Elsight Limited
Preliminary final report
Appendix 4E

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1. Details of reporting period

Name of entity:	Elsight Limited ("the Company")
ABN:	98 616 435 753
Reporting period:	31 December 2025
Previous period:	31 December 2024

2. Results for announcement to the market

	31 December 2025 US$	31 December 2024 US$	Increase/ (Decrease) US$	Amount Change %
Revenues from ordinary activities	22,799,333	2,028,737	20,770,596	1,024%
Profit/(loss) after tax from ordinary activities attributable to members	7,484,543	(3,870,954)	11,355,497	293%
Profit/(loss) after tax attributable to members	7,484,543	(3,870,954)	11,355,497	293%

3. Dividends

Current period
There were no dividends paid, recommended or declared during the current financial period.

Previous period
There were no dividends paid, recommended or declared during the previous financial period.

4. Dividend reinvestment plans

Not applicable.

5. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	23.03	0.52

6. Control gained over entities

Not applicable.

7. Loss of control over entities

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Foreign entities

Not applicable.

10. Audit qualification or review

This report is based on accounts which have been audited. Refer to the Auditor's Report on page 64 of the 2025 Annual Report.

11. Attachments

Details of attachments (if any):

The Annual Report of Elsight Limited for the year ended 31 December 2025 is attached.

12. Signed

David Furstenberg
Executive Director
25 February 2026

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Elsight Limited

ABN 98 616 435 753

Annual Report - 31 December 2025

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Elsight Limited
Annual Report
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General information

These consolidated financial statements cover Elsight Limited (**Company**) and its controlled entities (also referred to as **Group**). Elsight Limited is a listed public company limited by shares, incorporated and domiciled in Australia. The Group is a for-profit entity.

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

The financial statements were issued by the board of directors on 25 February 2026.

Elsight Limited
Annual Report
Corporate directory
31 December 2025

Directors	Major General (ret) Ami Shafran – Non-Executive Chairman Mr David Furstenberg –– Executive Director Mr Howard Digby – Non-Executive Director Mr Joshua (Jim) Landau – Non-Executive Director
Company secretary	Mr Mark Licciardo
Registered office	Level 3 62 Lygon Street Carlton VIC 3053 AUSTRALIA Ph: +61 3 8689 9997 Email: info@el-sight.com
Share registry	Automic Registry Services Level 5, 191 St Georges Terrace Perth WA 6000 AUSTRALIA Phone: 1300 288 664 (within Australia) +61 2 9698 5414 (outside Australia) Fax: +61 8 9321 2337 Email: hello@automic.com.au Web: www.automic.com.au
Auditor	RSM Australia Partners Level 32 Exchange Tower 2 The Esplanade Tower Perth WA 6000 AUSTRALIA
Securities exchange listing	Elsight Limited shares are listed on the Australian Securities Exchange (**ASX code: ELS**)
Website	www.elsight.com

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Dear Shareholders,

2025 will be remembered as a defining year in Elsight's journey. It was the year in which years of strategic positioning, disciplined execution, and technological leadership converged into a transformational outcome: 11-fold organic revenue growth, profitability, and a business model that scales without burning cash, a combination that is exceptionally rare among high-growth technology companies globally.

Against a backdrop of accelerating global defence investment, regulatory progress in commercial drone integration, and surging demand for secure and resilient connectivity, Elsight delivered record financial performance and reached a scale that firmly establishes it as a mission critical technology partner in both defence and commercial markets. Critically, the Company achieved this growth entirely organically and entered CY2026 with approximately 96 percent of total CY2025 revenue already secured in confirmed backlog for H1 2026 alone.

Financial Transformation

During 2025, Elsight achieved annual revenue of approximately US$22.8 million, representing an 11-fold increase year on year. The fourth quarter alone delivered approximately US$9.3 million in revenue, marking the fourth consecutive quarter of record growth and closing the year with exceptional momentum.

Equally important, the Company reached cash flow breakeven during the first half of the year and transitioned toward overall profitability, validating the strength of our scalable, high margin and capital efficient business model. Our gross margins remained at software-like levels of approximately 77 percent, reflecting the mission critical value of the Halo platform.

Recurring revenue from software licenses, cloud services and connectivity subscriptions grew to approximately US$2.8 million, representing a 250 percent increase over 2024 (US$0.8 million), and now represents a growing and increasingly strategic component of our revenue mix.

We ended the year with approximately US$59 million in cash and zero debt, providing a robust foundation to fund expansion, innovation and long term shareholder value creation.

Strategic Orders and Backlog Visibility

A major milestone was the US$21.2 million contract secured in December 2025, scheduled for delivery between January and April 2026. Together with other engagements, this brought our order backlog to approximately US$22 million at year end, providing strong revenue visibility into 2026.

Throughout the year, we secured and executed multiple high value defence contracts, demonstrating Halo's technological superiority and reinforcing its position as the connectivity backbone of choice in modern defence deployments. Our contracts are structured with favourable commercial terms, including significant upfront payments and pre shipment balances, ensuring positive working capital dynamics and disciplined growth.

Global Defence Momentum

The global defence landscape continues to evolve rapidly. Governments worldwide are accelerating investment in uncrewed and autonomous systems. The U.S. FY2026 defence budget includes over US$13 billion allocated to autonomous systems, with significant funding directed toward drones. Similar commitments are being made across Europe, Asia and allied nations.

Within this environment, Elsight successfully demonstrated Halo before multiple U.S. Department of Defense units and was selected by the U.S. Defense Innovation Unit to advance to Phase 3 of Project G.I., entering final fielding and testing ahead of expected production procurement in 2026. This selection underscores Halo's positioning as a resilient, secure and scalable connectivity solution for next generation defence programs.

As programs progress from pilot phases to fleet level deployments, demand increasingly shifts toward robust, multi path connectivity that can operate reliably in contested environments. This structural trend aligns directly with Elsight's core strengths.

Product Portfolio Expansion

2025 was also the year in which Aura transitioned from development into production. The first Aura units were delivered to a leading defence prime during the fourth quarter, marking a significant operational milestone.

Aura expands Elsight's addressable market beyond uncrewed platforms into soldier-level and portable communications, materially broadening our defence and homeland security footprint. The program validates our ability to develop adjacent platforms alongside Halo, integrate into large prime systems, and execute multi phase programs at scale.

In parallel, we established a new business unit focused on a next generation product family targeting a large and rapidly growing global market. This initiative remains in stealth mode, engaging initial design partners, with expected early revenue contribution during 2026. The long-term total addressable market for this segment is estimated to exceed US$20 billion.

Operational Scale and Supply Chain Strength

To meet surging demand, we expanded our global business development team with senior hires across the United States, United Kingdom, Germany and the Middle East. We also appointed a Head of Strategy to pursue long term inorganic growth opportunities and strengthen our competitive positioning.

Operationally, we doubled our manufacturing capacity to approximately US$150 million annually by onboarding an additional European contract manufacturer, all without capital expenditure. This expansion enhances geographic diversification, derisks supply continuity, and provides the flexibility required to support sustained growth.

Looking Ahead

While 2025 marked a transformational year, we view it not as a peak but as the foundation of a longer growth trajectory. With a growing backlog, strong cash position, expanding recurring revenue base, and major defence programs progressing toward scaled procurement, Elsight enters 2026 from a position of strength.

The convergence of rising defence budgets, increasing adoption of autonomous systems, and regulatory progress in commercial aviation creates a durable tailwind for secure, resilient connectivity platforms. Elsight is uniquely positioned at the centre of this convergence.

On behalf of the Board, I would like to thank our employees, customers, partners and shareholders for their continued trust and commitment. 2025 demonstrated what disciplined execution combined with technological leadership can achieve. We look forward to building on this momentum and delivering sustained long term value in the years ahead.

Sincerely yours,



Major General (ret.) Ami Shafran
Non-Executive Chairman

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Your directors present their report, together with the financial statements of Elsight Limited ("the Company") and controlled entities ("the Group") for the financial year ended 31 December 2025.

Directors
The names and the particulars of the directors of the Company during or since the end of the financial year are:

Name	Status	Appointed	Resigned
Major General (ret) Ami Shafran	Non-Executive Chairman	2 June 2017	-
Mr David Furstenberg	Executive Director	2 June 2017	-
Mr Howard Digby	Non-Executive Director	13 December 2016	-
Mr Joshua (Jim) Landau	Non-Executive Director	1 October 2021	-

Company Secretary
Mr Mark Licciardo (Appointed 15 March 2019)

Principal activities
The principal activities of the Group during the year were the development and commercialisation of the Halo platform, serving mission-critical applications across the defence, homeland security (HLS), and uncrewed systems markets

Dividends
There were no dividends paid or recommended during the financial year ended 31 December 2025 (31 December 2024: Nil)

Review and results of operations
Unless otherwise stated all figures in this report are in the Group's presentation currency US$.

Elsight Limited recorded a profit for the year of $7,484,543 (31 December 2024: loss of $3,870,954).

The net assets of the Group have increased by $49,817,105, from net assets of $1,150,985 at 31 December 2024 to net assets of $50,968,090 at 31 December 2025.

As at 31 December 2025, the Group's cash and cash equivalents increased from a balance of $873,953 at 31 December 2024 to a balance of $59,357,058 at 31 December 2025.

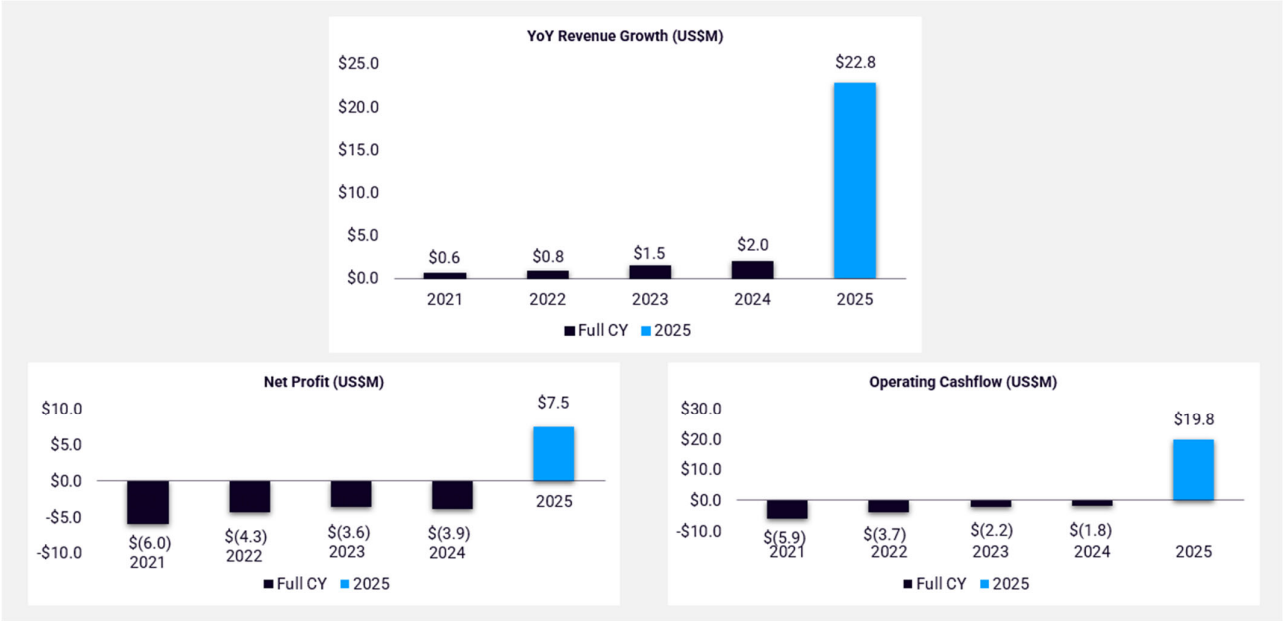
As at 31 December 2025 the Group has a working capital of $48,826,095 (31 December 2024: working capital of $972,978).

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REVIEW OF ACTIVITIES AND BUSINESS UPDATE

2025 Annual Performance Highlights	Main Metrics
Elsight is pleased to report a landmark year of growth, achieving a record **11-fold revenue increase** year-on-year. 2025 revenue reached approximately **US$22.8 million** (~A$35 million), driven by a record-breaking fourth quarter of ~US$9.3 million. This performance marks a global "Inflection Point" for the Company as it transitioned through cash flow breakeven during 2025 and toward an **impressive Net Profit** of approximately **US$7.5 million** (~A10.6 million) for the year. Additionally, as announced on January 27, 2026, in the recent quarterly activity report, the Company 2026 order backlog expanded to **US$22** million (**A$32.1** million) providing strong revenue growth visibility. Elsight continues to focus on **top-line growth and long-term market penetration while maintaining** software-like **gross margins of ~** 77**%** across products, driven by mission-critical value. The Company is accelerating investments in **sales, marketing, and customer engagement** to convert its record opportunity pipeline into sustained multi-year expansion. **Recurrent Revenue:** Software licenses, cloud services, and connectivity subscriptions reached **~US$2.8 million**, representing a **250% increase** over 2024 and contributing 12% of total annual revenue. **Cash Position:** The Company ended the year with a robust cash balance of **US$59 million** (**~A$86 million**), providing a solid foundation for 2026 expansion and shareholder value creation. **Operational Milestone:** Reached cash flow breakeven in the first half of 2025, demonstrating a capital-efficient and sustainable business model. **News Highlights:** • In **December 2025**, the Company secured a **US$21.2M contract** covering deliveries for the first four months of CY2026, representing a significant step-up in early-year demand and extending forward revenue visibility. • Subsequent to year end, Elsight announced its **first commercial purchase order for CY2026**, a **US $460K** order from a U.S. public safety customer, highlighting accelerating commercial adoption alongside regulatory progress in the U.S.	**Market Penetration & Global Footprint** The Company significantly expanded its Global Business Development team with five senior executive hires across the **US, UK, Germany, and Middle East**. Additionally, a new Head of Strategy was appointed to lead long-term inorganic growth opportunities. The Company successfully demonstrated Halo to multiple U.S. DoD units and was selected by the Defense Innovation Unit (DIU) for Phase 3 of Project G.I. (DRM2), with DIU funding supporting final fielding, testing, and regulatory processes ahead of expected production procurement in H1 2026

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Profitability - A Defining Achievement

Elsight achieved profitability in CY2025, a historic milestone for the Company and a rare outcome in the high-growth technology sector. The Company delivered a net profit of approximately US$7.5 million (~A$10.6 million) and generated positive operating cash flow of US$19.8 million, while simultaneously growing revenue 11-fold year on year. This was achieved entirely through organic execution, without acquisitions or material government subsidies.

Blended gross margins of approximately 77% reflect the mission-critical nature of the Halo platform and Elsight's pricing power. As the revenue mix has grown and maintained high profit margins, the Company expects blended margins to expand further.

The Company enters CY2026 with a confirmed order backlog of approximately US$22 million for delivery in H1 2026, representing approximately 96% of total CY2025 revenue already contracted for the first half of the new year. Combined with US$59 million in cash and zero debt, this positions Elsight to execute its growth strategy.

U.S. Defence Presence and Commercial Momentum

During 2025, Elsight further strengthened its strategic positioning in the United States:

- The Company successfully demonstrated its Halo before several DoW units and was **selected by the U.S. Defense Innovation Unit (DIU)** to advance to **Phase 3 of Project G.I. (DRM2)**, entering the final fielding phase expected to conclude in H1 2026 and to be translated into production procurement.
  Phase 3 selection included **DIU funding** for continued testing, operational demonstrations and regulatory processes, reinforcing Halo's position as a mission-critical connectivity solution.
- Elsight expanded its U.S. presence with two **senior sales and business development executive hires**, enhancing direct engagement with defence, government, and commercial customers.

In parallel, The U.S. DoW's Drone Dominance Program and similar allied initiatives increased engagement across Elsight's defence customer base. As programs progressed from pilots to fleet-level planning, demand shifted toward secure, resilient, and scalable connectivity, a core strength of Elsight's platform. This drove increased inbound interest from defence integrators, expansion of existing programs, and longer-term discussions aligned with multi-year procurement cycles. In addition,

Regulatory progress around **FAA Part 108 BVLOS compliance** is beginning to translate into early commercial adoption, as evidenced by the U.S. public safety purchase order announced in January 2026 and compliance with the new NDAA requirements.

Product Portfolio Expansion - Aura Moves into Production

During the 4th quarter, Elsight reached a significant execution milestone with the **delivery of the first Aura units to a leading defence prime**, transitioning the program from development into **production and delivery**.

Aura is designed to support **both uncrewed systems and dismounted / soldier-level communications**, materially expanding Elsight's addressable defence and security markets beyond its traditional unmanned platform focus.
This transition from R&D to production validates Elsight's ability to:

- Develop new platforms alongside Halo to diversify the Company's offering and revenue sources,
- Integrate into larger prime systems; and
- Execute multi-phase defence programs at scale.

In addition to the Aura, Elsight is planning to launch multiple new products in CY26 that will create additional growth engines and a stronger product portfolio that will provide upsell and cross-sell opportunities for new as well as existing customers.

These plans are over and above the new business unit that the Group announced in July, which is still in stealth mode, currently starting to engage first design partners and expected to generate initial revenue during the 2026 calendar year. This new offering has the potential to **disrupt a large and rapidly growing global market opportunity** estimated at TAM ("Total Addressable Market") of more than **US$20 billion**.

Business risk disclosure
Material business risks that could affect future operational and financial growth of the Group are as follows:

Technology/Execution Risk
Elsight's business model and revenue growth are underpinned by the performance and continued evolution of its product portfolio. Any failure to keep pace with technological advancements or challenges in integrating its product into increasingly growing unmanned vehicle (UxV) systems could hinder market acceptance. Such execution issues may compromise customer satisfaction, impair growth prospects, and affect the Group's reputation within critical verticals such as defence and commercial platforms.

Customer Concentration & Contract Risk
Elsight derives a significant portion of its revenue from a limited number of key customers, particularly within the defence sector and among platforms original equipment manufacturers (OEMs). A delay, reduction, non-renewal, or termination of any major contract could materially affect the Group's financial performance and future visibility.

Supply Chain & Manufacturing Risk
Elsight relies on a global supply chain for the sourcing of electronic components and manufacturing services. Disruptions caused by geopolitical tensions, supplier failures, logistics delays, or shortages in critical components could result in delivery delays, increased costs, or production bottlenecks. These challenges may necessitate contract renegotiations, trigger penalties, or erode customer confidence in the Group's ability to deliver on commitments.

Regulatory & Certification Risk
A key enabler of Elsight's commercial strategy is the regulatory approval of beyond visual line of sight (BVLOS) operations. Any delays, denials, or changes to regulatory frameworks, such as those imposed by the U.S. Federal Aviation Administration (FAA), European Union Aviation Safety Agency (EASA), or other national aviation authorities, could restrict market adoption of UAV applications that rely on HALO technology, adversely impacting revenue potential.

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Competitive & Market Risk
The uncrewed market is characterised by rapid innovation and increasing competition. Large, well-resourced technology and defence companies continue to enter the space, intensifying competitive pressure. Elsight's ability to maintain and grow market share will depend on sustained technological differentiation, pricing strategy, and customer acquisition. A failure to do so may result in revenue erosion or margin compression.

Foreign Exchange Risk
While Elsight reports its financials in U.S. dollars (USD), it operates and incurs expenses in multiple currencies, including Australian dollars (AUD). Adverse movements in foreign exchange rates may negatively impact reported revenue, cost structures, and debt servicing obligations, introducing variability in financial results.

Cybersecurity & IP Risk
As a provider of secure communication technologies, Elsight is exposed to cybersecurity threats, including data breaches, hacking attempts, or unauthorised access to sensitive information. A material cybersecurity incident could result in reputational damage, loss of customer confidence, regulatory sanctions, or legal liabilities. Furthermore, failure to adequately protect intellectual property (IP) may lead to imitation by competitors, undermining the Group's competitive position.

Intellectual Property & Competition Risk
Elsight's proprietary edge lies in its product technologies. The Group's ability to maintain its technological lead and enforce IP protections is critical to its market position. If competitors successfully replicate or circumvent Elsight's innovations, it could erode pricing power, reduce margins, and threaten long-term sustainability.

Reliance on Key Personnel
Elsight's success is closely linked to the expertise and retention of its senior leadership, engineering team, and technical personnel. The departure of any key individuals could disrupt strategic initiatives, delay product development, or diminish the Company's capacity to execute on complex client projects. Recruiting and retaining qualified talent remains a critical operational priority.

Compliance with Laws, Regulations and Industry Standards
Operating in highly regulated sectors such as telecommunications, defence, and uncrewed, Elsight must comply with a wide array of domestic and international laws, industry standards, and contractual obligations. Any non-compliance, whether intentional or inadvertent, could result in fines, contractual breaches, reputational harm, or loss of operating licences.

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

Likely developments and expected results of operations
The Group's principal continuing activity is the development and commercialisation of the Halo and its derivative product offering. The Group's future developments, prospects and business strategies are to continue to develop and commercialise this technology.

Matters subsequent to the reporting period
No matter or circumstance has arisen since 31 December 2025 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.

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

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Information on Directors

Name:	**Major General (ret) Ami Shafran**
Title:	Non-Executive Chairman (Appointed 2 June 2017)
Qualifications:	-
Experience:	Major General Shafran is the former Head of the Israeli Defence Force Information and Communications Technology Command. In addition, he is serving as the Chairman of the University's Executive Committee, and the Head of the Center for Cyber Technology at Ariel University in Israel. Over the course of his extensive career Major General Shafran held numerous prestigious and prominent positions in the Defence and Intelligence forces of the Israeli Defence Force, including serving as its Chief Scientist, service as Chief of Staff of the Ministry of Defence, and the Research and Development Attaché at the Israeli Embassy in Washington DC.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Special responsibilities:	Nil
Interests in shares:	222,891 Ordinary shares
Interests in options:	Nil

Name:	**Mr David Furstenberg**
Title:	Executive Director (Appointed 2 June 2017)
Qualifications:	-
Experience:	Mr Furstenberg has held various senior CEO, Chairman, Board member and VP Global sales positions in a number of publicly traded and privately owned companies, including Comverse (NASDAQ: CNSI) and Audiocodes (NASDAQ: AUDC), Enure, and Vista (a subsidiary of Israel Aerospace Industries). Most recently Mr Furstenberg was the active Chairman at NovelSat and the CEO at InsurBit, as well as a board director at White Cyber Knight Ltd and Insurix Inc., all companies involved in cyber and security businesses in some form. Mr Furstenberg has built a speciality in assisting with the turnaround of high-tech companies through product and market repositioning (as opposed to reduction in force). He transitioned from non-Executive to Executive Director of the Company from 1 November 2020.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Special responsibilities:	Nil
Interests in shares:	222,892 Ordinary shares
Interests in options:	Nil

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Name:	**Mr Howard Digby**
Title:	Non-Executive Director (Appointed 13 December 2016)
Qualifications:	Bachelor of Engineering (Mechanical) (Honours)
Experience:	Mr Digby began his career at IBM and has spent 25 years managing technology related businesses in the Asia Pacific region, of which 12 years were spent in Hong Kong, ending with The Economist Group as Regional Managing Director. Prior to this, he held senior regional management roles at Adobe and Gartner. Upon returning to Perth, Mr Digby served as Executive Editor of WA Business News and now spends his time as a company director, advisor and investor, having played key roles in several M&A and reverse takeover transactions.
Other current directorships:	4DS Memory Limited (Non-Executive Director) Singular Health Group Limited (Non-Executive Chairman)
Former directorships (last 3 years):	Spenda Limited previously known as Cirralto Limited (Non-Executive Director) (resigned 21 November 2024)
Special responsibilities:	Nil
Interests in shares:	2,228,096 Ordinary shares
Interests in options:	Nil

Name:	**Mr Joshua (Jim) Landau**
Title:	Non-Executive Director (Appointed 1 October 2021)
Qualifications:	FCPA, FINSIA, FAICD, BEE (Hon)
Experience:	Mr Landau has over 40 years' experience as a technology entrepreneur and mentor and brings significant experience as both a senior leader and director of numerous listed and unlisted companies. He currently serves as a Chair for an Australian TEC group of managing directors from diverse industries and is a non-executive director of the private equity Leading Technology Group. Mr Landau was the co-founder of one of Australia's first listed software companies, Software Corporate of Australia, which was listed on the second Board of the ASX and was the managing director of Australia's first main board listed IT services company, Datronics Corporation. He was the former chairman of Centricom the developer of the Poli Payments platform, a director of Collaborate Corporation and as director or advisor to several other cutting edge technology companies, including those involved with the emerging UAV industry.
Other current directorships:	Nil
Former directorships (last 3 years):	Banxa Inc. (Non-executive Director retired October 31, 2024).
Special responsibilities:	Nil
Interests in shares:	100,000 Ordinary shares
Interests in options:	Nil

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Information on Key Management Personnel

Name:	**Mr Yoav Amitai**
Title:	Chief Executive Officer
Qualification:	BSc Mechanical Engineering
Experience:	Mr Amitai has been with Elsight for eight years. Prior to becoming the Company's Chief Executive Officer, most recently as Chief Operating Officer and as Chief Innovation & Product Officer before that. With a degree in Mechanical Engineering from the Ben-Gurion University of the Negev and a rich resume that includes serving as General Manager of Agor Engineering, Mr Amitai brings extensive managerial, business strategy, and technical experience to the Elsight table. Yoav played a major part in initiating and executing Elsight's strategic transition from project-based to product-oriented company, leveraging its advanced technology and shaping its technological and business vision. Mr Amitai is well-versed in product design, manufacturing, and "creative engineering" solutions and is a perfect fit to lead Elsight's team.
Name:	**Mr Roee Kashi**
Title:	Chief Technology Officer
Qualification:	-
Experience:	Mr Kashi commenced his career in the Israeli Defence Force and has over ten years of experience and expertise in building and developing digital video systems. Mr Kashi has been responsible for some major technological achievements including the development of the core software of El-Sight Israel's digital video recorder that is responsible for video encoding and transmission, user interface design and construction of the system, handheld software development (Pocket PC, Smartphone), moving cameras, smart searches, and send notification email recordings to name a few.

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

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

Information on Company secretary

Name:	**Mr Mark Licciardo**
Qualifications:	B.Bus (Acc), GradDip CSP, FGIA, FCIS, FAICD
Experience:	Mr Mark Licciardo, of Acclime Corporate Services, has extensive experience working with Boards of ASX listed companies in the areas of corporate governance, accounting and finance and company secretarial practice. His expertise is in developing and guiding effective governance and he is considered a leader in this sector. His 40-year corporate career has encompassed executive roles in banking and finance, funds management, investment and infrastructure development. Mr Licciardo was the Managing Director and founder of Mertons Corporate Services which was acquired by Acclime in 2022 and is currently Partner and Managing Director of Acclime's Listed Services division and a Non-executive Director of various public and private companies.

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Meetings of Directors

The number of formal meetings of Directors held during the period and the number of meetings attended by each director was as follows:

Directors	Appointment dates	DIRECTORS' MEETINGS Number eligible to attend	DIRECTORS' MEETINGS Number attended
Ami Shafran	Appointed 2 June 2017	9	9
David Furstenberg	Appointed 2 June 2017	9	9
Howard Digby	Appointed 13 December 2016	9	9
Joshua Landau	Appointed 1 October 2021	9	9

Shares under options

Unissued shares under option

At the date of this report, the unissued ordinary shares of Elsight Limited under option are as follows:

Issue Date	Expiry Date	Status	Exercise Price	Number Under Option
15 September 2021	14 September 2026	Unlisted	A$0.42	379,000
15 September 2021	14 September 2026	Unlisted	A$0.48	575,000
15 December 2021	14 December 2026	Unlisted	A$0.38	50,000
15 December 2021	14 December 2026	Unlisted	A$0.44	200,000
26 April 2022	25 April 2027	Unlisted	A$0.43	200,000
26 May 2022	25 May 2027	Unlisted	A$0.48	895,863
21 September 2022	30 August 2027	Unlisted	A$0.37	2,352,313
18 January 2023	18 January 2028	Unlisted	A$0.37	43,000
10 May 2024	26 March 2029	Unlisted	A$0.36	3,093,000
22 August 2024	22 August 2029	Unlisted	A$0.38	105,000
11 November 2024	21 August 2029	Unlisted	A$0.60	750,000
11 November 2024	21 August 2029	Unlisted	A$0.90	1,000,000
11 November 2024	21 August 2029	Unlisted	A$1.30	1,000,000
11 November 2024	21 August 2029	Unlisted	A$1.80	1,250,000
26 February 2025	25 February 2030	Unlisted	A$0.35	500,000
14 March 2025	30 September 2027	Unlisted	A$0.40	666,667
1 April 2025	31 March 2030	Unlisted	A$0.35	1,440,000
21 April 2025	21 April 2030	Unlisted	A0.37	470,000
22 April 2025	22 April 2027	Unlisted	A$0.45	775,000
22 April 2025	22 April 2027	Unlisted	A$0.41	600,000
22 April 2025	22 April 2027	Unlisted	A$0.33	600,000
22 April 2025	22 April 2027	Unlisted	A$0.42	600,000
22 April 2025	22 April 2027	Unlisted	A0.55	175,000
22 April 2025	22 April 2027	Unlisted	A$0.65	175,000
22 April 2025	22 April 2027	Unlisted	A$0.75	175,000
27 May 2025	27 May 2030	Unlisted	$A0.60	2,000,000
27 May 2025	27 May 2030	Unlisted	A$0.90	2,000,000
27 May 2025	27 May 2030	Unlisted	A$1.30	2,000,000
27 May 2025	27 May 2030	Unlisted	A$1.80	2,000,000
28 July 2025	28 July 2030	Unlisted	A$1.67	420,000
21 August 2025	21 August 2030	Unlisted	A$1.95	390,000
22 September 2025	22 September 2030	Unlisted	A$1.89	842,000
5 January 2026	5 January 2031	Unlisted	A$2.54	840,000
				28,561,843

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No option holder has any right under the options to participate in any other share issue of the Company or of any other entity.

Shares issued on the exercise of options
During the year ended 31 December 2025 and up to the date of this report a total of 3,478,020 options were converted to ordinary shares as follows:

- 550,000 options exercisable at A$0.28 on or before 23 April 2025;
- 50,000 options exercisable at A$0.34 on or before 15 May 2025;
- 100,000 options exercisable at A$0.32 on or before 12 June 2025;
- 30,000 options exercisable at A$0.43 on or before 1 February 2026;
- 45,000 options exercisable at A$0.42 on or before 14 September 2026;
- 120,000 options exercisable at A$0.48 on or before 14 September 2026;
- 2,333,333 options exercisable at A$0.40 on or before 30 September 2027;
- 50,250 options exercisable at A$0.37 on or before 30 August 2027; and
- 60,000 options exercisable at A$0.36 on or before 26 March 2029.
- 100,000 options exercisable at $0.43 on or before 1 February 2026; and
- 39,437 options exercisable at $0.42 on or before 14 September 2026.

No amounts are unpaid on any of the shares.

Proceedings on behalf of the Company
No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Indemnifying and insurance of officers
The Company indemnifies each of its directors, officers and company secretary. The Company indemnifies each director or officer to the maximum extent permitted by the *Corporations Act 2001* from liability to third parties, except where the liability arises out of conduct involving lack of good faith, and in defending legal and administrative proceedings and applications for such proceedings.

The Company must use its best endeavours to insure a director or officer against any liability, which does not arise out of conduct constituting a wilful breach of duty or a contravention of the *Corporations Act 2001*. The Company must also use its best endeavours to insure a director or officer against liability for costs and expenses incurred in defending proceedings whether civil or criminal.

Insurance Premiums
During the year the Company paid insurance premiums to insure directors and officers against certain liabilities arising out of their conduct while acting as an officer of the Group. Under the terms and conditions of the insurance contract, the nature of the liabilities insured against and the premium paid cannot be disclosed.

Indemnification of Auditors
To the extent permitted by law, the Company has agreed to indemnify its auditors, RSM Australia Partners, as part of the terms of its audit engagement agreement against claims by third parties arising from their report on the financial report.

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

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In the event that non-audit services are provided by RSM Australia Partners, the Board has established certain procedures to ensure that the provision of non-audit services is compatible with, and do not compromise, the auditor independence requirements of the *Corporations Act 2001*. These procedures include:

- non-audit services will be subject to the corporate governance procedures adopted by the Company and will be reviewed by the Board to ensure they do not impact the integrity and objectivity of the auditor; and
- ensuring non-audit services do not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

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.

Rounding of amounts
The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

Auditor's independence declaration
The auditor's independence declaration as required under section 307C for the year ended 31 December 2025 has been received and can be found on page 24 of the financial report.

Remuneration report (audited)
This remuneration report for the year ended 31 December 2025 outlines the remuneration arrangements of the Group in accordance with the requirements of the *Corporations Act 2001* and its regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report is presented under the following sections:
(1) Introduction
(2) Remuneration governance
(3) Executive remuneration governance
(4) Non-executive Director fee arrangements
(5) Details of remuneration
(6) Additional disclosures relating to equity instruments
(7) Loans from key management personnel (KMP) and their related party
(8) Other transactions and balances with KMP and their related parties
(9) Voting of shareholders at last year's annual general meeting

1. Introduction
Key Management Personnel (**KMP**) have authority and responsibility for planning, directing and controlling the major activities of the Group. KMP comprise the directors of the Company and identified key management personnel.

Compensation levels for KMP are competitively set to attract and retain appropriately qualified and experienced directors and executives. The Board may seek independent advice on the appropriateness of compensation packages, given trends in comparable companies both locally and internationally and the objectives of the Group's compensation strategy.

Key management personnel covered in this report are as follows:

Name	Status	Appointment dates	Resignation dates
Major General (ret) Ami Shafran	Non-Executive Chairman	2 June 2017	-
Mr David Furstenberg	Executive Director	2 June 2017	-
Mr Howard Digby	Non-Executive Director	13 December 2016	-
Mr Joshua Landau	Non-Executive Director	1 October 2021	-
Mr Yoav Amitai	Chief Executive Officer	1 November 2020	-
Mr Roee Kashi	Chief Technology Officer	2 June 2017	-

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2. Remuneration governance

The Directors believe the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of a separate remuneration committee. Accordingly, all matters are considered by the full Board of Directors, in accordance with a remuneration committee charter.

During the financial year, the Company did not engage any remuneration consultants.

3. Executive Remuneration Arrangements

The compensation structures are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. Compensation packages may include a mix of fixed compensation and equity-based compensation, as well as employer contributions to superannuation funds. Shares and options may only be issued to directors subject to approval by shareholders in a general meeting.

The Company has three appointed executives, Mr David Furstenberg as Executive Director, Mr Yoav Amitai as Chief Executive Officer and Mr Roee Kashi as Chief Technology Officer. The terms of their Employment Agreements with Elsight Limited as at 31 December 2025 are summarised in the following table.

Executive Name	Services Agreement Summary
Mr David Furstenberg	- Executive salary of AUD$75,000 per annum (based on the exchange rate at 31 December 2025, equals approximately US$50,250 per annum). Salary for the period 1 January – 31 October 2025 was AUD$60,000, the increase to AUD$75,000 per annum is effective from 1 November 2025. - Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with Group's reimbursement policies. - The agreement commenced on 1 June 2017 and may be terminated by either party with no notice period.
Mr Yoav Amitai	- For the year ended 31 December 2025, executive salary of ILS 780,000 per annum (based on the exchange rate at 31 December 2025, equals approximately US$245,000). Salary for the period 1 January – 28 February 2025 was ILS 756,000 per annum, the increase to ILS 780,000 per annum is effective from 1 March 2025. - Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with Group's reimbursement policies. - The agreement commenced on 1 November 2020 and may be terminated by either party on 104 days' notice. It may be terminated immediately with justifiable cause.
Mr Roee Kashi	- For the year ended 31 December 2025, executive salary of ILS 780,000 per annum (based on the exchange rate at 31 December 2025, equals approximately US$245,000). - Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with Group's reimbursement policies. Salary for the period 1 January – 28 February 2025 was ILS 756,000 per annum, the increase to ILS 780,000 is effective from 1 March 2025. - The agreement commenced on 6 April 2017 and may be terminated by either party on 180 days' notice. It may be terminated immediately with justifiable cause.

Short term incentive program

The Group has established a short term incentive (STI) program in the form of cash bonuses, designed to align execution and achievement of Group strategy with performance hurdles of the Group's executives. STI payments are granted to executives based on Group performance and are linked to specific key performance indicators including sales growth, net profit and execution quality.

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Long term incentive program
The Group has established a long term incentive (LTI) program in the form of options issued to executives under the Group's Employee Share Option Plan. Options vest at fixed exercise prices, generating reward for executives linked to share price growth.

The Board of Directors reviewed the STI and LTI performance incentives specifically for executives during the year ended 31 December 2025.

Employee Share Option Plan
The Group has established and maintains the Elsight Limited Employee Share Option Plan **(Plan)** to provide ongoing incentives to Eligible Participants of the Company. Eligible Participants include:

- a director (whether executive or non-executive) of the Group;
- a full or part time employee of the Group;
- a casual employee or contractor of the Group; or
- a prospective participant, being a person to whom the offer was made but who can only accept the offer if arrangement has been entered into that will resulting in the person becoming an Eligible Participant.

The Board adopted the Plan to allow Eligible Participants to be granted options to acquire shares in the Company.

The purpose of the Plan is to assist in the reward and motivation of Eligible Participants and link the reward of Eligible Participants to performance and the creation of shareholder value. It is designed to align the interest of Eligible Participants more closely to the interests of shareholders by providing an opportunity for Eligible Participants to receive shares. It provides the Eligible Participants with the opportunity to share in any future growth in value of the Company and provides greater incentives for Eligible Participants to focus on the Company's longer-term goals.

8,000,000 options were issued to Chief Executive Officer Yoav Amitai and 200,000 options were issued to Chief Technology Officer Roee Kashi under the Plan during the 31 December 2025 financial year.

Group Performance
The table below shows the performance of the Group over the last 5 reporting periods:

Financial Year	**31 Dec 2025**	**31 Dec 2024**	**31 Dec 2023**	**31 Dec 2022**	**31 Dec 2021**
Sales revenue	US$22,799,333	US$2,028,737	US$1,541,168	US$823,241	US$574,014
EBITDA	US$5,960,897	(US$2,650,230)	(US$2,779,460)	(US$3,962,428)	(US$5,924,010)
EBIT	US$5,633,582	(US$2,886,625)	(US$3,032,104)	(US$4,293,976)	(US$6,044,079)
Profit /(loss) after income tax	US$7,484,543	(US$3,870,954)	(US$3,683,532)	(US$4,306,433)	(US$6,043,694)
Earnings/(loss) per share (cents)	US$3.79	(US$2.56)	(US$2.45)	(US$2.97)	(US$4.53)
Share price	A$3.08	A$0.37	A$0.38	A$0.34	A$0.38

4. Non-executive director fee arrangement
The Board policy is to remunerate Non-executive directors at a level to comparable companies for time, commitment, and responsibilities. Non-executive directors may receive performance related compensation. Directors' fees cover all main Board activities and membership of any committee. The Board has no established retirement or redundancy schemes in relation to Non-executive Directors.

The maximum aggregate amount of fees that can be paid to Non-executive directors is presently limited to an aggregate of A$300,000 (US$201,000) per annum and any change is subject to approval by shareholders at the General Meeting. Fees for Non-executive directors are not linked to the performance of the Company. However, to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the Company.

Total fees for the Non-executive directors for the financial year were US$114,840 (2024: US$109,996) and cover main Board activities only. Non-executive directors may receive additional remuneration for other services provided to the Group.

All non-executive directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the board policies and terms, including remuneration, relevant to the office of director.

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5. Details of remuneration

The Key Management Personnel of Elsight Limited includes the current and former Directors of the Company and Key Management Personnel of Elsight during the year ended 31 December 2025.

31 December 2025	Short term benefits				Post-employment	Share-based payments	Performance based remuneration	Total
	Salary & fees US$	Other[(i)] US$	Non-monetary benefits US$	Bonuses US$	retirement benefits US$	[(ii)] US$	[(iii)] %	US$
Directors:								
Ami Shafran	34,911	-	-	-	-	-	-	34,911
David Furstenberg	34,911	-	-	-	-	-	-	34,911
Howard Digby	34,908	-	-	-	-	-	-	34,908
Joshua Landau	40,284	-	-	-	4,737	-	-	45,021
Key management:								
Yoav Amitai	225,601	17,235	16,721	192,747	33,338	706,140	59%	1,191,782
Roee Kashi	238,299	17,235	13,921	154,198	33,337	68,643	42%	525,633
	608,914	**34,470**	**30,642**	**346,945**	**71,412**	**774,783**		**1,867,166**

[(i)] Israeli social benefits.
[(ii)] Share-based payment expense is recorded pro-rata over the vesting period. Refer to Section 6 Additional disclosures relating to equity instruments for further information.
[(iii)] Performance based remuneration relates to bonuses and options issued as share based payments.

31 December 2024	Short term benefits				Post-employment	Share-based payments	Performance based remuneration	Total
	Salary & fees US$	Other [(i)] US$	Non-monetary benefits US$	Bonuses US$	retirement benefits US$	[(ii)] US$	[(iii)] %	US$
Directors:								
Ami Shafran	32,983	-	-	-	-	-	-	32,983
David Furstenberg	32,983	-	-	-	-	-	-	32,983
Howard Digby	32,979	-	-	-	-	-	-	32,979
Joshua Landau	39,581	-	-	-	4,453	-	-	44,034
Key management:								
Yoav Amitai	205,017	15,121	14,842	-	30,305	144,937	35%	410,222
Roee Kashi	222,196	15,121	12,195	-	30,302	93,399	25%	373,213
Total	565,739	30,242	27,037	-	65,060	238,336		**926,414**

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(i) Israeli social benefits.
(ii) Share-based payment expense is recorded pro-rata over the vesting period. Refer to Section 6 Additional disclosures relating to equity instruments for further information.
(iii) Performance based remuneration relates to options issued as share based payments.

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

	Fixed Remuneration		STI - cash bonus		LTI - Options	
Name	31 December 2025	31 December 2024	31 December 2025	31 December 2024	31 December 2025	31 December 2024
Directors:						
Ami Shafran	100%	100%	-	-	-	-
David Furstenberg	100%	100%	-	-	-	-
Howard Digby	100%	100%	-	-	-	-
Joshua Landau	100%	100%	-	-	-	-
Other Key Management Personnel:						
Yoav Amitai	25%	65%	16%	-	59%	35%
Roee Kashi	58%	75%	29%	-	13%	25%

Two bonuses were recorded in respect of the Chief Executive Officer and Chief Technology Officer during the year ended 31 December 2025. The first bonus was assessed for the Group's performance during the period 1 January 2025 – 30 June 2025 and paid in July 2025. The second bonus was assessed for the Group's performance during the period 1 July 2025 – 31 December 2025 and is scheduled for payment in April 2026.

There were no pre-defined performance metrics for the first bonus which is US$94,151 for the Chief Executive Officer and US $75,321 for the Chief Technology Officer.

Bonus levels for the second round of bonuses were set at a multiplier of monthly salary as benchmarked against market practices in various other ASX and NASDAQ listed companies The second bonuses have been recorded at 31 December 2025 based on 100% achievement of the following performance metrics:

- 20% sales growth;
- 40% net profit; and
- 40% execution quality.

The bonus framework also allows the 20% sales growth metric to be increased proportionally above the 20% weight if the Group exceeds its annual revenue target, reflecting the Group's overachievement. If the Group achieves less than 75% of its annual revenue target no bonus is to be paid for the sales growth component of the bonus index.

The second bonus is US$98,596 for the Chief Executive Officer and US$78,877 for the Chief Technology Officer.

Directors were not eligible for bonuses. Bonuses for Yoav Amitai and Roee Kashi were approved at 100%; no amounts were forfeited.

There were no bonuses during the year ended 31 December 2024.

6. Additional disclosures relating to equity instruments

KMP Shareholding

There were no shares issued as KMP remuneration during the 31 December 2025 financial year (31 December 2024: nil).

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There were 8,200,000 options issued as KMP remuneration during the 31 December 2025 financial year (31 December 2024: 4,645,000).

The number of ordinary shares in Elsight Limited held by each KMP of the Group during the financial year is as follows:

	Balance at the start of the year	Shares purchased on market during the year	Options exercised and converted to shares during the year	Shares sold on market during the year	Balance at the end of the year
Directors:					
Ami Shafran	202,466	20,425	-	-	222,891
David Furstenberg	202,467	20,425	-	-	222,892
Howard Digby	2,228,096	-	-	-	2,228,096
Joshua Landau	100,000	-	-	-	100,000
Key Management:					
Yoav Amitai	100,000	-	100,000	-	200,000
Roee Kashi	6,308,854	-	100,000	-	6,408,854
Total	**9,141,883**	**40,850**	**200,000**	**-**	**9,382,733**

KMP Option holdings

Options awarded, vested and lapsed during the year

The tables below disclose the number of share options granted, vested or lapsed during the year.

Share options do not carry any voting or dividend rights and can only be exercised once the vesting conditions have been met, until their expiry date.

The number of options over ordinary shares held by each KMP of the Group (and/or their related party) during the financial year is as follows:

	Balance at the start of the year	Granted during the year	Exercised during the year[(i)]	Expired/ forfeited/ Other[(ii)]	Balance at the end of the year
Options over ordinary shares					
Directors:					
Ami Shafran	-	-	-	-	-
David Furstenberg	-	-	-	-	-
Howard Digby	-	-	-	-	-
Joshua Landau	-	-	-	-	-
Key management:					
Yoav Amitai	6,787,589	8,000,000	(100,000)	(1,791,726)	12,895,863
Roee Kashi	2,195,000	200,000	(100,000)	-	2,295,000
Total	**8,982,589**	**8,200,000**	**(200,000)**	**(1,791,726)**	**15,190,863**

(i)There were 200,000 A$0.28, 23 April 2025 options exercised during the year ended 31 December 2025.

(ii) In May 2022 Yoav Amitai was issued a total of 3,583,452 ESOP options in four tranches of 895,863 each. 895,863 Tranche 1 options vesting subject to the achievement of a revenue milestone were cancelled during the year ended 31 December 2024 with no impact on 2024 remuneration. 1,791,726 Tranche 2 and Tranche 3 options vesting subject to the achievement of a share price milestone were cancelled during the year ended 31 December 2025 with no impact on 2025 remuneration.

Details of vested and unvested options at year end is as follows:

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	Vested and exercisable	Unvested and un-exercisable	Balance at the end of the year
Options over ordinary shares			
Key management:			
Yoav Amitai	1,533,880	11,361,983	12,895,863
Roee Kashi	1,460,313	834,687	2,295,000
Total	**2,994,193**	**12,196,670**	**15,190,863**

Values of options over ordinary shares granted, exercised and lapsed for directors and other key management personnel as part of compensation during the year ended 31 December 2025 are as follows:

	Value of options granted during the year $	Value of options exercised during the year $	Value of options cancelled during the year $	Remuneration consisting of options during the year %
Key management:				
Yoav Amitai	1,545,941	21,976	123,402	59%
Roee Kashi	31,443	21,976	-	13%

Terms and conditions of the share-based payment arrangements
The terms and conditions of each grant of options affecting remuneration in the current or a future reporting are as follows:

Option class	Number granted	Grant date	Vesting and exercise date	Expiry date	Exercise price	Value per option at grant date (vii)	Vested %
ESOP Options	895,863	26/05/2022	(i)	26/05/2027	A$0.48	US$0.17	87.50%
ESOP Options	1,450,000	30/08/2022	(ii)	30/08/2027	A$0.37	US$0.18	81.25%
ESOP Options	645,000	10/05/2024	(iii)	26/03/2029	A$0.36	US$0.15	43.75%
ESOP Options	750,000	22/10/2024	(iv)	21/08/2029	A$0.60	US$0.12	100%
ESOP Options	1,000,000	22/10/2024	(iv)	21/08/2029	A$0.90	US$0.11	-
ESOP Options	1,000,000	22/10/2024	(iv)	21/08/2029	A$1.30	US$.09	-
ESOP Options	1,250,000	22/10/2024	(iv)	21/08/2029	A$1.80	US$.07	-
ESOP Options	200,000	22/04/2025	(v)	20/04/2030	A$0.37	US$0.16	-
ESOP Options	2,000,000	27/05/2025	(vi)	27/05/2030	A$0.60	US$0.25	-
ESOP Options	2,000,000	27/05/2025	(vi)	27/05/2030	A$0.90	US$0.21	-
ESOP Options	2,000,000	27/05/2025	(vi)	27/05/2030	A$1.30	US$0.17	-
ESOP Options	2,000,000	27/05/2025	(vi)	27/05/2030	A$1.80	US$0.15	-

(i) 25% of the 895,863 Options vested on 26 May 2023, with an additional 6.25% vesting at the end of each quarter of continuous service thereafter. 223,966 options vested during the year ended 31 December 2025. There are no performance milestones applicable to the ESOP Options.

(ii) 25% of the 1,450,000 options vested on 30 August 2023, with an additional 6.25% vesting at the end of each quarter of continuous service thereafter. 362,500 options vested during the year ended 31 December 2025. There are no performance milestones applicable to the ESOP Options.

(iii) 25% of the 645,000 options vested on 26 March 2025, with an additional 6.25% vesting at the end of each quarter of continuous service thereafter. 282,188 options vested during the year ended 31 December 2025. There are no performance milestones applicable to the ESOP Options.

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(iv) The 4,000,000 options were issued in four tranches. Tranche 1 is comprised of 750,000 options vesting 22 August 2025. Tranche 2 is comprised of 1,000,000 options vesting 22 August 2026. Tranche 3 is comprised of 1,000,000 options vesting 22 August 2027. Tranche 4 is comprised of 1,250,000 options vesting 22 August 2028. There are no performance milestones applicable to the ESOP options.

(v) 25% of the 200,000 options vests on 22 April 2026, with an additional 6.25% vesting at the end of each quarter of continuous service thereafter. There are no performance milestones applicable to the ESOP Options.

(vi) The 8,000,000 options were issued in four tranches with the exercise price the only difference. 25% of each 2,000,000 tranche of options vests on 27 May 2026, with an additional 6.25% of each tranche vesting at the end of each quarter of continuous service thereafter. There are no performance milestones applicable to the ESOP Options.

(vii) Except as otherwise noted above, the value per option at grant date has been determined using a Black Scholes option pricing model. Where noted the options have been valued using Monte Carlo simulation models. Share-based payment expense is recorded pro-rata over the vesting period.

7. Loans to key management personnel (KMP) and their related parties
There are no loans between the Group and key management personnel.

8. Other transactions and balance with KMP and their related parties
There were no other transactions with KMP or their related parties at 31 December 2025 (2024: none).

At 31 December 2025 the following balances are payable in relation to KMP or their related parties:

Key Management Personnel and their Related Party	Nature of transaction	Payable balance US$
Ami Shafran	Director fees	44,378
David Furstenberg	Director fees	6,090
Howard Digby	Director fees	2,785
Jim Landau	Director fees	1,871
Yoav Amitai	Bonus	98,596
Roee Kashi	Bonus	78,877

9. Voting of shareholders at last year's annual general meeting
The Company received 99.99% “Yes” votes cast on its Remuneration Report for the 31 December 2024 financial year. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

REMUNERATION REPORT (END)

This concludes the remuneration report, which has been audited and signed in accordance with a resolution of the Board of Directors.

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

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

On behalf of the directors



Mr David Furstenberg
Executive Director

25 February 2026

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Elsight Limited for the year ended 31 December 2025, 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.

RSM AUSTRALIA

Perth, WA
Dated: 25 February 2026

TUTU PHONG
Partner

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	Note	31 December 2025 US$	31 December 2024 US$
Revenue from contracts with customers	4	22,799,333	2,028,737
Cost of sales		(5,359,442)	(861,227)
Gross profit		17,439,891	1,167,510
Other income	5	29,895	340,274
Selling, general and administrative expense	6	(10,269,427)	(3,935,725)
Net share-based payments expense	25	(1,566,777)	(458,684)
Profit/(loss) before finance income/(expense)		5,633,582	(2,886,625)
Net finance income/(expense)	7	417,231	(984,329)
Profit/(loss) before income tax		6,050,813	(3,870,954)
Income tax benefit	9	1,433,730	-
Profit/(loss) after income tax expense for the year attributable to the owners of Elsight Limited		**7,484,543**	**(3,870,954)**
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation, net of tax	24	2,878,618	464,565
Other comprehensive income for the year, net of tax		2,878,618	464,565
Total comprehensive income/(loss) for the year attributable to the owners of Elsight Limited		**10,363,161**	**(3,406,389)**
		Cents	**Cents**
Earnings/(loss) per share attributable to owners of the Company attributable to the owners of Elsight Limited			
Basic earnings/(loss) per share	8	3.79	(2.56)
Diluted earnings/(loss) per share	8	3.37	(2.56)

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

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	Note	31 December 2025 US$	31 December 2024 US$
Assets			
Current assets			
Cash and cash equivalents	12	59,040,914	873,953
Trade and other receivables	14	2,326,724	585,176
Inventory	15	515,578	502,654
Total current assets		**61,883,216**	**1,961,783**
Non-current assets			
Other financial assets	12	316,144	-
Deferred tax asset	9	1,433,730	-
Plant and equipment	16	128,073	95,712
Right-of-use assets	17	197,019	176,217
Intangible assets		171,575	26,152
Total non-current assets		**2,246,541**	**298,081**
Total assets		**64,129,757**	**2,259,864**
Liabilities			
Current liabilities			
Trade and other payables	18	2,461,518	666,004
Contract liabilities	19	10,436,942	215,000
Lease liabilities	20	158,661	107,801
Total current liabilities		**13,057,121**	**988,805**
Non-current liabilities			
Lease liabilities	20	47,598	72,301
Provisions	22	56,948	47,773
Total non-current liabilities		**104,546**	**120,074**
Total liabilities		**13,161,667**	**1,108,879**
Net assets		**50,968,090**	**1,150,985**
Equity			
Issued capital	23	67,122,201	29,510,159
Reserves	24	4,798,911	627,723
Accumulated losses		(20,953,022)	(28,986,897)
Total equity		**50,968,090**	**1,150,985**

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

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	Issued capital US$	Share-based payment Reserve US$	Foreign Exchange Reserve US$	Predecessor Accounting Reserve US$	Accumulated Losses US$	Total Equity US$
Balance at 1 January 2025	**29,510,159**	**1,466,243**	**(541,724)**	**(296,796)**	**(28,986,897)**	**1,150,985**
Profit after income tax for the year	-	-	-	-	7,484,543	7,484,543
Other comprehensive income for the year, net of tax	-	-	2,878,618	-	-	2,878,618
Total comprehensive income for the year	-	-	2,878,618	-	7,484,543	10,363,161
Transactions with owners in their capacity as owners:						
Issue of Shares, net of transaction costs (note 23)	37,612,042	-	-	-	-	37,612,042
Share-based payments (note 25)	-	1,841,902	-	-	-	1,841,902
Exercise, expiry and cancellation of options	-	(549,332)	-	-	549,332	-
Balance at 31 December 2025	**67,122,201**	**2,758,813**	**2,336,894**	**(296,796)**	**(20,953,022)**	**50,968,090**

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

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	Issued capital US$	Share-based payment Reserve US$	Foreign Exchange Reserve US$	Predecessor Accounting Reserve US$	Equity Reserve US$	Accumulated Losses US$	Total Equity/ (Deficiency) US$
Balance at 1 January 2024	**23,750,494**	**1,236,276**	**(1,006,289)**	**(296,796)**	**733,376**	**(26,078,036)**	**(1,660,975)**
Loss after income tax expense for the year	-	-	-	-	-	(3,870,954)	(3,870,954)
Other comprehensive loss for the year, net of tax	-	-	464,565	-	-	-	464,565
Total comprehensive loss for the year	-	-	464,565	-	-	(3,870,954)	(3,406,389)
Transactions with owners in their capacity as owners:							
Issue of Shares, net of transaction costs (note 23)	5,759,665	-	-	-	-	-	5,759,665
Share-based payments (note 25)	-	458,684	-	-	-	-	458,684
Exercise, expiry and cancellation of options	-	(228,717)	-	-	-	228,717	-
Financial instruments recognised in equity (note 21)	-	-	-	-	(733,376)	733,376	-
Balance at 31 December 2024	**29,510,159**	**1,466,243**	**(541,724)**	**(296,796)**	**-**	**(28,986,897)**	**1,150,985**

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

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	Note	31 December 2025 US$	31 December 2024 US$
Cash flows from operating activities			
Receipts from customers		32,440,783	2,358,959
Payments to suppliers and employees		(13,411,925)	(4,389,397)
Interest received		606,476	39,265
Interest paid		(49,413)	(12,596)
Proceeds from government grants		164,990	235,827
Net cash provided by/(used in) operating activities	13	**19,750,911**	**(1,767,942)**
Cash flows from investing activities			
Purchase of plant and equipment		(50,456)	-
Purchase of intangible assets		(168,781)	(16,890)
Net cash used in investing activities		**(219,237)**	**(16,890)**
Cash flows from financing activities			
Net proceeds from the issue of shares		37,644,357	166,031
Proceeds from borrowings		627,047	-
Repayment of borrowings		(640,595)	-
Transaction costs related to borrowings		(19,320)	-
Principal elements of lease payments		(251,804)	(203,525)
Increase in restricted cash (payments for security deposits)		(316,144)	-
Net cash provided by/(used in) financing activities		**37,043,541**	**(37,494)**
Net increase/(decrease) in cash and cash equivalents		**56,575,215**	**(1,822,326)**
Cash and cash equivalents at the beginning of the financial year		873,953	2,702,593
Effects of exchange rate changes on cash and cash equivalents		1,591,746	(6,314)
Cash and cash equivalents at the end of the financial year	12	**59,040,914**	**873,953**

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

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Note 1. Material Accounting Policy Information

These consolidated financial statements cover Elsight Limited (**Company**) and its controlled entities (also referred to as **Group**). Elsight Limited is a company limited by shares, incorporated and domiciled in Australia. The Group is a for-profit entity.

The financial statements were issued by the board of directors on 25 February 2026.

The following is a summary of the material accounting policies adopted by the consolidated entity in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

a) Statement of compliance
These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (**AASBs**) (including Australian interpretations) adopted by the Australian Accounting Standard Board (**AASB**) and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board has concluded would result in financial statements containing relevant and reliable information about transactions, events, and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

b) Basis of measurement and reporting conventions
The financial statements, except for cash flow information, have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The amounts presented in the financial statements have been rounded off to the nearest dollar unless stated otherwise.

c) Adoption of new and amended Accounting Standards
The Group has reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for annual reporting periods beginning on or after 1 January 2025. It has been determined by the Group that there is no impact, material or otherwise, of the new and revised standards and interpretations on its business and therefore no change is necessary to Group accounting policies. No retrospective change in accounting policy of material reclassification has occurred during the year.

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

d) Principles of consolidation
The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 31 December 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The Group's voting rights and potential voting rights.

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Note 1. Material Accounting Policy Information (continued)

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of profit or loss and other comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (**OCI**) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary
- De-recognises the carrying amount of any non-controlling interests
- De-recognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investments retained
- Recognises any surplus or deficit in profit and loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

e) Predecessor accounting

Business combinations involving entities under common control are accounted for using the predecessor accounting method. Under this method;

- carrying values are not restated in the accounts of the acquiring entity, rather prior book values are maintained. As a result no fair value adjustments are recorded on the acquisition; and
- the carrying value of net assets or liabilities acquired is recorded as a separate element of equity.

f) Foreign currency transactions and balances

Functional and presentation currency

The functional currency of each entity within the Group is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in United States dollars which is the Group's presentational currency.

Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised other comprehensive Income; otherwise the exchange difference is recognised in profit or loss.

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Note 1. Material Accounting Policy Information (continued)

Group companies
The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting period;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of operations with functional currencies other than United States dollars are recognised in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position. These differences are recognised in profit or loss in the period in which the operation is disposed of.

g) Goods and Services Tax (GST)
Revenues, expenses, and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office (**ATO**).

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

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

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

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

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use over a period of 3 years.

Research expenditure and development expenditure that do not meet the criteria in set out above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

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

j) Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 28.

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Note 1. Material Accounting Policy Information (continued)

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

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

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

l) Rounding of amounts
Amounts in this report have been rounded to the nearest dollar.

Note 2. New accounting standards for application in future periods

There are no Australian accounting standards and Interpretations that have recently been issued or amended but are not yet effective and have not been adopted by the Group for the year ended 31 December 2025 which are expected to have a material impact on the Group in future reporting periods.

Note 3. Critical accounting estimates and judgements

The directors evaluate estimates and judgements incorporated into the consolidated financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Trade receivables
Management assess impairment of the Group’s trade receivables based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs for the expected credit loss model under AASB 9 and impairment calculation, based on the Group’s past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

Assumptions made regarding the collectability of the Group’s receivables are disclosed at note 14.

Share-based payment transactions
The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black- Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. Refer to note 25 for further information.

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

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Note 3. Critical accounting estimates and judgements (continued)

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

Note 4: Revenue from contracts with customers

	31 December 2025 US$	31 December 2024 US$
Revenue recognised at a point in time:		
- Sale of physical goods	20,025,196	1,244,265
Revenue recognised over a period of time:		
- Data usage	862,929	445,997
- Service level agreements and other services	1,911,208	338,475
Total revenue	**22,799,333**	**2,028,737**
The Group has recognised the following liabilities related to contracts with customers:		
- Contract liabilities (note 19)	10,436,942	215,000

The Group's contract liabilities increased significantly during the year, primarily as a result of new revenue contracts requiring customers to make 40% advance payments.

Accounting policy for revenue
The Group revenues consist of the following elements:

- physical products which are sent to the customer, where revenue is recognised upon shipment or arrival of goods, dependent on the terms that have been agreed with the customer;
- data usage, which is recognised over the usage period;
- other revenue including cloud services fees which are recognised over the service period; software license fees which are recognised over the license period; and service level agreements which are recognised over the agreement period.

In relation to cloud services, software license and service level agreements, the Group recognises a contract liability where payments received exceed the services rendered.

The Group has no material contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Revenue is measured at the transaction price allocated to the performance condition. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and can be reliably measured.

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Note 5. Other income

	31 December 2025 US$	31 December 2024 US$
Israeli Innovation Authority government grant income	-	247,710
Other grant income	-	41,229
Recovery of bad debts	29,895	51,335
Total Other income	**29,895**	**340,274**

Note 6. Selling, general and administrative expenses

	31 December 2025 US$	31 December 2024 US$
Research	3,019,220	1,559,744
Sales, marketing and exhibitions	2,543,814	868,326
Salaries and related expenses	1,013,750	446,916
Professional services	663,339	309,897
Office expenses	320,306	211,832
Amortisation of right of use asset	256,239	201,715
Depreciation of plant and equipment and amortisation of intangible asset	71,076	34,680
Travel	158,609	69,775
Unrealised foreign exchanges losses	1,867,919	7,504
Insurance expense	138,014	98,128
Listing expense	117,603	34,010
Other expenses	99,538	93,198
Total selling, general and administrative expenses	**10,269,427**	**3,935,725**

Accounting policy for operating expenses
Operating expenses are recognised in profit or loss upon utilisation of the service or at the date of their origin.

Note 7. Finance income/(expense)

	31 December 2025 US$	31 December 2024 US$
Interest income	756,997	39,265
Accrued and effective interest on convertible notes (note 21)	-	(1,010,997)
Interest on borrowings and bank fees	(37,302)	(5,274)
Implied interest on leases	(12,112)	(7,323)
Transaction costs of borrowing	(15,227)	-
Value of options issued as finance expenses	(275,125)	-
Total net finance income/(expense)	**417,231**	**(984,329)**

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Note 8. Earnings/(loss) per share

	31 December 2025 US$	31 December 2024 US$
Earnings/(loss) after income tax attributable to the owners of Elsight Limited	7,484,543	(3,870,954)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	197,482,380	151,191,778
Weighted average number of ordinary shares used in calculating diluted earnings per share	221,938,162	151,191,778
	Cents	**Cents**
Basic earnings/(loss) per share	3.79	(2.56)
Diluted earnings/(loss) per share	3.37	(2.56)

Accounting policy for earnings per share

Basic earnings per share

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

Diluted earnings per share

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

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Note 9. Income tax

The financial accounts for the year ended 31 December 2025 comprise the results of Elsight Australia and its controlled entities. The legal parent is incorporated and domiciled in Australia where the applicable tax rate is 30% (31 December 2024: 30%). The applicable tax rate in Israel is 23% (31 December 2024: 23%).

	31 December 2025 US$	31 December 2024 US$
Income tax benefit		
Deferred tax	1,433,730	-
Aggregate income tax benefit	1,433,730	-
Numerical reconciliation of income tax and tax at the statutory rate		
Profit/(loss) before income tax expense	6,050,813	(3,870,954)
Tax at the statutory tax rate of 30% (2024: 28.39%)	1,815,243	(1,099,048)
Non-deductible items		
Non-deductible expenditure	382,451	340,614
Recognition of deferred tax asset	(3,175,912)	-
Difference in tax rates	(455,512)	-
Deferred tax assets not recognised	-	758,434
Income tax (benefit) attributable to profit	(1,433,730)	-
Deferred tax assets		
Investments and loans	-	5,639,859
Accruals	4,541	3,800
Provisions	-	54,113
Tax losses	1,813,092	5,688,836
Less deferred tax assets not recognised	(383,903)	(11,386,608)
Deferred tax liabilities		
Net deferred tax liabilities	-	-
Net deferred tax asset	1,433,730	-

Carry forward losses
The Group has recognised a deferred tax asset to the extent that a future income tax benefit is probable.

At 31 December 2025 the Group has recognised a deferred tax of US$1,433,730 in relation to carried forward tax losses for which the realisation of a future income tax benefit is probable. The balance of potential future income tax benefits attributable to tax losses carried forward have not been brought to account at 31 December 2025 because the directors do not believe it is appropriate to regard realisation of the future income tax benefits as probable.

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

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.
Current and deferred income tax expense (income) is charged or credited directly to equity instead of profit or loss when the tax relates to items that are credited or charged directly to equity.

Note 9. Income tax (continued)

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.
Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

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

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

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Note 10. Related party transactions

Subsidiaries
Interests in subsidiaries are set out in note 29.

a) Key Management Personnel Compensation
The totals of remuneration paid to KMP during the year are as follows:

	31 December 2025 US$	31 December 2024 US$
Short-term salary and fees	608,914	565,739
Retirement benefits	71,412	65,060
Non-monetary benefits	30,642	27,037
Other	34,470	30,242
Share based payments	774,783	238,336
Bonuses	346,945	-
Total KMP Compensation	1,867,166	926,414

b) Other related party transactions
There were no other transactions with related parties during the year ended 31 December 2025 (31 December 2024: Nil).

As at 31 December 2025 the following balances are recorded in relation to KMP or their related parties:

Key management personnel or their related party	Nature of transaction	Payable balance 31 December 2025 US$	Payable balance 31 December 2024 US$
Ami Shafran	Director fees	44,378	12,339
David Furstenberg	Director fees	6,090	12,339
Howard Digby	Director fees	2,785	-
Jim Landau	Director fees	1,871	-
Yoav Amitai	Bonus (2024: Salary and related expenses)	98,596	20,797
Roee Kashi	Bonus (2024: Salary and related expenses)	78,877	27,542

c) Loans from key management personnel (KMP) and their related parties
There were no loans to or from related parties at the current and previous reporting date or during the financial year.

Note 11. Auditor's remuneration

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

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Note 11. Auditor's remuneration (continued)

	31 December 2025 US$	31 December 2024 US$
Auditor remuneration		
- Auditing and reviewing the financial reports (RSM) - Australia	37,608	33,232
- Auditing and reviewing the financial reports (BDO) - Israel	57,000	29,000
	94,608	62,232

Note 12. Cash and cash equivalents and Other financial assets

	31 December 2025 US$	31 December 2024 US$
Current		
Cash and deposits at bank - unrestricted	59,040,914	824,048
Cash at bank - restricted	-	49,905
Total cash and cash equivalents in the consolidated statement of cash flows	59,040,914	873,953
Non-Current – *Other financial assets*		
Deposits at bank - restricted	316,144	-
	316,144	-

Restricted cash relates to bank deposits in place as security guarantees.

The Group's exposure to the risks associated with cash are disclosed in note 27.

Accounting policy for cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less. Where cash and cash equivalents are restricted for use beyond 12 months from balance date they are classified as non-current other financial assets.

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Note 13. Cash flow information

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

	31 December 2025 US$	31 December 2024 US$
Profit/(loss) after income tax expense for the year	7,484,543	(3,870,954)
Non-cash flows in profit or loss after income tax:		
Share-based payments	1,566,777	458,684
Foreign exchange differences	1,876,372	(14,962)
Amortisation of right of use lease asset	256,239	201,715
Depreciation of plant and equipment and amortisation of intangible assets	71,076	34,680
Interest expense	19,320	1,010,997
Options issued as borrowing costs	275,125	-
Change in assets and liabilities:		
(Increase)/decrease in trade and other receivables	(1,085,946)	79,935
Decrease in inventory	54,603	180,228
(Increase) in deferred tax asset	(1,433,730)	-
Increase in trade and other payables	1,125,475	142,172
Increase in provisions	2,154	1,283
Increase in contract liabilities	9,538,903	8,280
Net cash provided by/(used in) operating activities	19,750,911	(1,767,942)

Non-cash investing and financing activities

There were no material non-cash investing and financing activities during the year ended 31 December 2025 or 31 December 2024.

Note 14. Trade and other receivables

	31 December 2025 US$	31 December 2024 US$
Current		
Trade receivables	934,911	572,091
Allowance for doubtful accounts	(120,531)	(118,568)
	814,380	453,523
Trade payables - advance payments	493,523	-
Prepaid expenses	330,919	101,978
GST and VAT receivable	513,206	6,943
Accrued interest	156,033	-
Short term deposits	18,663	11,717
Israeli Innovation Authority government receivable	-	11,015
	2,326,724	585,176

All amounts are short-term. The net carrying value of trade and other receivables is considered a reasonable approximation of fair value. The Group's exposure to the risks associated with trade and other receivables is disclosed in Note 27.

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Note 14. Trade and other receivables (continued)

Accounting policy for trade and other receivables
Trade receivables are amounts due from customers for goods or services performed in the ordinary course of business. They are generally due for settlement within 45 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional which is considered to be fair value; none of the Group's trade receivables contain a financing component. The Group holds the trade receivables with the objective to collect the contractual cashflows and therefore measures them subsequently at amortised cost using the effective interest method.

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the Group's past history, existing market conditions and forward-looking estimates at the end of each reporting period.

Note 15. Inventory

	31 December 2025 US$	31 December 2024 US$
Raw materials	421,850	420,214
Finished goods	93,728	82,440
	515,578	502,654

The annual expense on written down of inventory to net realisable value amounted to US$18,659 (31 December 2024: US$9,322).

Inventories recognised as an expense during the year ended 31 December 2025 amounted to US$4,758,978 (31 December 2024: US$388,190).

Accounting policy for inventories
Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the average principle and includes expenditure incurred in acquiring the inventories and the costs incurred in bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Note 16. Plant and equipment

	31 December 2025 US$	31 December 2024 US$
Cost	570,446	451,207
Accumulated depreciation	(442,373)	(355,495)
Net carrying amount	128,073	95,712

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Note 16. Plant and equipment (continued)

Reconciliations

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

	Computers US$	Office furniture and equipment US$	Installation and leasehold improvements US$	Total US$
Balance at 1 January 2024	**10,770**	**35,001**	**61,321**	**107,092**
Additions	11,219	2,876	-	14,095
Foreign currency translation adjustment	2,938	(150)	(335)	2,453
Depreciation expense	(9,850)	(3,826)	(14,252)	(27,928)
Balance at 31 December 2024	**15,077**	**33,901**	**46,734**	**95,712**
Additions	48,551	1,907	-	50,458
Foreign currency translation adjustment	6,143	5,014	6,696	17,853
Depreciation expense	(15,511)	(4,145)	(16,294)	(35,950)
Balance at 31 December 2025	**54,260**	**36,677**	**37,136**	**128,073**

Accounting policy for property, plant and equipment

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

Accounting policy for depreciation

Depreciation is a systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount is the cost of the asset, less its residual value.

An asset is depreciated from the date it is ready for use, meaning the date it reaches the location and condition required for it to operate in the manner intended by management.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of the fixed asset item, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the assets.

The estimated useful lives for the current and comparative periods are as follows:

- Computers – 3 years
- Furniture and equipment – 7-17 years

Leasehold improvements are depreciated over the shorter of the lease period or the useful life of the leasehold improvement.

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

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Note 17. Right-of-use assets

	31 December 2025 US$	31 December 2024 US$
Motor vehicles	352,721	213,675
Less: Accumulated amortisation	(193,924)	(71,890)
	158,797	141,785
Office space at cost	484,029	275,462
Less: Accumulated amortisation	(445,807)	(241,030)
	38,222	34,432
	197,019	176,217

The right of use assets recognised at 31 December 2025 and 31 December 2024 relate to motor vehicle leases and office space.

Additions to the right-of-use assets during the year were US$277,116 of which $174,508 relates to office space and $102,608 relates to motor vehicles. The office lease commenced 1 April 2025 for a one-year lease term. Motor vehicle leases commenced across February – June 2025 for three-year lease terms.

Accounting policy for right-of-use assets

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities included the net present value of fixed lease payments.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs; and
- Restoration costs.

The Group's leasing activities and how these are accounted for

The Group leases an office in Or Yehuda and various motor vehicles. Rental contracts are typically made for fixed period of 1 – 3 years but may have extension options. Lease terms are negotiated on an individual basis and contain a range of terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowings purposes.

The lease payments are discounted using the interest rate implicit in the lease. If the rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

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Note 17. Right-of-use assets (continued)

- where possible uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in the financing conditions since third-party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the individual lessee, which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option. Low-value assets comprise IT equipment and small items of office furniture.

Extension and termination options
Extension and termination options are included in the Group's office lease, exercisable at the option of the Group.

Determining the lease term
In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For the Group's leases, the following factors are normally the most relevant:

- If there are significant penalty payments to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

There are no extension options in office and vehicles leases that have not been included in the lease liability because the Group expects to exercise the extension options.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee. There was no impact of revising lease terms in current or previous financial year.

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Note 18. Trade and other payables

	31 December 2025 US$	31 December 2024 US$
Current		
Trade payables	814,064	146,710
Other payables and accrued expenses	1,062,439	519,294
Liability for repayment of Israeli Innovation Authority government grant	585,015	-
	2,461,518	666,004

All amounts are short-term. The carrying values of trade payables and other payables are considered to approximate fair value. The Group's exposure to the risks associated with trade and other payables are disclosed in note 27.

Liability for repayment of Israeli Innovation Authority government grant
In 2023 the Group obtained a grant from the Israel Innovation Authority in relation to its Halo Beyond the Visual Line of Sight (BVLOS) project. The total grant amount is approximately US$426,000 (ILS 1,570,624). The Group received the Grant across the 2023 – 2025 financial years.

In return for the grant, the Group is obligated to pay royalties amounting to 3% of future Halo revenues up to the total amount of the grant.

No repayments were required during the project period which concluded 31 December 2024.

Repayments commenced from 1 September 2025 in relation to Halo revenues generated from 1 January 2025 onwards, contingent upon the successful outcome of the Group's research and development programs and attainment of sales. The Group has no obligation to repay these grants if sales are not generated. Repayments are linked to the exchange rate of the US dollar and bear interest at annual LIBOR rates.

At 31 December 2025 the Group has recorded a liability for the full amount of the grant to be repaid of US$585,015. The balance was paid in full on 26 January 2026.

Accounting policy for trade and other payables
Liabilities for trade creditors and other amounts carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group. Interest, when charged by the lender, is recognised as an expense on an accrual basis.

Note 19. Contract liabilities

	31 December 2025 US$	31 December 2024 US$
Current		
Contract liabilities - deferred revenue	1,809,306	215,000
Customers prepayments	8,627,636	-
	10,436,942	215,000

Unsatisfied performance obligations
Contract liabilities relate to revenue contracts under which there are unsatisfied performance obligations at 31 December 2025. Performance obligations are expected to be satisfied and revenue recognised as follows:

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Note 19. Contract liabilities (continued)

	31 December 2025 US$	31 December 2024 US$
Within 6 months	9,839,201	2,000
6 to 12 months	597,741	-
	10,436,942	215,000

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

Note 20. Lease liabilities

	31 December 2025 US$	31 December 2024 US$
Current	158,661	107,801
Non-current	47,598	72,301
	206,259	180,102

The lease liabilities relate to the Group's office lease and motor vehicle leases. Lease liabilities have been measured at the present value of the lease payments, discounted using the Group's incremental borrowing rate in effect on lease execution date. Incremental borrowing rates applied range from 3.09% – 4.38%.

Accounting policy for 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.

Note 21. Convertible notes and borrowings

Convertible Notes
At 31 December 2023 the Group had on issue 25,583,333 convertible notes with a face value of A$0.30 each, secured over all assets of the Company and its subsidiary. The current liability is comprised of 25,149,500 convertible notes with a maturity date of 30 December 2024. The non-current liability is comprised of 433,833 convertible notes maturing on 5 April 2025.

The 25,583,333 notes were converted to ordinary shares in the Company at various dates during the year ended 31 December 2024 at a rate of 1 ordinary share for each note held at a conversion price of A$0.30.

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Note 21. Convertible notes and borrowings (continued)

The notes bear interest at 8%, with interest capitalised and settled through the issue of ordinary shares on conversion.

A reconciliation of the convertible note facility is as follows:

	US$
Opening balance at 1 January 2024	5,076,976
Accrued interest	466,476
Effective interest	544,521
Foreign currency translation adjustment	(492,745)
25,583,333 convertible notes converted to fully paid ordinary shares	(5,595,228)
Value recognised at 31 December 2024	-

The fair value of the liability recognised on inception has been determined based on the net present value of convertible note contractual cashflows using a discount rate of 17%. The difference between the fair value of the liability component and the face value of convertible notes has been recognised in equity on inception and recorded to profit or loss as effective interest over the life of the convertible notes. Transaction costs incurred in relation to the convertible note have been recognised pro-rata against the liability and equity components.

There were no convertible note transactions impacting balances reported for the year ending 31 December 2025.

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

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

Borrowings
On 12 March 2025 the Group entered into an A$1 million (US$627,047) loan agreement with Exit Out Pty Ltd. The loan is unsecured, bears interest at 9% and is repayable in full within 18 months from drawdown (14 September 2026). The Group repaid the loan in full in September 2025.

The Group has granted 2,000,000 options to the Lender and 1,000,000 options to the Arranger of the loan (note 25). The value of the options has been offset against the loan as a transaction cost, recorded over the life of the loan as effective interest.

A reconciliation of Exit Out loan balance is as follows:

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Note 21. Convertible notes and borrowings (continued)

	US$
Opening balance at 1 January 2025	-
Loan proceeds received	627,047
Transaction cost	(19,320)
Transaction cost – options (note 25)	(275,125)
Effective interest	294,445
Foreign currency translation adjustment	13,548
Loan repayment	(640,595)
Value recognised at 31 December 2025	-

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

Note 22. Provisions

	31 December 2025 US$	31 December 2024 US$
Non-current		
Provision for employee benefits	56,948	47,773
	56,948	47,773

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

Employee benefits provision	31 December 2025 US$	31 December 2024 US$
Carrying amount at the start of the year	47,773	46,762
Increase in provision	9,612	1,029
Severance pay fund utilised	(437)	(18)
Carrying amount at the end of the year	56,948	47,773

Accounting policy for provisions
Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Post-employment benefits
The Company has a post-employment benefit plan in place in accordance with its obligations under Israeli employment law. Under Israeli employment law, in the event of termination of an employee, the Group is obligated to pay the employee their last monthly salary multiplied by the number of years the employee was employed. The value of this severance pay obligation is recorded net of accumulated severance fund benefits as a liability for employees' severance benefits in the Group's statement of financial position.

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Note 22. Provisions (continued)

Short term employee benefits
Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided or upon the actual absence of the employee when the benefit is not accumulated.

The employee benefits are classified, for measurement purposes, as short-term benefits or as other long-term benefits depending on when the Group expects the benefits to be wholly settled.

Note 23. Issued capital

	31 December 2025 Shares	31 December 2024 Shares	31 December 2025 US$	31 December 2024 US$
Share capital	219,673,912	181,041,211	67,122,201	29,510,159

Movements in ordinary share capital

Details	Date	Shares	Issue price	US$
Balance	1 January 2024	150,324,581		23,750,494
Issue of shares on conversion of convertible notes	7 March 2024	201,522	US$0.20	39,511
Issue of shares on conversion of options	5 April2 2024	161,458	US$0.19	30,272
Issue of shares on conversion of convertible notes	12 April 2024	92,324	US$0.20	18,075
Issue of shares on conversion of convertible notes	6 June 2024	261,632	US$0.20	52,191
Issue of shares on conversion of options	18 June 2024	37,500	US$0.24	9,163
Issue of shares on conversion of options	20 June 2024	100,000	US$0.23	23,341
Issue of shares on conversion of options	20 June 2024	50,000	US$0.25	12,337
Issue of shares on conversion of options	20 June 2024	50,000	US$0.19	9,337
Issue of shares on conversion of options	4 July 2024	32,812	US$0.25	8,121
Issue of shares on conversion of options	15 July 2024	35,000	US$0.28	9,969
Issue of shares on conversion of options	31 October 2024	274,375	US$0.23	61,897
Issue of shares on conversion of convertible notes	30 December 2024	29,420,007	US$0.19	5,485,451
Balance	31 December 2024	181,041,211		29,510,159
Issue of shares on conversion of options	23 April 2025	550,000	US$0.18	98,404
Issue of shares on conversion of options	20 May 2025	50,000	US$0.22	10,942
Issue of shares on conversion of options	20 May 2025	100,000	US$0.21	20,596
Issue of placement shares	28 July 2025	35,294,118	US$1.11	39,214,860
Issue of shares on conversion of options	31 July 2025	45,000	US$0.27	12,245
Issue of shares on conversion of options	1 August 2025	1,333,333	US$0.26	347,398
Issue of shares on conversion of options	2 September 2025	50,250	US$0.24	12,178
Issue of shares on conversion of options	29 October 2025	60,000	US$0.24	14,243
Issue of shares on conversion of options	29 October 2025	1,000,000	US$0.26	260,813
Issue of shares on conversion of options	19 December 2025	150,000	US$0.31	46,603
Capital raising costs		-		(2,426,240)
Balance	31 December 2025	219,673,912		67,122,201

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Note 23. Issued capital (continued)

Capital management
The Group's capital management strategy evolved during the year following its successful capital raising of US$39.2M in July 2025 and generation of operational cashflows of US$19.8M for the year ended 31 December 2025. At 31 December 2025 the Group's focus is on maintaining a flexible and strong balance sheet that supports future operational requirements, funds strategic initiatives and preserves financial stability. Surplus funds are invested with several major financial institutions, with deposits selected to optimise returns on investment and minimise risk.

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

Accounting policy for equity
Share capital represents the fair value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits.

Ordinary shares are classified as equity.

Note 24. Reserves

	31 December 2025 US$	31 December 2024 US$
Share Based Payment Reserve	2,758,813	1,466,243
Foreign Exchange Reserve	2,336,894	(541,724)
Predecessor Accounting Reserve	(296,796)	(296,796)
	4,798,911	627,723

(a) Share Based Payment Reserve	31 December 2025 US$	31 December 2024 US$
27,861,280 Options (31 December 2024: 15,454,589 Options)	2,758,813	1,466,243

(b) Movement in Share Based Payment Reserve

	No	US$
Opening balance at 1 January 2024	**9,952,452**	**1,236,276**
Expense of options issued in prior periods, prior to cancellations	-	233,292
Issue of ESOP options	3,643,000	213,133
Issue of ESOP options	625,000	22,405
Issue of ESOP options	105,000	2,562
Issue of ESOP options	4,000,000	72,044
Options exercised and converted to fully paid ordinary shares	(741,145)	(157,944)
Vested options cancelled on termination of employment	(286,875)	(70,773)
Unvested options cancelled on termination of employment	(1,842,843)	(84,752)
Closing balance at 31 December 2024	**15,454,589**	**1,466,243**

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Note 24. Reserves (continued)

	No	US$
Opening balance at 1 January 2025	**15,454,589**	**1,466,243**
Expense of options issued in prior periods, prior to cancellations	-	406,732
Issue of ESOP and broker options (note 25)	15,697,000	1,182,448
Issue of options as borrowing costs (notes 21 and 25)	3,000,000	275,125
Options exercised and converted to fully paid ordinary shares	(3,338,583)	(425,930)
Unvested, market based CEO options cancelled after vesting conditions not met	(1,791,726)	(123,402)
Unvested ESOP options cancelled on termination of employment	(1,160,000)	(22,403)
Closing balance at 31 December 2025	**27,861,280**	**2,758,813**

Share based payment options on issue at 31 December 2025 have a weighted average exercise price of AUD$0.82 (31 December 2024: AUD$0.62) and a weighted average remaining contractual life of 3.22 years (31 December 2024: 3.34 years).

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

Equity-settled compensation
The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. The fair value of performance right options is determined using the satisfaction of certain performance criteria (Performance Milestones). The number of shares option and performance rights expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest. The fair value is determined using Black Scholes and Monte Carlo simulation models.

	2025 US$	2024 US$
c) Foreign Exchange Reserve	2,336,894	(541,724)

The foreign currency translation reserve records exchange differences arising on translation from functional currency to presentation currency.

	2025 US$	2024 US$
d) Predecessor Accounting Reserve	(296,796)	(296,796)

The reserve arises from the capital reorganisation and records the net liabilities of Elsight Limited as at the acquisition date of 2 June 2017.

	2025 US$	2024 US$
e) Equity Reserve	-	-

The equity reserve holds the equity component of the convertible notes and is not remeasured from inception. The value was transferred to accumulated losses on convertible note conversions during the year ended 31 December 2024

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Note 25. Share-based payments

Options issued in Prior Periods

Options issued in prior periods that impact the year ended 31 December 2025 are as follows:

Description	Grant date	Exercise price AUD	Expiry date	Options on issue at 31 December 2025	Vesting conditions	Net pro-rata income/ (expense) at 31 December 2025 US$
ESOP Options	02/02/2021	$0.43	01/02/2026	100,000	(i)	42
ESOP Options	15/09/2021	$0.42	14/09/2026	382,000	(ii)	2,961
ESOP Options	15/09/2021	$0.48	14/09/2026	575,000	(ii)	5,212
ESOP Options	15/12/2021	$0.38	14/12/2026	50,000	(iii)	1,045
ESOP Options	15/12/2021	$0.44	14/12/2026	200,000	(iii)	1,463
ESOP Options	26/04/2022	$0.43	25/04/2027	200,000	(iv)	1,816
ESOP Options	26/05/2022	$0.48	26/05/2027	895,863	(v)	10,721
ESOP Options	30/08/2022	$0.37	30/08/2027	2,388,750	(vi)	45,112
ESOP Options	18/01/2023	$0.37	18/01/2028	43,000	(vii)	674
ESOP Options	25/07/2024	$0.46	25/07/2029	-	lapsed	(22,403)
ESOP Options	10/05/2024	$0.36	26/03/2029	3,093,000	(viii)	166,743
ESOP Options	22/08/2024	$0.38	22/08/2029	105,000	(ix)	5,955
ESOP Options	22/10/2024	(x)	21/08/2029	4,000,000	(x)	164,988
				12,032,613		384,329

(i) 50% on 2 February 2023 and an additional 6.25% at the end of each quarter of continuous service thereafter. The options became fully vested on 1 February 2025.
(ii) 25% on 15 September 2022 and an additional 6.25% at the end of each quarter of continuous service thereafter. The options became fully vested on 15 September 2025.
(iii) 25% on 15 December 2022 and an additional 6.25% at the end of each quarter of continuous service thereafter. The options became fully vested on 15 December 2025.
(iv) 25% on 26 April 2023 and an additional 6.25% at the end of each quarter of continuous service thereafter. The options will become fully vested on 26 April 2026.
(v) 25% on 26 May 2023 and an additional 6.25% at the end of each quarter of continuous services thereafter. The options become fully vested on 26 May 2026.
(vi) 25% on 30 August 2023 and an additional 6.25% at the end of each quarter of continuous service thereafter. The options will become fully vested on 30 August 2026.
(vii) 25% on 18 January 2024 and an additional 6.25% at the end of each quarter of continuous service thereafter. The options will become fully vested on 18 January 2027.
(viii) 25% on 26 March 2025 and an additional 6.25% at the end of each quarter of continuous service thereafter. The options will become fully vested on 26 March 2028.
(ix) 25% on 22 August 2025 and an additional 6.25% at the end of each quarter of continuous service thereafter. The options will become fully vested on 22 August 2028.
(x) The 4,000,000 options were issued in four tranches. Tranche 1 is comprised of 750,000 options exercisable at A$0.60 vesting 22 August 2025. Tranche 2 is comprised of 1,000,000 options exercisable at A$0.90 vesting 22 August 2026. Tranche 3 is comprised of 1,000,000 options exercisable at A$1.30 vesting 22 August 2027. Tranche 4 is comprised of 1,250,000 options exercisable at $1.80 vesting 22 August 2028. There are no performance milestones applicable to the ESOP options.

Share Based Payments Issued During the Year Ended 31 December 2025

During the year ended 31 December 2025 the Group recorded the following share based payments:

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Note 25. Share-based payments (continued)

- 845,000 Employee Share Plan Options exercisable at A$0.35, on or before 25 February 2030 to employees of the Group, exercisable after the satisfaction of the following vesting condition, 25% on 26 February 2026 and an additional 6.25% at the end of each quarter of continuous service thereafter, resulting in an expense of $33,343 for the year ended 31 December 2025. The Black Scholes option pricing model was used to determine the fair value of the unlisted options issued.

- 1,630,000 Employee Share Plan Options exercisable at A$0.35, on or before 31 March 2030 to employees and consultants of the Group, exercisable after the satisfaction of the following vesting condition, 25% on 1 April 2026 and an additional 6.25% at the end of each quarter of continuous service thereafter, resulting in an expense of $85,427 for the year ended 31 December 2025. The Black Scholes option pricing model was used to determine the fair value of the unlisted options issued.

- 470,000 Employee Share Plan Options exercisable at A$0.37, on or before 20 April 2030 to employees of the Group, exercisable after the satisfaction of the following vesting condition, 25% on 22 April 2026 and an additional 6.25% at the end of each quarter of continuous service thereafter, resulting in an expense of $29,423 for the year ended 31 December 2025. The Black Scholes option pricing model was used to determine the fair value of the unlisted options issued.

- 3,100,000 Options to the Group's lead broker as consideration for services received in seven tranches with the following exercise prices and expiry dates:
  1) 775,000 Options exercisable at A$0.45 on or before 22 April 2027;
  2) 600,000 Options exercisable at A$0.41 on or before 22 April 2027;
  3) 600,000 Options exercisable at A$0.33 on or before 22 April 2027;
  4) 600,000 Options exercisable at A$0.42 on or before 22 April 2027;
  5) 175,000 Options exercisable at A$0.55 on or before 22 April 2027;
  6) 175,000 Options exercisable at A$0.65 on or before 22 April 2027; and
  7) 175,000 Options exercisable at A$0.75 on or before 22 April 2027.

  There are no vesting conditions attached to the 3,100,000 Options, resulting in an expense of $294,122 for the year ended 31 December 2025. The Black Scholes option pricing model was used to determine the fair value of the unlisted options issued.

- 8,000,000 Employee Share Plan Options to the Group's Chief Executive Officer Yoav Amitai in four tranches with the following exercise prices and expiry dates:
  1) 2,000,000 Options exercisable at A$0.60 on or before 27 May 2030;
  2) 2,000,000 Options exercisable at A$0.90 on or before 27 May 2030;
  3) 2,000,000 Options exercisable at A$1.30 on or before 27 May 2030; and
  4) 2,000,000 Options exercisable at A$1.80 on or before 27 May 2030.

  The 8,000,000 options are exercisable after the satisfaction of the following vesting condition, 25% of each tranche on 27 May 2026 and an additional 6.25% of each tranche at the end of each quarter of continuous service thereafter, resulting in an expense of $530,432 for the year ended 31 December 2025. The Black Scholes option pricing model was used to determine the fair value of the unlisted options issued.

- 420,000 Employee Share Plan Options exercisable at A$1.67, on or before 28 July 2030 to employees of the Group, exercisable after the satisfaction of the following vesting condition, 25% on 28 July 2026 and an additional 6.25% at the end of each quarter of continuous service thereafter, resulting in an expense of $79,236 for the year ended 31 December 2025. The Black Scholes option pricing model was used to determine the fair value of the unlisted options issued.

- 390,000 Employee Share Plan Options exercisable at A$1.95, on or before 21 August 2030 to employees of the Group, exercisable after the satisfaction of the following vesting condition, 25% on 21 August 2026 and an additional 6.25% at the end of each quarter of continuous service thereafter, resulting in an expense of $56,843 for the year ended 31 December 2025. The Black Scholes option pricing model was used to determine the fair value of the unlisted options issued.

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Note 25. Share-based payments (continued)

- 842,000 Employee Share Plan Options exercisable at A$1.89, on or before 22 September 2030 to employees of the Group, exercisable after the satisfaction of the following vesting condition, 25% on 20 September 2026 and an additional 6.25% at the end of each quarter of continuous service thereafter, resulting in an expense of $73,489 for the year ended 31 December 2025. The Black Scholes option pricing model was used to determine the fair value of the unlisted options issued.

Options issued during the year recorded as transaction cost against borrowings / effective interest expense at 31 December 2025 are as follows:

- 3,000,000 Options exercisable at A$0.40, on or before 30 September 2027 to the Lender and Arranger of the Exit Out Pty Ltd loan (note 21). As a loan transaction cost the total value of these options of $275,125 has been offset against the loan facility to be recorded over the life of the loan as effective interest. As the loan was repaid in full during the year, the total value of $275,125 has been recognised as an expense at 31 December 2025.

There are no performance milestones applicable to the ESOP options. The Black Scholes option pricing model was used to determine the fair value of the unlisted options issued.

Fair Value
Option fair values were determined using the following option pricing models and inputs:

Option pricing model	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes
Number of options	845,000	1,630,000	470,000	775,000	600,000	600,000
Grant date	26/02/25	01/04/25	22/04/25	22/04/25	22/04/25	22/04/25
Issue date	26/02/25	01/04/25	21/04/25	22/04/25	22/04/25	22/04/25
Exercise price	A$0.35	A$0.35	A$0.37	A$0.45	A$0.41	A$0.33
Expected volatility	65%	65%	65%	65%	65%	65%
Implied option life	5 years	5 years	5 years	2 years	2 years	2 years
Expected dividend yield	nil	nil	nil	nil	nil	nil
Risk free rate	3.926%	3.842%	3.525%	3.214%	3.214%	3.214%
Valuation per option AUD$	$0.21	$0.21	$0.24	$0.14	$0.15	$0.18
Exchange rate	$0.66	$0.66	$0.66	$0.66	$0.66	$0.66
Valuation per option USD$	$0.14	$0.14	$0.16	$0.09	$0.10	$0.12
Total valuation US$	$118,300	$228,200	$75,200	$69,750	$60,000	$72,000

Option pricing model	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes
Number of options	600,000	175,000	175,000	175,000	3,000,000	2,000,000
Grant date	22/04/25	22/04/25	22/04/25	22/04/25	12/03/25	27/5/2025
Issue date	22/04/25	22/04/25	22/04/25	22/04/25	14/03/25	27/5/2030
Exercise price	A$0.42	A$0.55	A$0.65	A$0.75	A$0.40	A$0.60
Expected volatility	65%	65%	65%	65%	65%	65%
Implied option life	2 years	2 years	2 years	2 years	2.55 years	5 years
Expected dividend yield	nil	nil	nil	nil	nil	nil
Risk free rate	3.214%	3.214%	3.214%	3.214%	3.76%	3.608%
Valuation per option AUD$	$0.15	$0.12	$0.10	$0.08	$0.14	$0.38
Exchange rate	$0.66	$0.66	$0.66	$0.66	$0.66	$0.66
Valuation per option USD$	$0.10	$0.08	$0.07	$0.05	$0.09	$0.25
Total valuation US$	$60,000	$14,000	$12,250	$8,750	$275,125	$500,000

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Note 25. Share-based payments (continued)

Option pricing model	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes
Number of options	2,000,000	2,000,000	2,000,000	420,000	390,000	842,000
Grant date	27/5/2025	27/5/2025	27/5/2025	28/7/2025	21/8/2025	22/9/2025
Issue date	27/5/2030	27/5/2030	27/5/2030	28/7/2025	21/8/2025	22/9/2025
Exercise price	A$0.90	A$1.30	A$1.80	A$1.67	A$1.95	A$1.89
Expected volatility	65%	65%	65%	75%	75%	75%
Implied option life	5 years	5 years	5 years	5 years	5 years	5 years
Expected dividend yield	nil	nil	nil	nil	nil	nil
Risk free rate	3.608%	3.608%	3.608%	3.676%	3.593%	3.635%
Valuation per option AUD$	$0.32	$0.26	$0.22	$1.15	$1.05	$0.92
Exchange rate	$0.66	$0.66	$0.66	$0.67	$0.67	$0.67
Valuation per option USD$	$0.21	$0.17	$$0.15	$0.77	$0.70	$0.62
Total valuation US$	$420,000	$340,000	$300,000	$323,400	$273,000	$522,040

Share Based Payment Expense

Share based payment expense is comprised as follows:

	31 December 2025 US$
Expense of options issued in comparative and prior periods	406,732
Reversal of expense recognised in comparative and prior periods	(22,403)
Issue of 12,597,000 ESOP options during the year ended 31 December 2025	888,326
Issue of 3,100,000 broker remuneration options during the year ended 31 December 2025	294,122
Total net expense recognised in profit or loss	1,566,777

Options recorded as effective interest expense

The expense of the following options are recorded as effective interest expense at 31 December 2025:

	31 December 2025 US$
Expense of 3,000,000 options issued during the year ended 31 December 2025	275,125
Total effective interest expense recognised in profit or loss	275,125

Accounting policy for share-based payments

Share-based payments are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of options is determined using an appropriate valuation models. The number of options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

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Note 26. Operating segments

Segment Information
Identification of reportable segments
The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (the chief operating decision makers) in assessing performance and in determining the allocation of resources. The Group's sole operating segment is consistent with the presentation of these consolidated financial statements.

For the year ended 31 December 2025, the Group's revenues have been derived from the following geographical locations:
- Europe – 87.5% (2024: 24%)
- Israel – 8% (2024: 37%)
- United States of America – 4% (2024: 30%)
- Other foreign countries – 0.5% (2024: 9%)

For year ended 31 December 2025, the Group has one major customer contributing 86% of total revenues (31 December 2024: three major customers contributing 11%, 10% and 8%). The major customer is from the UAV sector, located in Europe.

Note 27. Financial instruments

Financial risk management policies
The Group's financial instruments consist mainly of deposits with banks, trade and other debtors and trade and other payables.

Specific Financial Risk Exposures and Management
The main risk the Group is exposed to through its financial instruments are market risk (including fair value and interest rate risk) and cash flow interest rate risk, credit risk and liquidity risk.

(a) Interest rate risk

From time to time the Group has significant interest bearing assets, but they are as a result of the timing of equity raising and capital expenditure rather than a reliance on interest income. The interest rate risk arises on the rise and fall of interest rates. The Group's income and operating cash flows are not expected to be materially exposed to changes in market interest rates in the future. The exposure to interest rates arises from the cash and cash equivalents balances.

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is not considered to be material.

(b) Credit risk
The maximum exposure to credit risk is limited to the carrying amount, net of any provisions for impairment of those assets, as disclosed in the Statement of Financial Position and notes to the consolidated financial statements.

Credit risk related to balances with banks and other financial institutions and trade and other receivables, and is managed by the Group in accordance with approved Board policy. The following table provides information regarding the credit risk relating to cash and money market securities based on Standard and Poor's counterparty credit ratings.

	Note	31 December 2025 US$	31 December 2024 US$
Cash and cash equivalents held in Australian banks - AA- Rated	12	19,119,639	19,239
Cash, cash equivalents and restricted cash held in Israel banks – A-Rated	12	40,237,419	854,714
Trade and other receivables - no rating	14	2,326,724	585,176

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Note 27. Financial instruments (continued)

Impaired trade receivables

The Group assesses expected credit losses associated on a forward looking basis. For trade 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.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure or a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 120 days past due.

At 31 December 2025 the Group recognised a gain on recovery of bad debts of US$29,895 (31 December 2024: gain on recovery of bad debts of US$51,335.

As at 31 December 2025, trade receivables of US$22,658 (31 December 2024: US$102,488) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses		Past due but not impaired	
	31 December 2025 US$	31 December 2024 US$	31 December 2025 US$	31 December 2024 US$	31 December 2025 US$	31 December 2024 US$	31 December 2025 US$	31 December 2024 US$
0 to 3 months	-	-	800,784	411,467	-	-	17,870	60,678
3 to 6 months	-	-	5,521	19,891	-	-	4,788	19,838
Over 6 months	94%	84%	128,606	140,733	(120,531)	(118,568)	-	21,972
			934,911	572,091	(120,531)	(118,568)	22,658	102,488

(c) Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows.

The following are the contractual maturities of financial liabilities based on the actual rates at the reporting date excluding interest payments:

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Note 27. Financial instruments (continued)

31 December 2025	Interest rate %	Less than 6 months US$	6 - 12 months US$	1 - 2 years US$	2 - 5 years US$	Over 5 years US$	Total contractual cash flow US$	Carrying amount US$
Financial liabilities at amortised cost								
Trade and other payable	-	2,461,518	-	-	-	-	2,461,518	2,461,518
Lease liabilities	3.42%	95,425	49,442	56,467	10,671	-	212,005	206,259
		2,556,943	49,442	56,467	10,671	-	2,673,523	2,667,777

31 December 2024	Interest rate %	Less than 6 months US$	6 - 12 months US$	1- 2 years US$	2 - 5 years US$	Over 5 years US$	Total contractual cash flow US$	Carrying amount US$
Financial liabilities at amortised cost								
Trade and other payable	-	666,004	-	-	-	-	666,004	666,004
Lease liabilities	3.53%	74,820	36,830	56,671	18,067	-	186,388	180,102
		740,824	36,830	56,671	18,067	-	852,392	846,106

(d) Net fair value of financial assets and liabilities

Fair value estimation

Due to the short term nature of the receivables and payables the carrying value approximates fair value.

(e) Currency risk

The currency risk is the risk that the value of financial instruments will fluctuate due to change in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's functional currency. The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US Dollar and the New Israeli Shekel. Any reasonable fluctuation in exchange rates is not expected to have a material impact on either profit or equity.

Note 27. Financial instruments (continued)

	United States Dollar	
	31 December 2025 US$	31 December 2024 US$
Cash and cash equivalents	38,831,756	661,189
Trade and other receivables	267,831	287,908
Trade and other payables	(2,724)	(12,444)
Net exposure	39,096,863	936,653

Accounting policy for financial instruments

Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on how the Group manages the financial assets and the contractual terms of the cash flows. At year end, all of the Group's financial assets have been classified as those to be measured at amortised cost.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Impairment

The Group assesses expected credit losses associated on a forward-looking basis. For trade 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.

Note 28. Parent entity information

The following information of the legal parent Elsight Limited has been prepared in accordance with Australian Accounting Standards and Group accounting policies.

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Note 28. Parent entity information (continued)

Statement of financial position

	Parent	
	31 December 2025 US$	31 December 2024 US$
Total current assets	19,372,465	52,232
Total non-current assets	31,690,293	1,150,619
Total assets	**51,062,758**	**1,202,851**
Total current liabilities	94,668	51,866
Total non-current liabilities	-	-
Total liabilities	**94,668**	**51,866**
Net assets	**50,968,090**	**1,150,985**
Equity		
Issued capital	67,116,052	29,504,010
Foreign Exchange Reserve	62,078	(3,925,946)
Share Based Payment Reserve	2,758,813	1,466,243
Accumulated losses	(18,968,853)	(25,893,322)
Total equity	**50,968,090**	**1,150,985**

Statement of profit or loss and other comprehensive income

	Parent	
	31 December 2025 US$	31 December 2024 US$
Profit/(loss) after income tax	6,375,137	(1,922,974)
Other comprehensive income/(loss) for the year, net of tax	3,988,024	(1,483,410)
Total comprehensive income/(loss)	10,363,161	(3,406,384)

Guarantees entered into by Elsight Limited for the debts of its subsidiary
There are no guarantees entered into by Elsight Limited.

Contingent liabilities and assets of Elsight Limited
There were no contingent liabilities and assets as at 31 December 2025 (31 December 2024: Nil).

Commitments by Elsight Limited
There were no commitments as at 31 December 2025 (31 December 2024: Nil).

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the consolidated entity as disclosed in note 1, except as follows:

Investment in subsidiary
The investment in subsidiary is accounted for at cost less impairment in the financial statements of the parent entity.

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Note 29. Controlled entities

The ultimate legal parent entity of the Group is Elsight Limited, incorporated and domiciled in Australia. The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the Group's accounting policies.

		Ownership interest	
		31 December 2025	31 December 2024
Name	Principal place of business / Country of incorporation	%	%
El-Sight Ltd	Israel	100%	100%
Elsight LLC	USA	100%	100%

The proportion of ownership interest is equal to the proportion of voting power held.

Note 30. Commitments

The Group has no commitments as at 31 December 2025 (2024: nil).

Note 31. Contingent liabilities

The Group has no known contingent liabilities as at 31 December 2025.

Note 32. Events after the reporting period

No matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Entity name	Entity type	Country of Incorporation	Ownership interest	Tax residency
El-Sight Ltd	Limited liability	Israel	100%	Israel
El-Sight LLC	Limited liability	United States of America	100%	United States of America

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In the Director's opinion:

1. The consolidated financial statements and notes are in accordance with the *Corporations Act 2001*, including:
   a) complying with Australian Accounting Standards, Corporations Regulations 2001 and other mandatory professional reporting requirements, noting the matters documented in Note 1; and
   b) giving a true and fair view, the consolidated entity's financial position as at 31 December 2025 and of its performance for the year ended on that date.

2. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

3. The information disclosed in the attached consolidated entity disclosure statement is true and correct.

4. This declaration has been made after receiving the declaration required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 31 December 2025.

This declaration is made in accordance with a resolution of the Board of Directors pursuant to section 295(5)(a) of the *Corporations Act 2001* and is signed for and on behalf of the Directors by:

Mr David Furstenberg
Executive Director

25 February 2026

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ELSIGHT LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Elsight Limited (the Company) and its controlled entities (the Group), which comprises the consolidated statement of financial position as at 31 December 2025, 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 31 December 2025 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 Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We 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.

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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. 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 from Contracts with Customers Refer to Note 4 in the financial statements	
Revenue from contracts with customers for the year ended 31 December 2025 was $22,799,333. The primary revenue source is the sale of physical goods to customers. Revenue was identified as a key audit matter due to: • The balance is material to the Group, and there are risks associated with management judgements, including the identification of contracts and performance obligations, determination of the transaction price and the timing of revenue recognition; and • Revenue recognition is a presumed fraud risk under the Australian Auditing Standards.	Our audit procedures included: • Assessing whether the Group's revenue recognition accounting policies are in accordance with Australian Accounting Standards; • Obtaining a detailed understanding of each of the revenue streams and the process for determining and recognising revenue; • On a sample basis, testing revenue recognised to supporting documentation; • Testing a sample of revenue transactions before and after the reporting date to ensure that is recognised in the correct financial period; • Testing a sample of revenue transactions from the delivery note listing to ensure that revenue is complete; and • Assessing the disclosures in the financial report.

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 31 December 2025 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://auasb.gov.au/media/bwvjcgre/ar1_2024.pdf. This description forms part of our auditor's report.

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REPORT ON THE AUDIT OF THE REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 31 December 2025.

In our opinion, the Remuneration Report of Elsight Limited, for the year ended 31 December 2025, 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.

RSM AUSTRALIA

Perth, WA
Dated: 25 February 2026

TUTU PHONG
Partner

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The shareholder information set out below was applicable as at 20 February 2026.

As at 20 February 2026 there were 219,813,349 ordinary fully paid shares held by 2,497 individual shareholders.

VOTING RIGHTS

The voting rights of the ordinary shares are as follows:

a) at meetings of members each member entitled to vote may vote in person or by proxy or attorney;

b) on a show of hands each person present who is a member has one vote; and

c) on a poll each person present in person or by proxy or by attorney has one vote for each ordinary share held.

There are no voting rights attached to any of the options that the Company currently has on issue. Upon exercise of these options, the shares issued will have the same voting rights as existing ordinary shares.

TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest holders of each class of listed securities as of 20 February 2026 are listed below.

Ordinary Fully Paid Shares

	Holder Name	Holding	% of Issued Share Capital
1	CITICORP NOMINEES PTY LIMITED	61,153,154	27.82
2	BNP PARIBAS NOMS PTY LTD	26,521,208	12.07
3	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED – A/C 2	23,658,268	10.76
4	HXBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	20,983,138	9.55
5	UBS NOMINEES PTY LTD	8,195,598	3.73
6	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	6,151,647	2.80
7	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	4,901,016	2.23
8	WARBONT NOMINEES TPY LTD <UNPAID ENTREPOT A/C>	4,539,912	2.07
9	MR NIR GABAY	3,500,000	1.59
10	MR JASON FRANCO BATTISTESSA <AXEL BATTISTESSA LEE A/C>	2,367,500	1.08
11	JB TORO PTY LTD	3,043,500	0.93
12	LAMMA NOMINEES PTY LTD	1,750,000	0.80
13	JB TORO PTY LTD	1,501,473	0.68
14	NEWECONOMY COM AU NOMINEES PTY LIMITED <900 ACCOUNT>	1,330,016	0.61
15	RIGI INVESTMENTS PTY LIMITED <THE CAPE A/C>	1,154,000	0.52
16	THE LF POINT PTY LTD <POINT A/C>	1,150,000	0.52
17	MISS KWAI-KLIN LEE & MR JASON BATTISTESSA <KUIN LEE SUPERFUND A/C>	1,105,000	0.50
18	PIAMA PTY LTD <FENA SUPERANNUATION A/C>	1,000,000	0.45
19	TOURLE NOMINEES PTY LTD <FORSTER SUPER FUND A/C>	1,000,000	0.45
20	EXIT OUT PTY LTD <THE DISCRETIONARY FUND>	1,000,000	0.45
	Total	**176,005,430**	**79.61**
	Total Issued Capital	**219,813,349**	**100.00**

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SUBSTANTIAL HOLDERS

The names of the substantial shareholders (holders over 5%) disclosed to the Company as substantial shareholders as at 20 February 2026 are:

Name	Number of Shares Held	% of Issued Share Capital
REGAL FUNDS MANAGEMENT LIMITED AND ITS ASSOCIATES	26,279,996	11.96
FMR LLC	17,152,907	7.81
MACQUARIE GROUP LIMITED	13,110,925	6.06
MAYBANK SECURITIES PTE LTD	12,193,132	5.55
UBS GROUP AG AND ITS RELEATED CORPORATE	11,458,522	5.22

DISTRIBUTION OF EQUITY SECURITIES

The distribution of issued quoted equity securities as at 20 February 2026 were as follows:

Holding Ranges	Number of Shareholders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	959	429,520	0.20%
above 1,000 up to and including 5,000	771	2,018,505	0.92%
above 5,000 up to and including 10,000	282	2,206,521	1.00%
above 10,000 up to and including 100,000	381	12,850,135	5.85%
above 100,000	104	202,308,668	92.03%
Total	**2,497**	**219,813,349**	**100.00%**

There were 2,307 holders with unmarketable parcels totaling 11,385,198 share based on the share price (A$3.54) as at close of business on 20 February 2026.

RESTRICTED SECURITIES

As at 20 February 2026 there are no shares held under escrow.

ON-MARKET BUY BACK

As at 20 February 2026 there is no current on-market buyback.

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UNQUOTED SECURITIES

As at 20 February 2026, the following unquoted securities are on issue:

Security Code	Security Name	Total Holders	Total Holdings
ELSEO7	EMP OPTS EXP 25 APRIL 2027 @ $0.43	1	200,000
ELSEO9	EMP OPTS EXP 25 MAY 2027 @ $0.48	1	895,863
ELSOPT17	UNLISTED OPTIONS EXP 14/12/2026 @ $0.38	1	50,000
ELSOPT18	UNLISTED OPTIONS EXP 14/12/2026 @ $0.44	1	200,000
ELSOPT19	UNLISTED OPTIONS EXP 14/09/2026 @ $0.42	4	379,000
ELSOPT20	UNLISTED OPTIONS EXP 14/09/2026 @ $0.48	2	575,000
ELSOPT21	UNLISTED OPTIONS EXP 30/08/2027 @ $0.37	11	2,384,563
ELSOPT22	UNLISTED OPTIONS EXP 18/01/2028 @ $0.37	1	10,750
ELSEO10	UNLISTED OPTIONS EXP 26 MARCH 2029 @ $0.36	14	3,093,000
ELSOPT26	UNLISTED OPTIONS EXP 22 AUG 2029 @ $0.38	1	105,000
ELSOPT27	UNLISTED OPTIONS EXP 21 AUG 2029 @ $0.60	1	750,000
ELSOPT28	UNLISTED OPTIONS EXP 21 AUG 2029 @ $0.90	1	1,000,000
ELSOPT29	UNLISTED OPTIONS EXP 21 AUG 2029 @ $1.30	1	1,000,000
ELSOPT30	UNLISTED OPTIONS EXP 21 AUG 2029 @ $1.80	1	1,250,000
ELSOPT31	UNLISTED OPTIONS EXP 30/09/2027 @ $0.40	2	666,667
ELSOPT32	UNLISTED OPTIONS EXP 25/02/2030 @ $0.35	1	500,000
ELSOPT33	UNLISTED OPTIONS EXP 20/04/2030 @ $0.37	3	470,000
ELSOPT34	UNLISTED OPTIONS EXP 31/03/2030 @ $0.35	14	1,440,000
ELSOPT35	UNLISTED OPTIONS EXP 22/04/2027 @ VARIOUS PRICES	1	3,100,000
ELSOPT36	UNLISTED OPTIONS EXP 27/05/2030 @ VARIOUS PRICES	1	8,000,000
ELSEO11	EMP OPT EXP 28 JULY 2030 @ $1.67	2	420,000
ELSEO12	EMP OPT EXP 21 AUGUST 2030 @ $1.95	3	390,000
ELSOPT37	UNLISTED OPTIONS EXP 22/09/2030 @$ $1.89	4	842,000
ELSO13	EMP OPT EXP 05 JANUARY 2031 @ $2.54	4	840,000
TOTAL		**76**	**28,561,843**