenue target, over a period of the next three financial years, set by the Nomination and Remuneration Committee. The rights are also subject to a service condition, requiring the employee to remain employed by the Group at the time of vesting. The rights will lapse on 15 October 2028 in the event the Performance Rights have not been earlier converted.

Capital Raising Broker Options

The brokers who facilitated the on-market placement in October 2025 were provided 5,905,254 options at no cost, at an exercise price of \$0.33. The options were granted on 19 August 2025, when the services were rendered and expire 8 October 2028.

Notes to the financial statements

Note 32.

Share-based payments (Continued)

Fair value of options granted

The fair value of options and rights with market-based vesting conditions is determined using a Monte Carlo simulation model. The fair value of options with non-market vesting conditions and an exercise price is determined using a Black-Scholes model. The fair value of rights with non-market vesting conditions and no exercise price is the grant-date share price.

2026

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired	Forfeited	Balance at the end of the year	Vested & Exercisable at the end of the year
Options									
10/12/2020	01/01/2027	-	780,932	-	(500,980)	-	(29,467)	250,485	-
29/11/2021	12/01/2026	\$0.36	1,388,889	-	-	(1,388,889)	-	-	-
22/10/2024	01/07/2025	-	409,938	-	(409,938)	-	-	-	-
21/11/2024	26/11/2027	\$0.20	2,947,054	-	-	-	-	2,947,054	2,947,054
19/08/2025	8/10/2028	\$0.33	-	5,905,254	-	-	-	5,905,254	5,905,254
Total Options			5,526,813	5,905,254	(910,918)	(1,388,889)	(29,467)	9,102,793	8,852,308
Performance Rights									
18/11/2024	15/10/2025	-	3,109,275	-	(888,004)	(2,221,271)	-	-	-
21/11/2024	31/12/2027	-	907,788	-	(151,301)	(453,894)	(302,593)	-	-
21/11/2024	31/12/2027	-	3,759,411	-	(626,577)	(1,879,705)	-	1,253,129	-
23/01/2026	15/10/2026	-	-	5,890,875	-	-	-	5,890,875	-
23/01/2026	15/10/2028	-	-	2,310,144	-	-	-	2,310,144	-
5/03/2026	5/03/2031	-	-	3,500,000	-	-	-	3,500,000	-
5/03/2026	5/03/2031	-	-	3,500,000	-	-	-	3,500,000	-
5/03/2026	5/03/2031	-	-	4,000,000	-	-	-	4,000,000	-
5/03/2026	5/03/2031	-	-	4,000,000	-	-	-	4,000,000	-
Total Performance Rights			7,776,474	23,201,019	(1,665,882)	(4,554,870)	(302,593)	24,454,148	-
Total			13,303,287	29,106,273	(2,576,800)	(5,943,759)	(332,060)	33,556,941	8,852,308
Weighted average exercise price									
			\$0.08						

Notes to the financial statements

Note 32. Share-based payments (Continued)

2025

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired	Forfeited	Balance at the end of the year	Vested & Exercisable at the end of the year
Options									
10/12/2020	01/01/2027	-	780,932	-	-	-	-	780,932	520,622
29/11/2021	12/01/2026	\$0.36	1,388,889	-	-	-	-	1,388,889	1,388,889
29/11/2021	14/07/2024	\$0.36	426,667	-	-	(426,667)	-	-	-
22/10/2024	01/07/2025	-	-	409,938	-	-	-	409,938	-
21/11/2024	26/11/2027	\$0.20	-	2,947,054	-	-	-	2,947,054	2,947,054
Total options			2,596,488	3,356,992	-	(426,667)	-	5,526,813	4,856,565
Performance Rights									
18/11/2024	15/10/2025	-	-	3,109,275	-	-	-	3,109,275	-
21/11/2024	31/12/2027	-	-	907,788	-	-	-	907,788	-
21/11/2024	31/12/2027	-	-	3,759,411	-	-	-	3,759,411	-
Total Performance Rights			-	7,776,474	-	-	-	7,776,474	-
Total			2,596,488	11,133,466	-	(426,667)	-	13,303,287	4,856,565
Weighted average exercise price									
			\$0.25						
									\$0.08

The volume-weighted average share price during the financial year was \$0.138 (2025: \$0.20).

The weighted average remaining contractual life of options and rights outstanding at the end of the financial year was 2.89 years (2025: 1.54 years).

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at 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
Capital raising broker options	19/08/2025	8/10/2028	\$0.22	\$0.33	62%	-	3.42%	\$0.073
Senior management performance rights - STI	23/01/2026	15/10/2026	\$0.145	-	70%	-	4.20%	\$0.145
Senior management performance rights - LTI	23/01/2026	15/10/2028	\$0.145	-	70%	-	4.20%	\$0.145
Senior management performance rights - LTI	23/01/2026	15/10/2028	\$0.145	-	70%	-	4.20%	\$0.089

Notes to the financial statements

Note 32. Share-based payments (Continued)

	Grant date	Expiry date	Share price at grant date	Exercise price	Expected Volatility	Dividend Yield	Risk-free interest rate	Fair value at grant date
CEO performance rights	5/03/2026	05/03/2031	\$0.13	-	70%	-	4.44%	\$0.105
CEO performance rights	5/03/2026	05/03/2031	\$0.13	-	70%	-	4.44%	\$0.096
CEO performance rights	5/03/2026	05/03/2031	\$0.13	-	70%	-	4.44%	\$0.084
CEO performance rights	5/03/2026	05/03/2031	\$0.13	-	70%	-	4.44%	\$0.077

Note 33. Events after the reporting period

On 28 September 2026, the Group announced a two-tranche placement which it received firm commitments for \$5.54m and also announced it will offer eligible shareholders the opportunity to participate in a Share Purchase Plan (SPP) at a capped amount of \$1.0m. Tranche one of the placement is expected to be completed by issuing 67.9m shares fully paid at an issue price of \$0.038 on 2 October 2026. Tranche two of the placement is expected to be completed by issuing 77.9m shares fully paid at an issue price of \$0.038 on 13 November 2026. Tranche two is subject to a shareholder vote at a General Meeting of Shareholders to be held on 9 November 2026. Shares under the SPP are to be issued at \$0.038.

The Lead Manager will be paid a fee of approximately \$332k as compensation for the completion of the placement.

As this event occurred after the reporting date, it does not affect the recognised or disclosed amounts in these financial statements as at 30 June 2026.

Consolidated entity disclosure statement

The table below includes consolidated entity information required by section 295 of the Corporations Act 2001 (Cth):

Entity Registered Name	Type of Entity	Country of incorporation	Percentage of share capital held (%)	Australian Resident	Foreign jurisdiction(s) in which the entity is a resident for tax purposes (according to the law of the foreign jurisdiction)
Felix Group Holdings Ltd	Body Corporate	Australia	100	Yes	N/A
Felix Software Pty Ltd	Body Corporate	Australia	100	Yes	N/A
Miner Group Services Pty Ltd	Body Corporate	Australia	100	Yes	N/A
Plant Miner Pty Ltd	Body Corporate	Australia	100	Yes	N/A
Miner Group I.P Pty Ltd	Body Corporate	Australia	100	Yes	N/A
Miner Group R&D Pty Ltd	Body Corporate	Australia	100	Yes	N/A
Nexvia Pty Ltd	Body Corporate	Australia	100	Yes	N/A
Nexvia Operations Pty Ltd	Body Corporate	Australia	100	Yes	N/A
Felix Software NZ Ltd	Body Corporate	New Zealand	100	Yes	N/A

Basis of Preparation

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the Corporations Act 2001, reflecting the amendments to section 295(3A)(vi) and (vii) which clarify the definition of foreign resident as being an entity that is treated as a resident of a foreign country under the tax laws of that foreign country. The CEDS includes certain information for each entity that was part of the consolidated entity at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

Determination of Tax Residency

Section 295 (3A) of the Corporation Acts 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. Section 295 (3A)(a)(vii) requires the determination of tax residency in a foreign jurisdiction to be based on the law of the foreign jurisdiction relating to foreign income tax.

In determining tax residency, the consolidated entity has applied the following interpretations:

Australian tax residency

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

Foreign tax residency

Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in determining tax residency and ensure compliance with applicable foreign tax legislation.

Directors' declaration

In the directors' opinion:

- The attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements.
- The attached financial statements and notes comply with International Financial Reporting Standards Accounting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- The attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2026 and of its performance for the financial year ended on that date;
- The consolidated entity disclosure statement is true and correct;
- 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 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 black ink, appearing to be 'Dominic O'Hanlon', with a long horizontal stroke extending to the right.

Dominic O'Hanlon
Director

30 September 2026
Brisbane

INDEPENDENT AUDITOR'S REPORT

To the members of Felix Group Holdings Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Felix Group Holdings Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

- (i) 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 ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We 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 audits of the financial report of public interest entities in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Key audit matters

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

Revenue recognition

Key audit matter	How the matter was addressed in our audit
The Group's disclosures regarding revenue recognition are included in Note 1 and Note 4, detailing the accounting policies applied and disclosures relating to AASB 15 <i>Revenue from Contracts with Customers</i>. The process to measure the amount of revenue to be recognised within the financial statements, including the determination of the appropriate timing of recognition, involves management judgement. Revenue recognition is a key audit matter as revenue is a material balance, requires a degree of management judgement and significant auditor effort.	Our procedures, included amongst others: • Review management's assessment of revenue recognition, focusing on the material sources of revenue, ensuring the accounting policy has been applied consistently throughout the period in accordance with AASB 15 Revenue from Contracts with Customers; • Verifying a sample of revenue transactions to supporting documentation and the satisfaction of performance obligations; • Recalculating amounts reclassified to/from deferred revenue is appropriate; • Performing Test of Controls over key revenue processes and controls; • Performing cut-off procedures to ensure revenue has been accounted for in the correct period; and • Reviewing the related financial statement disclosures for appropriateness.

Acquisition Accounting for Nexvia Pty Ltd

Key audit matter	How the matter was addressed in our audit
During the year, Felix Group Holdings Limited completed the acquisition of Nexvia Pty Ltd. The Group's disclosures relating to the business combination and contingent consideration are included in Notes 21 and 20, respectively. The accounting for the acquisition was considered a key audit matter due to the significant judgement and complexity involved in determining the fair value of consideration transferred, including contingent consideration, and the fair value of identifiable assets and liabilities acquired, particularly acquired intangible assets. The contingent consideration arrangement required estimation of future vesting outcomes and fair value measurement both at acquisition date and at 30 June 2026. The assessment of the business combination and subsequent remeasurement of contingent consideration required significant auditor attention, including the evaluation of management's assumptions and valuation methodologies.	Our procedures included amongst others: • Obtaining an understanding of the relevant controls associated with identifying and accounting for the business combination; • Reading the sale and purchase agreement to understand key terms and conditions; • Assessing the fair value of tangible assets acquired and liabilities assumed; • Assessing the fair value of the consideration paid and evaluated the fair value of contingent consideration; • Utilising our valuation specialist, evaluated the assumptions and methodology used by management and managements expert in determining the fair value of intangible assets acquired; and • Assessing the adequacy of the Group's disclosures in respect of business acquisitions.

Other information

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

Our opinion on the financial report does not cover the other information and 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:

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

- i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the 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 has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:
https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

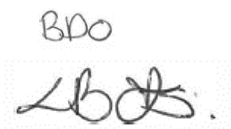
We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2026.

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

Responsibilities

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

BDO Audit Pty Ltd



N I Batters
Director

Brisbane, 30 September 2026

Shareholder information

The shareholder information set out below was applicable as at 24 September 2026.

Distribution of equitable securities

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

Ordinary shares		
	Number of holders	% of total shares issued
1 to 1,000	40	0.00
1,001 to 5,000	230	0.21
5,001 to 10,000	95	0.25
10,001 to 100,000	265	3.41
100,001 and over	198	96.13
Total	828	100.00
Holding less than a marketable parcel	421	0.71

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
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	45,454,546	15.23
BOND STREET CUSTODIANS LIMITED <SALTER - D79836 A/C>	23,900,000	8.01
MOGGS CREEK PTY LTD <MOGGS CREEK SUPER A/C>	21,570,227	7.23
PLANT INVESTMENTS LTD	19,333,100	6.48
UBS NOMINEES PTY LTD	17,235,140	5.77
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	16,461,128	5.51
TU INQB8 PTY LTD <THE ROWE INVESTMENT A/C>	8,767,707	2.94
G J ALT PTY LIMITED	8,500,000	2.85
M.A.D. TECHNOLOGIES PTY LTD <M.A.D TECHNOLOGIES UNIT A/C>	8,441,400	2.83
INEIGHT PTY LIMITED	7,638,889	2.56
MOAT INVESTMENTS PTY LTD <MOAT INVESTMENT A/C>	7,091,622	2.38
MAST FINANCIAL PTY LTD <A TO Z INVESTMENT A/C>	6,010,620	2.01
LIAN HUA KOH	5,500,690	1.84
PART CO PTY LTD	4,628,318	1.55
MR MICHAEL PETER DAVIS	3,750,000	1.26
62 DARLINGHURST ROAD PTY LTD	2,300,000	0.77
PLANT INVESTMENTS LIMITED	2,272,727	0.76
QBDF PTY LTD <THE BUSINESS DEVELOPMENT FUND>	1,828,400	0.61
MICHAEL CONSULTING SERVICES PTY LTD <MICHAEL CONS SERV SUPER A/C>	1,795,783	0.60
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	1,768,623	0.59
Total	214,248,920	71.78

Shareholder information

The shareholder information set out below was applicable as at 24 September 2026.

Unquoted equity securities

	Number on issue	Number of holders
Options or performance rights over ordinary shares issued	95,104,993	60

Substantial holders

Substantial holders in the company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	45,454,546	15.23
BOND STREET CUSTODIANS LIMITED <SALTER - D79836 A/C>	23,900,000	8.01
MOGGS CREEK PTY LTD <MOGGS CREEK SUPER A/C>	21,570,227	7.23
PLANT INVESTMENTS LTD	19,333,100	6.48
UBS NOMINEES PTY LTD	17,235,140	5.77
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	16,461,128	5.51

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.

Restricted securities

There are 16,363,636 restricted securities. The restriction for all securities ends 8 October 2026.