

# OpenLearning Limited ABN 18 635 890 390 and Controlled Entities

## Financial report for the year ended 31 December 2025

### APPENDIX 4E – PRELIMINARY FINAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

#### Results for Announcement to the Market

Key Information	2025 \$	2024 \$	Inc / (Dec) %
Revenue from ordinary activities	3,182,221	2,283,531	39.4
Revenue comprises of the following:			
Platform SaaS fees	2,650,650	2,144,727	23.6
Marketplace sales	1,651,910	1,549,429	6.6
Services sales	162,686	10,888	1,349.2
Gross sales	4,465,246	3,705,044	20.5
Less: Sharing of revenue with course Creators	(1,283,025)	(1,421,513)	(9.7)
Revenue	3,182,221	2,283,531	39.4
Non-cash items:			
Annual leave expense	(90,740)	42,799	(312.0)
Long service leave expense	(95,945)	(77,219)	24.3
Share-based payment	(132,446)	(44,684)	196.4
Depreciation and amortisation	(560,525)	(453,957)	23.5
Provision for doubtful debt	(6,808)	5,316	(228.1)
Finance expense	(67,930)	(112,110)	(39.4)
Loss after tax from ordinary activities attributable to owners	(4,096,692)	(2,851,622)	43.7
Net loss attributable to owners	(4,096,692)	(2,851,622)	43.7

#### Losses per share

	2025 cents	2024 cents
Basic losses per share	(1.43)	(0.80)
Diluted losses per share	(1.43)	(0.80)

#### Dividends

No dividends have been paid during the year and the Company does not propose to pay any final dividends.

## Commentary on the Results for the Year

FY2025 was a year of clear acceleration for OpenLearning. The Company delivered improving SaaS growth, expanded internationally, secured over \$3.6 million in new contract value, and deepened AI integration across its platform.

### Building a Virtuous Cycle Across Learning, Marketplace and Talent

OpenLearning's strategic differentiation lies both in its innovative learning management system (LMS) and the compounding network effects it is building across its integrated platform. The Company is deliberately constructing a virtuous cycle that connects education providers, learners and employers:

- Institutions use the **OpenLearning LMS** to design, deliver and manage courses, reducing operational cost through AI-powered course building, content generation, AI assessment and automated facilitation.
- Courses are published to the **OpenLearning Marketplace** and the Company's network of portals (OpenLearning.com, TheUniGuide.com.au), attracting learners who generate enrolments, data and reputation for partner institutions.
- Learners build **digital portfolios** that capture their verified skills and credentials from every course they complete. As the portfolio network grows, it becomes increasingly valuable to both learners seeking employment and employers seeking skilled candidates.
- The planned **Talent Search** feature will enable employers to search and connect with learners directly through the platform, creating a revenue opportunity and completing the education-to-employment loop. This transforms OpenLearning from an LMS into a lifelong learning and career platform with structural network effects.

With over 5 million learners having passed through the platform and 250+ active B2B customers in 19 countries, OpenLearning already has the user base and institutional relationships to accelerate this flywheel. Each new institution adds learners; each learner builds a portfolio; and the future talent marketplace rewards both learners and institutions for their engagement on the platform.

### The OpenLearning Platform

OpenLearning is an AI-powered learning management system (LMS) and lifelong learning platform offered to education providers on a SaaS model. The platform enables institutions to manage all aspects of online, blended and on-campus learning — from course design and content authoring through to delivery, assessment, student portfolios and programme management.

The Company primarily derives revenue from five complementary products:

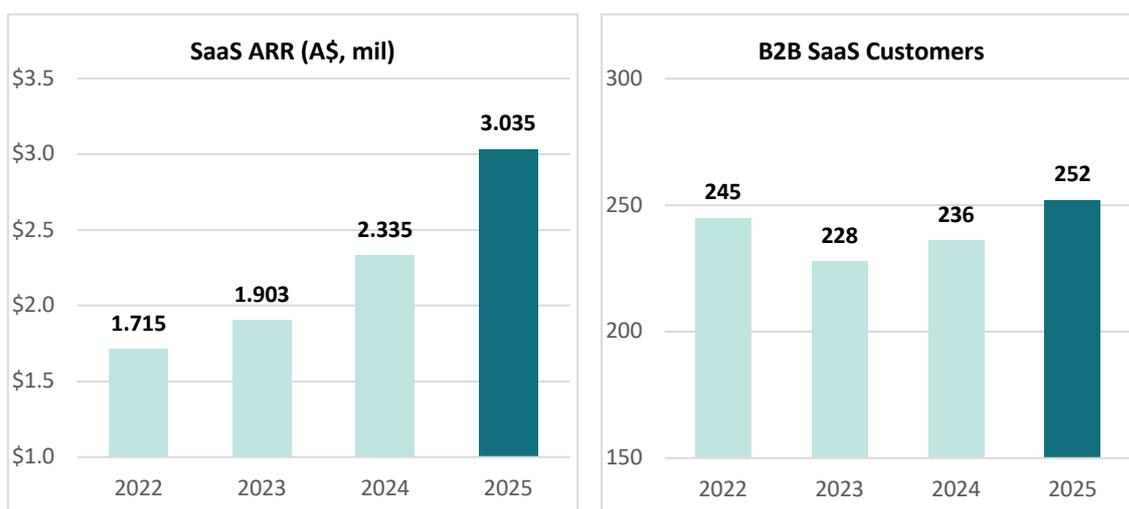
- **OpenLearning LMS** — the flagship, end-to-end AI-powered platform for education providers to create, market, deliver and manage all types of courses, micro-credentials and online degrees.
- **OpenLearning Marketplace** — a global network of education marketplaces including OpenLearning.com, TheUniGuide.com.au and PostGradAustralia.com.au, attracting close to 1 million visitors per year and generating enrolment, discovery and student recruitment opportunities.
- **Biomedical Education and Skills Training (BEST) Network** – An image-based teaching tool and virtual microscopy solution for biomedical education at leading medical schools.
- **CourseMagic** — a suite of AI-powered instructional design tools for educators that works with any LMS, used as a lead generation and land-and-expand tool across institutions on other platforms.
- **Employability Advantage** — a suite of work-readiness tools including short courses, live bootcamps and workplace simulation projects, connecting learners to employment pathways.

OpenLearning's pricing model is primarily based on the number of learners at an institution rather than the number of educators, allowing revenue to grow with the scale of an institution rather than the number of employees.

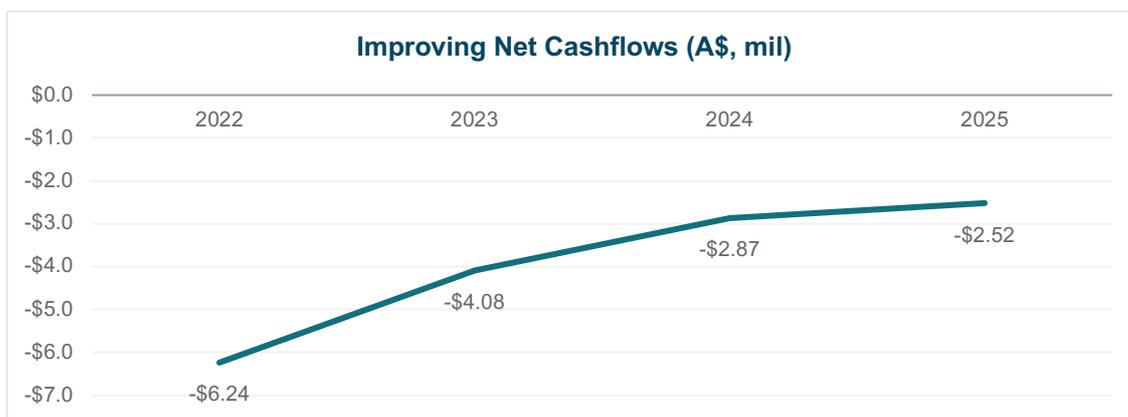
### SaaS Revenue Growth and ARR Acceleration

Platform SaaS ARR growth accelerated to 30% YoY in Q4 FY25, the 16th consecutive quarter of growth. Key metrics:

- SaaS ARR reached **\$3.035 million** as of 31 December 2025, up 30% YoY (from 23% at end of FY2024).
- Average SaaS ARR per B2B customer exceeded **\$12,000** for the first time (from ~\$9,767 at end of FY2024), reflecting the deliberate shift to larger, higher-value institutional LMS contracts.
- Total SaaS cash receipts grew **37% to \$3.136 million** for FY25, compared to \$2.293 million in FY2024.
- The Company ended FY2025 with 252 active B2B SaaS customers in 19 countries. In line with its strategy to focus on larger institutional contracts, the Company phased out lower-priced plans for smaller providers during the year, resulting in some lower-end churn while freeing resources to deliver greater value to institutional clients.



In FY2024, the Company capitalised circa \$0.672 million in platform development, which was recognised in investing activities (not the P&L), thereby reducing the reported operating loss in that year. Adjusting for this change, total cash outflows decreased from approximately \$2.87 million in FY2024 to \$2.518 million in FY2025, reflecting continued improvement in operating leverage and the growing efficiency of the business.



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\* Note: Cash outflows include operating cash outflows and outflows from investment in technology for consistency across periods. Figures are from OLL's quarterly reports and appendix 4C.

The reported loss after tax increased to \$(4.097) million in FY2025 from \$(2.852) million in FY2024. This increase reflects a change in accounting policy: from 1 January 2025, the Company ceased capitalising platform software development costs and expenses all such investment in the period incurred.

### **LMS Strategy and \$3.6 Million in New SaaS Contracts**

OpenLearning signed over \$3.6 million in total new SaaS contract value during FY2025, representing a significant increase over prior years. Key contracts included:

- **Philippines** — over \$2 million in new contracts since May 2025, including National University (US\$400k, 5 years), University of the Philippines Manila (top-ranked public university), CIT University (A\$340k, 5 years), Systems Plus College Foundation (A\$150k, 5 years), and UMP Indonesia (A\$175k, 5 years). A reseller agreement with CE Logic / C&E Publishing, a leading publisher in the Philippines with over 1,000 universities and colleges customers nationwide.
- **Malaysia** — land-and-expand across 40%+ of Malaysian universities, with long-standing partners beginning campus-wide LMS adoption beyond micro-credentials. New customers added across higher education, government and corporate sectors.
- **New markets** — reseller agreements in Brazil, Vietnam and Africa (Field Ready, US\$240k, 3 years); first SaaS contracts signed in the UAE; Gujarat University India completed a 4,000-student LMS pilot; enterprise market entry in Australia via Elcom Technology.

### **AI Tools as a Core Platform Differentiator**

Usage of OpenLearning's AI tools grew by over 150% throughout FY2025 and is now a key selling point in new institutional sales. AI capabilities released or expanded during the year included:

- **AI Course Builder and AI Assistant** — streamlining course design, content authoring, activity creation and student facilitation.
- AI quiz and question bank generation, AI rubric creation, and file-based content generation.
- **AI feedback and facilitation tools**, which provide contextual feedback on student assessments and course discussions.
- Course migration tools reducing the switching cost from Canvas and Moodle, adopted by multiple universities in the Philippines during FY2025.

Importantly, OpenLearning's AI is natively embedded across the institutional workflow — not a standalone tool layer. Universities that trialed standalone AI tools increasingly preferred a comprehensive LMS with AI built in. As a result, OpenLearning has accelerated AI development within its core LMS platform, ensuring that generative AI capabilities remain integral differentiators at the point of institutional procurement.

### **Disrupting Incumbent LMS Providers**

Incumbent LMS providers (Canvas, Moodle, Blackboard) were designed for a pre-AI era and carry the cost and complexity of that legacy architecture. OpenLearning competes directly for LMS displacement by offering:

- A modern, AI-native all-in-one platform combining course creation, delivery, assessment, marketplace, portfolios and AI tooling in a single subscription at a lower cost than assembling equivalent point solutions.
- Outcome-based education (OBE) and usage-based pricing that align costs with institutional scale and results, especially in emerging markets.

- Course migration tools that reduce switching cost from Canvas and Moodle, as demonstrated by multiple Filipino universities that transitioned to OpenLearning during FY2025.

### Capital Raise and Balance Sheet Strengthening

In October 2025, the Company completed a \$2.6 million equity placement at 2.2 cents per share (1% discount to 15-day VWAP), including \$1.25 million from ECA, its largest shareholder. All outstanding debt owed to ECA was subsequently converted into equity in December 2025. The Company closed FY2025 with **\$2.094 million in cash** and is targeting cash flow breakeven by early 2027.

### Key Business Risks and Mitigation Strategies

As part of the Operating and Financial Review, the Group has identified material business risks that could impact its financial performance, position, and prospects. These risks are actively monitored by management and the Board, with mitigation strategies in place where possible. The key business risks are outlined below:

Risk	Overview	Mitigation Strategies
Customer Retention & Growth	Risk that education providers or learners may not renew subscriptions or expand usage, impacting recurring revenue.	Enhance platform functionality (including AI tools), increase average revenue per SaaS customer, strengthen client success operations, expand into new markets, and integrate LMS with partner systems.
Technology & Platform Stability	Risk of platform errors, downtime, or data breaches leading to reputational damage and customer loss.	Maintain agile development, invest in fault-tolerant architecture, conduct regular security audits, and continually update the platform to meet demand.
Data Privacy & Cyber Security	Risk of non-compliance with data protection laws or data breaches involving personal data.	Align policies with relevant privacy laws, use advanced security features, maintain strict access controls, engage third-party audits, and implement an incident response plan.
SaaS Dependency	Reliance on third-party cloud infrastructure could lead to increased costs or service disruptions.	Diversify service providers, monitor vendor SLAs, maintain backup hosting plans, and adopt modular architecture.
Competition	Larger or better-resourced competitors could impact market share and revenue.	Invest in AI innovation, focus on niche markets, leverage strategic partnerships, and maintain competitive pricing.
Capital Requirements	Additional capital may be required to fund growth, leading to potential dilution or debt obligations.	Align capital raising with milestones, manage costs, and explore alternative funding sources.
Marketing & Sales Execution	Ineffective execution could reduce customer acquisition and brand awareness.	Appoint dedicated revenue leadership, use data-driven marketing, launch targeted campaigns, and partner with agents/resellers.

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International Operations	Operating in multiple jurisdictions introduces regulatory, FX, and cultural risks.	Maintain regional hubs, adapt offerings to local needs, build local partnerships, and monitor compliance risks.
Key Personnel Dependency	Loss of key staff could affect continuity and execution.	Offer equity incentives, cross-train leaders, and support flexible work arrangements.
Product Innovation	Failure to keep pace with customer and technological change could affect competitiveness.	Maintain agile development cycles, invest in AI features, prioritise productivity enhancements, and monitor competitor activity.
Economic Conditions / Consumer Spending	Economic downturns could reduce education demand.	Diversify client base, provide cost-competitive solutions, and regularly review costs in line with conditions.

The Group continually reviews and updates its risk management framework to ensure it remains responsive to changing market conditions and operational requirements.

#### **Outlook**

The Company enters FY2026 with accelerating SaaS ARR, a strengthened balance sheet, distributors in place across the Philippines, Brazil, UAE and Africa, and a growing pipeline of institutional LMS opportunities. With a modern AI-native platform, a scalable usage-based SaaS model, and the foundations of a virtuous learning-marketplace-talent cycle, OpenLearning is well positioned to convert its pipeline into multi-year contracts and displace incumbent LMS providers across its target markets.

**Statement of Profit or Loss and Other Comprehensive Income with Notes to the Statement**

Refer to the 31 December 2025 financial statements and accompanying notes for OpenLearning Limited.

**Statement of Financial Position with Notes to the Statement**

Refer to the 31 December 2025 financial statements and accompanying notes for OpenLearning Limited.

**Statement of Cash Flows with Notes to the Statement**

Refer to the 31 December 2025 financial statements and accompanying notes for OpenLearning Limited.

**Statement of Retained Earnings Showing Movements**

Refer to the 31 December 2025 financial statements and accompanying notes for OpenLearning Limited.

**Net Tangible Assets per share**

	<b>2025</b>	<b>2024</b>
	<b>\$/share</b>	<b>\$/share</b>
Net tangible assets per share	(0.001)	(0.006)

**Control Gained or Lost over Entities in the Year**

There were no acquisition or disposal of controlled entities during FY2025.

**Investment in Associates and Joint Ventures**

The Group does not have investment in Associates and Joint Ventures.

**Status of Audit**

This report is based on accounts which are in the process of being audited. The Audited Annual Report is expected to be released by 31 March 2026.

Authorised by the Board of Directors

27 February 2026

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**Consolidated statement of profit or loss and other comprehensive income  
For the financial year ended 31 December 2025**

	Note	2025 \$	2024 \$
Revenue	2	3,182,221	2,283,531
Other income	3	4,425	59,803
<b>Items of expense</b>			
Web-hosting and other direct costs		(818,813)	(711,433)
Employee benefits expense		(3,617,745)	(2,293,977)
Depreciation and amortisation		(560,525)	(453,957)
Promotional and advertising		(245,111)	(210,113)
Professional services		(1,040,406)	(662,434)
General and administrative costs		(870,456)	(653,703)
		<u>(3,966,510)</u>	<u>(2,642,283)</u>
Capital Loss		—	—
Impairment Loss		—	—
Retrenchment Costs		(43,656)	(90,685)
Finance income		440	864
Finance expenses		(98,042)	(61,102)
		<u>(4,096,692)</u>	<u>(2,851,622)</u>
<b>Loss before tax</b>	4	(4,096,692)	(2,851,622)
Income tax	5	—	—
		<u>(4,096,692)</u>	<u>(2,851,622)</u>
<b>Loss for the year</b>		<u>(4,096,692)</u>	<u>(2,851,622)</u>
<b>Other comprehensive income:</b>			
<b><i>Item that may be reclassified subsequently to profit or loss:</i></b>			
Exchange differences on translating foreign operations		(8,020)	20,852
		<u>(8,020)</u>	<u>20,852</u>
<b>Total comprehensive loss for the year</b>		<u>(4,104,712)</u>	<u>(2,830,770)</u>
<b>Loss for the year attributable to:</b>			
Owners of the Company		(4,096,692)	(2,851,622)
		<u>(4,096,692)</u>	<u>(2,851,622)</u>
<b>Total comprehensive loss attributable to:</b>			
Owners of the Company		(4,104,712)	(2,830,770)
		<u>(4,104,712)</u>	<u>(2,830,770)</u>
<b>Losses per share attributable to owners of the Company</b>			
Basic losses per share (cents)	6	(1.43)	(0.80)
Diluted losses per share (cents)	6	(1.43)	(0.80)

*This statement should be read in conjunction with the notes to the financial statements.*

**OpenLearning Limited and Controlled Entities  
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**Consolidated statement of financial position  
As at 31 December 2025**

	Note	2025 \$	2024 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Trade and other receivables		707,804	157,267
Prepayments		148,567	150,899
Cash and cash equivalents	7	2,094,594	953,164
		2,950,965	1,261,330
<b>Non-current assets</b>			
Furniture, fittings and equipment		22,923	32,499
Intangible assets		1,556,385	2,096,831
		1,579,308	2,129,330
<b>Total assets</b>		4,530,273	3,290,060
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables		1,009,157	705,524
Provisions		635,763	470,797
Deferred revenue		1,741,786	896,486
		3,386,706	2,072,807
<b>Non-current liabilities</b>			
Borrowings		–	2,058,694
Provisions		68,859	–
		68,859	2,058,694
<b>Total liabilities</b>		3,455,565	4,131,501
<b>Net assets / (liabilities)</b>		1,074,708	(740,841)
<b>EQUITY</b>			
<b>Equity attributable to the owners of the Company</b>			
Share capital	8	46,095,164	40,307,349
Accumulated losses		(46,892,484)	(42,795,792)
Reserves	9	1,872,028	1,747,602
<b>Total equity / (deficit)</b>		1,074,708	(740,841)

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*This statement should be read in conjunction with the notes to the financial statements.*

**Consolidated statement of changes in equity**  
**For the financial year ended 31 December 2025**

	<b>Share Capital (Note 8)</b>	<b>Reserves (Note 9)</b>	<b>Accumulated Losses</b>	<b>Total</b>
	\$	\$	\$	\$
<b>Opening balance at 1 January 2025</b>	40,307,349	1,747,602	(42,795,792)	(740,841)
<b>Loss for the year</b>	–	–	(4,096,692)	(4,096,692)
<u>Other comprehensive income</u>				
Foreign currency translation, representing total other comprehensive loss for the year	–	(8,020)	–	(8,020)
<b>Total comprehensive loss for the year</b>	–	(8,020)	(4,096,692)	(4,104,712)
Issuance of ordinary shares :				
- new ordinary shares	2,753,036	–	–	2,753,036
- debt conversion	3,126,642	–	–	3,126,642
Equity issuance costs	(91,845)	–	–	(91,845)
Share-based payment	–	132,446	–	132,446
<b>Closing balance at 31 December 2025</b>	46,095,182	1,872,028	(46,892,484)	1,074,708

*This statement should be read in conjunction with the notes to the financial statements.*

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**Consolidated statement of changes in equity  
For the financial year ended 31 December 2025**

	<b>Share Capital (Note 8)</b>	<b>Reserves (Note 9)</b>	<b>Accumulated Losses</b>	<b>Total</b>
	\$	\$	\$	\$
<b>Opening balance at 1 January 2025</b>	36,263,511	1,719,932	(39,994,037)	(2,010,594)
<b>Loss for the year</b>	–	–	(2,851,622)	(2,851,622)
<u>Other comprehensive income</u>				
Foreign currency translation, representing total other comprehensive loss for the year	–	20,852	–	20,852
<b>Total comprehensive loss for the year</b>	–	20,852	(2,851,622)	(2,830,770)
Issuance of ordinary shares :				
- new ordinary shares	4,117,293	–	–	4,117,293
Equity issuance costs	(73,455)	–	–	(73,455)
Transfer of fair value of expired Options	–	(1,367)	(1,367)	–
Transfer of fair value of lapsed performance rights	–	(48,500)	48,500	–
Share-based payment	–	44,685	–	44,684
Issuance of unquoted options	–	6,000	–	6,000
<b>Closing balance at 31 December 2024</b>	<b>40,307,349</b>	<b>1,747,602</b>	<b>(42,795,792)</b>	<b>(740,841)</b>

*This statement should be read in conjunction with the notes to the financial statements.*

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**Consolidated statement of cash flows  
For the financial year ended 31 December 2025**

	Note	2025 \$	2024 \$
<b>Operating activities</b>			
Receipts from customers		4,892,798	3,908,061
Payments to suppliers and employees		(7,408,379)	(6,089,261)
Proceeds from other income		(4,202)	28,812
<b>Net cash flows used in operating activities</b>	10	<u>(2,519,783)</u>	<u>(2,152,388)</u>
<b>Investing activities</b>			
Purchase of furniture, fittings and equipment, net of disposal		(2,744)	(10,456)
Purchase of intangible assets		(1)	(945,672)
<b>Net cash flows used in investing activities</b>		<u>(2,745)</u>	<u>(956,128)</u>
<b>Financing activities</b>			
Proceeds from issuance of equity shares		2,661,737	951,846
Proceeds from borrowing		1,000,000	2,000,000
<b>Net cash flows generated from financing activities</b>		<u>3,661,737</u>	<u>2,951,846</u>
<b>Net (decrease) / increase in cash and cash equivalents</b>		1,139,209	(156,670)
<b>Effect of exchange rate changes on cash and cash equivalents</b>		2,221	6,416
<b>Cash and cash equivalents at beginning of the year</b>		953,164	1,103,418
<b>Cash and cash equivalents at end of the year</b>	7	<u><u>2,094,594</u></u>	<u><u>953,164</u></u>

*This statement should be read in conjunction with the notes to the financial statements.*

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**Notes to the financial statements – 31 December 2025**

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The consolidated financial statements and notes represent those of OpenLearning Limited (the “Company”) and its controlled entities (the “Group”). OpenLearning Limited is a listed public company, incorporated and domiciled in Australia.

**1. Summary of significant accounting policies**

**1.1 Basis of preparation**

These general purpose consolidated financial statements have been prepared in accordance with the Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

**1.2 Going concern**

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

The Group incurred a net loss for the year of \$4,096,692 (2024: \$2,851,622) and net operating cash outflows of \$2,519,783 (2024: \$2,152,388). As at 31 December 2025 the Group had accumulated losses of \$46,892,484 (31 December 2024: \$42,795,792).

As at 31 December 2025, the Group has net current liabilities of \$435,741 (31 December 2024: \$811,477) and cash and cash equivalents of \$2,094,594 (31 December 2024: \$953,164).

The Group has prepared a cashflow forecast for the next 12 months that indicates a risk that the Group may not meet all its payment obligations. However, the directors believe that it is appropriate for the financial statements to be prepared on a going concern basis after consideration of the following factors:

- increasing traction in revenue growth of the Platform Subscription service line with improved gross margins and increasing cash inflow from this service line is expected to reduce cash outflows;
- implementation of cost reduction initiatives in January 2024 to further reduce operating cash outflows were successful with cash outflows declining significantly over the past year;
- active management of discretionary expenditure in line with funds availability; and
- completion of a \$2.6 million equity placement in late 2025 and the conversion of all outstanding debt owed to ECA into equity. These developments reflect strong investor confidence and position the Company well for future capital raising opportunities if necessary.

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**1. Summary of significant accounting policies (cont'd)**

**1.3 Principles of consolidation**

The consolidated financial statements incorporate all of the assets, liabilities and results of the Parent (OpenLearning Limited) and all of the subsidiaries (including any structured entities). Subsidiaries are entities the Parent controls. The Parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 20.

Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Where applicable, equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as “non-controlling interests”. The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary’s net assets on liquidation at either fair value or at the non-controlling interests’ proportionate share of the subsidiary’s net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

The consolidated financial statements of the Group have been prepared in accordance with the pooling of interest method as the Group is a continuation of the existing business of OpenLearning Global Pte Ltd and its subsidiaries. The assets and liabilities of the combining entities are reflected at their carrying amounts as reported in the consolidated financial statements. Any difference between the consideration paid/transferred and the equity acquired is reflected within equity as a common control reserve. The consolidated income statements and consolidated statements of comprehensive income reflect the results of the combining entities for the entire periods under review, irrespective of when the combination took place. Apart from the above, subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

**1.4 Revenue**

Revenue arises from Platform SaaS fees, Program delivery, Marketplace sales and Services sales.

To determine recognition of revenue, the Group: (i) identifies the contract with a customer, (ii) identifies the performance obligations in the contract, (iii) determines the transaction price, (iv) allocates the transaction price to the performance obligations and (v) recognises revenue when or as each performance obligation is satisfied.

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

**(a) Platform SaaS fees**

Revenue from platform SaaS subscription fees is recognised over the period during which customers are granted access to the platform.

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Notes to the financial statements – 31 December 2025

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1. Summary of significant accounting policies (cont'd)

1.4 Revenue (cont'd)

(b) Program delivery

Revenue from program delivery is recognised over the period of the study program.

(c) Marketplace sales

Revenue from marketplace sales is recognised when customers subscribe for the courses and the course is delivered. For courses sold on behalf of third parties, revenue is recognised based on revenue sharing arrangements, if any.

(d) Services sales

Revenue from the provision of services is recognised over time reflecting the progress for the completion of a performance obligation for which the Group has an enforceable right to payment.

Platform SaaS, Program delivery and Services sold to customers in advance, which are yet to be utilised, are recognised initially in the balance sheet as deferred income and released to revenue in line with the above recognition criteria.

1.5 New and Amended Accounting Policies Adopted by the Group

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period.

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

2. Revenue

	Group	
	2025	2024
	\$	\$
Revenue from contracts with customers		
Platform SaaS fees	2,650,650	2,144,727
Marketplace sales	368,885	127,916
Services sales	162,686	10,888
	<hr/>	<hr/>
	3,182,221	2,283,531
	<hr/>	<hr/>

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**Notes to the financial statements – 31 December 2025**

**3. Other income**

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Government grant	–	36,600
Others	4,425	23,203
	<u>4,425</u>	<u>59,803</u>

**4. Loss for the year**

Loss before income tax from continuing operations includes the following specific expenses:

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Web-hosting and other direct costs		
- web-hosting costs	618,511	586,567
- program delivery licence fee	–	4,258
Employee benefits expense		
- share-based payment	132,446	44,684
Depreciation and amortisation		
- depreciation on furniture, fittings and equipment	12,435	11,658
- amortisation of intangible assets	548,090	442,229
Professional services		
- contractors	603,627	328,487
General and administrative costs		
- write-off / loss on disposal of furniture, fittings and equipment	–	(105)
- foreign currency translation losses	22,847	17,052
- impairment of trade receivables	134,172	38,004
- travelling costs	93,075	70,913
	<u>93,075</u>	<u>70,913</u>

**5. Income tax**

There are no income tax expenses for the current and previous financial years as the Group does not have taxable profits.

**6. Losses per share**

Both the basic and diluted losses per share have been calculated by dividing the loss for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

The reconciliation of the weighted average number of ordinary shares for the purposes of calculating the diluted losses per share is as follows:

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**6. Losses per share (cont'd)**

	<b>31 December 2025</b>	<b>31 December 2024</b>
Weighted average number of ordinary shares for basic losses per share computation	782,006,466	482,674,641
Effects of dilution from:		
- share options issued to convertible note holders	–	–
- share options issued to advisors	–	–
Weighted average number of ordinary shares for diluted losses per share computation	782,006,466	482,674,641

**7. Cash and cash equivalents**

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Cash at bank and on hand	2,088,550	944,525
Cash with online payment providers	6,044	8,639
Short-terms deposits placed with banks	–	–
	2,094,594	953,164

**8. Share capital**

	<b>31 December 2025</b>	<b>31 December 2024</b>
	\$	\$
782,006,466 (31 Dec 2024: 482,674,641) fully paid ordinary shares	46,095,164	40,312,803

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Notes to the financial statements – 31 December 2025

8. Share capital (cont'd)

8.1 *Movements in ordinary shares*

	Group			
	2025		2024	
	No. of shares	\$	No. of shares	\$
<b>Issued and fully paid ordinary shares:</b>				
At 1 January	482,674,641	40,312,803	267,869,075	39,179,029
Issuance of shares during the year :				
- placement of shares	214,805,566	4,117,293	214,805,566	4,117,293
- performance right conversion	133,334	–	–	–
- debt conversion	177,457,678	3,126,624	–	–
At 31 December	782,006,466	49,175,983	482,674,641	43,296,322
<b>Equity issuance costs</b>				
At 1 January	–	(2,988,973)	–	(2,915,518)
Costs arising from equity issuance	–	(91,845)	–	(73,455)
At 31 December	–	(3,080,818)	–	(2,988,973)
<b>Total ordinary shares at 31 December</b>	<b>782,006,466</b>	<b>46,095,164</b>	<b>482,674,641</b>	<b>40,312,803</b>

8.2 *Movements in unquoted options over ordinary shares*

Exercise period	Exercise price per share	Number on issue at 1 Jan 2025	Issued / (Lapsed)	Number on issue at 31 Dec 2025
On or before 27 April 2025	\$0.30	1,000,000	(1,000,000)	–
On or before 17 December 2027	\$0.05	5,000,000	–	5,000,000
On or before 28 June 2029	\$0.05	4,000,000	–	4,000,000
Employee Option Plan	–	1,000,000	1,000,000	2,000,000
Total unquoted options		11,000,000	=	11,000,000

\* exercise of the options is subject to escrow periods.

8.3 *Performance rights*

2,000,000 and 4,000,000 performance rights were granted on 9 May 2024 and 28 June 2024, respectively, to key management personnel of the Company. 3,880,000 and 3,650,000 performance rights were granted on 9 May 2024 and 19 July 2024, respectively, to the other staff of the Company. These performance rights are exercisable to 13,530,000 ordinary shares in the Company with Nil consideration over 3 years, vesting in three tranches and expiring five years from the date of allotment. During the financial year 2025, 133,334 of these performance rights were vested and converted, while 1,650,001 of these performance rights were lapsed.

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**8.3 Performance rights (cont'd)**

2,000,000 performance rights were granted on 14 October 2025 to key management personnel of the Company. These performance rights are exercisable to 2,000,000 ordinary shares in the Company with Nil consideration over 3 years, vesting in three tranches and expiring five years from the date of allotment. None of these performance rights vested during the financial year 2025.

**9. Reserves**

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Foreign currency translation reserve	32,421	40,441
Common control reserve	1,650,477	1,650,477
Share-based payment reserve & Other reserve	189,130	52,051
	1,872,028	1,742,969

**10. Cash flow information**

Reconciliation of cash flows from operating activities with loss after income tax:

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Loss after tax	(4,096,692)	(2,851,622)
Non-cash flows in loss for the year:		
Depreciation and amortisation	560,527	453,958
Write-off / Loss on disposal of furniture, fittings and equipment	–	–
Unrealised exchange (gain) / loss	(18,001)	89,349
Gain on lease modification	–	472
Impairment	–	–
Share-based payment	132,446	44,684
Others	67,930	–
Changes in assets and liabilities:		
Decrease / (Increase) in trade and other receivables	(345,362)	324,967
Increase / (Decrease) in trade and other payables	1,179,915	(214,195)
<b>Net cash flows used in operating activities</b>	<b>(2,519,237)</b>	<b>(2,152,388)</b>

Authorised by the Board of Directors

27 February 2026