

YOWIE GROUP LIMITED

ABN 98 084 370 669

ANNUAL REPORT

FOR THE YEAR ENDED

30 JUNE 2026

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(Expressed in US Dollars (US\$), unless stated otherwise)

DIRECTORS:	Mr Sulieman Ravell (Chair and Non-Executive Director) Mr Geoff Wilson (Non-Executive Director) Mr Jesse Hamilton (Non-Executive Director) Mr Antony Catalano (Non-Executive Director) (on leave of absence from 16 March 2026) Mr Martyn McCathie (Non-Executive Director) Mr Gary Miller (Non-Executive Director)
KEY MANAGEMENT:	Mr Jarrod Milani (Global CEO)
COMPANY SECRETARY:	Mr Jesse Hamilton
REGISTERED & PRINCIPAL OFFICE:	113-115 Bakers Road Coburg North VIC 3058
ABN:	98 084 370 669
COMPANY WEBSITE ADDRESS:	www.yowie.com
AUDITORS:	RSM Australia Partners Level 27 120 Collins St Melbourne VIC 3000
SHARE REGISTRY:	MUFG Corporate Markets (AU) Limited Tower 4, 727 Collins Street Docklands, VIC 3008 Telephone: 1300 554 474 or +61 2 8280 7111
ASX CODE:	YOW

Chairman's Letter

Dear Shareholders,

On behalf of the Board, I present the annual report of Yowie Group Limited (Yowie) for the financial year ended 30 June 2026.

In last year's letter I described a company that had carried excessive costs for its size, relied on a product offering that had become dated, and had been starved of working capital. FY26 was the first full year under the renewed Board and management team, and it was spent addressing each of those issues. The work is not finished, but the Company is on a markedly more stable footing than it was twelve months ago.

Result

Revenue was US\$8.76 million (FY25: US\$12.01 million). The decline reflected reduced ranging with a major US customer and our decision not to repeat seasonal programs in Australia that were uneconomical. The net loss after tax narrowed to US\$0.20 million (FY25: US\$7.87 million). That result was assisted by a non-cash reversal of prior loan impairments, (normalised figures – losses FY26 US\$1.93, and FY25 US\$2.74).

Cost control

Last year I said the removal of the former executive overheads would be reflected in FY26. It has been. Administration expenses fell by approximately half, and director and executive remuneration and unfavourable royalty arrangements were reduced significantly. At the same time, we chose to reinvest in marketing behind our new product range. The company's focus has shifted from a focus of revenue at any cost, towards scaling profitable products for the company.

Renewed sales leadership and commercial opportunities

The Board's view is that recent sales declines stemmed as much from under-resourced commercial execution as from market conditions. We appointed a dedicated Head of Sales in the US and a National Account Manager for Australia and New Zealand, and engaged a specialist broker for our largest US retailer.

The results are showing in distribution. In the US, Yowie has expanded into new grocery and convenience channels. In Australia, it has gained new national retail ranging and independent distribution across several states, and a new distribution agreement has taken the range into New Zealand. The Group also secured a three-year licence to produce seasonal Violet Crumble, Polly Waffle and FruChocs products in Australia. Converting this broader footprint into revenue growth is management's primary objective for FY27.

Innovation pipeline

Last year I suggested the Yowie x NBA series was a step in the right direction. FY26 saw the company build on it with innovative products and collectible toys.

- Yowie x NBA is now established in both markets.
- The Yowie Puzzle Pack, the first major innovation on the core line, launched in Australia and will launch in the US in FY27.
- A third Australian-made format is well advanced at our Ernest Hillier factory.

The Group also secured ownership of the Yowie trademarks in the United States and Canada, removing a long-standing royalty payment and giving us direct control of the brand in our largest market.

We are working with our US manufacturer on a revised supply arrangement ahead of the current agreement concluding in April 2027, and are evaluating longer-term options.

Legacy matters and governance

Much of the Board's time was spent resolving matters inherited from the former Board:

- the appeal arising from the contested board change was dismissed with costs
- the former directors' Fair Work applications were withdrawn
- the long-running Whetstone dispute was settled
- recovery proceedings relating to funds paid for the benefit of the former directors are before the courts

All outstanding financial reporting has now been lodged, and reinstatement to quotation is under discussion with ASX. The Board recognises the frustration the suspension has caused shareholders.

Behind this sits a rebuilt control environment. The Group appointed a Group Finance Officer to lead finance and reporting across Australia and North America. A single group-wide ERP system went live on 1 July 2026, and specialist external support has been engaged for financial reporting.

In FY27 the Group will introduce YOW! Brands as its trading name. The name is a trademark the Group already owns. It reflects the direction of the business as it grows beyond a singular Yowie brand into a broader portfolio of owned, licensed and distributed confectionery brands. Yowie remains our flagship consumer brand.

Funding

The balance sheet remains tight. Keybridge Capital has increased and extended its working capital facility through to November 2027, and we thank Keybridge and its major shareholder for their continued support.

Outlook

Our FY27 priorities are to convert distribution into sales growth, secure US supply, bring new formats to market and complete reinstatement. The Board is confident the foundations laid this year position Yowie to rebuild shareholder value.

On behalf of the Board, I thank Jarrod Milani and the team in Australia and North America, our customers and partners, and you, our shareholders, for your patience and support.

Kind regards

A handwritten signature in black ink, appearing to read "Sulieman Ravell".

Sulieman Ravell
Chairman (Appointed 1 November 2025)
6 October 2026

Your Directors submit their report together with the financial report of Yowie Group Limited ("the Company") and the consolidated entity ("the Group") for the year ended 30 June 2026.

DIRECTORS

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

- Mr Sulieman Ravell – Non-Executive Director; Chairman (appointed 27 June 2025, appointed Chairman on 1 November 2025)
- Mr Geoff Wilson AO – Non-Executive Director (appointed 27 June 2025)
- Mr Jesse Hamilton – Non-Executive Director (appointed 27 June 2025) and Company Secretary
- Mr Antony Catalano – Non-Executive Director (appointed 27 June 2025, on leave of absence from 16 March 2026)
- Mr Martyn McCathie – Non-Executive Director (appointed 27 June 2025)
- Mr Gary Miller – Non-Executive Director (appointed 29 March 2026)

Mr Sulieman Ravell

Chairman (*appointed 1 November 2025*)
Non-Executive Director

Qualifications: BEng (Hons), AFPC (UK), ADFP

Sulieman Ravell has over 25 years' experience in the financial services industry. He is a director of Benjamin Hornigold Limited, Glennon Small Companies Limited and Keybridge Capital Limited. Sulieman is also a Representative Director and the Responsible Manager of NW Advice Pty Ltd and Wealth Focus Pty Ltd, and is responsible for providing advice to clients, principally focused on strategy and asset allocation.

Mr Geoff Wilson AO

Non-Executive Director

Qualifications: BSc, GMQ, FFINSIA, FAICD

Geoff Wilson has over 44 years' direct experience in investment markets having held a variety of senior investment roles in Australia, the UK and the US. Geoff founded Wilson Asset Management in 1997. Geoff created Australia's first listed philanthropic wealth creation vehicles, Future Generation Investment Company and Future Generation Global Investment Company. Geoff is Chairman and Chief Investment Officer of WAM Capital, WAM Leaders, WAM Global, WAM Research, WAM Active, WAM Microcap and WAM Strategic Value. Geoff holds a number of additional directorships with investment companies and non-profit organisations.

Mr Jesse Hamilton

Non-Executive Director

Qualifications: BCom, CA

Jesse Hamilton is a Chartered Accountant with more than 18 years' experience working in advisory and assurance services, specialising in funds management. Jesse is Chief Financial Officer of Wilson Asset Management (International) Pty Limited. He is Company Secretary for WAM Alternative Assets Limited and WAM Strategic Value Limited and Joint Company Secretary for WAM Capital Limited, WAM Leaders Limited, WAM Global Limited, WAM Microcap Limited, WAM Research Limited and WAM Active Limited, in addition to Future Generation Investment Company Limited and Future Generation Global Investment Company Limited.

Mr Antony Catalano

Non-Executive Director (*leave of absence from 16 March 2026*)

Antony Catalano is the former Managing Director of Domain Holdings Australia Limited and Executive Chairman of Australian Community Media, a major regional media company.

Mr Martyn McCathie

Non-Executive Director

Martyn McCathie is an Investment Specialist at Wilson Asset Management (International) Pty Limited and is responsible for providing investment insights and managing relationships with stockbrokers, financial planners, research providers, investment platforms and other professional investors. Martyn has more than 20 years of domestic and international financial services experience gained in several consulting and operational roles. Martyn is a member of Investment Committee for both Future Generation Australia and Future Generation Global.

Mr Gary Miller

Non-Executive Director (*appointed on 29 March 2026*)

Qualifications: Diploma of Financial Advising

Gary Miller has over 30 years' experience in financial markets, including as a director and Responsible Officer of a Brisbane-based financial planning firm, as a member of the investment committee of ASX-listed financial services group and as a director of Benjamin Hornigold Limited. He also has extensive experience in commercial property investment, development finance and asset recovery.

DIRECTORS (continued)

Directorships of other listed companies during the past three years

<i>Name</i>	<i>Company</i>	<i>Ceased</i>
Mr S Ravell	Benjamin Hornigold Limited (BHD)	Current
	Keybridge Capital Limited (KBC)	Current
	Glennon Small Companies (GC1)	Current
Mr G Wilson	WAM Capital Limited (WAM)	Current
	WAM Leaders Limited (WLE)	Current
	WAM Global Limited (WGB)	Current
	WAM Microcap Limited (WMI)	Current
	WAM Research Limited (WAX)	Current
	WAM Active Limited (WAA)	Current
	WAM Strategic Value Limited (WAR)	Current
	WAM Income Maximiser (WMX)	Current
	WAM Alternative Assets Limited (WMA)	Current
	Future Generation Australia Limited (FGX)	Current
	Future Generation Global Limited (FGG)	Current
	Staude Capital Global Value Fund Limited (GVF)	Current
	Hearts and Minds Investments Limited (HM1)	Current
	Keybridge Capital Limited (KBC)	Current
	Wealth Defender Equities Limited (WDE)	Current
	Pengana International Equities Limited (PIA)	30/09/2026
Mr J Hamilton	Keybridge Capital Limited (KBC)	Current
	Pengana International Equities Limited (PIA)	30/09/2026
Mr A Catalano	Keybridge Capital Limited (KBC)	On leave of absence since 16 March 2026
Mr M McCathie	Keybridge Capital Limited (KBC)	Current
Mr G Miller	Benjamin Hornigold Limited (BHD)	Current

Interests in the shares and options of the Company

As at the date of this report, the Directors (including their personal related parties) held the following ordinary shares, options and rights over ordinary shares in the Company as set out below.

<i>Name</i>	<i>Number of Ordinary Shares</i>	<i>Number of Options</i>	<i>Number of Rights</i>
Mr S Ravell	-	-	-
Mr G Wilson ¹	214,095,014	-	-
Mr J Hamilton	-	-	-
Mr A Catalano	-	-	-
Mr M McCathie	-	-	-
Mr G Miller	-	-	-
Total	214,095,014	-	-

¹ Mr G Wilson was deemed to have a relevant interest in 214,095,014 ordinary shares through a technical association with Keybridge Capital Limited, which held the relevant interest in those shares, as reported in the relevant Appendix 3X and Form 604 disclosures. Wilson Asset Management did not directly hold any shares in the Company, and the deemed relevant interest did not represent beneficial ownership of those shares by Mr G Wilson.

COMPANY SECRETARY

Mr Jesse Hamilton (appointed 7 July 2025)

Qualifications: BCom, CA

Jesse Hamilton is a Chartered Accountant with more than 18 years' experience working in advisory and assurance services, specialising in funds management. Jesse is Chief Financial Officer of Wilson Asset Management (International) Pty Limited. He is Company Secretary for WAM Alternative Assets Limited and WAM Strategic Value Limited and Joint Company Secretary for WAM Capital Limited, WAM Leaders Limited, WAM Global Limited, WAM Microcap Limited, WAM Research Limited and WAM Active Limited, in addition to Future Generation Investment Company Limited and Future Generation Global Investment Company Limited.

Mr John Patton (ceased 7 July 2025)

Qualifications: B.Ec, CA (CAA), F Fin

Mr Patton is a chartered accountant with over 35 years of professional services and industry experience. He was previously a Partner with Ernst & Young in the Transactions Advisory Services division. Mr Patton has senior executive and extensive corporate finance credentials, having been involved in over 150 corporate transactions.

SENIOR EXECUTIVES

Mr Jarrod Milani

Global Chief Executive Officer (*appointed 1 November 2025*)

AUS Country Manager (*until 31 October 2025*)

Qualifications: BBus (Marketing), GAICD

Mr Milani has over 16 years' experience across FMCG and retail, with a track record spanning brand development, go-to-market execution and commercial partnerships across suppliers, customers and manufacturers. He co-founded Forbidden Foods (now operating as OMG Group, ASX: OMG) and previously held senior marketing roles at Coles, covering trade planning, growth initiatives, eCommerce and supplier engagement.

CORPORATE MATTERS

Governance and Related-Party Matters

As disclosed in the Company's FY25 Annual Report, the Company identified several governance and related-party matters following changes to the composition of the Yowie Group Limited and Keybridge Capital Limited (Keybridge) boards, including matters relating to historical transfers of funds between Yowie Group Limited and Keybridge and associated recovery actions.

Related proceedings in the Supreme Court of New South Wales concerning the recovery of funds transferred by Keybridge to an entity associated with Mr Nicholas Bolton remain ongoing. The Group continues to work with Keybridge and other relevant parties in relation to these matters, including the assessment and recovery of amounts where appropriate.

Also disclosed in the Company's FY25 Annual Report, during the tenure of the Company's former management, payments exceeding A\$650,000 were made by the Company to the law firm Hamilton Locke. The Board has a number of concerns regarding these payments, including its concerns that certain payments related to engagements for services provided to the former Managing Director, Mr Nicholas Bolton, personally and/or to entities controlled by him, rather than to the affairs of the Company. The Company commenced proceedings seeking recovery of those funds, and the matter remains before the Court as at the date of this report. The Company will continue to pursue recovery and will update the market on any material developments.

PRINCIPAL ACTIVITY

Yowie Group Limited is an Australian-based chocolate and confectionery company operating across branded consumer products, licensing and manufacturing. The Group designs, manufactures and distributes chocolate and confectionery products across Australia, New Zealand and the United States, led by its flagship Yowie brand. In addition to its core chocolate range, the Group develops licensed and proprietary products across multiple consumer categories. Since late 2023, the Group has also owned and operated Ernest Hillier, Australia's oldest chocolate manufacturer, providing in-house production capability and supporting the expansion of its branded and licensed confectionery portfolio. The Group's strategy focuses on growing its brands, scaling manufacturing capability, and expanding distribution across core markets with selective international growth.

OPERATING AND FINANCIAL REVIEW

(expressed in US Dollars, unless stated otherwise)

During the financial year ended 30 June 2026, the Group continued its corporate and operational turnaround following the change in Board control in June 2025. The year was focused on strengthening executive and sales leadership, rebuilding customer and distributor relationships, revitalising the Group's brands and product pipeline, reducing the legacy cost base and improving financial and operational controls.

Financial Performance

Group revenue for FY26 was US\$8.76 million, compared with US\$12.01 million in FY25, a reduction of approximately 27%. The decline primarily reflected reduced ranging with a major customer in the United States and the non-recurrence of certain seasonal programs in Australia that were no longer commercially viable at prevailing cocoa prices. Gross profit was US\$4.23 million compared with US\$4.95 million in FY25.

Despite the lower revenue base, the Group materially reduced its reported loss. Net loss after tax narrowed to US\$0.20 million from US\$7.87 million in FY25, an improvement of approximately US\$7.68 million.

As at 30 June 2026, the Group had cash of US\$0.11 million, net current liabilities of US\$1.78 million and net liabilities of US\$0.98 million. The financial report has been prepared on a going concern basis, however, the Directors note the material uncertainties as set out in Note 2, which are the subject of the Board's immediate term focus.

The FY26 result included a US\$1.73 million non-cash reversal of impairment losses on loans, compared with a US\$5.13 million impairment expense recorded in FY25. Excluding the impact of movements in loan impairments, the Group also improved its operating cost position during FY26.

Administration expenses reduced by approximately 50% to US\$1.75 million, from US\$3.54 million in FY25, reflecting the Group's continued focus on reducing corporate and legacy costs. Selling and distribution expenses also reduced to US\$3.95 million, compared with US\$4.20 million in the prior year, while inventory write-downs reduced to US\$0.13 million, from US\$0.41 million.

These savings were partly offset by increased investment in marketing and new product activity during the year, including expenditure supporting the Yowie x NBA collectible series and other product and market development initiatives.

North America

During FY26, the Group continued the reset of its North American operations, with a focus on rebuilding its sales pipeline, strengthening broker and distributor relationships and developing new products to support future distribution growth. A dedicated Head of Sales - US was appointed in December 2025, re-engaging the Group's broker and distributor network and providing dedicated leadership for the North American sales strategy.

The Yowie x NBA collectible series was finalised during the year and introduced as a major new platform for the Yowie brand in the United States.

In May 2026, the Group unveiled the Yowie Puzzle Pack at the Sweets & Snacks Expo in Las Vegas ahead of its planned FY27 US launch. The new format broadens the Yowie proposition and provides the Group with an additional price point and product format for retailers and distributors.

The Group also secured outright ownership of the Yowie trademarks in the United States and Canada, removing an ongoing royalty obligation and providing direct long-term control of the brand in these markets.

Australia and New Zealand

The Group continued to strengthen its Australian commercial capability during FY26, appointing a National Account Manager to support existing customer relationships and pursue new retail and channel opportunities.

The Yowie x NBA collectible series launched nationally through multiple retailers, replacing the previous AFL/NRL range and building on the new sports theme platform for the Yowie brand.

The Yowie Puzzle Pack, a new and more accessible format of the core Yowie proposition, launched nationally through Coles and then expanded to other retailers. The Group also commenced seeding the product into New Zealand, while Woolworths started transitioning to a new 20g Yowie surprise-inside format.

Ernest Hillier launched its refreshed HILLIER range during the year, comprising 12 products with updated packaging and classic recipes, with a particular focus on rebuilding distribution through independent retail channels. New distribution arrangements were also established in Western Australia and South Australia.

On 2 February 2026, the Group secured a new three-year seasonal licence to manufacture and sell seasonally themed Violet Crumble, Polly Waffle and FruChocs products in Australia, further expanding the Group's licensed confectionery portfolio.

Operating Platform, Governance and Legacy Matters

During FY26, the Group commenced the implementation of NetSuite as a single integrated group-wide ERP platform across finance, inventory, manufacturing, sales and reporting, replacing three disparate legacy systems. The system is live from 1 July 2026. The Group also adopted a formal AI policy and commenced implementing AI capability across its operating platform.

The Group continued to address a number of legacy legal and governance matters arising from the June 2025 change in Board control.

The long-running Whetstone litigation was resolved on 24 March 2026 under confidential settlement terms, bringing the outstanding claims and counterclaims between the parties to an end. As noted in the Chairman's letter, the contested board changes were dismissed with costs orders against the Company's former directors, and Fair Work applications made by some of those former directors were withdrawn. Legal expense recovery proceedings are currently before the Courts.

The initiatives undertaken during FY26 - including leadership renewal, cost reduction, new product development, expanded distribution, greater control of the Yowie brand, resolution of legacy matters and investment in the Group's operating infrastructure - provide a stronger

operating platform from which the Group intends to rebuild revenue and improve financial performance through FY27.

Material Business Risks

The material business risks faced by the Group which are likely to impact the financial prospects of the Group include:

- *Working capital and liquidity risk* – The Group operates in a working-capital-intensive sector, requiring ongoing funding to support inventory, manufacturing and customer receivables. Adverse trading conditions, delayed customer payments or increased input costs may place pressure on liquidity. The Group actively manages cash flow through disciplined cost control, inventory management and capital allocation.
- *Economic uncertainty* – Broader macroeconomic conditions may negatively impact discretionary consumer spending on non-essential food items, including the Group's products. Prolonged softness in consumer demand could adversely affect revenue and operating cash flows. The Group continues to focus on operational efficiency, new innovations, account growth in core markets and disciplined cost management.
- *Customer concentration and sales channel risk* – Sales are derived through a limited number of key retail customers and distribution channels. Changes in customer purchasing behaviour, ranging decisions, promotional activity or credit terms could materially impact revenue, profitability and cash flow. The Group seeks to mitigate this risk through diversification of customers, channels and product offerings.
- *Supply chain and manufacturing risk* – The Group relies on third-party suppliers and manufacturing partners, as well as its own production facilities, for raw materials, packaging and finished goods. In the US, all products are manufactured by a single third-party manufacturer under an agreement expiring on 27 April 2027, and the Group currently has no alternative US manufacturing source. Disruptions to supply, logistics delays, production issues or non-renewal of the US manufacturing agreement could affect product availability, costs and margins in the US. The Group seeks to mitigate this risk through improved planning and supplier engagement and the assessment of renewal and alternative US manufacturing options.
- *Cocoa and raw material price risk* – The Group is exposed to volatility in cocoa and other commodity prices, which may impact revenue and gross margins. While product development, pricing initiatives and procurement strategies are employed to manage this exposure, the Group has limited ability to rapidly pass through cost increases or benefit from price reductions compared to larger competitors with greater scale and pricing power. As a result, periods of commodity price volatility may place pressure on margins, particularly where input costs rise faster than retail pricing adjustments.
- *Funding and facility risk* – The Group relies on its working capital facility with Keybridge Capital Limited to fund operations. The facility has been extended on a number of occasions. It currently has a limit of A\$4.5 million (excluding capitalised interest) and matures on 30 November 2027, and as previously disclosed is currently secured to the limit permitted by ASX listing rules. If it is not further extended or refinanced on acceptable terms, this would have a material adverse effect on the Group's liquidity and

financial position. The Group is in ongoing discussions with Keybridge and is pursuing alternative sources of funding, including equity capital.

- *Tariff and regulatory risk* – The Group operates across multiple jurisdictions and is subject to customs duties, tariffs, food safety regulations and consumer product compliance requirements. Changes to trade policies or regulatory frameworks could increase costs or restrict market access.
- *Suspension and reinstatement risk* – The Company's securities are suspended from quotation on the ASX. Reinstatement is at ASX's discretion and there is no certainty as to whether or when it will occur. While suspended, shareholders cannot trade their securities and the Company's ability to raise equity capital is constrained. Under ASX policy, an entity suspended for a continuous period of two years is ordinarily removed from the Official List. The Company's securities have been suspended since March 2025 and, unless reinstated, would ordinarily be removed from the Official List on or about 3 March 2027. The Company has lodged a formal submission with ASX and continues to work toward satisfying the requirements for reinstatement.
- *Litigation and recovery risk* – Following the reconstitution of the Board in June 2025, the Company has been investigating a range of transactions undertaken under former management. This includes the use of Company funds, payments to third parties, and related-party arrangements. The Company is pursuing recovery of funds through legal proceedings, including proceedings commenced by the Company, and is supporting recovery proceedings brought by Keybridge Capital Limited. The outcome and timing of these proceedings are uncertain. There is no assurance that any amounts will be recovered, and the Group will continue to incur legal costs, including potential adverse costs orders. Further matters may also be identified as the Board's review continues. Details are set out under *Governance and Related-Party Matters* in this report.
- *Corporate governance, reporting and compliance risk* – As a multi-entity international business, the Group must comply with accounting standards, regulatory obligations and governance requirements. Failures in systems, controls or reporting processes could result in compliance breaches or financial misstatements. The Group continues to strengthen internal controls and reporting infrastructure.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than as set out in this Directors' Report (including the entry into the working capital facility with Keybridge Capital Limited on 15 July 2025 and its subsequent amendments, and the acquisition of the Yowie trademarks in the United States and Canada), there were no significant changes in the state of affairs of the Group during the year ended 30 June 2026.

DIVIDENDS

The Directors recommend that no amount be paid by way of dividend. No dividend has been paid or declared since the end of the financial year.

DIRECTORS' MEETINGS

The number of meetings attended by each Director during the year was as follows:

<i>Director</i>	<i>Eligible to Attend</i>	<i>Attended</i>
Mr S Ravell	2	2
Mr G Wilson	2	2
Mr J Hamilton	2	2
Mr A Catalano	- ¹	-
Mr M McCathie	2	2
Mr G Miller	2	2

¹ Mr Antony Catalano commenced leave of absence effective 16 March 2026.

SHARES UNDER OPTION

There were no unissued ordinary shares under options or rights outstanding at 30 June 2026.

Shares issued as a result of the exercise of options or rights

No shares were issued as a result of the exercise of options during the year ended 30 June 2026, including the period up to the date of this report.

EVENTS SUBSEQUENT TO BALANCE DATE

On 11 August 2026, the Company announced the working capital loan facility with Keybridge Capital Limited, originally entered into on 15 July 2025 and subsequently amended from time to time, had been further amended. Under the amendment, the facility limit increased from A\$3,500,000 to A\$4,000,000, excluding any capitalised interest. The maturity date was also extended from 31 August 2026 to 30 November 2027, or such later date as may be agreed by Keybridge Capital Limited in writing.

On 28 August 2026, the Company held its Annual General Meeting (AGM). At the AGM, the Company received a first strike against the adoption of the remuneration report for the year ended 30 June 2025. All other resolutions carried.

On 5 October 2026, the Company announced a further amendment on the working capital loan facility with Keybridge Capital Limited, increasing the limit from A\$4,000,000 to A\$4,500,000, excluding any capitalised interest.

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

LIKELY DEVELOPMENTS

Information on likely developments in the operations of the Group is contained within the operating and financial review.

ENVIRONMENTAL REGULATION

The Group is not subject to any significant environmental regulation under the United States or Australian Commonwealth, Federal, or State law.

REMUNERATION REPORT (audited)

This Remuneration Report outlines the Director and Executive remuneration arrangements of the Company and the Group in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report, Key Management Personnel (KMP) of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any Director (whether Executive or otherwise) of the parent company.

The Directors present the Yowie Group Limited FY2026 remuneration report, outlining key aspects of our remuneration policy and framework, and remuneration awarded this year.

The report is structured as follows:

- (a) Key management personnel (KMP) covered in this report
- (b) Remuneration policy and link to performance
- (c) Elements of remuneration
- (d) Remuneration expenses for KMP
- (e) Contractual arrangements for KMP
- (f) Equity instrument disclosures relating to Key Management Personnel

- (a) Key Management Personnel (KMP) covered in this report

Name	Position
Mr Sulieman Ravell	Chairman (<i>appointed 1 November 2025</i>) Non-Executive Director
Mr Geoff Wilson AO	Non-Executive Director
Mr Jesse Hamilton	Non-Executive Director
Mr Antony Catalano	Non-Executive Director (<i>leave of absence from 16 March 2026</i>)
Mr Martyn McCathie	Non-Executive Director
Mr Gary Miller	Non-Executive Director (<i>appointed on 29 March 2026</i>)
Mr Jarrod Milani	Global Chief Executive Officer (<i>appointed 1 November 2025</i>) AUS Country Manager (<i>until 31 October 2025</i>)

- (b) Remuneration policy and link to performance

The Board of Directors is responsible for determining and reviewing compensation arrangements for the Directors and Executive officers. The Board will assess the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and Executive team.

From time to time, the Board engages an external remuneration consultant to assist with reviewing the Group's remuneration policy.

In particular, the Board aims to ensure that remuneration practices are:

- competitive and reasonable, enabling the Company to attract and retain key talent;

- aligned to the Company's strategic and business objectives and the creation of shareholder value;
- transparent and easily understood; and
- acceptable to shareholders.

(b) Remuneration policy and link to performance (continued)

To assist in achieving these objectives, the Board's policy is to link the nature and amount of executive KMP remuneration to the Company's financial and operational performance. No short-term or long-term incentives were granted to, or paid to, KMP in FY26, and executive KMP remuneration for the year comprised fixed remuneration only.

Executive KMP are those directly accountable for the operational management and strategic direction of the Company.

Having regard to the number of members currently comprising the Company's Board and the stage of the Company's development, the Company does not have a separately established remuneration committee. The functions that would be performed by a remuneration committee are currently performed by the full Board.

Remuneration framework

Element	Purpose
Fixed annual remuneration (FR)	Provide competitive market salary including superannuation and non-monetary benefits.
Short-term incentives (STI)	Reward available for meeting pre-determined performance hurdles within a 12-month time period. Performance pay is 'at risk' such that if performance hurdles are not met, the payment is not made, other than at the discretion of Directors to cover unforeseen circumstances. Performance pay may be paid in cash or in the form of share-based compensation at the Board's absolute discretion through participation in the annual grants of service rights or performance rights where vesting is subject to performance hurdles.
Long-term incentives (LTI)	Performance hurdles are aligned to long-term shareholder value. Performance rights are 'at risk' such that if performance hurdles are not met, the performance rights do not vest. The long-term incentive once determined will be paid in cash or awarded as fully vested service rights. Performance rights are paid in the form of share-based compensation.
Service Rights	One-off issuance subject to Board's discretion to attract and retain high calibre employee. Vesting of rights subject to Employee remaining employed by the Company on the vesting date.

REMUNERATION REPORT (audited) (continued)

(b) Remuneration policy and link to performance (continued)

Balancing short-term and long-term performance

Annual incentives are set at a maximum of 100% of fixed remuneration, to drive performance without encouraging undue risk-taking. Long-term incentives are assessed over a two or three year period and are designed for the achievement of long-term growth in shareholder returns.

Assessing performance

The Board is responsible for assessing performance against KPIs and determining the STI and LTI to be paid. To assist in this assessment, the Board receives detailed reports on performance from management, which are based on independently verifiable data such as financial measures, market share and data from independently run surveys.

Minimum shareholding and holding conditions

All Directors and employees are encouraged to own shares in the Company. The Company does not have a formal minimum shareholding policy or mandatory holding condition on awarded shares. However, it is important to note that the nominal value of share rights is determined at the commencement of the performance period motivating executives to hold shares and grow shareholder value.

Use of remuneration consultants

On an as-needed basis, the Company may engage a remuneration consultant to provide various services in relation to executive KMP remuneration. During the year ended 30 June 2026, the Company has not engaged any remuneration consultants.

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

At the 2025 AGM (held on 28 August 2026), 0.26% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2025 which resulted in the resolution not carrying, constituting a "first strike" under the Corporations Act 2001 (Cth).

The Board has considered the outcome carefully. Based on comments made at the meeting and subsequent engagement with shareholders, the Board's assessment is that the vote primarily reflected shareholder concern with the Company's performance, the suspension of the Company's securities from quotation on the ASX, and broader governance matters, rather than the structure or quantum of key management personnel remuneration.

The Board acknowledges these concerns and has responded as follows:

- Remuneration restraint: Non-executive director fees were significantly reduced in FY26.
- Reinstatement to quotation: The Company has lodged a formal submission with ASX Listings Supervision and continues to work toward reinstatement, as set out in the Company's announcements to the market.

- Governance and financial controls: The Company implemented NetSuite as a single ERP platform across its Australian and US operations from 1 July 2026, strengthening financial reporting and controls across the group.
- Shareholder engagement: The Board will engage directly with shareholders ahead of the 2026 AGM and will continue to review the remuneration framework in light of the Company's strategic position following reinstatement.

REMUNERATION REPORT (audited) (continued)

(c) Elements of remuneration

(i) Fixed annual remuneration (FR)

Fixed remuneration consists of a base remuneration package, which includes Directors' fees (in the case of Directors), salaries, consulting fees, employer contributions to superannuation funds and non-monetary benefits such as health insurance and tax advisory services.

Fixed remuneration levels for Directors and Executive officers will be reviewed annually, or on promotion by the Board through a process that considers the individual's personal development, achievement of key performance objectives for the year, industry benchmarks wherever possible and CPI data.

Total remuneration for Non-Executive Directors is determined by resolution of shareholders. The Board determines actual payments to Directors and reviews their remuneration annually, based on market relativities and the duties and accountabilities of the Directors. The maximum available aggregate remuneration approved for Non-Executive Directors is A\$200,000. Non-Executive Directors do not receive any other retirement benefits other than, where applicable, a superannuation guarantee contribution required by government regulation, which was 12.0% of their fees for the year ended 30 June 2026.

Non-Executive Directors may provide specific consulting advice to the Company upon direction from the Board. Remuneration for this work is made at market rates. No such advice was provided in the year ended 30 June 2026.

(ii) Short-term incentives (STI)

Feature	Description of STI
Max opportunity	100% of fixed remuneration or as stipulated in the respective employment contract.
Performance metrics	The STI metrics align with our strategic priorities of market competitiveness, achieving financial budget, operational excellence, shareholder value and fostering talented and engaged people.
Achievement of award and Board's discretion	The Board has discretion to adjust remuneration outcomes up or down to prevent any inappropriate reward outcomes, including reducing (down to zero, if appropriate) any deferred STI award.
Delivery of STI	100% of the STI award is paid in cash or equity, subject to meeting vesting conditions of performance hurdles. The mode of delivery is at the discretion of the Board and, where applicable, subject to shareholders' approval.
Exercise price	Exercise price of options is determined based on premium to share price at which the company's shares are traded on the Australian Securities Exchange on date of the grant. Exercise price of performance rights are generally nil.
Forfeiture and termination	Options and performance rights will lapse if performance conditions are not met. Options and performance rights will be forfeited on cessation of employment unless the Board determines otherwise in its sole and absolute discretion, e.g. in the case of retirement due to injury, disability, death or redundancy.

REMUNERATION REPORT (audited) (continued)

(c) Elements of remuneration (continued)

(iii) Long-term incentives (LTI)

<i>Feature</i>	<i>Description of LTI</i>
Max opportunity	100% of fixed remuneration or as stipulated in the respective employment contract.
Performance metrics	The LTI metrics align with our strategic priorities of market competitiveness, achieving financial budget, operational excellence and long-term shareholder value.
Delivery of LTI	100% of the LTI award is paid in cash or equity, subject to meeting vesting conditions of performance hurdles. The mode of delivery is at the discretion of the Board and subject to shareholders' approval.
Exercise price	Exercise price of options is determined based on premium to share price at which the company's shares are traded on the Australian Securities Exchange on date of the grant. Exercise price of service rights and performance rights are generally nil.
Forfeiture and termination	Options and performance rights will lapse if performance conditions are not met. Options and performance rights will be forfeited on cessation of employment unless the Board determines otherwise in its sole and absolute discretion, e.g. in the case of retirement due to injury, disability, death or redundancy.

(iv) Service rights (SR)

<i>Feature</i>	<i>Description of SR</i>
Max opportunity	One off issuance subject to Board's discretion to attract and retain high calibre employee.
Performance metrics	Subject to employee remains employed by the Company on the vesting date.
Delivery of SR	100% of the SR award is paid in cash or equity, subject to meeting vesting conditions of performance hurdles. The mode of delivery is at the discretion of the Board and subject to shareholders' approval.
Exercise price	Exercise price of options is determined based on premium to share price at which the company's shares are traded on the Australian Securities Exchange on date of the grant. Exercise price of service rights and performance rights are generally nil.
Forfeiture and termination	Options and service rights will lapse if performance conditions are not met. Options and performance rights will be forfeited on cessation of employment unless the Board determines otherwise in its sole and absolute discretion, e.g. in the case of retirement due to injury, disability, death or redundancy.

REMUNERATION REPORT (audited) (continued)

(c) Elements of remuneration (continued)

Company performance

The table below shows the performance of the Company for the past five financial years.

	FY2026	FY2025	FY2024	FY2023	FY2022
Revenue (US\$)	8,758,447	12,009,824	14,687,885	13,285,268	15,605,658
Net Income / (Loss) (US\$)	(196,981)	(7,874,720)	(2,640,430)	(102,947)	839,506
Return of Capital (US\$)	-	-	-	-	-
Closing Share Price (A\$)*	0.014	0.014	0.027	0.026	0.046
Number of Shares	263,773,086	263,773,086	229,367,901	218,567,901	218,567,901
Market Capitalisation (A\$)	3,692,823	3,692,823	6,192,933	5,682,765	10,054,123

* the last traded price prior to suspension

(d) Remuneration expenses for KMP

Remuneration packages may contain the following key elements:

- a) Short-term benefits, including salary and fees, bonus and other benefits;
- b) Post-employment benefits, including superannuation; and
- c) Share-based payments, including options and rights granted as remuneration.

DIRECTORS' REPORT



REMUNERATION REPORT (audited) (continued)

(d) Remuneration expenses for KMP (continued)

The following table discloses the remuneration of the key management personnel during the financial year:

FY2026

	Short-Term Benefits		Post-Employment Superannuation (US\$)	Share-based Payments		Other Services (US\$)	Termination Payments (US\$)	Total (US\$)	Performance based (%)
	Salary and Fees ¹ (US\$)	Bonus (US\$)		Performance-based (US\$)	Service-based (US\$)				
<i>Directors</i>									
Mr S Ravell	33,925	-	-	-	-	-	-	33,925	-
Mr G Wilson	-	-	-	-	-	-	-	-	-
Mr J Hamilton	-	-	-	-	-	-	-	-	-
Mr A Catalano	24,076	-	-	-	-	-	-	24,076	-
Mr M McCathie	-	-	-	-	-	-	-	-	-
Mr G Miller	8,664	-	-	-	-	-	-	8,664	-
<i>Senior Executives</i>									
Mr J Milani	177,965	-	18,637	-	-	-	-	196,602	-
Total	244,630	-	18,637	-	-	-	-	263,267	-

¹ The director fees disclosed in relation to Mr S Ravell, Mr A Catalano and Mr G Miller are director fees that have accrued, but in relation to which no payments have been made at the date of this report.

REMUNERATION REPORT (audited) (continued)

(d) Remuneration expenses for KMP (continued)

FY2025

	Short-Term Benefits		Post-Employment Superannuation	Share-based Payments		Other Services	Termination Payments	Total	Performance based
	Salary and Fees (US\$)	Bonus ¹ (US\$)		Performance-based (US\$)	Service-based (US\$)				
<i>Directors</i>									
Mr S Ravell	-	-	-	-	-	-	-	-	-
Mr G Wilson	-	-	-	-	-	-	-	-	-
Mr J Hamilton	-	-	-	-	-	-	-	-	-
Mr A Catalano	-	-	-	-	-	-	-	-	-
Mr M McCathie	-	-	-	-	-	-	-	-	-
Mr N Bolton	617,214	100,730	-	-	-	-	-	717,944	-
Mr J Patton	299,510	47,662	-	-	-	-	-	347,172	-
Mr A Ranger	160,058	-	-	-	-	-	-	160,058	-
Mr D Agocs	9,535	-	1,096	-	-	-	-	10,631	-
Mr D Schwarze	11,745	-	-	-	-	-	-	11,745	-
Mr S Hobbs	21,682	-	-	-	-	-	-	21,682	-
<i>Senior Executives</i>									
Mr L Valle	203,633	-	-	-	-	-	-	203,633	-
Mr J Milani	116,117	12,964	14,916	-	-	-	-	143,997	-
Total	1,439,494	161,356	16,012	-	-	-	-	1,616,862	-

¹ There were bonuses paid to former directors during FY2025, however Yowie's current Directors are assessing the validity of these bonuses and may seek to recover any such payments which are deemed to not be valid or genuine. Any correction or change to the amounts disclosed above would be recorded as a negative adjustment to remuneration in the period in which such a determination is made.

REMUNERATION REPORT (audited) (continued)

Share-based compensation to key management personnel

No options or rights were granted to key management personnel as remuneration during the year.

No options vested, exercised or lapsed during the year.

(e) Contractual arrangements for KMP

Remuneration and other terms of employment for Executives are formalised in a service agreement. The KMP are remunerated on a total fixed remuneration (TFR) basis inclusive of superannuation and allowances.

Position	Executive	Total Annual Fixed Remuneration	Contract Duration	Termination Clause
Non-Executive Director	Suliman Ravell ¹	A\$50,000	Ongoing	Subject to resignation, retirement or removal in accordance with the Company's Constitution and the Corporations Act 2001 (Cth)
Non-Executive Director	Geoff Wilson	\$0 ⁵	Ongoing	Subject to resignation, retirement or removal in accordance with the Company's Constitution and the Corporations Act 2001 (Cth)
Non-Executive Director	Jesse Hamilton	\$0 ⁵	Ongoing	Subject to resignation, retirement or removal in accordance with the Company's Constitution and the Corporations Act 2001 (Cth)
Non-Executive Director	Antony Catalano ²	A\$50,000	Ongoing	Subject to resignation, retirement or removal in accordance with the Company's Constitution and the Corporations Act 2001 (Cth)
Non-Executive Director	Martyn McCathie	\$0 ⁵	Ongoing	Subject to resignation, retirement or removal in accordance with the Company's Constitution and the Corporations Act 2001 (Cth)
Non-Executive Director	Gary Miller ³	A\$50,000	Ongoing	Subject to resignation, retirement or removal in accordance with the Company's Constitution and the Corporations Act 2001 (Cth)
Global Chief Executive Officer 4	Jarrold Milani	A\$300,000 + superannuation	Ongoing	3 months' notice

1 Mr Suliman Ravell was appointed Chairman effective 1 November 2025, a change announced to the market on 13 November 2025.

2 Mr Antony Catalano commenced leave of absence effective 16 March 2026, a change announced to the market on 16 March 2026.

3 Mr Gary Miller was appointed non-executive Director effective 29 March 2026, a change announced to the market on 30 March 2026.

4 Mr Jarrold Milani held the position of AUS Country Manager from 1 July 2025 until 31 October 2025, and was appointed Global Chief Executive Officer effective 1 November 2025, as disclosed in the market announcement on 13 November 2025, which also outlined the terms of his employment.

5 These Directors elected not to receive any remuneration during FY26.

REMUNERATION REPORT (audited) (continued)

(f) Equity Instrument Disclosures relating to Key Management Personnel

(i) Option Holdings

No options over ordinary shares in the Company were held during the financial year by any of the KMP and their personally related parties.

(ii) Rights Holdings

No performance rights or service rights were held during the financial year by any of the KMP or their personally related parties.

(iii) Share Holdings (Ordinary Shares)

The number of shares in the Company held during the financial year by each KMP, including their personally related parties, is set out in the following table. No shares were granted during the reporting year as compensation.

Name	Balance at Start of Year (No)	Acquisition (No)	Disposal (No)	Exercise of Options/ Rights (No)	Other Changes (No)	Balance at End of Year (No)
<i>Directors</i>						
Mr S Ravell	-	-	-	-	-	-
Mr G Wilson ¹	214,095,014	-	-	-	-	214,095,014
Mr J Hamilton	-	-	-	-	-	-
Mr A Catalano	-	-	-	-	-	-
Mr M McCathie	-	-	-	-	-	-
Mr G Miller	-	-	-	-	-	-
<i>Senior Executives</i>						
Mr J Milani	866,666	-	-	-	-	866,666
Total	214,961,680	-	-	-	-	214,961,680

¹ Mr G Wilson was deemed to have a relevant interest in 214,095,014 ordinary shares through a technical association with Keybridge Capital Limited, which held the relevant interest in those shares, as reported in the relevant Appendix 3X and Form 604 disclosures. Wilson Asset Management did not directly hold any shares in the Company, and the deemed relevant interest did not represent beneficial ownership of those shares by Mr G Wilson.

REMUNERATION REPORT (audited) (continued)

Other transactions with key management personnel

- The Company has a “reciprocal” loan agreement with Keybridge Capital Limited (“Keybridge”) where either company could borrow up to A\$5,000,000 from the other, with an interest rate of 10% p.a., for working capital purposes. Under the stewardship of the previous board, the Company had loaned funds to Keybridge under this arrangement. The Company never borrowed funds from Keybridge under this arrangement.

The loan to Keybridge is a related party transaction that has never been approved by Yowie’s shareholders, is unsecured, and payable at call with no set maturity date. As at 30 June 2026, the Group had a balance receivable of US\$3.83 million (A\$5.58 million, including accrued interest) from Keybridge under this arrangement.

The current directors of the Company have been working with Keybridge in investigating various transactions between Yowie, Keybridge and the former directors.

In light of the circumstances surrounding the loan to Keybridge, at 30 June 2025, the Directors decided to fully impair the outstanding balance and interest accrued. Interest continues to accrue on this loan whilst the Company works towards the recovery of the outstanding amounts.

At 30 June 2026, the Directors have again assessed the recoverability of this loan. The Directors have also considered the A\$3.24 million (US\$2.22 million, inclusive of capitalised interest) that Keybridge advanced to the Group during the year under the Short Term Working Capital Facility entered into with Keybridge on 15 July 2025. Despite a specific “no formal offset” clause, it is reasonable to recognise that Yowie would be able to recover at least A\$3.24 million (US\$2.22 million) from Keybridge in connection with the previous “reciprocal” loan arrangement.

- In May 2024, the Group paid A\$1.5 million (US\$1.03 million) into Court as security for costs in proceedings involving PR Finance Group Limited (in liquidation) (“PRFG”), a subsidiary of Keybridge Capital Limited (“Keybridge”). The amount was advanced to PRFG for a term of four months at an interest rate of 12% per annum.

Following the Court’s finding against PRFG and expiry of the four-month term, Keybridge provided an indemnity in favour of the Group against any loss incurred by the Group in connection with the loan. The Group is concerned that this formed part of a series of transactions used to make cash available to Keybridge in July 2024 for transfers to Mr Bolton’s Italian entity for the acquisition of a residence in Lake Como. Those payments are the subject of an application in the NSW Supreme Court by WAM Active Limited on behalf of Keybridge, seeking recovery of the transfers to Mr Bolton’s Italian entity.

The Directors assessed the recoverability of the loan and, having regard to the circumstances and recovery prospects, determined to fully impair the balance in the previous financial year. Interest continues to accrue on the outstanding amount; however, the accrued interest receivable also remains fully impaired while the Group continues to pursue recovery of the amounts outstanding.

REMUNERATION REPORT (audited) (continued)

Other transactions with key management personnel (continued)

- The Company entered a Short-Term Working Capital Facility agreement with Keybridge Capital Limited on 15 July 2025. The agreement provided the Company with a loan facility limit of A\$1,000,000 (US\$0.66 million), with a maturity date of 30 September 2025.

During the year, the agreement has been amended on multiple occasions, including:

- 30 September 2025 – Extended the maturity date from 30 September 2025 to 31 January 2026 and increased the limit to A\$1,500,000 (US\$0.99 million).
- 8 January 2026 – Extended the maturity date from 31 January 2026 to 31 March 2026 or such later date as agreed to by Keybridge in writing and increased the limit to A\$2,500,000 (US\$1.68 million);
- 31 March 2026 – Extended the maturity date from 31 March 2026 to 31 August 2026 or such later date as agreed to by Keybridge in writing; and
- 18 May 2026 – Increased the limit to A\$3,500,000 (US\$2.50 million).

Subsequent to 30 June 2026 and as announced to the ASX on 11 August 2026 and 5 October 2026, the agreement was amended to extend the maturity date to 30 November 2027 or such later date as agreed by Keybridge Capital Limited, and to increase the limit under the agreement from A\$3,500,000 to A\$4,500,000 (US\$3.17 million), excluding any capitalised interest.

- The Company has entered into standard form deeds of access and indemnity with each of its directors.

Other than the matters above, there were no other transactions with key management personnel during FY2026.

END OF AUDITED REMUNERATION REPORT

INDEMNITY AND INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, the Company maintained an insurance policy which indemnifies the Directors and Officers of Yowie Group Limited in respect of any liability incurred in connection with the performance of their duties as Directors or Officers of the Company to the extent permitted by the Corporations Act 2001. The Company's insurers have prohibited disclosure of the amount of the premium payable and the level of indemnification under the insurance contract.

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.

NON-AUDIT SERVICES

No fees were paid or payable to the auditor for non-audit services during the year ended 30 June 2026.

OFFICERS OF THE COMPANY WHO ARE FORMER PARTNERS OF RSM AUSTRALIA PARTNERS

There are no officers of the company who are former partners of RSM Australia Partners.

AUDITOR

RSM Australia Partners continues in office in accordance with section 327 of the Corporations Act 2001.

ROUNDING OF AMOUNTS

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2026/183. Amounts in the financial report and directors' report have been rounded to the nearest dollar in accordance with that Instrument, unless otherwise indicated.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration is included on page 29 of this Annual Report.

Signed in accordance with a resolution of the Directors.



Sulieman Ravell
Chairman
6 October 2026

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Yowie Group Ltd and its controlled entities for the year ended 30 June 2026, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

A handwritten signature in blue ink that reads 'RSM'.

RSM AUSTRALIA PARTNERS

A handwritten signature in blue ink that reads 'K. Keshavamurthy'.

DEEPAK KESHAVAMURTHY

Partner

Dated: 6 October 2026

Melbourne, Victoria

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2026



	Note	Consolidated	
		2026 US\$	2025 US\$
Sale of goods	3	8,758,447	12,009,824
Cost of sales		(4,524,995)	(7,057,724)
Gross profit		4,233,452	4,952,100
Other income	4	467,834	513,071
Selling and distribution		(3,953,965)	(4,196,622)
Marketing		(487,450)	(101,653)
Administration	5	(1,752,116)	(3,538,628)
Finance costs		(212,991)	(33,902)
Foreign exchange losses		(26,967)	(5,217)
Write-down of inventory		(127,327)	(414,846)
Reversal of plant and equipment impaired in prior years		-	83,744
Impairment of product development		(61,717)	-
Impairment reversal / (loss) on loans receivable		1,728,896	(5,131,648)
Loss before income tax		(192,351)	(7,873,601)
Income tax expense	6	(4,630)	(1,119)
Loss after income tax for the year		(196,981)	(7,874,720)
Other comprehensive income for the year			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Movement in foreign currency translation reserve		(100,108)	40,598
Total comprehensive loss for the year net of tax attributable to members of the Company		(297,089)	(7,834,122)
Loss per share attributable to members of the Company			
Basic loss per share (cents)	7	(0.07)	(3.36)
Diluted loss per share (cents)	7	(0.07)	(3.36)

This consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes to the financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2026



	Note	Consolidated	
		2026 US\$	2025 US\$
Current Assets			
Cash and cash equivalents	20(a)	114,309	218,001
Trade and other receivables	8	635,384	800,379
Prepayments	9	471,936	608,373
Inventories	10	1,152,433	1,854,953
Loan receivables	11	2,223,723	-
Total Current Assets		4,597,785	3,481,706
Non-Current Assets			
Loan receivables	11	-	-
Plant and equipment	12	497,253	478,031
Intangible assets	13	167,559	190,129
Right-of-use assets	14	433,307	20,903
Other non-current assets		58,167	55,465
Total Non-Current Assets		1,156,286	744,528
Total Assets		5,754,071	4,226,234
Current Liabilities			
Trade and other payables	16	3,920,188	4,804,262
Provisions		46,903	35,974
Lease liabilities	15	86,394	34,265
Unearned income		96,858	33,722
Borrowings	17	2,223,723	-
Total Current Liabilities		6,374,066	4,908,223
Non-Current Liabilities			
Lease liabilities	15	359,083	-
Total Non-Current Liabilities		359,083	-
Total Liabilities		6,733,149	4,908,223
Net Liabilities		(979,078)	(681,989)
Equity			
Issued capital	18	47,283,177	47,283,177
Reserves		(2,386,054)	(283,467)
Accumulated losses		(45,876,201)	(47,681,699)
Total (deficiency)/equity		(979,078)	(681,989)

This consolidated statement of financial position should be read in conjunction with the accompanying notes to the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2026



	Note	Issued capital US\$	Share- based payment reserve US\$	Consolidated Foreign currency translation reserve US\$	Accumulated losses US\$	Total US\$
Balance as at 1 July 2024		46,950,875	2,002,479	(2,326,544)	(39,806,979)	6,819,831
Loss for the year		-	-	-	(7,874,720)	(7,874,720)
Other comprehensive income						
Foreign currency translation		-	-	40,598	-	40,598
Total comprehensive income / (loss) for the year		-	-	40,598	(7,874,720)	(7,834,122)
Transactions with owners recorded directly in equity						
Issue of shares	18	332,302	-	-	-	332,302
Balance as at 30 June 2025		47,283,177	2,002,479	(2,285,946)	(47,681,699)	(681,989)
Balance as at 1 July 2025		47,283,177	2,002,479	(2,285,946)	(47,681,699)	(681,989)
Loss for the year		-	-	-	(196,981)	(196,981)
Other comprehensive income						
Foreign currency translation		-	-	(100,108)	-	(100,108)
Total comprehensive loss for the year		-	-	(100,108)	(196,981)	(297,089)
Transactions with owners recorded directly in equity						
Expired Performance Rights		-	(2,002,479)	-	2,002,479	-
Balance as at 30 June 2026		47,283,177	-	(2,386,054)	(45,876,201)	(979,078)

*This consolidated statement of changes in equity should be read in conjunction
with the accompanying notes to the financial statements.*

CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE YEAR ENDED 30 JUNE 2026



	Note	Consolidated 2026 US\$	2025 US\$
Cash flow from operating activities			
Receipts from customers		8,079,751	13,962,745
Other receipts		-	119,632
Payments to suppliers and employees		(9,813,196)	(12,726,174)
Interest received		77	134,930
Interest paid		(51,962)	(33,902)
Income taxes paid		(4,630)	(1,119)
Net cash flows from / (used in) operating activities	20(b)	(1,789,960)	1,456,112
Cash flow from investing activities			
Loan to other entity		-	(2,714,205)
Payments for plant and equipment		(160,645)	(105,918)
Payments for intangible assets		(93,990)	(75,086)
Net cash flows used in investing activities		(254,635)	(2,895,209)
Cash flow from financing activities			
Loans received		2,035,500	
Payment of finance lease liabilities		(99,033)	(194,270)
Proceeds from issuance of shares		-	304,956
Net cash flows from financing activities		1,936,467	110,686
Net decrease in cash and cash equivalents		(108,128)	(1,328,411)
Cash and cash equivalents at beginning of the year		218,001	1,577,918
Effect of foreign exchange movements		4,436	(31,506)
Cash and cash equivalents at end of the year		114,309	218,001

*This consolidated statement of cash flows should be read in conjunction
with the accompanying notes to the financial statements.*

1. CORPORATE INFORMATION

Yowie Group Limited (“the Company”) is a public company limited by shares incorporated and domiciled in Australia, whose shares are listed on the Australian Securities Exchange (ASX), and are currently suspended from official quotation.

These financial statements are presented in United States Dollars. The financial report was authorised for issue by the Directors on 6 October 2026 in accordance with a resolution of the Directors.

The nature of the operations and principal activities of the Company are described in the Directors’ Report on page 9.

2. BASIS OF PREPARATION

The financial statements are a general-purpose financial report which has been prepared in accordance with the requirements of the Corporations Act 2001 and Australian Accounting Standards and Accounting Interpretations. The financial statements have been prepared on a historical cost basis. Yowie Group Limited is a for-profit entity for the purpose of preparing these financial statements.

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

Going Concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements, the Group incurred a net loss after tax of US\$0.20 million and had net cash outflows from operating activities of US\$1.79 million for the year ended 30 June 2026. As at that date, the Group had net current liabilities of approximately US\$1.78 million and net liabilities of US\$0.98 million.

These factors indicate a material uncertainty which may cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors have considered the Group’s cash flow forecasts and believe there are reasonable grounds to expect that the Group will be able to continue as a going concern. In forming this view, the Directors have considered, among other matters:

- The Group’s working capital facility with Keybridge Capital Limited, which has been amended on multiple occasions during and since the financial year. As disclosed in Note 17, subsequent to year-end, the facility limit was increased to A\$4.5 million and the maturity date was extended to 30 November 2027, or such later date as may be agreed by Keybridge Capital Limited in writing. As at the date of signing the financial statements, the Group has an undrawn amount of A\$0.2 million against the facility;

2. BASIS OF PREPARATION (CONTINUED)

- The Group's forecast trading performance and expected working capital requirements over the forecast period;
- Ongoing measures to recover outstanding receivables and optimise available capital;
- The ability to reduce or defer discretionary expenditure, together with cost reduction measures (including executive remuneration) implemented during the year;
- Continued initiatives to improve operating performance and customer distribution; and
- The capacity to raise additional debt and/or equity capital, if required, subject to prevailing market conditions and completion of the Company's financial reporting and regulatory processes.

Accordingly, the Directors believe that the Group will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

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

3. SEGMENT REPORTING

The Group has only one reportable segment, which relates to the operations of its confectionery business.

Geographic segments

	2026 US\$	2025 US\$
Net sales (recognised at a point in time)		
United States	6,417,937	8,683,826
Australia	2,340,510	3,325,998
	<u>8,758,447</u>	<u>12,009,824</u>
Non-current assets		
United States	180,923	260,224
Australia	975,363	484,304
	<u>1,156,286</u>	<u>744,528</u>

Major customer information

For the year ended 30 June 2026, the two largest customers of the Group contributed approximately US\$1.86 million and US\$0.61 million respectively (2025: US\$2.47 million and US\$2.72 million). These revenues relate to the sale of Yowie chocolate confectionery products within the Group.

4. OTHER INCOME

	Consolidated 2026 US\$	2025 US\$
Interest income	467,711	393,439
Other income	123	119,632
	<u>467,834</u>	<u>513,071</u>

5. ADMINISTRATION

	Consolidated	
	2026 US\$	2025 US\$
<i>Administration expenses comprise:</i>		
Employee benefits	392,203	1,482,907
Business development and travel	31,024	107,886
Tax, listing, compliance and insurance	789,615	725,119
Legal fees ¹	(17,137)	538,630
Depreciation and amortisation	219,526	245,063
Rent and outgoings	132,851	166,685
Other administrative expenses	204,034	272,338
	<u>1,752,116</u>	<u>3,538,628</u>

¹ Includes reversal of accrued legal fees.

6. TAXATION

(a) The major components of income tax expense are:

	Consolidated	
	2026 US\$	2025 US\$
Current income tax expense	4,630	1,119
Adjustments for current tax of prior periods	-	-
Total current tax expense	<u>4,630</u>	<u>1,119</u>
Deferred income tax	-	-
Decrease in deferred tax assets	-	-
	<u>-</u>	<u>-</u>
Income tax expense reported in the statement of profit and loss and other comprehensive income	<u>4,630</u>	<u>1,119</u>

(b) The prima facie tax on operating loss differs from the income tax provided in the accounts as follows:

	Consolidated	
	2026 US\$	2025 US\$
Loss from ordinary activities before tax	(192,351)	(7,873,601)
Prima facie tax benefit on loss at 25%	(48,088)	(1,968,400)
Effect of different tax rates on overseas losses	-	39,423
Income tax benefit not recognised	52,718	1,930,096
Income tax expense	<u>4,630</u>	<u>1,119</u>

Deferred tax assets and liabilities have not been recognised as, in the directors' assessment, the recognition criteria in AASB 112 *Income Taxes* have not been met at the reporting date. In particular, it is not considered probable that sufficient future taxable profits will be available to enable the utilisation of deductible temporary differences or tax losses, nor are there material taxable temporary differences that would give rise to deferred tax liabilities. Accordingly, no reconciliation or analysis of deferred tax balances have been presented.

7. LOSS PER SHARE

Classification of securities as ordinary shares

The Company has only one category of ordinary shares included in basic earnings per share.

Classification of securities as potential ordinary shares

There are currently no securities to be classified as dilutive potential ordinary shares on issue.

	Consolidated	
	2026 Number	2025 Number
Weighted average number of ordinary shares used in the calculation of basic and diluted loss per share	263,773,086	234,080,940
	US\$	US\$
Basic and diluted loss attributable to ordinary equity holders of the parent	(196,981)	(7,874,720)
Basic and diluted loss per share (cents)	(0.07)	(3.36)

8. TRADE AND OTHER RECEIVABLES

	Consolidated	
	2026 US\$	2025 US\$
Current		
Trade debtors	503,736	758,394
GST receivable	2,234	41,985
Sundry Debtors	129,414	-
	<u>635,384</u>	<u>800,379</u>

Trade debtors generally have 30-day terms. GST receivables have repayment terms applicable under the relevant government authority. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. The Group's exposure to risks is summarised in Note 26.

9. PREPAYMENTS

	Consolidated	
	2026 US\$	2025 US\$
Current		
Prepayments – raw materials	316,360	484,962
Prepayments – other	141,183	33,246
Prepayments – merchandising	3,439	16,474
Prepayments – insurance	10,954	73,691
	<u>471,936</u>	<u>608,373</u>

10. INVENTORIES

	Consolidated	
	2026	2025
	US\$	US\$
Current		
Raw materials	1,091,692	703,738
Work in progress	46,912	632,650
Finished goods	251,182	838,161
Allowance for disposal / obsolescence	(237,353)	(319,596)
	<u>1,152,433</u>	<u>1,854,953</u>

11. LOAN RECEIVABLES

	Consolidated	
	2026	2025
	US\$	US\$
Current		
Loan to Keybridge Capital Limited ¹	2,223,723	-
	<u>2,223,723</u>	<u>-</u>
Non-Current		
Loan to Keybridge Capital Limited ¹	-	-
Loan to other entity ²	-	-
Interest accrued on loans	-	-
	<u>-</u>	<u>-</u>

- ¹ The Company has a “reciprocal” loan agreement with Keybridge Capital Limited (“Keybridge”) where either company could borrow up to A\$5,000,000 from the other, with an interest rate of 10% p.a., for working capital purposes. Under the stewardship of the previous board, the Company had loaned funds to Keybridge under this arrangement. The Company never borrowed funds from Keybridge under this arrangement.

The current directors note that the funds loaned to Keybridge under this arrangement represented a related party transaction that was never approved by the Company’s shareholders, is unsecured, and payable at call with no set maturity date. As at 30 June 2026, the Group had a balance receivable of US\$3.83 million (A\$5.58 million, including accrued interest) from Keybridge under this arrangement.

The current directors of the Company have been working with Keybridge in investigating various transactions between Yowie, Keybridge and the former directors.

11. LOAN RECEIVABLES (CONTINUED)

In light of the circumstances surrounding the loan to Keybridge, at 30 June 2025, the Directors decided to fully impair the outstanding balance and interest accrued. Interest continues to accrue on this loan whilst the Company works towards the recovery of the outstanding amounts.

At 30 June 2026, the Directors have again assessed the recoverability of this loan. The Directors have also considered the A\$3.24 million (US\$2.22 million, inclusive of capitalised interest) that Keybridge advanced to the Group during the year under the Short Term Working Capital Facility entered into with Keybridge on 15 July 2025. Despite a specific “no formal offset” clause, it is reasonable to recognise that Yowie would be able to recover at least A\$3.24 million (US\$2.22 million) from Keybridge in connection with the previous “reciprocal” loan arrangement.

- ² In May 2024, the Group paid A\$1.5 million (US\$1.03 million) into Court as security for costs in proceedings involving PR Finance Group Limited (in liquidation) (“PRFG”), a subsidiary of Keybridge Capital Limited (“Keybridge”). The amount was advanced to PRFG for a term of four months at an interest rate of 12% per annum.

Following the Court’s finding against PRFG and expiry of the four-month term, Keybridge provided an indemnity in favour of the Group against any loss incurred by the Group in connection with the loan. The Group is concerned that this formed part of a series of transactions used to make cash available to Keybridge in July 2024 for transfers to Mr Bolton’s Italian entity for the acquisition of a residence in Lake Como. Those payments are the subject of an application in the NSW Supreme Court by WAM Active Limited on behalf of Keybridge, seeking recovery of the transfers to Mr Bolton’s Italian entity.

The Directors assessed the recoverability of the loan and, having regard to the circumstances and recovery prospects, determined to fully impair the balance in the previous financial year. Interest continues to accrue on the outstanding amount; however, the accrued interest receivable also remains fully impaired while the Group continues to pursue recovery of the amounts outstanding.

- ³ In addition, the Group provided a loan of A\$350,000 (US\$234,255) to Peter Davies Pty Ltd, with an interest rate of 10% p.a. The Company is also considering amounts outstanding of A\$43,961 (US\$29,423) from shares being issued to Peter Davies Pty Ltd as part of a capital raise in May 2025.

The Directors have assessed the recoverability of this loan and in light of the circumstances surrounding the loan, decided to fully impair this balance in the previous year. Interest continues to accrue on this loan and the Directors have decided to impair the accrued interest receivable as the Company continues to investigate the details and ongoing recovery of the loan.

11. LOAN RECEIVABLES (CONTINUED)

- ⁴ After the change in the Directors of the Company on 27 June 2025, it was identified there were multiple payments which totalled more than A\$813,049 (US\$0.56 million) which had been transferred to multiple law firms for matters which the Board deemed were not in relation to the affairs of the Company. These amounts have been classified as a loan to Mr Nicholas Bolton, who was the ultimate beneficiary of the payments.

The Directors have assessed the recoverability of this loan and in light of the circumstances surrounding the loan, decided to fully impair this balance in the previous year. Interest continues to accrue on this loan and the Directors have decided to impair the accrued interest receivable. The Company has started proceedings in order to recover some of the funds and intends to pursue the remaining outstanding amounts.

12. PLANT AND EQUIPMENT

	Consolidated	
	2026 US\$	2025 US\$
Manufacturing plant and equipment		
Cost	4,733,831	4,499,389
Accumulated depreciation	(2,176,483)	(1,956,327)
Accumulated impairment losses	(2,097,527)	(2,070,711)
	<u>459,821</u>	<u>472,351</u>
Office equipment		
Cost	23,954	10,401
Accumulated depreciation	(10,858)	(4,721)
	<u>13,096</u>	<u>5,680</u>
Leasehold Improvements		
Cost	24,783	-
Accumulated depreciation	(447)	-
	<u>24,336</u>	<u>-</u>
Total plant and equipment	<u>497,253</u>	<u>478,031</u>

12. PLANT AND EQUIPMENT (continued)

Movements in the carrying amount of each class are set out below.

	Consolidated	
	2026	2025
	US\$	US\$
Manufacturing plant and equipment		
Balance at the beginning of the year	472,351	394,444
Additions	234,442	105,145
Depreciation	(127,904)	(110,982)
Net reversal of impairment	-	83,744
Foreign exchange adjustment	(119,068)	-
Carrying amount at the end of the year	459,821	472,351
Office equipment		
Balance at the beginning of the year	5,680	8,428
Additions	13,928	1,999
Depreciation	(6,138)	(3,521)
Disposal	(657)	(881)
Foreign exchange adjustment	283	(345)
Carrying amount at the end of the year	13,096	5,680
Leasehold Improvements		
Balance at the beginning of the year	-	-
Additions	24,783	-
Depreciation	(447)	-
Carrying amount at the end of the year	24,336	-
Total impairment and amounts written off		
Reversal of impairment	-	83,744
Amounts written off	-	-
	-	83,744

13. INTANGIBLE ASSETS

	Consolidated	
	2026	2025
	US\$	US\$
Rights and licenses ¹		
Cost	290,336	225,398
Accumulated impairment losses	(225,398)	(225,398)
	64,938	-
Software		
Cost	193,675	193,675
Accumulated amortisation	(125,561)	(125,561)
Accumulated impairment losses	(68,114)	(68,114)
	-	-
Product development ²		
Cost	216,197	310,840
Accumulated amortisation	(51,859)	(120,711)
Accumulated impairment losses	(61,717)	-
	102,621	190,129
Total intangible assets	167,559	190,129

¹ Rights and licenses relate to the Yowie trademark which management has assessed as having an indefinite useful life.

² Product development relates to capitalised costs associated with the development of Yowie collectables.

Movements in the carrying amount of each class are set out below.

	Consolidated	
	2026	2025
	US\$	US\$
Rights and Licenses		
Balance at the beginning of the year	-	-
Additions	64,938	-
Carrying amount at the end of the year	64,938	-
Software		
Balance at the beginning of the year	-	-
Carrying amount at the end of the year	-	-
Product development		
Balance at the beginning of the year	190,129	235,203
Additions	39,744	73,382
Amortisation	(65,535)	(118,456)
Impairment	(61,717)	-
Carrying amount at the end of the year	102,621	190,129

14. RIGHT-OF-USE ASSETS

	Consolidated	
	2026	2025
	US\$	US\$
Non-Current		
Buildings – right-of-use	519,348	333,516
Accumulated amortisation	(86,041)	(312,613)
	<u>433,307</u>	<u>20,903</u>

The Group leases buildings for its Ernest Hillier manufacturing facility in Australia until August 2027, with an option to extend. Management have assumed it is reasonably certain the Group will execute the option to further the lease term for an additional three years. The corresponding lease liabilities are recognised as liability on the consolidated statement of financial position.

Movements in the carrying amount of right-of-use assets are set out below.

	Consolidated	
	2026	2025
	US\$	US\$
Right-of-use assets		
Balance at the beginning of the year	20,903	208,966
Additions	485,208	-
Amortisation	(97,184)	(165,012)
Foreign exchange adjustment	24,380	(23,051)
Carrying amount at the end of the year	<u>433,307</u>	<u>20,903</u>

15. LEASE LIABILITIES

	Consolidated	
	2026	2025
	US\$	US\$
Current		
Lease liabilities	<u>86,394</u>	<u>34,265</u>
	<u>86,394</u>	<u>34,265</u>
Non-Current		
Lease liabilities	<u>359,083</u>	<u>-</u>
	<u>359,083</u>	<u>-</u>

Refer to Note 26 for further information on financial instruments.

16. TRADE AND OTHER PAYABLES

	Consolidated	
	2026	2025
	US\$	US\$
Current		
Trade payables and accruals	3,733,072	3,013,609
Rebate allowances ¹	122,284	1,744,897
Other	64,832	45,756
	<u>3,920,188</u>	<u>4,804,262</u>

¹ Rebate allowances include estimated accrual for promotional discounts, prompt payment discounts and spoilage of goods. Refer to Note 27(w) for key accounting estimate on rebate allowances.

Trade creditor amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. The Group's exposure to risks is summarised in Note 26.

17. BORROWINGS

	Consolidated	
	2026	2025
	US\$	US\$
Current - Unsecured		
Working Capital Facility – Keybridge Capital Limited	2,223,723	-
	<u>2,223,723</u>	<u>-</u>

The Company entered a Short-Term Working Capital Facility agreement with Keybridge Capital Limited on 15 July 2025. The agreement provided the Company with a loan facility limit of A\$1,000,000 (US\$0.66 million), with a maturity date of 30 September 2025.

During the year, the agreement has been amended on multiple occasions, including:

- 30 September 2025 – Extended the maturity date from 30 September 2025 to 31 January 2026 and increased the limit to A\$1,500,000 (US\$0.99 million).
- 8 January 2026 – Extended the maturity date from 31 January 2026 to 31 March 2026 or such later date as agreed to by Keybridge in writing and increased the limit to A\$2,500,000 (US\$1.68 million);
- 31 March 2026 – Extended the maturity date from 31 March 2026 to 31 August 2026 or such later date as agreed to by Keybridge in writing; and
- 18 May 2026 – Increased the limit to A\$3,500,000 (US\$2.50 million).

Subsequent to 30 June 2026 and as announced to the ASX on 11 August 2026 and 5 October 2026, the agreement was amended to extend the maturity date to 30 November 2027 or such later date as agreed by Keybridge Capital Limited, and to increase the limit under the agreement from A\$3,500,000 to A\$4,500,000 (US\$3.17 million), excluding any capitalised interest.

17. BORROWINGS (CONTINUED)

The table below summarises the facility position with Keybridge Capital Limited as at 30 June 2026, excluding any capitalised interest.

As at 30 June 2026	A\$	US\$
Total facility limit	3,500,000	2,404,150
Facility utilised	3,000,000	2,060,700
Unused Facility	500,000	343,450

Under the agreement, interest is 11.0% per annum in respect of the loan up to a principal of A\$250,000, and 14.0% per annum in respect of the loan to the extent it exceeds A\$250,000, subject to any interest rate discount which may apply under the agreement.

18. ISSUED CAPITAL AND RESERVES

(a) Issued capital

	Consolidated	
	2026	2025
	US\$	US\$
Ordinary shares, fully paid	47,283,177	47,283,177

(b) Movements in share capital

	US\$	Number
As at 1 July 2024	46,950,875	229,367,901
Issued shares	332,302	34,405,185
As at 30 June 2025	47,283,177	263,773,086
As at 30 June 2026	47,283,177	263,773,086

(c) Terms and conditions of issued capital

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings.

In the event of winding up of the Company, ordinary shareholders rank after creditors and are entitled to participate in any surplus proceeds of liquidation in proportion to the number of shares held.

18. ISSUED CAPITAL AND RESERVES (CONTINUED)

(d) Nature and purpose of reserves

Share-based payment reserve

The share-based payment reserve is used to recognise the value of options, service rights and performance rights issued as share-based payments.

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation balances of entities which have functional currency other than USD.

	Consolidated	
	2026	2025
	US\$	US\$
Share-based payment reserve	-	2,002,479
Foreign currency translation reserve	(2,386,054)	(2,285,946)
	<u>(2,386,054)</u>	<u>(283,467)</u>

(e) Capital management

When managing capital, management's objective is to ensure the Group continues as a going concern as well as to generate optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity. The Company under the direction of management may issue new shares to provide for future development activity.

19. SHARE-BASED PAYMENTS

There were no share-based payment options outstanding as at 30 June 2026 (2025: nil).

20. CASH FLOW RECONCILIATION

(a) Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents include cash at bank and deposits at call.

Cash and cash equivalents at the end of the year as shown in the statement of cash flow are reconciled to the related item in the statement of financial position as follows:

	Consolidated	
	2026	2025
	US\$	US\$
Cash at bank	114,309	218,001
	<u>114,309</u>	<u>218,001</u>

(b) Reconciliation of operating profit after income tax to net cash from/(used in) operating activities

	Consolidated	
	2026	2025
	US\$	US\$
Operating loss after income tax	(196,981)	(7,874,720)
Adjusted for:		
Depreciation and amortisation	219,526	234,664
Foreign exchange (gain)/ loss	(63,756)	72,104
Write-down of inventory	127,327	414,846
Reversal of impairment of non-current asset	-	(83,744)
Accrued interest (income) / expense	(306,604)	(258,510)
Impairment of loans	(1,728,896)	5,131,648
Impairment of product development	61,717	-
Changes in operating assets and liabilities:		
Trade and other receivables	149,519	1,401,552
Prepayments	141,539	517,999
Inventories	605,843	1,438,983
Other assets	-	36,214
Trade and other payables	(871,507)	252,148
Finance lease liabilities	-	166,282
Provisions	9,177	(26,724)
Other liabilities	63,136	33,370
Net cash from/(used in) operating activities	<u>(1,789,960)</u>	<u>1,456,112</u>

21. RELATED PARTY DISCLOSURES

(a) Compensation of key management personnel

	Consolidated	
	2026 US\$	2025 US\$
Short-term benefits	244,630	1,600,850
Post-employment benefits	18,637	16,013
Share-based payments expensed	-	-
Other services	-	-
Termination payments	-	-
	<u>263,267</u>	<u>1,616,863</u>

(b) Other transactions with key management personnel and its related parties

- The Company has a “reciprocal” loan agreement with Keybridge Capital Limited (“Keybridge”) where either company could borrow up to A\$5,000,000 from the other, with an interest rate of 10% p.a., for working capital purposes. Under the stewardship of the previous board, the Company had loaned funds to Keybridge under this arrangement. The Company never borrowed funds from Keybridge under this arrangement.

The loan to Keybridge is a related party transaction that has never been approved by Yowie's shareholders, is unsecured, and payable at call with no set maturity date. As at 30 June 2026, the Group had a balance receivable of US\$3.83 million (A\$5.58 million, including accrued interest) from Keybridge under this arrangement.

The current directors of the Company have been working with Keybridge in investigating various transactions between Yowie, Keybridge and the former directors.

In light of the circumstances surrounding the loan to Keybridge, at 30 June 2025, the Directors decided to fully impair the outstanding balance and interest accrued. Interest continues to accrue on this loan whilst the Company works towards the recovery of the outstanding amounts.

At 30 June 2026, the Directors have again assessed the recoverability of this loan. The Directors have also considered the A\$3.24 million (US\$2.22 million, inclusive of capitalised interest) that Keybridge advanced to the Group during the year under the Short Term Working Capital Facility entered into with Keybridge on 15 July 2025. Despite a specific “no formal offset” clause, it is reasonable to recognise that Yowie would be able to recover at least A\$3.24 million (US\$2.22 million) from Keybridge in connection with the previous “reciprocal” loan arrangement.

21. RELATED PARTY DISCLOSURES (CONTINUED)

- In May 2024, the Group paid A\$1.5 million (US\$1.03 million) into Court as security for costs in proceedings involving PR Finance Group Limited (in liquidation) ("PRFG"), a subsidiary of Keybridge Capital Limited ("Keybridge"). The amount was advanced to PRFG for a term of four months at an interest rate of 12% per annum.

Following the Court's finding against PRFG and expiry of the four-month term, Keybridge provided an indemnity in favour of the Group against any loss incurred by the Group in connection with the loan. The Group is concerned that this formed part of a series of transactions used to make cash available to Keybridge in July 2024 for transfers to Mr Bolton's Italian entity for the acquisition of a residence in Lake Como. Those payments are the subject of an application in the NSW Supreme Court by WAM Active Limited on behalf of Keybridge, seeking recovery of the transfers to Mr Bolton's Italian entity.

The Directors assessed the recoverability of the loan and, having regard to the circumstances and recovery prospects, determined to fully impair the balance in the previous financial year. Interest continues to accrue on the outstanding amount; however, the accrued interest receivable also remains fully impaired while the Group continues to pursue recovery of the amounts outstanding.

- The Company entered a Short-Term Working Capital Facility agreement with Keybridge Capital Limited on 15 July 2025. The agreement provided the Company with a loan facility limit of A\$1,000,000 (US\$0.66 million), with a maturity date of 30 September 2025.

During the year, the agreement has been amended on multiple occasions, including:

- 30 September 2025 – Extended the maturity date from 30 September 2025 to 31 January 2026 and increased the limit to A\$1,500,000 (US\$0.99 million).
- 8 January 2026 – Extended the maturity date from 31 January 2026 to 31 March 2026 or such later date as agreed to by Keybridge in writing and increased the limit to A\$2,500,000 (US\$1.68 million);
- 31 March 2026 – Extended the maturity date from 31 March 2026 to 31 August 2026 or such later date as agreed to by Keybridge in writing; and
- 18 May 2026 – Increased the limit to A\$3,500,000 (US\$2.50 million).

Subsequent to 30 June 2026 and as announced to the ASX on 11 August 2026 and 5 October 2026, the agreement was amended to extend the maturity date to 30 November 2027 or such later date as agreed by Keybridge Capital Limited, and to increase the limit under the agreement from A\$3,500,000 to A\$4,500,000 (US\$3.17 million), excluding any capitalised interest.

- The Company has entered into standard form deeds of access and indemnity with each of its directors.

Other than the matters above, there were no other transactions with key management personnel during FY2026.

22. COMMITMENTS AND CONTINGENCIES

(a) Commitments

At 30 June 2026, the Group had minimum royalty commitments under certain licensing arrangements. Future minimum payments are payable as follows:

	Consolidated	
	2026	2025
	US\$	US\$
Within one year	34,345	862,595
After one year but not more than five years	188,898	130,404
More than five years	-	-
	<u>223,243</u>	<u>992,999</u>

(b) Contingencies

The Group is a party to legal proceedings, including proceedings commenced by the Company to recover amounts paid under former management (refer to the Directors' Report and Note 11). The outcome of these proceedings is uncertain, and the Group may be exposed to adverse costs orders. The Directors are not able to reliably estimate any amount that may be payable or recoverable.

23. AUDITOR'S REMUNERATION

The auditor of the Group is RSM Australia Partners.

	Consolidated	
	2026	2025
	US\$	US\$
Audit and review of financial reports	83,863	92,665

24. PARENT ENTITY INFORMATION

(a) Parent Entity Financial Information (Yowie Group Limited)

	2026 US\$	2025 US\$
Current assets	2,410,339	216,664
Non-current assets	755	1,576
Total assets	2,411,094	218,240
Current liabilities	3,258,112	864,553
Non-current liabilities	-	3,215,581
Total liabilities	3,258,112	4,080,134
Net (liabilities)/assets	(847,018)	(3,861,894)
Issued capital	48,853,487	48,853,487
Reserves	(4,279,791)	(6,151,178)
Accumulated losses	(45,420,714)	(46,564,203)
Total equity	(847,018)	(3,861,894)
Gain/(Loss) of the parent entity	1,143,489	(7,134,831)
Total comprehensive gain/(loss) of the parent entity	(727,898)	(6,773,794)

(b) Commitment and Contingencies of the Parent Entity

The parent entity had no contingent liabilities as at 30 June 2026 (30 June 2025: Nil). Refer to Note 22 for a discussion of commitments of the parent entity and the contingencies of the Group.

(c) Subsidiaries

Entity Name	Country of Incorporation	Percentage Interest	
		2026 %	2025 %
Yowie Enterprises Pty Ltd	Australia	100	100
EH Operations Pty Ltd	Australia	100	100
Yowie North America, Inc.	USA	100	100
Yowie Natural World, Inc.	USA	100	100
Yowie Hong Kong Holdings Limited	Hong Kong (China)	100	100

25. SUBSEQUENT EVENTS

On 11 August 2026, the Company announced the working capital loan facility with Keybridge Capital Limited, originally entered into on 15 July 2025 and subsequently amended from time to time, had been further amended. Under the amendment, the facility limit increased from A\$3,500,000 to A\$4,000,000, excluding any capitalised interest. The maturity date was also extended from 31 August 2026 to 30 November 2027, or such later date as may be agreed by Keybridge Capital Limited in writing.

On 28 August 2026, the Company held its Annual General Meeting (AGM). At the AGM, the Company received a first strike against the adoption of the remuneration report for the year ended 30 June 2025. All other resolutions carried.

On 5 October 2026, the Company announced a further amendment on the working capital loan facility with Keybridge Capital Limited, increasing the limit from A\$4,000,000 to A\$4,500,000, excluding any capitalised interest.

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

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, receivables and payables.

The net fair values of the financial assets and liabilities at reporting date of the Group approximate the carrying amounts in the financial statements, except where specifically stated.

The Group manages its exposure to key financial risks, including interest rate, foreign currency risk, credit risk and liquidity risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rate and foreign exchange rates. Liquidity risk is monitored through the development of future rolling cash flow forecasts.

The Board reviews and agrees policies for managing each of these risks as summarised below.

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified below.

Risk exposures and responses

Interest rate risk

The Group's exposure to market interest rates relates primarily to the Group's cash and short-term deposits.

At reporting date, the Group did not have any financial assets exposed to Australian variable interest rate risk that are not designated in cash flow hedges.

Foreign currency risk

As a result of the Australian entities having a functional currency in Australian Dollar which is different to the Group's presentation currency of US Dollar, the Group's statement of financial position can be affected significantly by movements in the Australian Dollar/US Dollar exchange rate.

The Group also has transactional currency exposures. Such exposure arises from sales or purchases by an operating entity in currencies other than the functional currency.

Operational transactions are denominated in US Dollar.

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

The assets and liabilities of the US and Hong Kong subsidiaries are held in the functional currency of these subsidiaries, which is US Dollar.

At 30 June, the US Dollar equivalence of assets and liabilities held in Australian Dollar and subject to foreign exchange risk are as follows:

Consolidated	2026 US\$	2025 US\$
<i>Assets and liabilities of entities with AUD functional currencies</i>		
<i>Assets</i>		
Cash and cash equivalents	18,954	117,163
Trade and other receivables	171,025	314,973
Prepayments	13,396	104,759
Inventories	756,508	658,721
Loan receivables	2,223,723	-
Right-of-use assets	433,307	20,903
Intangible assets	41,096	62,312
Plant and equipment	442,794	345,623
Other non-current assets	58,167	55,465
Total Assets	4,158,970	1,679,919
<i>Liabilities</i>		
Trade and other payables	1,675,660	1,588,916
Provisions	46,903	35,974
Finance lease liabilities	445,477	34,265
Borrowings	2,223,723	-
Total Liabilities	4,391,763	1,659,155

Intercompany loans are denominated in Australian Dollar and US Dollar. These loans are eliminated upon consolidation.

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Risk exposures and responses (continued)

Credit risk

Credit risk arises from the financial assets of the Group, which comprise cash and cash equivalents and trade and other receivables. The Group's exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

The Group does not hold any credit derivatives to offset its credit exposure. It holds its cash deposits with major banks with high credit ratings.

Cash at bank and short-term bank deposits

	Consolidated	
	2026 US\$	2025 US\$
AAA rated banks	-	-
AA rated banks	18,143	117,163
A rated banks	95,355	100,838
Other ¹	811	-
	<u>114,309</u>	<u>218,001</u>

¹ This relates to amounts held in non-Authorised Deposit-taking Institution.

Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulty in meeting its financial obligations. The Group's objective is to maintain adequate funding to meet its needs, currently represented by cash and available borrowing facilities.

The following table details the Group's remaining contractual maturity for its financial instrument liabilities. The table has 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 table includes both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the consolidated statement of financial position.

Maturity analysis for financial liabilities

	Consolidated	
	2026 US\$	2025 US\$
Within one year	6,319,719	4,908,223
Between one and five years	29,444	-
	<u>6,349,163</u>	<u>4,908,223</u>

The table above excludes financial liabilities which may arise if the Group decides to exercise an option which may increase a lease term.

27.SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) New and amended accounting standards adopted by the Group

The Group has adopted all of the new and revised Standards and Interpretations, including amendments to the existing standards issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current reporting period.

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

(b) New accounting standards and interpretations issued but not yet effective

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

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 Group will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

(c) Basis of consolidation

The consolidated financial statements comprise the financial statements of Yowie Group Limited and its subsidiaries ("the Group") as at 30 June 2026.

Subsidiaries are entities over which the Group has the power to govern the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the group controls another entity.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profits and losses resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves recognising at acquisition date, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The identifiable assets acquired and the liabilities assumed are measured at their acquisition date fair values.

The difference between the above items and the fair value of consideration (including the fair value of any pre-existing investment in the acquiree) is goodwill or discount on acquisition.

Non-controlling interests not held by the Group are allocated their share of net profit after tax in the statement of profit or loss and other comprehensive income and are presented within equity in the consolidated statement of financial position, separately from parent shareholders' equity.

(d) Foreign currency translation

Functional and presentation currency

The functional currency of Yowie Group Limited, Yowie Enterprises Pty Ltd and EH Operations Pty Ltd is Australian Dollar (AUD). The functional currency of the other entities is United States Dollar (USD).

The presentation currency of Yowie Group Limited is United States Dollar (USD).

Transactions and balances

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

Exchange differences relating to transactions are recognised in the statement of profit or loss and other comprehensive income. Exchange differences relating to translation of balances are recognised in the foreign currency translation reserve in the statement of financial position.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position; and
- income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates, unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions.

(e) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts. Bank overdrafts are included within interest-bearing loans and borrowings in current liabilities on the statement of financial position.

(f) Trade and other receivables

Trade receivables, which generally have 30-60 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for any uncollectible amounts. Refer to Note 27(s) for details on assessment of uncollectible amounts.

(g) Inventories

Inventories are measured at the lower of cost or net realisable value. Raw material inventories are accounted for at purchase cost on a weighted average cost basis. Finished goods and work in progress are accounted for at the purchase cost of direct materials plus manufacturing costs, including depreciation of manufacturing equipment. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(h) Property, plant and equipment

Plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

The carrying amount of plant and equipment is reviewed annually to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated over the useful lives to the Group of the assets, commencing from the time the asset is held ready for use, as follows:

Class	Depreciation method
Manufacturing plant and equipment	Units of production basis
Office equipment	Straight line basis over 2.5 years
Leasehold Improvement	Straight line basis over the expected lease term

(i) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are expensed to profit and loss as incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Rights and licenses

The Group made cash payments to purchase rights and licenses and they are valued at cost. They are assessed as having an indefinite useful life.

Product development

Expenditure on product development is recognised as an intangible asset when the Group can demonstrate:

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

Product development costs are recorded as intangible assets and amortised using the units of production method from the point at which the asset is available for use.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(i) Intangible assets (continued)

Software

Costs associated with maintaining software programmes are recognised as an expense as incurred.

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Other directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of other directly attributable costs.

Software costs are recorded as intangible assets and amortised from the point at which the asset is available for use over 3 years.

(j) Right-of-use assets

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

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

(k) Trade and other payables

Trade payables and other payables are carried at amortised cost. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(l) Provisions

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the time value of money and the risks specific to the liability.

(m) Lease liabilities

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

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

(n) Issued capital

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

(o) Revenue recognition

The Group recognises revenue predominately from the sale of goods.

Sale of goods

Revenue is recognised when control of the product is transferred, being either when the product is delivered to the customer or, in some instance, when the customer picks up the product, and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(o) Revenue recognition (continued)

Revenue from sales is recognised based on the arrangement between the customer and the Group. The arrangements in place do not commit customers to purchasing a specified quantity nor commit Yowie to deliver the same but set out the terms and conditions that apply between the parties at the time an order is placed by a customer and accepted by the Group. The terms and conditions cover, as appropriate to the customer, pricing, settlement of liabilities, rebate allowances and any other negotiated performance obligations.

The rebate allowances relate to the customers right to claim promotional discounts and spoilage of goods. At the point of sale, promotional discounts, spoilage allowance and corresponding adjustment to revenue is recognised for those allowances expected to be claimed by customers. The Group uses its accumulated historical experience and, whenever available, mutually agreed terms to estimate the rebate allowances on a per customer basis.

No element of financing is present in the pricing arrangement. Settlement terms are generally credit terms of 30 to 60 days. Terms reflect negotiations with customers, policies, procedures and controls held by each business unit as it relates to customer credit risk. For customers who purchase on credit, a receivable is recognised when the products are delivered or picked up as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Revenue from sale of goods is recognised at a point in time.

Interest revenue

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

(p) Income tax and other taxes

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(p) Income tax and other taxes (continued)

Deferred income tax liabilities are recognised for all taxable temporary differences except:

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

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current and deferred income tax is recognised in the statement of financial position, except to the extent that it relates to items recognised in other comprehensive income or direct in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(p) Income tax and other taxes (continued)

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Goods and Services Tax (GST)

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

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

Cash flows are included in the consolidated statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from or payable to taxation authorities are classified as operating cash flows.

(q) Share-based payment transactions

The Group provides benefits to directors, employees and consultants in the form of share-based payment transactions, whereby services are rendered in exchange for shares or rights over shares ('equity-settled transactions').

The cost of these equity-settled transactions with directors, employees and consultants is measured by reference to the fair value at the date at which they are granted. The fair value is determined using an appropriate valuation model.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions for which vesting is conditional upon a market or non-vesting condition. These are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. An additional expense is recognised for any modification that increases the total fair value of the share-based arrangement, or is otherwise beneficial to the recipient, as measured at the date of modification.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(q) Share-based payment transactions (continued)

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted loss per share.

(r) Earnings / loss per share

Basic earnings / loss per share is calculated as net profit or loss attributable to members of the parent entity, adjusted to exclude any costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares of the Company, adjusted for any bonus element.

Diluted loss per share is calculated as net profit or loss attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends);
- the after-tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares.

divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(s) Financial instruments

Financial assets

AASB 9 has three classification categories for financial assets; amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss.

The classification is based on the business model under which the financial asset is managed and its contractual cash flows. Compared to AASB 139, the FVOCI and amortised cost categories have been added and the held-to-maturity, loans and receivables and available for sale classification categories have been removed. The Group only have financial assets measured at amortised cost.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(s) Financial instruments (continued)

Amortised cost

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

- (i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that meet the sole payment of principal and interest (SPPI) requirements.

Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, contract debtors and lease receivables, the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Financial liabilities

AASB 9 largely retains the existing requirements of AASB 139 for the classification and measurement of financial liabilities. Financial liabilities are measured at amortised cost, except for those financial liabilities that are designated to be measured at fair value through profit or loss.

Trade and other payables

Liabilities are recognised for amounts to be paid for goods or services received. Trade payables are settled on terms aligned with the normal commercial terms in operations.

(t) Impairment of assets

At each reporting date, the Group reviews the carrying values of tangible assets and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(u) Segment disclosures

Operating segments are presented in a manner consistent with the management reports provided to the chief operating decision makers, which are currently represented by the full Board. The Group has only one reportable segment, which related to the operations of its confectionery business.

27. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(v) Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2026/183. Amounts in the financial report and directors' report have been rounded to the nearest dollar in accordance with that Instrument, unless otherwise indicated.

(w) Material accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management bases its judgements and estimates on historical experience and on other factors it believes to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made.

Income taxes

Judgement is required in assessing whether deferred tax assets are recognised in the statement of financial position. Deferred tax assets are recognised only when it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. Judgements are also required about the application of income tax legislation.

Rebate allowances

The rebate allowances relate to the customers right to claim promotional discounts and spoilage of goods. At the point of sale, promotional discounts, spoilage allowance and corresponding adjustment to revenue is recognised for those allowances expected to be claimed by customers. The Group uses its accumulated historical experience and, whenever available, mutually agreed terms to estimate the rebate allowances on a per customer basis.

Loan receivables

Judgement is required in assessing the expected recoverability of loans receivable, including considering the borrower's financial position, repayment history, available security and ability to generate future cash flows. Where the carrying amount of the loan receivable exceeds the expected recoverable amount, the Group recognises an impairment expense.

SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(w) Material accounting judgements, estimates and assumptions (Continued)

Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Group estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Allowance for disposal of inventories

The allowance for disposal of inventories assessment requires a degree of estimation and judgement. The level of the allowance is assessed by taking into account the recent sales experience, the ageing of inventories, future production plans and their alignment with the remaining term of any applicable contract manufacturing agreements, as well as any and other factors that affect inventory obsolescence. To the extent that these judgements and estimates prove incorrect, the Group may be exposed to potential additional inventory write-downs or reversals in future periods.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Entity Name	Entity Type	Ownership Interest	Country of Incorporation	Tax Residency
Yowie Group Limited	Body corporate	N/A	Australia	Australia
Yowie Enterprises Pty Ltd	Body corporate	100%	Australia	Australia
EH Operations Pty Ltd	Body corporate	100%	Australia	Australia
Yowie North America, Inc.	Body corporate	100%	USA	USA
Yowie Natural World, Inc.	Body corporate	100%	USA	USA
Yowie Hong Kong Holdings Limited	Body corporate	100%	Hong Kong (China)	Hong Kong (China)

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(3B)(a) of the *Corporations Act 2001* defines Australian resident 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 Group has applied the following interpretations:

Australian tax residency

The Group 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 Group has used independent tax advisers in foreign jurisdictions to assist in determining tax residency in those foreign jurisdictions and ensure compliance with applicable foreign tax legislation.

In accordance with a resolution of the directors of Yowie Group Limited, I state that:

1. In the opinion of the Directors:
 - (a) the financial statements and notes of the Group are 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 performance for the year ended on that date; and
 - (ii) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (b) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.
 - (c) the information disclosed in the attached consolidated entity disclosure statement is true and correct.
2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with section 295A of the *Corporations Act 2001*.

Note 2 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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

On behalf of the Board



Sulieman Ravell
Chairman
6 October 2026

INDEPENDENT AUDITOR'S REPORT To the Members of Yowie Group Ltd

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Yowie Group Ltd ('the Company') and its controlled entities ('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 statements, 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 then ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the APES 110 Code of Ethics for Professional Accountants (including Independence Standards) issued by the Accounting Professional & Ethical Standards Board Limited (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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report, which indicates that the Group incurred a net loss of \$196,981 and had net cash outflows from operating activities of \$1,789,960 during the year ended 30 June 2026 and, as of that date, the Group's current liabilities exceeded its current assets by \$1,776,281 and total liabilities exceeded its total assets by \$979,078. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed this matter
Revenue Recognition Refer Note 3 to the financial statements	
Revenue was considered a key audit matter as it is the most significant account balance in the consolidated statement of profit or loss and other comprehensive income. For the year ended 30 June 2026, the Group recognised revenue from the sale of goods of \$8,758,447. Significant audit attention was required due to the volume of revenue transactions, the timing of revenue recognition under the Group's shipping terms, and the judgement involved in estimating rebate allowances for promotional discounts and spoilage claims.	Our audit procedures included: - Assessing whether the Group's revenue recognition policies were in compliance with AASB 15 <i>Revenue from Contracts with Customers</i>; - Performing substantive analytical procedures on the revenue balance; - Testing on a sample basis, the occurrence and accuracy of revenue transactions by agreeing recorded sales to invoices, customer orders and relevant delivery documentation; - Review of sales transactions recorded before and after year-end to ensure that revenue was recognised in the correct period; - evaluating the completeness and accuracy of rebate allowances by inspecting customer agreements, claims received and subsequent settlements, and comparing recorded allowances with historical claim experience; and - Assessing the adequacy and completeness of disclosures in the financial report.

Key Audit Matter	How our audit addressed this matter
Recoverability of loan receivable from Keybridge capital Limited Refer Note 11 and 21 to the financial statements	
As disclosed in Note 11, the Group recognised a loan receivable from Keybridge Capital Limited ('Keybridge') of \$2,223,723 at 30 June 2026 and a reversal of impairment losses of \$1,728,896 during the year. The Group also had borrowings from Keybridge of \$2,223,723 under a separate working-capital facility. The assessment of the recoverability of the loan receivable and the related expected credit loss allowance required significant judgement, having regard to the circumstances surrounding the original loan arrangement, its unsecured and on-demand nature, the financial capacity of Keybridge and the separate amounts payable by the Group under the working-capital facility. We considered this to be a key audit matter due to the magnitude of the balances and impairment reversal, the related-party nature of the arrangements, and the judgement involved in assessing the recoverability and measurement of the loan receivable.	Our audit procedures included, among others: • obtaining external confirmation from Keybridge of the loan receivable, borrowings and accrued interest balances, including the relevant terms and Keybridge's stated intention regarding settlement of its obligations; • inspecting the underlying loan agreements, Working Capital Facility Agreement and subsequent deeds of variation; • agreeing facility drawdowns to bank statements and recalculating interest income and expense; • evaluating management's expected credit loss assessment, including the evidence supporting the recoverability of the loan receivable and reversal of impairment; • assessing the classification and separate presentation of the loan receivable and borrowing; • considering amendments to the working-capital facility occurring after the reporting date and their implications for the Group's going-concern assessment; and • assessing the adequacy of the related disclosures in the financial statements.

Other Information

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

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

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

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

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- a. the financial report (other than the consolidated entity disclosure statement) 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 (other than the consolidated entity disclosure statement) 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 have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website 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 within the directors' report for the year ended 30 June 2026.

In our opinion, the Remuneration Report of Yowie Group Ltd, 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.

A handwritten signature in blue ink that reads "RSM".

RSM AUSTRALIA PARTNERS

A handwritten signature in blue ink that reads "K. Keshavamurthy".

DEEPAK KESHAVAMURTHY

Partner

Dated: 6 October 2026

Melbourne, Victoria

Additional information as required by the Australian Securities Exchange Listing Rules and not disclosed elsewhere in this report is set out below. This information is current as at 6 October 2026.

Distribution of Quoted Securities

Ranges	No. of Holders of Ordinary Shares	No. of Ordinary Shares
1 - 1,000	962	230,100
1,001 - 5,000	423	1,184,109
5,001 - 10,000	181	1,442,930
10,001 - 100,000	406	13,896,061
100,001 and over	95	247,019,886
Total	2,067	263,773,086

There were 1,833 shareholders holding less than a marketable parcel of ordinary shares.

Quoted and Unquoted Equity Securities

Equity Security	Quoted	Unquoted
Ordinary shares	263,773,086	-

Unlisted Employee/Consultant Options/Rights

Nil

Twenty Largest Holders of Ordinary Shares

Ranking	Name	Shares Held	Percentage %
1	KEYBRIDGE CAPITAL LIMITED	153,204,066	58.08
2	CAPELLI FRANCA	30,807,786	11.68
3	BNP PARIBAS NOMINEES PTY LTD	28,774,333	10.91
4	PETER DAVIES PTY LTD*	2,930,733	1.11
5	4F INVESTMENTS PTY LTD	2,709,604	1.03
6	DR GREGORY BRYAN MAKIN	1,657,027	0.63
7	AGRI EXPORT AUSTRALIA PTY LTD	1,448,689	0.55
8	CARISTO INVESTMENT MANAGEMENT	1,063,514	0.40
9	MILANI FAMILY INVESTMENTS PTY LTD	866,666	0.33
10	SISTARO PTY LTD	837,500	0.32
11	MR GREGORY COLIN SMART & MRS CHERIE LYNN SMART	779,842	0.30
12	MR KEVIN DANIEL LEARY & MRS HELEN PATRICIA LEARY	750,000	0.28
12	MR JOHN CHARLES WALTERS & MS BERNADETTE MARIE PARKER	750,000	0.28
13	MR RICHARD FRANCIS COUGHLAN	737,009	0.28
14	LAVA LIMITED	735,947	0.28
15	MR BRETT JOHN BARTON	690,000	0.26
16	MR THOMAS ZACHARY COLLINS	600,000	0.23
17	MR BRETT JOHN BARTON	580,317	0.22
18	CATALYST KP PTY LTD	575,630	0.22
19	MORGAN STANLEY AUSTRALIA	563,679	0.21
20	MR THOMAS TSCHUI & MRS ROSEMARY TSCHUI	533,500	0.20
	TOTAL	231,595,842	87.80

*please see Note 11

Substantial Shareholders

Substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are as follows:

Shareholder	No. of Shares in which they hold a relevant interest	Voting power %
Aurora Funds Management Limited in its capacity as responsible entity of HHY Fund	26,326,643	9.98
Capelli Franca	30,807,786	11.68
Keybridge Capital Limited	214,095,014	81.17
Wilson Asset Management Group	214,095,014	81.17

Voting Rights

Ordinary shares carry one vote per share. There are no voting rights attached to the options in the Company.

Stock Exchange

The Company is listed on the Australian Securities Exchange and has been allocated the code "YOW". The "Home Exchange" is Perth.

On-market Buy-back

There is no current on-market buy-back.

Other Information

Yowie Group Limited is incorporated and domiciled in Australia and is a publicly listed company limited by shares.

Corporate Governance Statement

The Board of Directors of the Company is responsible for the Corporate Governance of the Company. The Board is committed to achieving and demonstrating the highest standard of corporate governance applied in a manner that is appropriate to the Company's circumstances.

The Company has reported against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition, which became effective for the first full financial year commencing on or after 1 January 2020.

The Company's Corporate Governance Statement is current as of the date of this report and it has been approved by the Board. The Corporate Governance Statement is available on the Company's website at: www.yowie.com