

SKIN ELEMENTS LIMITED

ABN 90 608 047 794

and its controlled entities



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Interim Report

December 2025

Corporate directory

Current Directors

Dr Peter Malone	<i>Chairman and Chief Executive Officer</i>
Filippo (Phil) Giglia	<i>Non-Executive Director</i>
Rod Nicholas	<i>Non-Executive Director</i>
Joshua Gordon	<i>Non-Executive Director</i>

Company Secretary

Stuart Usher

Registered Office

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West Perth WA 6005

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Facsimile: +61 (0)8 6311 1999

Email: info@skinelements.com

Website: www.skinelementslimited.com

Auditors

BDO Audit Pty Ltd

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5 Spring Street

Perth WA 6000

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Facsimile: +61 (0)8 6382 4601

Website: www.bdo.com.au

Share Registry

MUFG Corporate Markets (AU)

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Perth WA 6000

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Facsimile: +61 (0)8 6370 4203

Email: support@cm.mpms.mufg.com

Website: au.investorcentre.mpms.mufg.com

Securities Exchange

Australian Securities Exchange

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Perth WA 6000

Telephone: 131 ASX (131 279) (within Australia)

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ASX Code: SKN



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Results for announcement to the market

for the half-year ended 31 December 2025

1. REPORTING PERIOD (item 1)			
	Report for the period ended:	31 December 2025	
	Previous corresponding period is half-year ended:	31 December 2024	
2. RESULTS FOR ANNOUNCEMENT TO THE MARKET			
		Movement	Percentage %
			Amount \$
	Revenues from ordinary activities (item 2.1)	Decrease	(41.23) to 183,984
	Loss from ordinary activities after tax attributable to members (item 2.2)	Increase in loss	232.50 to (4,010,205)
	Loss after tax attributable to members (item 2.3)	Increase in loss	232.50 to (4,010,205)
2.1. Dividends (items 2.4 and 5)		Amount per Security	Franked amount per security
		¢	%
	Interim dividend	nil	n/a
	Final dividend	nil	n/a
	Record date for determining entitlements to the dividend (item 2.5)	n/a	
2.2. Brief explanation of any of the figures reported above necessary to enable the figures to be understood (item 2.6):			
The revenue and losses for the period reflect continued focus on the development and commercialisation of the Company's SE Formula technology brands and applications. The loss includes a non-cash accounting loss of \$3,302,376 from the settlement of \$1,000,000 of Director liabilities via shares and options, measured at fair value at the deemed issue date in accordance with IFRIC 19 and AASB 9, as detailed in note 10.2.1b			
3. DIVIDENDS (item 6) AND RETURNS TO SHAREHOLDERS INCLUDING DISTRIBUTIONS AND BUY BACKS			
Nil.			
3.1. Details of dividend or distribution reinvestment plans in operation are described below (item 6):			
Not applicable			
4. RATIOS			
		6 months to 31 December 2025	6 months to 31 December 2024
		\$	\$
4.1. Financial Information relating to 4.2:			
	Earnings for the period attributable to owners of the parent	(4,010,205)	(1,206,091)
	Net assets / (liabilities)	1,580,573	(1,967,135)
	Less: Intangible assets	-	-
	Net tangible assets / (liabilities)	1,580,573	(1,967,135)
		Current Period No.	Previous Corresponding Period No.
	Fully paid ordinary shares	2,999,714,115	830,652,760
		Current Period ¢	Previous Corresponding Period ¢
4.2. Net tangible assets / (liability) backing per share (cents) (item 3):			
		0.053	(0.237)

Results for announcement to the market

for the half-year ended 31 December 2025

5. DETAILS OF ENTITIES OVER WHICH CONTROL HAS BEEN GAINED OR LOST DURING THE PERIOD: <i>(item 4)</i>			
5.1. <i>Control gained over entities</i>			
 Name of entities <i>(item 4.1)</i>			Nil
 Date(s) of gain of control <i>(item 4.2)</i>			n/a
5.2. <i>Loss of control of entities</i>			
 Name of entities <i>(item 4.1)</i>			Nil
 Date(s) of loss of control <i>(item 4.2)</i>			n/a
5.3. Contribution to consolidated loss from ordinary activities after tax by the controlled entities to the date(s) in the current period when control was gained / lost <i>(item 4.3)</i> .			n/a
5.4. Loss from ordinary activities after tax of the controlled entities for the whole of the previous corresponding period <i>(item 4.3)</i>			n/a
6. DETAILS OF ASSOCIATES AND JOINT VENTURES: <i>(item 7)</i>			
 Name of entities <i>(item 7)</i>			Nil
 Percentage holding in each of these entities <i>(item 7)</i>			N/A
		6 months to 31 December 2025 \$	6 months to 31 December 2024 \$
 Aggregate share of profits (losses) of these entities <i>(item 7)</i>		N/A	N/A
7. The financial information provided in the Appendix 4D is based on the interim final report (attached), which has been prepared in accordance with Australian Accounting Standards.			
8. The report is based on accounts which have been reviewed by the Company's independent auditor <i>(item 9)</i> .			

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Directors' report

Your directors present their report on the Group, consisting of Skin Elements Limited (**Skin Elements** or **the Company**) and its controlled entities (collectively **the Group**), for the half-year ended 31 December 2025.

Skin Elements is listed on the Australian Securities Exchange (ASX: SKN).

1. Directors

The names of Directors in office at any time during or since the end of the half-year are:

 Dr Peter Malone	Chairman and Chief Executive Officer (CEO)	
 Filippo (Phil) Giglia	Independent Non-Executive Director	
 Rod Nicholas	Independent Non-Executive Director	(appointed 24 February 2026)
 Joshua Gordon	Independent Non-Executive Director	(appointed 24 February 2026)
 Stuart Usher	Independent Non-Executive Director	(resigned 24 February 2026)

(the Directors or the Board)

Directors have been in office since the start of the half-year to the date of this report unless otherwise stated.

2. Operating and financial review

2.1. Nature of Operations and Principal Activities

Skin Elements is a researcher and developer of the innovative proprietary SE Formula™ biotechnology. This plant-based and organic sourced SE Formula™ is used as a base in the Company's proprietary flagship products including the SuprCuvr TGA-registered hospital-grade plant-based disinfectant, ECO-Nurture plant bio-stimulant, Soléo Organics natural and organic sunscreen, PapayaActivs natural therapeutics skincare and Elizabeth Jane Natural Cosmetics brand.

2.2. Operations Review

2.2.1. Development of SE Formula™

The Company's proprietary SE Formula™ biotechnology platform underpins all product development activities. The SE Formula™ developed in the Company's laboratories is a ground up research programme undertaken over an intensive 20-year research period and is the core of the Company's five commercial product platforms.

To date, the Company has developed five highly effective core *GREEN-Tech* formulas, producing award winning, environmentally safe plant-based alternatives with specifications tested in real world applications, outperforming widely used chemical-based products in consumer, industrial and agriculture markets.

The SE Formula™ forms the basis of Skin Elements' product range:

-  **Elizabeth Jane Natural Cosmetics**
-  **Soléo Organics** sun protection
-  **PapayaActivs** therapeutics skincare
-  **SuprCuvr** cleaners and disinfectants, and
-  **ECO-Nurture** horticultural plant bio-stimulant

Products with the SE Formula™ have scientifically proven efficacy while using only natural and plant-based ingredients and have come to be trusted by consumers. They have all completed phase three development and will all now be readied for commercialization as formula, products or joint venture programmes

2.2.2. ECO-Nurture kiwifruit evaluation complete

ECO-Nurture is a sustainable, horticultural plant bio stimulant technology that is as an effective alternative to chemical-based agricultural sprays currently used in crop disease protection globally.

Over the past three growing seasons, over 6,400 litres of ECO-Nurture concentrate have been delivered to 120 kiwifruit orchards in New Zealand for application and assessment, with positive outcomes on kiwifruit plant protection and productivity without any chemical residue. A number of orchard managers have incorporated ECO-Nurture into their kiwifruit spray protection programmes and ECO-Nurture has been approved under Zespri Crop Allowed Other Compounds (**AOC**) Approval List. Headquartered in New Zealand, Zespri is the world's largest marketer of kiwifruit with over \$5 billion in sales annually.

Skin Elements continues to progress certification for the widespread adoption of ECO-Nurture for the New Zealand kiwifruit industry under approved Zespri Crop Protection Standards and is preparing for commercial roll-out of ECO-Nurture for the 2026 New Zealand kiwifruit growing season.



Directors' report

2.2.3. *SuprCuvr – High performance disinfectant cleaner*

SuprCuvr is a TGA registered hospital-grade disinfectant made from the Company's proprietary 100% plant-based formula.

SuprCuvr is listed on the TGA's Australian Register of Therapeutic Goods (**ARTG**) in Australia and has Ministry of Primary Industry (**MPI**) registration in New Zealand.

Following a two-year assessment, Spotless has adopted SuprCuvr for daily cleaning and disinfecting of suburban train carriages and stations in the Metro Trains Melbourne urban rail network, supplied and distributed by Bunzl Victoria (MCS facilities) global business cleaning and disinfectant solutions group.

Over the past two years, over 6,000 litres of SuprCuvr concentrate high performance 3-in-1 surface cleaner, glass cleaner and disinfectant cleaner has been delivered to Spotless for evaluation of cleaning and disinfecting train services and high schools in Melbourne. Spotless, a wholly owned subsidiary of Downer EDI Ltd, is the largest integrated facilities service provider throughout Australia and New Zealand across government, education, healthcare and aged care.

2.2.4. *Soléo Organics sunscreen delivers performance*

Soléo Organics is an award-winning, natural and organic sunscreen formulation, providing a highly effective, high-performance chemical-free sunscreen range. It was the first application borne out of Skin Elements' SE Formula™ research and development program. Soleo Organics has been rated as the number one sunscreen globally out of 1,800 sunscreens by Environmental Working Group (**EWG**), Washington Post (Sprig.com) No1 sunscreen, a finalist in the Clean Beauty Awards, the UK Global Health & Pharma Awards – Best Natural Sunscreen Brand and most recently independently verified by Consumer NZ. Soleo Organics sunscreen formulations are independently tested and certified by the world's leading testing laboratory to ensure reliability and integrity. Products are sold through the Company's online store.

2.2.5. *PapayaActiv – High concentration therapeutic skincare*

PapayaActivs combines a high concentration of natural pawpaw extract with other active natural ingredients to help relieve the symptoms of skin conditions, like psoriasis, rashes, eczema, assist in healing of minor burns and wounds, and relieve mild muscle, joint and arthritic pain. PapayaActivs is listed on the ARTG and is available through the Company's online store.

2.2.6. *Elizabeth Jane Natural Cosmetics*

Elizabeth Jane Natural Cosmetics (**EJNC**) is an extensive range of cosmetic skin repair products that utilise a range of responsible sourced ultra-high end natural ingredients formulated to protect, nourish and revitalise damaged skin. EJNC has been extensively test marketed globally and will be included in the future commercialisation programs.

2.2.7. *Research and development (R&D) tax incentive and Radium Facility*

The Company's innovative research and development programmes for its natural SE Formula™ Biotechnology sees it eligible for the Federal Government's R&D Rebate applicable to qualifying R&D expenditure.

During the period, Skin Elements received the R&D Rebate of \$610,222 in relation to qualifying R&D expenditure for the 2025 financial year. The Company also repaid \$433,256 previously advanced by Radium Capital against this R&D Rebate.

2.2.8. *Strategic placement completed and option exercise*

During the period Skin Elements completed a \$2,500,000 million capital raising (before costs), through a two-tranche placement to professional and sophisticated investors at \$0.002 per share. Tranche One of \$315,000 was issued under the Company's ASX LR7.1 and 7.1A capacity, with Tranche Two of \$2,185,000 completed following shareholder approval obtained at the Company's 2025 Annual General Meeting.

The placement proceeds will enable the Company to drive towards commercialisation of its product range which is underpinned by its award-winning SE Formula™ all-natural antimicrobial biotechnology, and provide additional working capital.

The Company issued a further 75,000,000 shares (and 35,000,000 free attaching options) at \$0.002 per share to nominees of 62 Capital Pty Ltd for Lead Manager fees on the placement with a fair value of \$150,000 as disclosed in note 10.2.1, and recognised in equity as a capital raising cost.

On 15 December 2025, a further \$750,000 was raised by the conversion of 125,000,000 options at \$0.006 per share.

2.2.9. *Repayment of related borrowings*

Following shareholder approval at the 2025 Annual General Meeting held 28 November 2025, the Company issued 500,000,000 shares with 250,000,000 free-attaching options to settle \$1,000,000 in outstanding fees and advances, based on a deemed issue price of \$0.002 per share, as agreed with Directors. As outlined in note 10.2.1b, the equity instruments were measured at fair value at the deemed date of issue of 11 December 2026 (\$0.006) in accordance with IFRIC 19 and AASB 9, resulting in a non-cash loss of \$3,302,376 recognised in profit or loss.

Directors' report

2.3. Financial Review

2.3.1. Key profit and loss measures

	Movement (increased/ decreased)	Movement \$	6 months to 31 December 2025 \$	6 months to 31 December 2024 \$
 Revenues from ordinary activities	<i>decreased</i>	129,056	183,984	313,040
 Loss from ordinary activities after tax	<i>increased</i>	2,804,114	(4,010,205)	(1,206,091)
 EBITDA Loss	<i>decreased</i>	457,814	(658,135)	(1,115,949)
 Adjusted EBITDA Loss ⁵	<i>decreased</i>	77,814	(658,135)	(735,949)

2.3.2. Key net asset measures

	Movement (increased/ decreased)	Movement \$	31 December 2025 \$	30 June 2025 \$
 Cash and cash equivalents	<i>increased</i>	1,672,512	1,732,160	59,648
 Working capital (excluding prepayments)	<i>increased</i>	3,519,523	1,575,095	(1,944,428)
 Net tangible assets	<i>increased</i>	3,517,634	1,580,573	(1,937,061)
 Net assets	<i>increased</i>	3,517,634	1,580,573	(1,937,061)

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

The Group incurred a loss for the half-year of \$4,010,205 (31 December 2024: \$1,206,091 loss); operating activities produced a net cash out-flow of \$1,105,066 (31 December 2024: \$483,051 in-flow). As at 31 December 2025, the Group has working capital of \$1,575,095 (30 June 2025: \$1,944,428 working capital deficit).

The ability of the Group to continue as a going concern is dependent on the Group securing additional debt and/or equity funding and/or generating profits from its normal course of business.

These conditions indicate the existence of a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors have prepared a cash flow forecast, which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12-month period from the date of signing this financial report.

Based on the cash flow forecasts and other factors referred to above, the Directors are confident that there will be sufficient funds for the Group to meet its obligations and liabilities and are satisfied that the going concern basis of preparation is appropriate.

Should the Group be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debts as and when they fall due.

2.4. Events Subsequent to Reporting Date

As detailed in note 7.1, on 24 February 2026, the Company appointed Mr Rod Nicholas and Mr Joshua Gordon as Non-Executive Directors, and Mr Stuart Usher retired from the Board (remaining as Company Secretary).

There are no other significant after balance date events that are not covered in this Directors' Report or within the financial statements as disclosed in note 7 *Events subsequent to reporting date*.

⁵ Adjusted EBITDA is disclosed to provide a clearer view of the company's core operational performance by excluding non-recurring, non-operating, or non-cash items such as share-based or share-settled payments and restructuring costs. This measure helps investors better assess the company's ability to generate cash flows and compare results across periods and industry peers.

Directors' report

2.5. Future Developments, Prospects, and Business Strategies

Likely developments in the operations, business strategies and prospects of the Group include:

-  The Company will undertake future capital raising through either equity placement facility, private placement or entitlement issue, and the consideration of other equity and debt proposals
-  The Company will continue to focus on development and commercialisation of its natural anti-microbial technology as set out in its review of operations.

Other likely developments, future prospects and business strategies of the operations of the Group and the expected results of those operations have not been included in this report particularly given the early stage of the Company's commercial operations with its new expanded range of natural and organic products. The Directors believe that the inclusion of such information would be likely to be unreasonably prejudicial to the Group.

3. Auditor independence

The Company's auditor's, BDO Audit Pty Ltd's (**BDO**), independence declaration under section 307C of the *Corporations Act 2001* (Cth) for the half-year ended 31 December 2025 has been received and can be found on page 7 and forms part of this Directors' report for the half-year ended 31 December 2025.

This Report of the Directors, is signed in accordance with a resolution of directors made pursuant to section 306(3) of the *Corporations Act 2001* (Cth).



DR PETER MALONE

Chairman and Chief Executive Officer

Dated this Friday, 27 February 2026



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DECLARATION OF INDEPENDENCE BY JEREMY WATKINS TO THE DIRECTORS OF SKIN ELEMENTS LIMITED

As lead auditor for the review of Skin Elements Limited for the half-year ended 31 December 2025, I declare that, to the best of my knowledge and belief, there have been:

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

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

Jeremy Watkins

Director

BDO Audit Pty Ltd

Perth

27 February 2026

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Condensed consolidated statement of profit or loss and other comprehensive income

for the half-year ended 31 December 2025

	Note	6 months to 31 December 2025 \$	6 months to 31 December 2024 \$
<i>Continuing operations</i>			
Revenue	1.1	183,984	313,040
Cost of sales		(36,523)	(39,215)
Gross profit		147,461	273,825
Other income	1.2	227,990	420,693
Administrative and other costs		(523,775)	(991,371)
Research and development costs		(496,438)	(792,387)
Selling and distribution costs		(12,976)	(27,504)
Operating loss		(657,738)	(1,116,744)
Interest and finance costs		(50,091)	(89,347)
Fair value loss on debt-to-equity settlement	10.2.1	(3,302,376)	-
Loss before tax	2.1.1	(4,010,205)	(1,206,091)
Income tax benefit		-	-
Net loss for the half-year		(4,010,205)	(1,206,091)
<i>Other comprehensive income, net of income tax</i>		-	-
Other comprehensive income for the period, net of tax		-	-
Total comprehensive income attributable to members of the parent entity		(4,010,205)	(1,206,091)
<i>Earnings per share:</i>			
Basic and diluted loss per share (cents per share)		¢ (0.31)	¢ (0.20)

The condensed consolidated statement of profit or loss and other comprehensive income is to be read in conjunction with the accompanying notes.



Condensed consolidated statement of financial position

as at 31 December 2025

	Note	31 December 2025 \$	30 June 2025 \$
<i>Current assets</i>			
Cash and cash equivalents		1,732,160	59,648
Trade and other receivables	3.1.1	272,279	653,197
Other current assets		3,207	5,096
Total current assets		2,007,646	717,941
<i>Non-current assets</i>			
Right of use asset - property, plant, and equipment		2,271	2,271
Intangible assets	4.1	-	-
Total non-current assets		2,271	2,271
Total assets		2,009,917	720,212
<i>Current liabilities</i>			
Trade and other payables	3.2.1	424,257	2,212,883
Borrowings	3.3.1	5,087	444,390
Total current liabilities		429,344	2,657,273
Total non-current liabilities		-	-
Total liabilities		429,344	2,657,273
Net assets (deficiency)		1,580,573	(1,937,061)
<i>Equity</i>			
Issued capital	5.1.1	32,094,155	25,868,692
Reserves	5.2	1,638,203	335,827
Accumulated losses		(32,151,785)	(28,141,580)
Total equity		1,580,573	(1,937,061)

The condensed consolidated statement of financial position is to be read in conjunction with the accompanying notes.



Condensed consolidated statement of changes in equity

for the half-year ended 31 December 2025

	Note	Issued capital \$	Accumulated losses \$	Share-based payment reserve \$	Total equity \$
<i>Balance at 1 July 2024</i>		24,444,454	(26,413,119)	335,827	(1,632,838)
Loss for the half-year		-	(1,206,091)	-	(1,206,091)
Other comprehensive income for the half-year		-	-	-	-
Total comprehensive income for the half-year		-	(1,206,091)	-	(1,206,091)
<i>Transaction with owners, directly in equity</i>					
Shares issued during the half-year (<i>net of costs</i>)		491,794	-	-	491,794
Share-based payments during the half-year: <i>rights</i>		-	-	380,000	380,000
Conversion of Class A performance rights		380,000	-	(380,000)	-
Balance at 31 December 2024		25,316,248	(27,619,210)	335,827	(1,967,135)
<i>Balance at 1 July 2025</i>		25,868,692	(28,141,580)	335,827	(1,937,061)
Loss for the half-year		-	(4,010,205)	-	(4,010,205)
Other comprehensive income for the half-year		-	-	-	-
Total comprehensive income for the half-year		-	(4,010,205)	-	(4,010,205)
<i>Transaction with owners, directly in equity</i>					
Shares issued during the half-year (<i>net of costs</i>)	5.1.1	3,225,463	-	-	3,225,463
Share-settled payments during the half-year	10.2.1b	3,000,000	-	1,302,376	4,302,376
Balance at 31 December 2025		32,094,155	(32,151,785)	1,638,203	1,580,573

The condensed consolidated statement of changes in equity is to be read in conjunction with the accompanying notes.



Condensed consolidated statement of cash flows

for the half-year ended 31 December 2025

Note	6 months to 31 December 2025 \$	6 months to 31 December 2024 \$
<i>Cash flows from operating activities</i>		
Receipts from customers	182,671	326,785
Payments to suppliers and employees	(1,091,821)	(950,268)
Receipt of <i>Research and development (R&D) tax incentive</i> grant income	610,222	1,193,606
Interest paid and facility fees	(50,091)	(89,347)
Interest received	-	2,275
Repayment of historical advanced R&D costs previously recognised	(756,047)	-
Net cash (used in) / provided by operating activities	(1,105,066)	483,051
<i>Cash flows from investing activities</i>		
Net cash used in investing activities	-	-
<i>Cash flows from financing activities</i>		
Proceeds from issue of shares	3,250,000	-
Share issue costs	(39,166)	(7,732)
Proceeds of borrowings	-	261,410
Repayments of borrowings	(433,256)	(789,470)
Net cash provided by / (used in) financing activities	2,777,578	(535,792)
Net increase / (decrease) in cash and cash equivalents held	1,672,512	(52,741)
Cash and cash equivalents at the beginning of the half-year	59,648	115,071
Cash and cash equivalents at the end of the half-year	1,732,160	62,330

The condensed consolidated statement of cash flows is to be read in conjunction with the accompanying notes.



Notes to the consolidated financial statements

for the half-year ended 31 December 2025

In preparing the December 2025 interim financial report, Skin Elements Limited has grouped notes into sections under three key categories:

 Section A: How the numbers are calculated.....	13
 Section B: Unrecognised items	18
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Material accounting policies specific to each note are included within that note. Accounting policies that are determined not to be material are not included in the financial statements.

The financial report is presented in Australian dollars, except where otherwise stated.

Company details

The registered office of the Company is:

Street + Postal: 1255A Hay Street
West Perth WA 6005
Australia

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Notes to the condensed consolidated financial statements

for the half-year ended 31 December 2025

SECTION A. HOW THE NUMBERS ARE CALCULATED

This section provides additional information about those individual line items in the financial statements that the Directors consider most relevant in the context of the operations of the Group.

Note	1	Revenue and other income	Note	6 months to 31 December 2025 \$	6 months to 31 December 2024 \$
1.1		Revenue			
		Sales to customers		183,984	313,040
				183,984	313,040
1.2		Other Income			
		Research and development tax incentive grant income		227,593	418,441
		Other income		397	2,252
				227,990	420,693
Note	2	Expenses	Note	6 months to 31 December 2025 \$	6 months to 31 December 2024 \$
2.1		Expenses by nature			
		Administration expenses	2.2	217,114	308,700
		Advertising and marketing expenses		12,976	27,504
		Amortisation		-	3,047
		Corporate expenses	2.3	133,233	137,374
		Employee benefits expense	2.4	202,963	579,204
		Fair value loss on debt-to-equity settlement	10.2.1b	3,302,376	-
		Occupancy costs		20,556	52,393
		Manufacturing, purchasing, and distribution costs		36,523	39,215
		Research and development expenses		496,438	792,387
		Total expenses by nature		4,422,179	1,939,824
2.1.1		<i>Reconciliation to net profit or loss before tax</i>			
		Total revenue and other income		411,974	733,733
		Less: Total expenses by nature		(4,422,179)	(1,939,824)
		Net loss before tax		(4,010,205)	(1,206,091)
2.2		Administration expenses			
		Accounting expenses		30,600	55,414
		External consulting fees		15,000	15,000
		Interest expenses and finance facility costs		50,091	89,347
		Other expenses		121,423	148,939
				217,114	308,700

Notes to the condensed consolidated financial statements
for the half-year ended 31 December 2025

Note	2	Expenses (cont.)	Note	6 months to 31 December 2025 \$	6 months to 31 December 2024 \$
2.3		Corporate expenses			
		ASX and ASIC fees		22,525	22,635
		Audit expenses		62,490	54,510
		Legal expenses		25,450	16,342
		Share Registry and shareholder communications		22,768	43,887
				133,233	137,374
2.4		Employee benefits expense			
		Directors' fees		60,000	60,000
		Executive services contracts		119,891	119,891
		Wages and salaries – non-R&D		23,072	19,313
		Share-based performance rights	2.4.1	-	380,000
				202,963	579,204

2.4.1 The Company has issued performance rights to Directors and Consultants which will convert into fully paid shares on achieving certain performance hurdles. These performance rights are recorded at fair value which is amortised over the vesting period (up to four years from date of issue) or derecognised.

Note	3	Financial assets and financial liabilities	Note	31 December 2025 \$	30 June 2025 \$
3.1		Trade and other receivables			
3.1.1		<i>Current</i>			
		Trade receivables		18,542	17,228
		Research and development tax incentive rebate receivable	3.1.2	253,360	635,592
		Other receivables		377	377
				272,279	653,197
3.1.2		The Group continued its development program during the half-year ended 31 December 2025 resulting in a claim for research and development tax incentive which has been included as a receivable at year end.			
3.2		Trade and other payables			
3.2.1		<i>Current</i>			
		<i>Unsecured</i>			
		Trade payables	3.2.2	321,006	415,899
		Key management personnel related	9	59,129	1,676,859
		Sundry payables and accrued expenses		85,251	105,909
		Net Goods and Services Tax payable / (receivable)		(41,129)	14,216
				424,257	2,212,883

3.2.2 Trade payables are non-interest bearing and usually settled within the lower of terms of trade or 60 days. As at 31 December 2025 creditors amounting to \$172,018 were in excess of 60 days (June 2025: \$281,930). Of this, \$152,623 was settled post balance date.

Notes to the condensed consolidated financial statements

for the half-year ended 31 December 2025

Note 3 Financial assets and financial liabilities (cont.)

3.3 Borrowings	31 December 2025 \$	30 June 2025 \$
3.3.1 Current		
R&D Rebate Advance Facility	-	433,256
Leases – motor vehicle	5,087	11,134
	5,087	444,390

Note 4 Non-financial assets and financial liabilities

4.1 Intangible assets	31 December 2025 \$	30 June 2025 \$
SE Formula™	9,859,296	9,859,296
Accumulated amortisation	(2,379,486)	(2,379,486)
Accumulated impairment	(7,479,810)	(7,479,810)
	-	-
Website development costs	55,410	55,410
Accumulated amortisation	(45,230)	(45,230)
Accumulated impairment	(10,180)	(10,180)
	-	-
Total intangibles	-	-

4.1.1 Key estimates

a. Impairment

The Group assesses intangible assets for impairment at each reporting date in accordance with AASB 136. This involves evaluating conditions specific to the asset that may indicate a change in recoverable amount.

An impairment charge of \$7,489,990 was recognised in a prior period against the Group's intellectual property assets, reducing their carrying amount to nil. The impairment was based on a value-in-use discounted cash flow model, reflecting limited sales history and insufficient contracted sales to support reliable cash flow forecasts. At the current reporting date, these conditions persist and the carrying value remains at nil.

The key estimate relates to the potential reversal of impairment. Under AASB 136, reversals are permitted when there is an indication that the recoverable amount of an asset has increased since the last impairment was recognised. A reversal would be recognised in profit or loss to the extent that the revised carrying amount does not exceed the amount that would have been determined (net of amortisation) had no impairment been recognised previously.

Accordingly, if commercialisation of the intellectual property proves successful and contracted sales provide reliable evidence of positive future cash inflows, some or all of the prior impairment may be reversed.



Notes to the condensed consolidated financial statements
for the half-year ended 31 December 2025

Note 5 Equity						
5.1	Issued capital	Note	31 December 2025 No.	30 June 2025 No.	31 December 2025 \$	30 June 2025 \$
	Fully paid ordinary shares		2,999,714,115	1,049,714,115	32,094,155	25,868,692
			6 months to 31 December 2025 No.	12 months to 30 June 2025 No.	6 months to 31 December 2025 \$	12 months to 30 June 2025 \$
5.1.1	Ordinary shares					
	At the beginning of the period		1,049,714,115	563,986,095	25,868,692	24,444,454
	Shares issued during the period:					
	🌱 04.11.24 Debt for equity		-	166,666,665	-	500,000
	🌱 04.12.24 Class A performance rights converted	5.4.1	-	100,000,000	-	380,000
	🌱 07.03.25 Rights issue		-	171,230,552	-	513,692
	🌱 13.03.25 Oversubscriptions		-	47,830,803	-	143,492
	🌱 17.10.25 Tranche 1 Placement		157,500,000	-	315,000	-
	🌱 12.12.25 Tranche 2 Placement		1,092,500,000	-	2,185,000	-
	🌱 12.12.25 KMP fee settlement	10.2.1b	500,000,000	-	3,000,000	-
	🌱 12.12.25 Lead manager fee	10.2.1a	75,000,000	-	150,000	-
	🌱 15.12.25 Exercise of options	5.3.1	125,000,000	-	750,000	-
	🌱 Prior period applications reversed		-	-	-	(26,113)
	Share issue transaction costs		-	-	(174,537)	(86,833)
	At end of the period		2,999,714,115	1,049,714,115	32,094,155	25,868,692
5.1.2	Treasury shares		31 December 2025 No.	30 June 2025 No.		
	At beginning of the period		25,500,000	25,500,000		
	At end of the period		25,500,000	25,500,000		
5.2	Reserves	Note			31 December 2025 \$	30 June 2025 \$
5.2.1	Summary of share-based payment reserve					
	🌱 Options	5.3			1,638,203	335,827
	🌱 Performance rights	5.4			-	-
					1,638,203	335,827



Notes to the condensed consolidated financial statements

for the half-year ended 31 December 2025

Note 5		Equity (cont.)				
5.3	Options	Note	31 December 2025 No.	30 June 2025 No.	31 December 2025 \$	30 June 2025 \$
	Options on issue		1,139,912,553	410,412,553	1,638,203	335,827
			6 months to 31 December 2025 No.	12 months to 30 June 2025 No.	6 months to 31 December 2025 \$	12 months to 30 June 2025 \$
5.3.1	<i>Options movement during the period:</i>					
	At the beginning of the period		410,412,553	191,351,198	335,827	335,827
	🌱 07.03.25 Free attaching to the rights issue		-	171,230,552	-	-
	🌱 13.03.25 Free attaching to oversubscriptions		-	47,830,803	-	-
	🌱 17.10.25 Free attaching Tranche 1		78,750,000	-	-	-
	🌱 31.10.25 Option expiry		(58,000,000)	-	-	-
	🌱 12.12.25 Free attaching:					
	• Tranche 2		546,250,000	-	-	-
	• KMP fee settlement 10.2.1b		250,000,000	-	1,302,376	-
	• Lead manager fee		37,500,000	-	-	-
	🌱 15.12.25 Exercised at \$0.006		(125,000,000)	-	-	-
	At end of the period		1,139,912,553	410,412,553	1,638,203	335,827
	Comprising the following options:					
	🌱 Unlisted					
	○ \$0.05 options exp. 31.10.25		-	58,000,000		
	○ \$0.01 options exp. 21.02.28		219,061,355	219,061,355		
	○ \$0.006 options exp. 30.11.28		787,500,000	-		
	🌱 Listed					
	○ \$0.025 options exp. 31.05.26		133,351,198	133,351,198		
			1,139,912,553	410,412,553		
5.4	Performance rights	Note	31 December 2025 No.	30 June 2025 No.	31 December 2025 \$	30 June 2025 \$
	Performance rights		62,000,000	62,000,000	-	-
			6 months to 31 December 2025 No.	12 months to 30 June 2025 No.	6 months to 31 December 2025 \$	12 months to 30 June 2025 \$
5.4.1	<i>Performance rights movement during the period:</i>					
	At the beginning of the period		62,000,000	62,000,000	-	-
	🌱 Amortisation of rights		-	-	-	-
	🌱 Derecognition of rights not achieved (in profit and loss)		-	-	-	-
	🌱 Cancellation of rights		-	(62,000,000)	-	-
	🌱 Issue of Class A rights		-	100,000,000	-	380,000
	🌱 Issue of Class B rights		-	62,000,000	-	-
	🌱 Class A performance rights converted		-	(100,000,000)	-	(380,000)
	At end of the period		62,000,000	62,000,000	-	-

Notes to the condensed consolidated financial statements

for the half-year ended 31 December 2025

SECTION B. UNRECOGNISED ITEMS

This section of the notes provides information about items that are not recognised in the financial statements as they do not (yet) satisfy the recognition criteria.

In addition to the items and transactions disclosed below, there are also unrecognised tax amounts.

Note 6 Commitments

6.1 Capital commitments

The Group does not have any capital commitments (30 June 2025: \$nil).

Note 7 Events subsequent to reporting date

7.1 Board changes

On 24 February 2026, the Company announced the appointment of Mr Rod Nicholas and Mr Joshua Gordon as Non-Executive Directors, effective that date. At the same time, Mr Stuart Usher retired as a Non-Executive Director and will continue in his role as Company Secretary.

There have been no other matters or circumstances that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

Note 8 Contingent liabilities

There are no contingent liabilities as at 31 December 2025 (30 June 2025: Nil).



Notes to the condensed consolidated financial statements

for the half-year ended 31 December 2025

SECTION C. OTHER INFORMATION

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.

Note	9	Related party transactions	Note	Payable Balance		
				31 December 2025	30 June 2025	
				\$	\$	
Related party balances within trade and other payables				9.1.1	59,129	1,676,859
					59,129	1,676,859

9.1.1	Movements in the balances payable owed are as follows:	Note	Opening balance as at 1 Jul 2025	Salary and fees earned	Funds advanced	Repayments	Closing balance as at 31 Dec 2025
			\$	\$	\$	\$	\$
	Boston Technology Management Pty Ltd	9.1.1a	777,785	149,160	177,250	(1,103,897)	298
	<i>Service fees – Peter Malone</i>						
	Colosseum Securities Pty Ltd		158,102	33,000	-	(191,102)	-
	<i>Director fees – Filippo (Phil) Giglia</i>						
	Spitfire Corporate Pty Ltd		89,291	33,000	-	(122,291)	-
	<i>Director fees – Stuart Usher</i>						
	Geneva Partners Pty Ltd		57,750	16,500	-	(67,250)	7,000
	<i>Company secretary fees – Stuart Usher</i>						
	Boston Technology Management Pty Ltd		402,301	96,960	8,128	(475,278)	32,111
	<i>Service fees – Craig Piercy</i>						
	Blackridge Pty Ltd	9.1.1b	191,630	96,960	-	(268,870)	19,720
	<i>Service fees – Leo Fung</i>						
			1,676,859	425,580	185,378	(2,228,688)	59,129

a. Included in repayments made to Peter Malone is \$800,000 settled via equity issues as described in note 10.2.1b.

b. Included in repayments made to Leo Fung is \$200,000 settled via equity issues as described in note 10.2.1b.

Note	10	Share-based payments	Note	6 months to 31 December 2025	6 months to 31 December 2024
				\$	\$
10.1 Share-based payments:					
		Net recognised in profit and loss		-	380,000
		Net recognised in profit and loss, settlement of liabilities	10.2.1b	3,302,376	-
		Recognised in equity (transaction costs): <i>Shares and Options</i>	10.2.1a	150,000	-
		Recognised in net assets, settlement of liabilities	10.2.1b	1,000,000	500,000
Gross share-based payments				4,452,376	880,000

10.2 Share-based payment arrangements in effect during the half-year

10.2.1 Issued during the current half-year

- a. Lead manager services were provided in connection with the capital raising and were contractually based on a fee of 6% of proceeds raised, equating to \$150,000. In accordance with AASB 2 Share-based Payment, where services received from non-employees can be reliably measured, the transaction is measured based on the fair value of the services received. Accordingly, the equity instruments issued to the lead manager have been measured at \$150,000, being the fair value of the services provided. The transaction value has been recognised as a cost of raising capital and recorded in equity in accordance with AASB 132 *Financial Instruments: Presentation*.

Notes to the condensed consolidated financial statements
 for the half-year ended 31 December 2025

Note 10 Share-based payments (cont.)

10.2 Share-based payment arrangements in effect during the half-year (cont.)

- b. During the period, the Company settled KMP liabilities totalling \$1,000,000 through the issue of ordinary shares with free-attaching options (\$800,000 – Peter Malone; \$200,000 – Leo Fung). The transaction was accounted for as an extinguishment of financial liabilities in accordance with AASB 9 *Financial Instruments* and IFRIC 19 *Extinguishing Financial Liabilities with Equity Instruments*, with the liabilities derecognised at their carrying amount.

In accordance with IFRIC 19, the equity instruments issued (being both shares and options) were measured at their fair value at the date of extinguishment. The fair value of the shares was determined based on the Company's quoted market price at that date (\$0.006 per share), and the fair value of the options was determined using an option pricing model. The combined fair value of the shares and options represents the total consideration for the extinguishment of the liabilities.

The Notice of Meeting disclosed a deemed issue price of \$0.002 per share, reflecting the commercial terms of the arrangement at the time it was negotiated. However, for accounting purposes, the equity instruments were required to be measured at fair value at the extinguishment date, when the Company's share price was higher. The deemed issue price does not represent fair value under AASB 13 *Fair Value Measurement*.

Accordingly, the difference between the carrying amount of the liabilities extinguished (\$1,000,000) and the fair value of the equity instruments issued (comprising shares of \$3,000,000 and options of \$1,302,376) resulted in a loss of \$3,300,592, recognised in profit or loss in accordance with AASB 9 and IFRIC 19.

The options valued and issued on terms as detailed in the following and valued in accordance with 10.3.

10.3 Fair value of rights granted during the year

Methodology	Black Scholes
Grant date / issue date:	12.12.25
Exercise price	\$0.006
Grant date price:	\$0.006
Risk free rate	4.116%
Volatility	170%
Number of options issued:	250,000,000
Expiry date	3 years
Value per right	\$0.00521

Fair values

Total fair value	\$1,302,376
Recognised in the year	\$1,302,376

Note 11 Operating segments

11.1 Identification of reportable segments

The Group operates in the biotechnology sector, focused on developing its proprietary SE Formula™ technology. Based on internal reports reviewed by the Board for resource allocation, management has determined that the Group has a single operating segment in both the current and comparative periods.

Notes to the condensed consolidated financial statements

for the half-year ended 31 December 2025

Note 12 Statement of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the periods presented, unless otherwise stated.

12.1 Basis of preparation

12.1.1 Reporting Entity

Skin Elements Limited (**Skin Elements or the Company**) is a listed public company limited by shares, domiciled, and incorporated in Australia. These are the consolidated financial statements and notes of Skin Elements and controlled entities (collectively **the Group**). The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity. The Group is a for-profit entity and is primarily involved in research and development of proprietary biotechnology.

The separate financial statements of Skin Elements, as the parent entity, have not been presented with this financial report as permitted by the *Corporations Act 2001* (Cth).

12.1.2 Basis of accounting

The half-year financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* (Cth) and AASB 134 *Interim Financial Reporting*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*. The half-year report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the most recent annual financial report.

The financial statements were authorised for issue on 27 February 2026 the Directors of the Company.

12.1.3 Going Concern

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

The Group incurred a loss for the half-year of \$4,010,205 (31 December 2024: \$1,206,091 loss); operating activities produced net cash out-flow of \$1,105,066 (31 December 2024: \$483,051 in-flow). As at 31 December 2025, the Group has working capital of \$1,575,095 (30 June 2025: \$1,944,428 working capital deficit).

The ability of the Group to continue as a going concern is dependent on the Group securing additional debt and/or equity funding and/or generating profits from its normal course of business.

These conditions indicate the existence of a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors have prepared a cash flow forecast, which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12-month period from the date of signing this financial report.

Based on the cash flow forecasts and other factors referred to above, the Directors are confident that there will be sufficient funds for the Group to meet its obligations and liabilities and are satisfied that the going concern basis of preparation is appropriate.

Should the Group be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debts as and when they fall due.

12.1.4 Comparative figures

Where required by accounting standards comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements is presented.



Notes to the condensed consolidated financial statements

for the half-year ended 31 December 2025

Note 12 Statement of material accounting policies

12.2 Use of estimates and judgments

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Judgements made by management in the application of AASBs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 12.2.1.

12.2.1 Critical Accounting Estimates and Judgments

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

- a. *Key estimate – Impairment of intangibles* Refer note 4.1 *Intangible assets*.
- b. *Key estimate – Share-based payments* Refer note 10 *Share-based payments*.

12.3 New Accounting Standards and Interpretations not yet mandatory or early adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2025 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

12.4 Rounding of amounts

The amounts contained in these financial statements have been rounded to the nearest dollar under the option available to the Group under Australian Securities and Investments Commission (ASIC) Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 dated 24 March 2016.



Directors' declaration

The Directors of the Company declare that in the Directors' opinion:

1. The attached financial statements and notes, as set out on pages 8 to 22, are in accordance with the *Corporations Act 2001* (Cth) including:
 - (a) comply with Accounting Standard AASB 134: *Interim Financial Reporting*; and
 - (b) giving a true and fair view of the consolidated entity's financial position as at 31 December 2025 and of its performance for the financial year ended on that date
2. Subject to the matters disclosed in note 12.1.3, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is signed in accordance with a resolution of the Directors made pursuant to section 303(5) of the *Corporations Act 2001* (Cth).

On behalf of the Directors



DR PETER MALONE

Chairman and Chief Executive Officer

Dated this Friday, 27 February 2026



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INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Skin Elements Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Skin Elements Limited (the Company) and its subsidiaries (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 half-year ended on that date, material accounting policy information and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply 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 half-year ended on that date; and
- ii. Complying with Accounting Standard AASB 134 *Interim Financial Reporting and the Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review 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 the audit of the annual 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 the same terms if given to the directors as at the time of this auditor's review report.

Material uncertainty relating to going concern

We draw attention to Note 12.1.3 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

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Responsibility of the directors for the financial report

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

Auditor's responsibility for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2025 and its financial performance for the half-year ended on that date and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

BDO Audit Pty Ltd

A handwritten signature in black ink that reads 'BDO'.

A handwritten signature in black ink that reads 'Jeremy Watkins'.

Jeremy Watkins

Director

Perth, 27 February 2026



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