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blackpearl

COMPOUNDING INTELLIGENCE

Welcome to Blackpearl Group's Annual Report for the Financial Year Ended 31 March 2026. Titled "The Compounding Intelligence," this report reflects a year in which the foundations we have built over more than a decade began to demonstrate their full potential.

The AI economy is reshaping how businesses grow. Roughly $600 billion has been committed globally to foundation models and AI infrastructure. But for the 36 million small and medium-sized businesses in the United States, that capability still lacks a clear commercial pathway. Blackpearl Group is that pathway: vertically integrated across the top five layers of the AI economy, purpose-built for revenue creation in sales, marketing and account management.

In FY26, we more than doubled Annual Recurring Revenue to $26.8 million - 114% year-on-year growth and the Group's strongest result on record. We acquired and integrated B2B Rocket, completed a dual-listing on the ASX, and commissioned a 3rd party benchmark that confirmed what our commercial results have long indicated: the Pearl Engine produces 25 times more A-grade sales records per dollar than leading frontier AI models. The compounding advantage is not a thesis. It is a measured, verifiable fact.

Ad Astra — to the stars.

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Letter from the Chair



Dear Shareholders,

The AI revolution is fully underway, affecting organisations large and small, this is something I have been watching closely for over a decade, first with AI/ML models across big data and now with large scale LLM's.

In the realm of AI models, 'Vertical AI' has emerged as the area where, pound for pound, the most significant defensible revenue generation is occurring. Vertical AI models are trained on proprietary domain data, refined through real commercial outcomes, and embedded so deeply in customer workflows that they compound with every use.

These are companies that take the raw capability of foundation models and wrap it in deep domain expertise, proprietary workflows, and embedded customer success. They do not compete with the large model providers. They sit alongside them, solving specific commercial problems with a precision and cost efficiency that generalist approaches cannot match. Capital markets are recognising this pattern. Vertically specific AI companies across legal, healthcare, voice, and customer service are attracting some of the highest valuations in enterprise technology - not because of their revenue alone, but because of the compounding model assets they are building beneath the surface.

Blackpearl Group has been building exactly this for over a decade.

Long before "vertical AI" had a name, Blackpearl Group was investing in the architecture that defines the category: a proprietary data infrastructure processing billions of signals daily, a model trained on real commercial outcomes across thousands of customers, and a reinforcement learning loop that makes that model more accurate with every campaign it processes. More than NZ$25 million and more than ten years of continuous investment have produced the Pearl Engine - a vertically-specific AI model for sales and marketing, purpose-built to solve one of the most commercially important problems in business: finding the genuine buyers for a given product or service at the moment they are ready to transact.

This is not a company that has pivoted to AI. This is a company whose founding thesis is now being validated by the market - most visible evidence being Blackpearl's recurring revenue growing 114% year-on-year to $26.8 million.

The compounding advantage of the Pearl Engine grows stronger every quarter. Every campaign run through our applications generates outcome data that refines the model. Every customer that renews confirms the model's value. Every new data source enriches the signal set that the model draws from. The dual moat - proprietary data at scale and an outcome-tuned model - widens with use.

We are incredibly excited by the market we're in, the opportunities we've created for ourselves, and what the future has in store for Blackpearl Group.

Thank you for your support.



TIM CROWN
CHAIRMAN, BLACKPEARL GROUP

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Letter from the CEO



Dear Shareholders,

FY26 delivered two things that matter. The first is revenue growth at a scale that exceeded external expectations. The second is measurable proof that the Pearl Engine - our vertically-specific AI model for sales and marketing - materially outperforms generalist alternatives.

Annual recurring revenue grew 114% year-on-year to $26.8 million. Subscription revenue grew 77% to $13.7 million. Our CAC payback period - the time it takes to recover the fully loaded cost of acquiring a new customer - improved to 3.5 months by the end of Q4, a 33% improvement year-on-year and firmly in the best-in-class bracket for our category.

These are strong results by any measure. But I want to be direct about what they represent.

Customers buy from Blackpearl Group because the Pearl Engine delivers better commercial outcomes than the alternatives. The logic is straightforward: if our proprietary models work well, customers succeed. If customers succeed, they stay and grow. If they stay and grow, ARR compounds. Said differently, our ARR growth stems from the effectiveness of our technology.

This year we were able to benchmark the Pearl Engine directly against leading generalist AI models on producing actionable, sales-ready contact data that a go-to-market team can actually use.

The Pearl Engine produced approximately 25 times more usable sales and marketing contacts per dollar spent than the generalist models tested. It generated roughly 10 times the volume of usable contact data, at approximately one-tenth the cost per contact, with materially higher data quality across every metric measured.

This is not a marginal improvement. It is the difference between making sales and not making sales, and it exists because the Pearl Engine has been trained over more than a decade on real commercial outcomes - not general internet data. It knows which combinations of signals produce revenue for specific types of businesses at specific moments.

The benchmark confirms what our customer growth has been demonstrating: vertical-specific AI, trained on proprietary outcome data, delivers results that generalist approaches cannot replicate at comparable cost.

I want to be clear about what this company has built, because the way we have historically described ourselves understates it. Fortunately, the market has now created the category which we firmly align with.

Blackpearl Group is a ‘vertical AI’ company. The Pearl Engine is our core asset. It processes 31 billion data signals daily across more than 330 sources and is trained specifically to solve one commercial problem: finding the genuine buyers for a given product or service at the moment they are ready to transact, and doing so at a cost and speed that generalist approaches cannot match.

Our three applications - Pearl Diver, B2B Rocket, and Bebop - are the infrastructure that trains the model, the proof that the model works, and are standalone revenue generators. They are important. But the enterprise value of this company sits in the Pearl Engine itself, and in the dual moat that protects it: proprietary data at a scale that took a decade and more than NZ$25 million to build, and an outcome-tuned model that improves with every customer campaign it processes.

We are incredibly excited by the market we are in and the position we have built. FY26 proved the model works. FY27 is about showing what that model can return.

Ad Astra.



NICK LISSETTE
CEO, BLACKPEARL GROUP

Who we are

Blackpearl Group is a AI technology company.

Our core asset is the Pearl Engine. The Pearl Engine is powered by our proprietary vertical AI models solving one of the most commercially important problems in business: finding genuine buyers for a given product or service at the moment they are ready to transact.

It does so at a cost and speed that generalist approaches cannot match.

We serve the US small and medium-sized business market: more than 36[1] million businesses that are increasingly unable to rely on broad digital advertising and third-party data to reach genuine buyers.

Our three ventures - Pearl Diver, B2B Rocket, and Bebop - each serve a distinct segment of this market. Together, they generate the outcome data that continuously trains and improves the Pearl Engine. That intelligence is accessible through our direct applications, via partners, APIs, and MCPs - collectively known as Data as a Service (DaaS).

OUR PURPOSE

Empowering business by transforming data into revenue.

OUR MISSION

To break big tech's stranglehold on the lifeblood of business, democratising data for small-to-medium businesses, and creating motivating opportunities

[1]US Small Business Administration, Small Business Profile: United States, 2025.

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FY26 HIGHLIGHTS: Year ended 31 March 2026

114%

ANNUAL RECURRING REVENUE GROWTH

ARR reached $26.8m at 31 March 2026, up from $12.5m in FY25. The strongest full-year result in the Group's history.

25x

PEARL ENGINE VS GENERALIST AI

25 times more A-grade sales records per dollar than leading generalist models. Vertical AI, purpose-built for revenue outcomes.

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$26.8m
ANNUAL RECURRING REVENUE
↑ 114% year-on-year

$13.7m
SUBSCRIPTION REVENUE
↑ 77% year-on-year

69%
GROSS PROFIT MARGIN
Recovering and on track to expand

3.5mo
CAC PAYBACK PERIOD
↓ 33% year-on-year; best-in-class range

$346k
ARR PER EMPLOYEE
↑ 41% year-on-year

4.9%
SAAS REVENUE CHURN
Improved from 5.3% in Q4 FY25

0%
DAAS REVENUE CHURN
Full year; Sticky revenue stream validated.

$9.6m
CASH BALANCE
At 31 March 2026

Figures are in NZD unless otherwise stated · PPT denotes percentage points · 25× benchmark based on 3rd party analysis comparing Pearl Engine output against leading generalist LLM providers on equivalent tasks - see 'The AI Economy' section for methodology.

THE PEARL ENGINE

Finding the right buyer, at the right moment.

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Blackpearl's core asset is the Pearl Engine - technology that solves one of the most commercially important problems in business: finding genuine buyers for a given product or service at the moment they are ready to transact.

It does through finding and ingesting over 31 billion data signals every day from more than 330 first- and second-party sources. Data includes firmographic data, real-time buyer intent, website visitor identification, email engagement, advertising interaction, and proprietary data partnerships.

The data is then processed on an individual customer basis by the Pearl Engine's proprietary vertical AI models. Vertical AI models like the Pearl Engine take foundation models and wrap them in deep domain expertise, proprietary workflows, and embedded customer success - building durable, high-margin businesses that sit alongside OpenAI and Anthropic rather than competing with them.

This combination of unique data and analysis creates stronger revenue-generating opportunities at a lower cost than alternative approaches or foundational models can achieve.

THE OUTCOME EQUATION

The Pearl Engine's models are trained around a single objective: optimising for revenue. The simplified function that governs this is internally known as the Outcome Equation - it identifies real-time coherence between a genuine buyer and the right seller, at the right moment.

$$R = f(V \times Q \times S \times T)$$

REVENUE OUTCOME =
(VOLUME × QUALITY × SUPPLY-SIDE ICP
× TEMPORAL ALIGNMENT)

V
VOLUME

The breadth and depth of data coverage across the addressable market. BPG processes 31 billion signals daily from 330+ sources.

Q
QUALITY

The accuracy, freshness, and completeness of data. B2B data decays at approximately 3% per month. The Pearl Engine refreshes daily.

S
SUPPLY-SIDE ICP

Whether the seller's offering is a genuine match for the buyer, based on real conversion data rather than assumed demographics.

T
TEMPORAL ALIGNMENT

Whether all factors are valid at the precise moment of execution. The Pearl Engine recalculates continuously across 31 billion signals every 24 hours.

Each factor is necessary. None is sufficient alone. The Pearl Engine is the function that optimises across all four, continuously, at the scale of 31 billion signals refreshed every 24 hours.

OUR APPLICATIONS: The key to our strategic advantage

Our three applications, Pearl Diver, B2B Rocket, and Bebop, have value far greater than the revenue they generate.

i

TRAINING INFRASTRUCTURE

Customer use generates the outcome data that trains and improves the Pearl Engine. Pearl Diver produces audience identification and conversion data. B2B Rocket produces outreach effectiveness data. Bebop produces conversation-to-conversion data. Together, they provide full-funnel reinforcement.

ii

PROOF OF MODEL QUALITY

Revenue growth is direct evidence that the model works. 114% ARR growth year-on-year is model validation.

iii

CUSTOMER-LED PRODUCT DEVELOPMENT

Every customer interaction feeds directly back into the Pearl Engine - improving model accuracy, sharpening buyer identification, and informing the product roadmap across all three ventures in real time.

THE DUAL MOAT: Competitive defensibility

The Pearl Engine's competitive defensibility rests on two reinforcing moats. Both matter - but the second is the deeper and more durable advantage.

A competitor must replicate both moats simultaneously. That is the challenge.

"A competitor with excellent data but no outcome-tuned model is a data vendor. A competitor with a sophisticated model but no proprietary data is a wrapper on someone else's inputs. Replicating either moat individually would require years and significant capital."

– NICK LISSETTE, CHIEF EXECUTIVE

→ MOAT ONE

The Data

WIDE · VISIBLE
WIDENING

→ MOAT TWO

The Model

NARROW · DEEP
IMPENETRABLE

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MOAT ONE: The Data

31 billion

DAILY SIGNALS PROCESSED BY THE PEARL ENGINE - FROM 330+ PROPRIETARY SOURCES, REFRESHED CONTINUOUSLY, ACROSS MORE THAN A DECADE OF REAL B2B COMMERCIAL OUTCOMES.

The infrastructure required to ingest, clean, resolve, and enrich 31 billion signals daily has been built over more than a decade, with more than NZ$25million invested in proprietary identity resolution, real-time intent signal processing, and multi-source data fusion.

B2B data decays at approximately 3% per month. Competitors relying on periodic updates cannot match the currency or depth of our signal set.

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MOAT TWO: The Model

25x

MORE A-GRADE SALES RECORDS PER DOLLAR THAN LEADING GENERALIST MODELS — A FUNCTION OF OUTCOME-TRAINED VERTICAL AI, NOT DATA VOLUME ALONE.

The Pearl Engine has been trained on real commercial outcomes across thousands of customers and tens of thousands of campaigns.

Through continuous reinforcement learning, it has learned which specific combinations of data signals produce revenue-generating outcomes for specific types of businesses at specific moments.

A competitor with excellent data but no outcome-tuned model is a data vendor.

A competitor with a sophisticated model but no proprietary data is a wrapper on someone else's inputs.

Replicating either moat individually would require years and significant capital.

Replicating both simultaneously is the challenge that makes Blackpearl Group's position genuinely defensible.

PEARL ENGINE VS LEADING LLMS — BENCHMARK

METRIC	PEARL ENGINE	LLM A	LLM B
A-grade records	100	4	3
Output quality	87.3%	69.3%	70.3%
Cost per quality-record	0.71 cents	3.41 cents	3.72 cents

25x BETTER · 5x CHEAPER

Pearl Engine baseline = 100. Benchmark conducted on equivalent tasks across leading generalist LLM providers. See more details on this methodology note in 'The AI Economy' section.

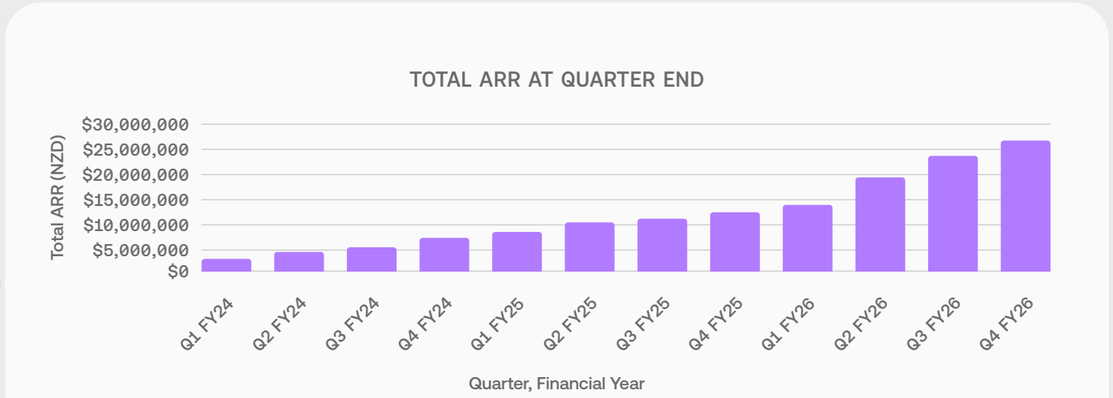
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HOW WE PERFORMED

$26.8m

ANNUAL RECURRING REVENUE 114% INCREASE YEAR-ON-YEAR

ARR reached $26.8 million at 31 March 2026, a 114% increase year-on-year and the Group's strongest full-year result on record. Subscription revenue grew 77% to $13.7 million, reflecting the growing base of contracted customers progressing through onboarding and billing cycles.



ARR growth was strong across all four quarters:

QUARTER	ARR	YOY GROWTH
Q1 FY26 (30 Jun 2025)	$14.0m	↑ 63% YoY
Q2 FY26 (30 Sep 2025)	$19.5m	↑ 87% YoY
Q3 FY26 (31 Dec 2025)	$23.7m	↑ 114% YoY
Q4 FY26 (31 Mar 2026)	$26.8m	↑ 114% YoY

DATA AS A SERVICE

The model monetised

Data as a Service (DaaS) represents a structural evolution in how Blackpearl Group monetises the Pearl Engine.

Rather than accessing the model through a software application, DaaS clients embed Blackpearl's data and intelligence directly into their own revenue-generating operations. In FY26 our DaaS go-to-market was primarily through API's supported by annual contracts and ramp pricing over a 90-day onboarding period. DaaS is an opportunity to earn substantially more recurring revenue per client.

0%

DAAS REVENUE CHURN

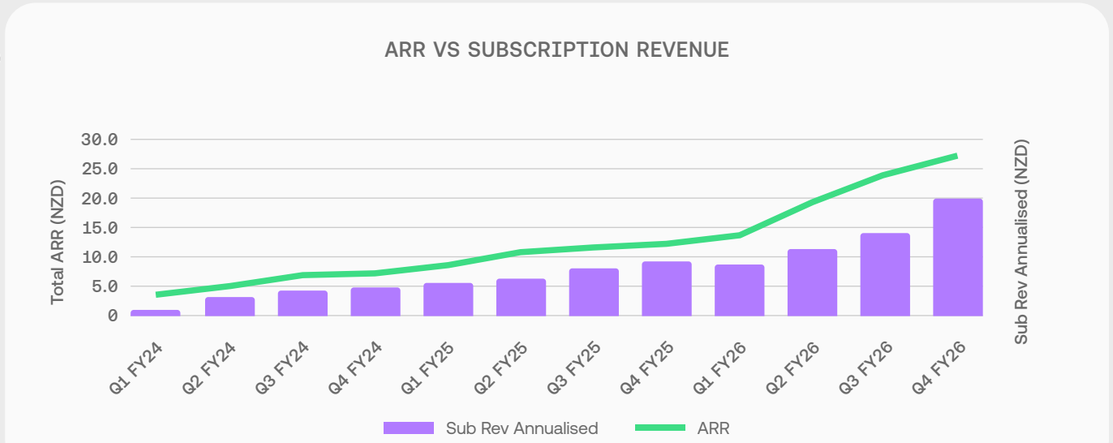
DaaS delivered zero revenue churn for the full financial year. This retention profile is the strongest in the Group's portfolio, and it reflects the depth of integration that DaaS creates: when the Pearl Engine is embedded in a client's core commercial operations, switching carries significant cost.

DaaS clients are naturally sourced through the Pearl Diver and Bebop go-to-market motion and represent a clear upsell pathway from the existing SaaS customer base. As DaaS scales, it raises average revenue per customer and improves the quality of the Group's overall recurring revenue portfolio.

ARR VS SUBSCRIPTION REVENUE

The Gap – and why it closes

ARR: $26.8M · SUBSCRIPTION REVENUE: $13.7M



At 31 March 2026, the Group held $26.8 million in contracted ARR. Subscription revenue recognised during FY26 was $13.7 million. The gap is a timing difference, and is expected to narrow as the contracted base converts into recognised revenue. Three dynamics drove the gap in FY26:

1 **FAST-GROWING ARR LAG**
Customer revenue is counted in ARR at full annualised value from contract initiation, but contribute recognised revenue only for the portion of the year their contract has been active. An average customer signed in the latest twelve months is roughly six months old.

2 **DAAS RAMP PRICING**
DaaS contracts ramped over a 90-day period before reaching full monthly billing. These customer-favourable terms were a deliberate commercial choice to demonstrate the Pearl Engine at scale and build the recurring revenue base.

3 **B2B ROCKET PARTIAL YEAR**
B2B Rocket was acquired in August 2025 and contributed only a partial year of recognised revenue, distinct from its full contribution to ARR from the acquisition date.

With the growth model validated, the Group is shifting commercial settings - shorter ramps, tighter terms, prepayment incentives - and these changes have been tested in validation pilots.

Recognised revenue is expected to track more closely with ARR from FY27.

UNIT ECONOMICS

Improving across every metric

CAC PAYBACK PERIOD	ARR PER EMPLOYEE	GROSS PROFIT MARGIN	SAAS REVENUE CHURN
3.5mo	$346k	68.6%	4.9%
↓ 33% year-on-year	↑ 41% year-on-year	↑ from 67.8% in FY25	↓ from 5.3% in Q4 FY25
Improved from 3.9mo in Q3 FY26	Up from $245k at Q4 FY25	Fixed data costs now locked in	DaaS churn: 0% — full year
Best-in-class: 0–6 months (Bessemer)	Primary indicator of operating leverage	Clear pathway to expansion as revenue scales	Trend driven by higher-value customer mix

HOW WE ACQUIRE CUSTOMERS

BlackPearl Group's GTM motion is built on its own product stack. Pearl Diver identifies high-intent accounts from 31 billion daily signals before they've raised their hand. Bebop prioritises the right contacts and feeds them into outreach across LinkedIn, Meta, Google, and beyond. B2B Rocket qualifies and accelerates pipeline from first contact to closed revenue.

The Pearl Engine powers every step - the same infrastructure we sell to customers, applied to our own acquisition motion.

The result: when we spend on third-party channels, we spend against buyers with demonstrated purchase intent, not broad audiences. That precision brings CAC down.

GROSS MARGIN - WHY IT COMPRESSED

HY26 temporary compression caused by the crossover period between variable and fixed data supply agreements. The crossover is now complete.

GROSS MARGIN - THE PATH FORWARD

Fixed-cost data supply: cost base remains flat while revenue grows. As subscription revenue scales, margin expands mechanically.

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BALANCE SHEET

A platform for the next phase

ALL FIGURES NZD $'000

$9.6m CASH BALANCE AT 31 MARCH 2026. BNZ FACILITY REFINANCED APRIL 2026 – NEW MATURITY MARCH 2028.

ASSETS	FY25	HY26	FY26
Cash & equivalents	6,773	8,953	9,592
Goodwill & intangibles	4,623	22,154	22,467
Other assets	1,819	2,147	3,452
Total assets	**13,215**	**33,254**	**35,511**
LIABILITIES			
Trade & other payables	1,706	2,567	2,115
Loans & borrowings	1,270	5,269	5,263
Deferred Consideration	–		
Other liabilities	1,580	9,742	10,203
Total liabilities	**4,556**	**17,578**	**17,581**
EQUITY			
Equity attributable to owners	8,659	15,676	17,398
Net tangible assets	**8,659**	**15,676**	**17,930**

The Group's goodwill balance reflects the B2B Rocket acquisition ($12.6 million) and the Newoldstamp acquisition ($2.9 million), both integrated into the Group's shared data ecosystem. Intangible assets include capitalised software development and customer relationships acquired through B2B Rocket.

In April 2026, the Group refinanced its NZ$5 million debt facility with BNZ, with the new facility maturing in March 2028. The refinance extends committed non-dilutive funding to support growth and operating capital needs through FY28 subject to continued covenant compliance.

CAPITAL RAISED AND DEPLOYED

$26.9m raised with intention

TWO CAPITAL RAISES · AUGUST AND NOVEMBER 2025

FY26 was the year Blackpearl Group made its structural moves. We raised $26.9 million and deployed it with intention - not to run the business, but to build a fundamentally stronger one.

ONE-OFF STRUCTURAL COSTS	$3.2m	NON-RECURRING
ASX dual-listing & associated costs	**$1.2m**	
Offer costs / capital raise	**$2.0m**	
B2B ROCKET ACQUISITION	**$7.0m**	**NON-RECURRING**
B2B Rocket purchase price	**$6.7m**	
B2B Rocket acquisition costs	**$0.3m**	
PLATFORM INVESTMENT	**$12.4m**	**BUILDS FY27**
Growth investment - GTM, revenue roles	**$6.31m**	
Pearl Engine - infrastructure, supply agreements, development roles	**$6.14m**	
B2B ROCKET INTEGRATION	**$0.5m**	**3.6× PAYBACK**
Tools, systems, duplicate functions consolidated		$1.8m FY27 savings already realised
Total deployed	**$23.2m**	

FY26 OUTCOMES

→

ARR $26.8M – 114% YOY GROWTH

↑ $14.3m additional recurring revenue

→

25× MORE A-GRADE RECORDS PER DOLLAR

vs leading generalist AI models

→

DUAL-LISTED: NZX AND ASX

Broader investor access and improved liquidity

→

BNZ LOAN REFINANCED

Improved balance sheet entering FY27

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THE AI ECONOMY

Vertical integration across the AI stack

Roughly $600 billion[1] has been committed to AI infrastructure - semiconductors, data centres, foundation models. The capability is extraordinary. But for most of the 36 million SMBs[2] in the United States, a clear commercial pathway from that infrastructure to revenue outcomes does not yet exist.

Blackpearl Group is vertically integrated across the top five layers of this economy - specific to its domain expertise in revenue creation for sales and marketing.

WHAT A GENERALIST MODEL LACKS

if NO PROPRIETARY TRAINING CORPUS

Generalist models haven't seen B2B commercial outcomes. They've seen the internet.

if NO REWARD MODEL

They have no way to know if their output actually created revenue. Without a domain-specific reward model, a system can only optimise for plausibility - not outcomes.

if NO CONTINUOUS REINFORCEMENT

They can't learn from what works across customers. The Pearl Engine is continuously refined by real outcomes flowing through its reward model.

if NO IDENTITY RESOLUTION

They can't reliably connect signals to real business entities without a purpose-built identity graph.

if NO TEMPORAL CALIBRATION

They don't know that B2B data decays - and fast. The Pearl Engine is structurally designed to continuously refresh and reweight everything it holds.

WHY VERTICAL INTEGRATION IS THE ANSWER

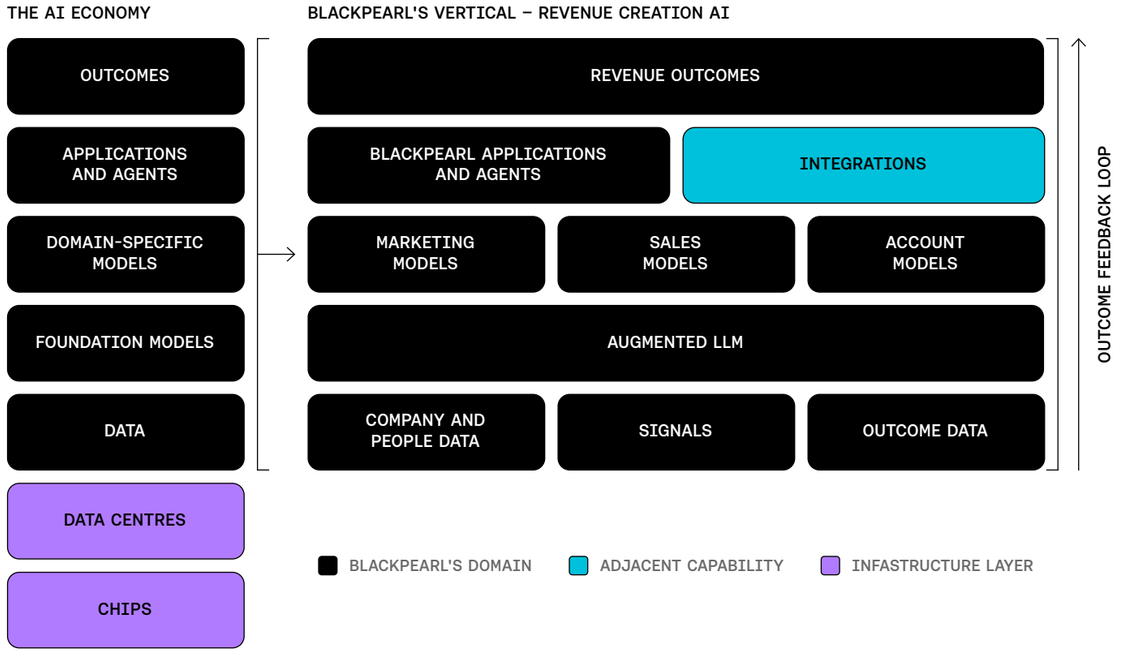
The reason vertical integration matters is the feedback loop.

To train a model that genuinely improves sales and marketing outcomes, you need to see the outcomes. You can only see outcomes if you have applications embedded in live commercial workflows.

You can only embed applications if you have customers - and customers only stay if the model is good.

Each layer enables the next.

THE AI STACK – WHERE BLACKPEARL OPERATES



C$600B INVESTED IN THESE LAYERS

[1] Stanford University Human-Centered Artificial Intelligence, AI Index Report 2026.
[2] US Small Business Administration, Small Business Profile: United States, 2025.

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THE BENCHMARK

Pearl Engine vs leading LLMs

PROTO-GTM BENCH · ANALYSIS · FIVE ICP-BASED TASKS

The same lead-finding challenge was run through the Pearl Engine and two leading frontier agentic models - each given full access to a computer environment including web search, browser usage and terminal tools - across five ideal customer profiles representing real commercial markets.

METRIC	PEARL ENGINE BASELINE	LLM A	LLM B	RELATIVE POSITION
Raw records produced	100	27	12	3.7x vs A / 8.6x vs B
Usable records	100	11	3	9.4x vs A / 30.0x vs B
A-grade records	100	4	3	24.7x vs A / 31.6x vs B
Average adjusted quality	87.3%	69.3%	70.3%	+18.0 pts vs A / +17.0 pts vs B
Cost per quality-record	0.71 cents	3.41 cents	3.72 cents	5.3x cheaper on cost/QRE

Source: Proto-GTM Bench, a 3rd party benchmark across five ideal customer profile (ICP) lead-finding tasks using an expert-authored AGENTS.md instruction file. Pearl Engine record metrics are indexed to 100 as baseline; LLM outputs are expressed relative to that baseline. LLM A and LLM B are leading frontier agentic models run via terminal harnesses with full web, browser and tool access. QRE = quality-record equivalent. Proto-GTM Bench is early benchmark work and represents the first step in Blackpearl's development of a broader GTM Bench framework. Results are preliminary.

THE STANDOUT NUMBERS

Three numbers that summarise the gap between vertical AI purpose-built for GTM and general-purpose agentic search.

25x

MORE A-GRADE RECORDS PER DOLLAR

Versus the leading frontier agentic model on equivalent GTM tasks. A-grade records are those meeting all ICP criteria with verified contact data.

5x

CHEAPER PER QUALITY RECORD

0.71¢ vs 3.41¢ and 3.72¢ per quality-record equivalent. The Pearl Engine produces better output at lower cost - not a trade-off.

+18

PERCENTAGE POINTS - OUTPUT QUALITY

87.3% average adjusted quality versus 69.3% and 70.3% for leading frontier models. Vertical training on commercial outcomes, not general language.

PROTO-GTM BENCH

This benchmark is Blackpearl's first step toward a broader GTM Bench framework - an industry-standard for measuring go-to-market AI on the metrics that matter: lead quality, buyer fit, and GTM retrieval intelligence. Without clear benchmarks, buyers compare demos rather than outcomes.

PATH TO PROFIT: From Growth to Cash

From Growth to Cash

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FY26 was a year of deliberate structural investment. The Group completed two capital raises totalling $26.9 million, acquired and integrated B2B Rocket, achieved a dual-listing on the ASX, and scaled the Pearl Engine to 31 billion daily signals across a materially expanded customer base.

A significant portion of that capital - $10.5 million - was deployed on non-recurring structural costs: the B2B Rocket acquisition, ASX dual-listing costs, and the offer costs associated with the raises. These are non-operational and one-off in nature.

The remainder funded the platform. The result: ARR grew from $12.5 million to $26.8 million - 114% year-on-year. That growth was achieved deliberately. Customer-favourable ramp terms and deferred billing were the right commercial settings for a stage when the priority was demonstrating the Pearl Engine at scale, validating Bebop's product-market fit, and completing the B2B Rocket integration.

With the growth model now validated, those settings are being rebalanced. ARR growth remains a core objective, and the Group will continue to pursue high-quality ARR opportunities. But cash conversion is being raised alongside it as an equal priority. Where the two are in tension, the choices that bring cash forward will be preferred.

In FY27, the Group is executing on five specific levers to deliver this shift.

FIVE LEVERS: FY27 Execution

1

SHORTER RAMP CYCLES

DaaS contracts currently ramp over 90 days before reaching full monthly billing. Reducing this ramp timeline accelerates the conversion of contracted ARR to recognised revenue and improves near-term cash generation.

2

TIGHTER CUSTOMER PROFILES

Applying more disciplined ideal customer profile criteria across all ventures improves customer quality, reduces churn, lowers cost-to-serve, and increases lifetime value. Over the last year we have identified higher-quality customer segments that both require less support and once onboarded are more likely to generate upgrade revenue.

3

POST-ACQUISITION COST OPTIMISATION

The B2B Rocket integration created structural duplicates across customer success and operational functions, that are now being rationalised. These cost reductions are permanent, not cyclical.

4

IMPROVED CASH COLLECTION

Back office process improvements across billing, invoicing, and accounts receivable are accelerating the conversion of contracted revenue to cash receipts.

5

FIXED-COST INFRASTRUCTURE LEVERAGE

The Group's data supply agreement is a fixed annual cost. As revenue scales, the cost base does not. This creates automatic gross margin improvement and is the primary driver of margin expansion expected in FY27 and beyond.

The Group enters FY27 with $26.8m in contracted ARR, $9.6m in cash, and a Pearl Engine that is measurably more capable than it was twelve months ago.

The one-off costs of FY26 are behind it. The levers are in motion. The task now is conversion — of contracted ARR into recognised revenue, of recognised revenue into cash, and of accumulated model capability into compounding commercial returns.

OUR VENTURES

The Group operates three ventures, each serving a distinct segment of the US sales and marketing market - and each contributing to the reinforcement learning loop that continuously improves the Pearl Engine. Together, they provide full-funnel coverage: discovery, outreach, and conversion.

Pearl Diver

BUYER INTENT · AUDIENCE IDENTIFICATION · DAAS

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0%

DaaS revenue churn for the full financial year. All DaaS revenue acquired through Pearl Diver's go-to-market remains.

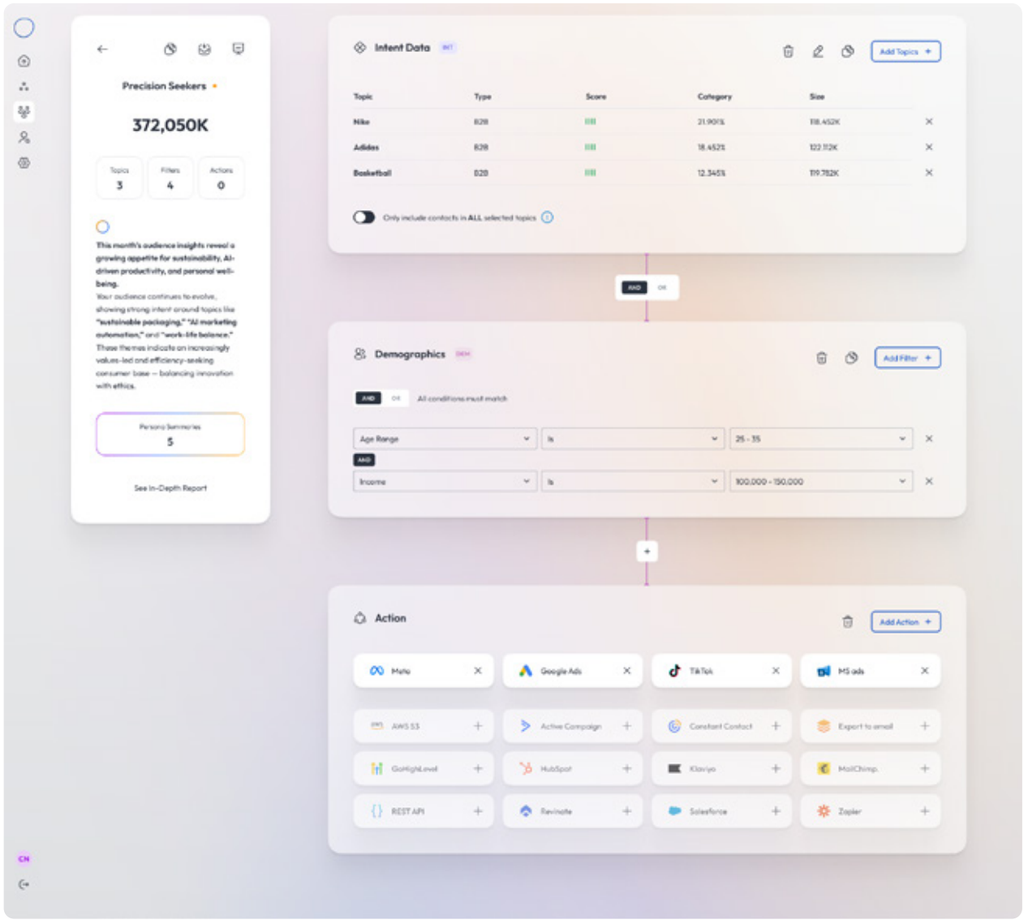
Pearl Diver identifies in-market buyers by surfacing which companies are actively researching a given product or service, and connecting that intent signal to cross-platform campaign execution. It is the Group's most established venture and the primary commercial expression of the Pearl Engine.

In FY26, Pearl Diver continued its transition toward higher-value customer cohorts. Average revenue per customer grew materially year-on-year, driven by the adoption of higher-tier packages and DaaS expansion.

Pearl Diver is the original source of DaaS clients - intent signals that exceed software access naturally convert to annually contracted DaaS partnerships.

Pearl Diver is also the Pearl Engine's largest training data source. Every campaign generates audience identification and conversion data that refines the model's predictive accuracy across the US mid-market.

diver



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OUR VENTURES

B2B Rocket

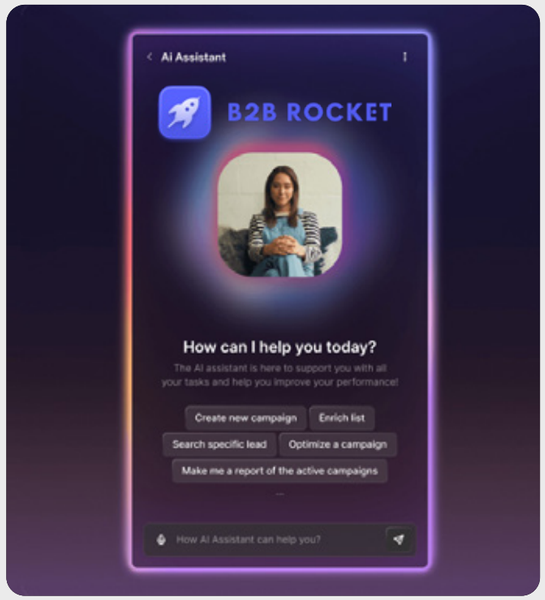
OUTBOUND AUTOMATION · LEAD QUALIFICATION MEETING SCHEDULING

Aug'25

Acquired and integrated into the Group's shared data ecosystem during H2 FY26. Full commercial contribution flows through in FY27.

B2B Rocket automates outbound prospecting, lead qualification, and meeting scheduling for US-based businesses. Acquired in August 2025 and integrated into the Group's shared data ecosystem during H2 FY26, it connects outbound automation directly to the Pearl Engine's buyer identification intelligence - improving lead quality for customers and enriching the model training data flowing back into the engine.

B2B Rocket's annual contract model and company-based pricing align with the Group's objective of building high-quality, durable recurring revenue. Only a partial period was recognised in FY26. The full commercial contribution flows through in FY27. Combined with Bebop - targeting an adjacent segment with complementary technology - cost efficiencies and combined product capability will develop through FY27.



OUR VENTURES

Bebop

AI SALES AGENT · SMB OUTBOUND · CONVERSION INTELLIGENCE

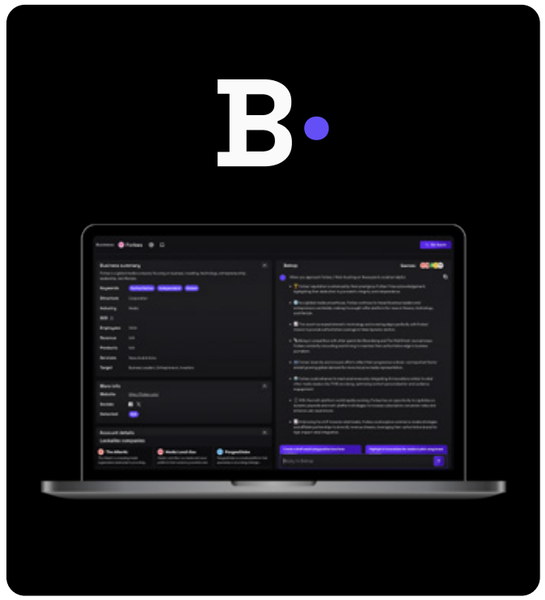
$1.2m

ARR reached in 45 days from launch — twice the ramp speed of Pearl Diver at the same stage. Bebop confirmed product-market fit faster than any prior BPG venture.

Bebop is an AI sales agent purpose-built for small and medium-sized businesses. It generates tailored outbound sales strategies and helps businesses identify and convert new customers using AI-driven insight.

Launched in FY25 and scaled through FY26, Bebop demonstrated strong early product-market fit and confirmed its position within the Group's portfolio. Priced for rapid adoption with a lower entry point than Pearl Diver and minimal onboarding friction, Bebop reaches new segments of the SMB market and generates conversation-to-conversion data that feeds back into the Pearl Engine.

Bebop's scaling in FY26 expanded the diversity of training signals flowing to the Pearl Engine, complementing the audience identification data from Pearl Diver and the outreach effectiveness data from B2B Rocket. Together, the three applications provide full-funnel reinforcement: discovery, outreach, and conversion.



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Our Board

Blackpearl Group's Board combines global technology leadership, institutional investment expertise, deep US market experience, and independent financial governance capability.

Tim Crown

CHAIRMAN
NON-INDEPENDENT NON-EXECUTIVE DIRECTOR
ARIZONA, USA
APPOINTED JANUARY 2020

Tim is the co-founder and current Chairman of Insight Enterprises, a Fortune 500 global IT solutions provider listed on NASDAQ, with more than 10,000 employees across 19 countries and US$9.2 billion in net sales. He brings extensive experience scaling technology businesses and holds leadership roles across multiple US-based growth-stage companies. Tim serves on both the Audit and Risk Committee and the Remuneration Committee.

Nick Lissette

CHIEF EXECUTIVE OFFICER
NON-INDEPENDENT EXECUTIVE DIRECTOR
WELLINGTON, NZ
APPOINTED OCTOBER 2012

Nick is the founder of Blackpearl Group and the architect of the Pearl Engine. With a 20-year career in SaaS and AI, he previously built and exited a successful anti-spam platform before founding Blackpearl in 2012. Nick leads the Group's strategic vision, product direction, and investor engagement, and is a member of the New Zealand Institute of Directors.



Mark Osborne

INDEPENDENT DIRECTOR
CHAIR, AUDIT AND RISK COMMITTEE
NORTHLAND, NZ
APPOINTED NOVEMBER 2022

Mark brings more than 25 years of experience in asset management, governance, and financial policy. He has led major infrastructure and community investment projects across New Zealand and provides independent financial oversight and risk management expertise to the Board. Mark also serves on the Remuneration Committee.

Hugo Fisher

INDEPENDENT DIRECTOR
AUCKLAND, NZ
APPOINTED JULY 2023

Hugo brings deep global experience in institutional investment, private equity, and venture capital across New Zealand, Australia, Asia, and the United States. With a background in equity analysis and investor relations, he offers expertise in growth-stage capital markets and shareholder engagement. Hugo serves on the Audit and Risk Committee and the Remuneration Committee.

Jyllene Miller

INDEPENDENT DIRECTOR
ARIZONA, USA
APPOINTED SEPTEMBER 2024

Jyllene is a strategic operator with more than 25 years of experience in revenue operations, go-to-market strategy, and SaaS leadership. Her career spans senior roles across enterprise technology and sales enablement, directly aligned with Blackpearl Group's US market focus and commercial strategy.

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Our Leadership Team

Blackpearl Group's executive team blends data, technology, marketing, and operations expertise – united by a common goal: to build transformative products that fuel SME growth and deliver shareholder value.



Nick Lissette

CHIEF EXECUTIVE OFFICER
WELLINGTON, NZ

See Board of Directors, page 35.



Sam Daish

CHIEF TECHNOLOGY OFFICER
WELLINGTON, NZ

Sam leads platform architecture, data infrastructure, and R&D across Blackpearl Group's product suite. He brings a deep background in data science and AI engineering, having previously served as Head of Data Innovation at Xero and Head of Enterprise Analytics at Kiwibank. He joined Blackpearl as CTO of Black Pearl Mail in 2022, progressing through roles including Interim CEO of Bebop to Group CTO.



Karen Cargill

CHIEF FINANCIAL OFFICER
& CHIEF GOVERNANCE OFFICER
WELLINGTON, NZ

Karen leads financial strategy and governance across Blackpearl Group. With Blackpearl since 2015, she has built the financial infrastructure behind the Group's venture-led model and shaped customer economics for sustainable scale. A Chartered Accountant of the Institute of Chartered Accountants in England and Wales (ICAEW), she brings a background in external audit and financial reporting.



Tori Colebourne

CHIEF MARKETING OFFICER
AUCKLAND, NZ

Tori leads brand strategy, public relations, and investor communications across Blackpearl Group. She guided the Group through two capital raises totalling $26.9 million in FY26 and leads the definition of the Group's vertical AI category narrative that underpins their growth strategy. Previously Head of Growth at Spark Business Group, she brings experience across SaaS, technology, and FMCG.



Chris Watson

CHIEF DATA OFFICER
WELLINGTON, NZ

Chris leads Blackpearl Group's enterprise data strategy, governance, security, and TechOps, unifying them into a scalable operating model. He drives data monetisation initiatives and oversees global service delivery across Australasia and the United States. With more than 20 years across IT, software development, and infrastructure, he brings the operational depth required to support the Pearl Engine at scale.

FINANCIALS

Corporate Governance Statement

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Blackpearl Group – FY26 Annual Report
Corporate Governance Statement

Strong governance is fundamental to the performance of Blackpearl Group Limited (Blackpearl Group or the Company) and the board of directors (Board) is ultimately responsible for ensuring that Blackpearl Group and its subsidiaries maintain high ethical standards and corporate governance practices.

Statement of compliance

Blackpearl Group is committed to enhancing investor confidence through good corporate governance practice and accountability. This corporate governance statement provides an overview of Blackpearl Group's governance framework and discloses Blackpearl Group's practices in relation to the recommendations contained in the NZX Corporate Governance Code (January 2025) (NZX Code). The information contained in this Corporate Governance Statement has been prepared in accordance with NZX Listing Rule 3.8.1(a) and is current as at 31 March 2026. The Board considers that for the 12 months ended 31 March 2026 (FY26), Blackpearl Group's corporate governance practices and policies have been appropriately aligned with the NZX Code. Any exceptions are identified throughout this document.

Principle 1:
Ethical Standards

"Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation."

Recommendation 1.1 - Code of Ethics

Blackpearl Group maintains high standards of ethical behaviour by which the directors, employees, contractors for personal services and advisers of Blackpearl Group are expected to conduct themselves. These standards are described in Blackpearl Group's Code of Ethics. General principles within the Code of Ethics include (but are not limited to) requiring all directors and employees to:

- act honestly and uphold and maintain the highest standards of integrity;
- treat all stakeholders fairly and with respect and at all times act in the best interests of its shareholders, stakeholders and Blackpearl Group itself;
- give proper attention and care to the matters before them;
- ensure the proper receipt and use of corporate information, assets and property;
- complete and keep accurate accounting records and ensure company funds are managed and spent responsibly;
- declare conflict of interests and proactively advise of any potential conflicts;
- adhere to any procedures around giving and receiving gifts;
- ensure that their individual interests do not interfere, or appear to interfere, with the Company's interests; and
- comply with all applicable laws, rules, regulations and codes of practice.

The Code of Ethics and where to find it has been, and will be, communicated to Blackpearl Group's directors (Directors), employees, and contractors as part of their initial and ongoing training. It is expected that Blackpearl Group's people have read and understand each of the ethical expectations as outlined in the Code of Ethics.

Whistleblower Policy

Blackpearl Group encourages employees to speak out if they have concerns that the Company's policies have been breached, including any breach of ethics. The avenues for doing so are detailed in the Code of Ethics which is available on https://www.blackpearl.com/investors.

Recommendation 1.2 - Financial Product Trading Policy

All Directors and employees including secondees, contractors and consultants, of Blackpearl Group and its subsidiaries (BPG People) are subject to Blackpearl Group's Financial Product Trading Policy, which outlines the prohibition on dealing in the Company's financial products while holding inside information.

In particular, the Financial Products Trading Policy provides that:

- BPG People are required to obtain consent before trading in any Blackpearl Group financial products.
- BPG People are highly unlikely to receive consent in a 'Black out Period'. A Black out Period is the period:
  - from the 1st day of the month of Blackpearl Group's full year balance date, until two business days after the full year results are released to NZX;
  - from the 1st day of the month of Blackpearl Group's half year balance date, until two business days after the half year results are released to NZX;
  - from the 15th day of the month prior to Blackpearl Group's quarterly balance dates, until two (2) business days after the quarterly results are released to NZX; and
  - and any other period Blackpearl Group specifies from time to time.

Details of matters entered into the Interests Register by individual Directors during FY26 are outlined on pages 59 and 60 of the Annual Report.

Principle 2:
Board Composition & Performance

"To ensure an effective Board, there should be a balance of independence, skills, knowledge, experience and perspectives."

Recommendation 2.1 - Board Charter

Blackpearl Group's Board Charter sets out the roles and responsibilities of the Board, under which the main functions of the Board are to:

- approve and monitor the strategic direction of Blackpearl Group recommended by management and add long-term value to Blackpearl Group's shares, having appropriate regard to the interests of all material stakeholders;
- monitor and review the performance of management and the process for calculating fees and any performance incentive fees;
- approve and monitor Blackpearl Group's financial statements, corporate governance and other reporting and ensure the implementation of and adherence to Blackpearl Group's continuous disclosure policy;
- establish procedures and systems to promote a culture and remuneration practice within Blackpearl Group which facilitates the recruitment, professional development and retention of staff;
- ensure that Blackpearl Group has appropriate risk management and regulatory compliance policies in place and monitor the integrity of those policies; and
- familiarise itself with issues of concern to Blackpearl Group's shareholders and significant stakeholders, including customers, staff, lessees and the community.

The roles and procedures of the Board, the Board structure and the different Board committees are described in Blackpearl Group's Board Charter.

Recommendation 2.2 - Nomination and appointment process

The nomination process for new Director appointments is the responsibility of the Board as a whole. In accordance with the NZX Listing Rules:

- the Board asks for Director nominations each year prior to the Annual Shareholders' Meeting;
- Directors will retire at least every three years and may stand for re-election by shareholders; and
- a Director appointed since the previous Annual Shareholders' Meeting holds office only until the next Annual Shareholders' Meeting but is eligible for re-election at that meeting.

Newly elected Directors are expected to familiarise themselves with their obligations under Blackpearl Group's constitution, the Board Charter and the NZX Listing Rules.

The Board believes the current Directors offer valuable skill sets and experience to Blackpearl Group and that each Director has the necessary time available to devote to the position.

Recommendation 2.3 - Letters of Appointment

All Directors have entered into a written agreement with Blackpearl Group establishing the terms of their appointment. The agreement outlines their role requirements, time commitments, remuneration and indemnity and insurance arrangements.

Recommendation 2.4 - Director Details

The details of each Director along with their experience, length of service, independence, ownership interests and attendance at Board meetings are included in this Annual Report. Director profiles are also available to view on our website at https://www.blackpearl.com/investors.

Interests Register

Directors are required to notify Blackpearl Group of any interests they have that could impact an assessment of their independence or their ability to act in the best interests of Blackpearl Group. Blackpearl Group has processes in place to manage any conflicts of interest with Directors who are interested in a matter. The processes around maintaining the Director's interests register are detailed in the Board Charter.

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Recommendation 2.5 - Diversity

Blackpearl Group is committed to bringing diversity to life in its employment practices and across all aspects of the business. For Blackpearl Group, diversity includes but is not limited to characteristics such as cultural background and ethnicity, gender identity, sexual orientation, age, differences in physical abilities, languages and education.

Blackpearl Group's approach to diversity is outlined in the Diversity Policy which sets out how the Company will meet its commitment to creating a diverse workforce and inclusive workplace environment.

For the 12 months ended 31 March 2026, the Board is comfortable that Blackpearl Group's employment practices and Human Resources (HR) processes and practices were in line with the intent of its Diversity Policy.

As at 31 March 2026, females represented 33% of Directors and officers of Blackpearl Group. Blackpearl Group has 77 employees of which 73% are male and 27% are female.

The following table outlines the gender composition of Directors and officers as at 31 March 2026:

	As at 31 March 2026		As at 31 March 2025	
	Directors	Executive Team	Directors	Executive Team
Male	4	2	4	1
Female	1	2	1	4
Total	**5**	**4**	**5**	**5**

Recommendation 2.6 - Director Training

Blackpearl Group encourages all Directors to undertake appropriate training and education so that they may best perform their duties, including engaging external expert advisers at the Company's cost and encouraging Directors to engage in the business.

Recommendation 2.7 - Director Performance

The Board Charter regulates the performance assessment process of the Board, its committees and Directors. Blackpearl Group continues to invest in ensuring its Board has the optimum mix of skills, experience and independence required for executing Blackpearl Group's growth strategy. An external performance review may be conducted if required.

Recommendation 2.8 - Director Independence

As at 31 March 2026, the Board comprised of the following five Directors:

Tim Crown	Non-Independent Non-Executive Director and Chair	Appointed 2 January 2020
Nick Lissette	Non-Independent Executive Director and CEO	Appointed 25 October 2012
Mark Osborne	Independent Non-Executive Director	Appointed 24 November 2022
Hugo Fisher	Independent Non-Executive Director	Appointed 18 July 2023
Jyllene Miller	Independent Non-Executive Director	Appointed 10 September 2024

The Board considers three of the five Directors to be independent for the purposes of the NZX Listing Rules, being Mark Osborne, Hugo Fisher and Jyllene Miller. In order for a Director to be independent, the Board must determine that he or she is not an executive of Blackpearl Group and has no disqualifying relationship or interests, including relationships or interests of the kind listed in Recommendation 2.4 of the NZX Code. Accordingly, the Board has determined that Tim Crown and Nick Lissette are non-independent Directors.

Recommendation 2.9 - Independent Chair of the board

Blackpearl Group's Chair is a non-executive Director who is elected by the Directors. Although the Chair of the Board is not independent (and Blackpearl Group has not followed Recommendation 2.9 of the NZX Code since listing), the Board considers that for the size and structure of the Company, an independent Chair is not required at this time.

Recommendation 2.10 - The Chair and the CEO should be different people

Blackpearl Group's Chair and CEO are different people.

Principle 3:

Board Committees

"The Board should use Committees where this will enhance its effectiveness in key areas, while still retaining Board responsibility."

Recommendation 3.1 - Audit and Risk Committee

The Board has established an Audit and Risk Committee to act as a delegate of the Board on financial reporting, internal control and risk management issues. The Audit and Risk Committee is responsible for:

- assisting the Board in carrying out its responsibilities concerning accounting practices, policies and controls relative to the Company's financial position;
- making appropriate enquiries into any audit of Blackpearl Group's financial statements, including providing the Board with additional assurance about the quality and reliability of any financial information issued publicly by Blackpearl Group from time to time;
- reviewing the operation and effectiveness of Blackpearl Group's internal controls and risk management practices in consultation with senior management (see Principle 6: Risk Management below);
- providing an avenue of communication between auditors and Directors, particularly in relation to financial reporting and risk management matters; and
- otherwise maintaining Blackpearl Group's relationship with external auditors (see Principle 7: Auditors below).

The Audit and Risk Committee operates under the Audit and Risk Committee Charter.

The majority of the Audit and Risk Committee are independent Directors and is comprised of Mark Osborne (Chair), Tim Crown and Hugo Fisher (all non-executive Directors). The Chair, Mark Osborne, an independent Director, is not the chair of the Board and has a financial background.

Recommendation 3.2 - Meeting Attendance by Non-Committee Members

Non-executive Directors who are not members of the Audit and Risk Committee are able to attend the Audit and Risk Committee meetings as they wish. Employees (including executive Directors) may only attend those meetings at the invitation of the Audit and Risk Committee.

Recommendation 3.3 - Remuneration Committee

The Board has established a Remuneration Committee to oversee and promote Blackpearl Group's Remuneration Policy and remuneration practices to the Board. For the avoidance of doubt, the Remuneration Committee does not make recommendations as to Director appointments to the Board. The Remuneration Committee is responsible for:

- reviewing and recommending to the Board for approval Blackpearl Group's Remuneration Policy and packages for Directors and senior managers;
- ensuring the structure of Blackpearl Group's Remuneration Policy allows Blackpearl Group to attract and retain Directors and senior managers of sufficient caliber to facilitate the efficient and effective governance and management of Blackpearl Group;
- ensuring all remuneration procedures are followed for Directors; and
- reviewing and recommending to the Board measurable objectives for improving diversity in accordance with Blackpearl Group's Diversity Policy.

Further information about the Remuneration Committee and its objectives can be found in the Remuneration Report, at page 53.

Recommendation 3.4 - Nomination Committee

Given Blackpearl Group's size and structure the Company does not have a standalone nomination committee (and has not had one since listing). However, as advised under Recommendation 2 above, the nomination process for new Director appointments is the responsibility of the Board as a whole. The Directors' selection is based on the value they bring to the Board table including their skills, knowledge and experience to contribute to effective direction of Blackpearl Group, whether they can exercise an informed judgement on matters which come to the Board and whether they are free of any business or other relationship that may interfere with the exercise of that judgement. The composition of the Board is reviewed regularly to ensure the Board maintains an appropriate balance of skills, experience and expertise.

The Board evaluates all nominations of Directors, and consider whether they would be independent, and may recommend candidates to shareholders.

Recommendation 3.5 – Other Board Committees

The Board Charter enables the Board to establish other committees, as required from time to time. The two established committees are the Audit and Risk Committee and the Remuneration Committee, each with its own charter. The Board retains ultimate responsibility for the functions of its committees and determines their responsibilities.

Director Meeting Attendance

For the year ended 31 March 2026, eight formal Board meetings were held and regular informal video and/or phone conferences have been used as required. The table below sets out Director attendance at Board and Committee meetings during FY26:

	Board Meetings	Audit and Risk Committee	Remuneration Committee
Total number of meetings held	**8**	**2**	**2**
Tim Crown	7	2	2
Nick Lissette	8	2	-
Mark Osborne	7	2	2
Hugo Fisher	7	1	-
Jyllene Miller	8	-	-

Recommendation 3.6 - Takeover Protocols

In the case of a takeover offer (or similar), Blackpearl Group will form an independent Board Committee to oversee a response to the offer and engage expert legal and financial advisors to provide advice and ensure compliance with applicable law.

Principle 4:

Reporting & Disclosure

"The Board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures."

Recommendation 4.1 - Continuous Disclosure

The Board focuses on providing accurate, adequate, and timely information both to its shareholders and to the market generally. This enables all investors to make informed decisions about Blackpearl Group. All significant announcements made to NZX/ASX, and reports issued, are posted on Blackpearl Group's website.

Blackpearl Group's Continuous Disclosure Policy governs the responsibilities and procedures for releasing material information to the market to ensure compliance under the NZX Listing Rules so that:

- all investors have equal and timely access to material information concerning Blackpearl Group, including its financial situation, performance, ownership and governance; and
- company announcements are factual and presented in a clear and balanced form.

Accountability for compliance with disclosure obligations sits with the Chair and the CEO. Significant market announcements, including the preliminary announcement of the quarterly, half year and full year results, the accounts for those periods and any advice of a change in earnings forecast are approved by the Board.

Recommendation 4.2 - Key Governance Documents

Copies of Blackpearl Group's key governance documents, including the Continuous Disclosure Policy, Code of Ethics, Financial Products Trading Policy and Board and Committee Charters and Policies are available on our website at https://www.blackpearl.com/investors.

Recommendation 4.3 - Financial Reporting

The Board is responsible for ensuring:

- that the financial statements give a true and fair view of Blackpearl Group's financial position;
- that the financial statements have been prepared using appropriate accounting policies;
- that the accounting policies have been consistently applied and supported by reasonable judgements; and
- that all relevant financial reporting and accounting standards have been followed.

The Audit and Risk Committee oversees the quality and integrity of external financial reporting, including the accuracy, completeness, balance and timeliness of financial statements. It reviews Blackpearl Group's full and, when available, quarterly and half year financial statements and makes recommendations to the Board concerning accounting policies, areas of judgement, compliance with accounting standards, stock exchange and legal requirements, and the results of the external audit.

All matters required to be addressed, and for which the Committee has responsibility, were addressed during the reporting period.

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Corporate Governance

For the 12 months ended 31 March 2026, the Directors believe that proper accounting records have been kept which enable, with reasonable accuracy, the determination of Blackpearl Group's financial position and facilitate compliance with the Companies Act 1993 and the Financial Markets Conduct Act 2013.

Senior management has confirmed in writing to the Board that Blackpearl Group's external financial reports present a true and fair view of the Company's financial position in all material aspects. Blackpearl Group's full year financial statements are available on our website.

Recommendation 4.4 - Non-Financial Reporting

Blackpearl Group is committed to using its resources responsibly and will look for opportunities to reduce any negative environmental risk or impact from business operations, products and services. The Board encourages diversity and will not knowingly participate in business situations where Blackpearl Group could be complicit in human rights and labour standard abuses.

Blackpearl Group discusses its non-financial objectives and its progress against these objectives in the Chair and senior management's commentary in shareholder reports, (since January 2024) in quarterly updates, and at other investor events during the year including investor presentations and the Annual Shareholders' Meeting.

Given Blackpearl Group's size and structure, the Board has elected not to adopt a formal environmental, social and governance framework. The Company remains aware of changes to non-financial reporting standards, particularly changes to climate-related disclosures.

Principle 5:

Remuneration

"The remuneration of Directors and Executives should be transparent, fair and reasonable."

Recommendation 5.1 - Remuneration of Directors

Under the NZX Listing Rules, Blackpearl Group's shareholders fix the total remuneration available for Directors. Approval is sought for any increase in the pool available to pay Directors' fees, and any recommendations to shareholders regarding Director remuneration are provided for approval in a transparent manner. The current Director fee pool was set pre-listing in 2022 and disclosed in Blackpearl Group's Listing Profile. Blackpearl Group believes the current fees are set at a fair market rate.

Blackpearl Group's Remuneration Policy is in line with best practice guidelines from the New Zealand Institute of Directors. The Remuneration Committee is responsible for reviewing and recommending Directors' remuneration to the Board for approval.

Non-executive Directors are entitled to be reimbursed for costs directly associated with carrying out their duties, including travel costs. Board policy is that no sum is paid to a non-executive Director upon retirement or cessation of office.

Further detail on the Director fees and individual Director remuneration breakdown can be found in the Remuneration Report on page 56 of the Annual Report.

Recommendation 5.2 - Remuneration of Executives

Blackpearl Group's Executive Remuneration policy is set out in the Remuneration Report, at page 53 of the Annual Report.

Recommendation 5.3 – CEO Remuneration

The current CEO remuneration is set out in the Remuneration Report, on page 54 of the Annual Report

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Principle 6:

Risk Management

"Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks."

Recommendation 6.1 – Risk Management Framework

Blackpearl Group is committed to managing risks proactively. The Audit and Risk Committee assists the Board in carrying out its risk management responsibilities by providing additional oversight regarding Blackpearl Group's risk management framework and monitoring compliance with that framework.

The Board delegates day to day management of the risk management framework to senior management. The executive team and senior management maintain a risk register identifying the material risks facing the Company and how Blackpearl Group will manage them. The risk register is reported to the Board on a regular basis and is reviewed by the Board to ensure that it reflects any developments and growth in the business. The Board is satisfied that Blackpearl Group has in place a risk management process to identify, manage effectively and monitor Blackpearl Group's principal risks. Blackpearl Group maintains insurance policies that it considers adequate to meet its insurable risks.

Recommendation 6.2 - Health and Safety

Given the nature of Blackpearl Group's business and size, Blackpearl Group does not have a dedicated Health and Safety committee. The Board, however, is mindful that BPG People are exposed to mental health, stress and wellbeing risks. To ensure the mitigation of these risks, Blackpearl Group strives to create a positive and thriving company culture and offer competitive remuneration and incentive packages for its employees and contractors.

Principle 7:

Auditors

"The Board should ensure the quality and independence of the external audit process."

Recommendation 7.1 - External Auditors

The Audit and Risk Committee Charter governs the Board's relationship with its external auditors. Blackpearl Group's compliance with the Audit and Risk Committee Charter ensures that:

- audit independence is maintained, both in fact and appearance, such that Blackpearl Group's external financial reporting is viewed as being reliable and credible; and
- free and open communication between the Directors and external auditors is maintained.

In relation to Blackpearl Group's relationship with external auditors, the Audit and Risk Committee is responsible for:

- reviewing and enquiring into Blackpearl Group's financial statements, including providing the Board with additional assurance about the quality and reliability of any financial information issued publicly by the Company from time to time;
- approving the auditor's engagement letter and setting audit fees;
- pre and post audit meetings, including any meetings with auditors or senior management as required;
- reviewing the Company's annual audit plan and audit timetable;
- reviewing the management letter, auditor performance and ensuring rotation of the audit partner; and
- approving any non-audit engagements performed by the audit firm.

For FY26, William Buck Audit (NZ) Limited was the external auditor for Blackpearl Group. William Buck was first appointed as auditor on 10 February 2023. Rotation of the audit partner occurs every five years.

All audit work at Blackpearl Group is separated from non-audit services, to ensure that appropriate independence is maintained. In FY26, William Buck provided audit work to Blackpearl Group including assurance services over the accounts of B2B Rocket Inc., which Blackpearl Group acquired in August 2025. William Buck also provided assurance services over Blackpearl Group's pro-forma financial information required by the ASX for the Company's foreign-exempt listing. The amount of fees paid to William Buck during FY26 is identified on page 64.

William Buck has provided the Audit and Risk Committee with written confirmation that, in its view, it was able to operate independently during the year.

Recommendation 7.2 - Auditor attendance at the Annual General Meeting

William Buck is available to attend each Annual Meeting of the Company (either virtually or in person), and the Audit Director is available to answer questions from shareholders at that Meeting.

Recommendation 7.3 - Internal Audit

Due to Blackpearl Group's size and current position, Blackpearl Group does not have a dedicated internal auditor role. Blackpearl Group does have an Audit and Risk Committee for educating and improving internal risk processes. As the Company grows, it will consider further resources in this area.

Principle 8:

Shareholder Rights & Relations

"The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer."

Recommendation 8.1 - Access to Information

Blackpearl Group is committed to ensuring that its shareholders are kept up to date with key activities and are provided with relevant information about the Company and its performance. The Company communicates with shareholders during the financial year through annual, half year and quarterly reports, investor webinars, and at the Annual Shareholders' Meeting.

Blackpearl Group maintains an investor relations section on it's website available to access at https://www.blackpearl.com/investors. This provides access to key corporate governance documents, copies of all major announcements, company reports and presentations.

Recommendation 8.2 - Investor Communication

Written communications and reports are available to be viewed on the Blackpearl Group's website, as well as emailed to shareholders that elect to be emailed.

Market announcements are also available on the NZX website https://www.nzx.com/companies/BPG/announcements.

In addition to shareholders, Blackpearl Group has a wide range of stakeholders and maintains open channels of communication for all audiences, including the investing community and product partners.

Recommendation 8.3 - Voting on Major Decisions

In accordance with the NZX Listing Rules, shareholders have the right to vote on major decisions which may change the nature of Blackpearl Group. Each shareholder has one vote per share and voting is conducted by polls.

Recommendation 8.4 - Additional Equity Offers

On 12 August 2025, Blackpearl Group announced a $15 million equity raise (with the ability to accept oversubscriptions) by way of a private placement (Placement) and accelerated non-renounceable entitlement offer (ANREO). The raise was oversubscribed following strong demand, and Blackpearl Group raised approximately $15.1 million.

Blackpearl Group sought to maximise the opportunity for existing institutional and high net worth shareholders to participate in the Placement by giving them reasonable notice of, and the ability to participate in, the Placement. Retail investors, including existing Blackpearl Group shareholders, had an opportunity to participate in the Placement through allocations to leading New Zealand broking firms. Existing shareholders then also had the ability to participate in the ANREO. As part of the ANREO Blackpearl Group also offered existing shareholders an oversubscription facility. The Placement, ANREO and oversubscription facility shares were all offered at the same price. Existing shareholders were accordingly offered the opportunity to maintain their proportionate shareholding following the Placement.

Blackpearl Group's allocation statement on the Placement can be found in the Company's announcement dated 19 August 2025 at https://www.nzx.com/companies/BPG/announcements.

On 13 November 2025, Blackpearl Group announced a A$10.2 million equity raise by way of an off-market placement, which was fully subscribed. Blackpearl Group sought to allocate participating existing shareholders a minimum of their pro-rata equivalent of the total funds raised, with remaining capacity made available for new institutional investors. Supported by the momentum of, and having regard to, Blackpearl Group's ASX listing, the raise brought in new, strategically aligned, institutional shareholders who demonstrated confidence in Blackpearl Group and were likely to provide liquidity for Blackpearl Group shares on the ASX Market.

Blackpearl Group's allocation statement on the Placement can be found in the Company's announcement dated 21 November 2025 at https://www.nzx.com/companies/BPG/announcements.

Blackpearl Group elected to undertake these offer structures in light of Blackpearl Group's concentrated shareholder base, a desire to diversify its share register to promote increased support for Blackpearl Group and, by extension, increased liquidity. As previously disclosed, Blackpearl Group felt that its shares were under-valued and considers that these offer structures, combined with its ASX Foreign-Exempt Listing, has contributed towards enhanced price-discovery for shareholders while strengthening its institutional shareholder base.

Should Blackpearl Group consider raising additional capital, Blackpearl Group will structure the offer having regard to likely levels of shareholder participation and optimising and enhancing the ability to maximise the level of capital raised. When practical, the Board will look to give all existing shareholders an opportunity to participate in any capital raising.

Corporate Governance

Recommendation 8.5 - Notice of Meetings

Blackpearl Group held its annual meeting of shareholders in July 2025. Blackpearl Group gave shareholders 10 working days' notice of its Annual Meeting rather than the recommended 20-working days.

Blackpearl Group considers that shareholders had sufficient time to consider the matters to be discussed at the Annual Meeting, including all supporting materials. At the time, Blackpearl Group was undertaking two time critical transactions and felt that a 10-working day notice period was necessary to ensure it could complete those transactions without impacting shareholders' ability to adequately consider the relevant matters and materials to be discussed.

Blackpearl Group will hold its annual meeting of Shareholders in August 2026. Blackpearl Group will aim to provide at least 20 working days of the notice of the Annual Shareholders' Meeting, which will be posted on Blackpearl Group's website, announced on the NZX/ASX and sent to shareholders prior to the meeting.

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Remuneration Governance

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Blackpearl Group – FY26 Remuneration Report
Remuneration Governance

The Board has established a Remuneration Committee to oversee and promote Blackpearl Group's remuneration policy and remuneration practices. The Remuneration Committee operates under the Remuneration Committee Charter, which prescribes its objectives and responsibilities. The Remuneration Committee Charter is available to view here.

The Remuneration Committee comprises of Mark Osborne (Chair), Hugo Fisher, and Tim Crown. The composition of the Committee has not altered since Blackpearl Group listed on the NZX Market in December 2022.

The majority of the members of the Remuneration Committee are independent directors. Management only attends Committee meetings by invitation.

The responsibilities of the Committee are:

- reviewing and recommending to the Board for approval Blackpearl Group's Remuneration Policy and packages for Directors and senior managers;
- ensuring the structure of Blackpearl Group's Remuneration Policy allows Blackpearl Group to attract and retain Directors and senior managers of sufficient calibre to facilitate the efficient and effective governance and management of Blackpearl Group;
- ensuring all remuneration procedures are followed for Directors; and
- reviewing and recommending to the Board measurable objectives for improving diversity in accordance with Blackpearl Group's Diversity Policy.

Executive Remuneration Policy

Executive remuneration consists of a salary (including KiwiSaver contributions from Blackpearl Group) and, subject to Board discretions, the ability to participate in the Key Personnel Restricted Share Unit Plan (as well as the ability to participate in any new employee share rights scheme that Blackpearl Group puts in place).

The Remuneration Committee is responsible for reviewing and recommending senior managers' remuneration to the Board for approval. The Board believes senior management remuneration is fair and reflects the performance requirements and expectations of the roles for which it is paid.

Executive Remuneration Framework

Blackpearl Group's executive remuneration policies and practices are designed to attract, retain and motivate high calibre people. Blackpearl Group primarily operates in the US market and with that in mind, the Board benchmarks its executive remuneration against other listed issuers with a similar market capitalisation that primarily operate in the USA. In addition, Blackpearl Group seeks to ensure that remuneration paid to, particularly its senior employees, is competitive in both the New Zealand and US markets to assist with retention.

The Board has reviewed executive remuneration with the assistance of external independent advice. Executive remuneration comprises a fixed component and, as at 31 March 2026, there is a pre-listing employee share rights scheme (Pre-Listing Share Rights Scheme) and a Key Personnel Restricted Share Unit Plan, under which Blackpearl Group has granted current or former employees and independent contractors rights to Shares.

Pre-Listing Share Rights Scheme

Under the Pre-Listing Share Rights Scheme, current and former employees and independent contractors were granted rights to Shares either:

- after completing specified periods of service (the period of time varies, but typically the service length is two years and share rights vest in two tranches, with 50% of share rights vesting after 12 months and the remaining 50% vesting after 24 months); or
- as recognition for performed services.

Once vested, the share rights are held in trust for the current or former employee, director or independent contractor until the employee, Director, or independent contractor requests in writing that the relevant shares be issued and transferred to them, or Blackpearl Group notifies the employee, director or independent contractor in writing that the relevant shares will be issued and transferred to them. Once vested, each share right may be exercised for one ordinary share. The exercise price is nil per share. The share rights have no expiry date. Until notice is given by either party, the shares are not issued and the share rights themselves carry no voting rights, no right to the payment of dividends and no rights on liquidation of Blackpearl Group.

Key Personnel Restricted Share Unit Plan

On 17 June 2024, Blackpearl Group introduced the Key Personnel Restricted Share Unit (RSU) Plan (Key Personnel RSU Plan). Under the Key Personnel RSU Plan, select employees of Blackpearl Group are granted RSUs as recognition for services performed during the individual's term of employment. Provided that any vesting conditions and timetable as specified in the employee's letter of invitation are met and the exercise price (if any) is paid, each RSU may convert into an ordinary share in Blackpearl Group on a one-for-one basis. Ordinary shares issued on conversion will rank equally with all other fully paid ordinary shares on issue. Key personnel are offered an LTI award on a case-by-case basis, as determined by the Remuneration Committee.

The objectives of the Key Personnel RSU Plan are to:

- reward and retain key personnel
- promote a positive transformation of Blackpearl Group; and
- align the incentives of participants with the interests of Blackpearl Group's shareholders.

The RSUs will lapse when an employee ceases employment with Blackpearl Group and at the expiry date as specified in the employee's letter of invitation.

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Remuneration Governance

CEO Remuneration Arrangements & Outcomes

Nick Lissette is the CEO as at 31 March 2026. Nick Lissette did not receive any remuneration in his capacity as a Director but was remunerated as CEO as detailed below. The CEO's remuneration is reviewed annually by the Remuneration Committee and approved by the Board. The CEO's total remuneration package for the year ended 31 March 2026 is detailed below.

Structure

The CEO's remuneration package comprises:

- A fixed base salary.
- An at-risk short-term incentive (STI) of up to 13% of base salary subject to Blackpearl Group performance.
- A discretionary bonus of 42% of base salary to reflect individual and Blackpearl Group performance.

Year	Fixed Remuneration		Short Term Incentive (STI)	Bonus	Long Term Incentive (LTI)			Total
	Base Salary	Other Benefits	Earned		Total Cash-based remuneration earned	Number of Shares Vested	Aggregate Market Price at Vesting	
FY26	NZ$605,205	-	NZ$80,000	NZ$250,000	**NZ$935,205**			**NZ$935,205**
FY25	NZ$478,743	-	NZ$170,000			125,000	NZ$123,845	**NZ$772,588**

Nick Lissette is the CEO as at 31 March 2026. Nick Lissette did not receive any remuneration in his capacity as a Director but was remunerated as CEO as detailed above. The CEOs remuneration is reviewed annually by the Remuneration Committee and approved by the Board. The CEO's total remuneration package for the year ended 31 March 2026 is detailed above.

While Blackpearl Group is incorporated and headquartered in New Zealand, the USA is its primary market and the source of most revenue, so the CEO role demands deep USA sales/martech experience — and the Board, with independent advice, benchmarks remuneration against comparable US-listed tech issuers and considers it appropriately positioned.

The Board has identified the CEO as critical to sustaining Blackpearl's ARR growth and capturing its large US opportunity, and considers his remuneration package — alongside his existing shareholding — to keep his interests materially aligned with shareholders.

The CEO's FY26 remuneration was settled in cash, with no long-term incentive (LTI) shares granted during the period. Two factors informed this outcome.

First, share rights vested to the CEO in prior periods (under arrangements predating the Key Personnel RSU Plan) gave rise to personal tax obligations during FY26. The Board determined that requiring the CEO to dispose of shares in order to meet those obligations was not in the interests of Blackpearl Group or its shareholders, given the CEO's existing shareholding and the alignment that shareholding provides. Cash remuneration in FY26 reflected that determination.

Second, available capacity within the Key Personnel RSU Plan during FY26 was directed toward broader employee participation, consistent with the Plan's stated objective of rewarding and retaining key personnel across the organisation.

The Board has separately approved a retention-based LTI for the CEO and expects to resume performance-linked equity grants to the CEO in FY27 now that Plan capacity has been replenished. The Board considers the CEO's interests to remain materially aligned with those of shareholders through his existing direct and beneficially-held shareholding (refer to Director's

Shareholdings Interests, page 62.

Short Term Incentives

Under Nick Lissette's Short-Term Incentive during FY26, NZ$80,000 was earned and paid in cash. The STI was directly linked to the Company's financial performance and value created for shareholders. In particular, annual recurring revenue growth targets were achieved, which is a key growth metric for Blackpearl Group and growth in Blackpearl Group's market capitalisation was achieved.

Discretionary Bonus

During FY26, Nick Lissette was paid $250,000 in recognition of his performance. The criteria for this discretionary bonus included the successful acquisition of B2B Rocket, Inc in addition to the achievements outlined above. This acquisition represented execution of a key strategic initiative for Blackpearl Group within a year of significant corporate and business activity.

Long Term Incentive

125,000 RSUs vested with Nick FY25 under the Company's Key Personnel RSU Plan (of the 125,000 RSUs, 76,250 RSUs were converted into ordinary shares and 48,750 RSUs were forfeited to net settle tax paid by the Company on behalf of Nick in respect of the conversion).

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Remuneration Bands

The table below shows the number of current and former employees of the Company (not being Directors of the Company) who received remuneration and other benefits, including non-cash benefits and share-based remuneration, in their capacity as employees during the year ended 31 March 2026 that in value was or exceeded NZ$100,000 per annum.

Remuneration	FY26 No. of Employees	FY25 No. of Employees
NZ$100,001 - NZ$110,000	6	1
NZ$110,001 - NZ$120,000	2	-
NZ$120,001 - NZ$130,000	-	2
NZ$130,001 - NZ$140,000	7	-
NZ$140,001 - NZ$150,000	2	1
NZ$150,001 - NZ$160,000	4	1
NZ$160,001 - NZ$170,000	2	2
NZ$170,001 - NZ$180,000	3	3
NZ$180,001 - NZ$190,000	8	2
NZ$190,001 - NZ$200,000	3	-
NZ$200,001 - NZ$210,000	-	2
NZ$210,001 - NZ$220,000	1	1
NZ$220,001 - NZ$230,000	4	-
NZ$230,001 - NZ$240,000	-	1
NZ$240,001 - NZ$250,000	1	-
NZ$250,001 - NZ$260,000	1	3
NZ$260,001 - NZ$270,000	1	-
NZ$280,001 - NZ$290,000	2	-
NZ$300,001 - NZ$310,000	-	1
NZ$310,001 - NZ$320,000	1	1
NZ$320,001 - NZ$330,000	-	1
NZ$380,001 - NZ$390,000	-	1
NZ$390,001 - NZ$400,000	1	-
NZ$400,001 - NZ$410,000	-	1
NZ$420,001 - NZ$430,000	1	-

Director Remuneration

Blackpearl Group's Remuneration Policy is in line with best practice guidelines from the New Zealand Institute of Directors. The Remuneration Committee is responsible for reviewing and recommending Directors' remuneration to the Board for approval. Non-executive Directors are entitled to be reimbursed for costs directly associated with carrying out their duties, including travel costs. Board policy is that no sum is paid to a non-executive Director upon retirement or cessation of office.

Under the NZX Listing Rules, Shareholders fix the total remuneration available for Directors. Approval is sought for any increase in the pool available to pay Directors' fees, and any recommendations to shareholders regarding Director remuneration are provided for approval in a transparent manner. The current Director fee pool was set pre-listing in 2022 and disclosed in Blackpearl Group's Listing Profile. Blackpearl Group believes the current fees are set at a fair market rate.

The overall director fee pool (the total fees available for payment to Directors in their capacity as Directors) was set pre-listing in 2022 at a maximum of NZ$320,000 per annum. Under Listing Rule 2.11.3, where there is an increase in the number of Directors, the Board may increase the overall director fee pool to enable the additional Director(s) to be paid no more than the average amount then being paid to each non-executive Director (other than the Chair). The Board may allocate the Director fee pool among the Directors as the Board sees fit from time to time.

Remuneration Governance

During FY26, the Director fee pool was allocated as follows:

- NZ$180,000 per annum to the role of Chair; and
- NZ$70,000 per annum to each other Director (other than executive directors).

In order to preserve cash in Blackpearl Group and align (or further align) the interests of the non-executive directors with Blackpearl Group, the Board and each non-executive Director agreed for Blackpearl Group to make:

- a one-off issue of restricted shares to the non-executive Directors expected to be in office as at 1 December 2022 in part or full payment of Director fees for the period from 1 December 2022 to 30 November 2024. Such restricted shares were issued before listing on 29 November 2022;
- a one-off issue of restricted shares to Hugo Fisher prior to his appointment as a non-executive Director in part payment of Director fees for the period from 18 July 2023 to 17 July 2025. Such restricted shares were issued from Blackpearl Group's placement capacity on 17 July 2023, before Hugo Fisher was appointed as a Director; and
- a one-off issue of restricted shares to Jyllene Miller prior to her appointment as a non-executive Director in part payment of Director fees for the period from 10 September 2024 to 9 September 2026. Such restricted shares were issued from Blackpearl Group's placement capacity on 9 September 2024, before Jyllene Miller was appointed as a Director.

Since 1 December 2024, Directors have had an option to receive their Director fees as equity securities, in whole or in part. Tim Crown has elected to receive ordinary shares in lieu of cash payment of Director fees for the period from 1 December 2025 to 30 November 2026. The ordinary shares will be issued to Tim at the end of the period (on 1 December 2026) in accordance with NZX Listing Rule 4.7 (Issues to Directors as Remuneration). Except as stated in this section, Directors receive their Director fees in cash.

Restricted Shares

The restricted shares issued to Tim Crown and Mark Osborne have an issue price of NZ$1.25 per restricted share, the restricted shares issued to Hugo Fisher have an issue price of NZ$0.42 per restricted share and the restricted shares issued to Jyllene Miller have an issue price of NZ$1.00 per restricted share, but in each case were issued to the relevant directors as fully paid for nil consideration. Each restricted share has the same terms as the Shares in the Company (and rank equally with Shares in respect of a liquidation of the Company and the payment of dividends) except that the restricted shares:

- are not transferable;
- automatically convert into Shares in accordance with the following terms:
  - half convert (or converted) on the one year anniversary date of the issue date of the applicable restricted shares; and
  - half will convert (or converted) on the two year anniversary date of the issue date of the applicable restricted shares; and
- can be redeemed by the Company for a total sum of NZ$1.00 in aggregate for all of a director's restricted shares then on issue if the relevant director ceases to stay in office at any time before the two-year anniversary date of the issue date of the applicable restricted shares.

Director Remuneration

The table below sets out the total of the remuneration and the value of other benefits received by each Director or former Director during the financial year to 31 March 2026. The Board Charter provides that no sum is paid to any non-executive Director upon retirement or cessation of office.

Director	Board Fees[1]	Other Benefits	Total FY26	Date Appointed
Timothy Crown	NZ$180,000		NZ$180,000	2 January 2020
Nick Lissette	-	NZ$935,205	NZ$935,205[2]	25 October 2012
Mark Osborne	NZ$70,000	-	NZ$70,000	24 November 2022
Hugo Fisher	NZ$70,000[3]	-	NZ$70,000	18 July 2023
Jyllene Miller	NZ$70,000[4]	-	NZ$70,000	10 September 2024
Total	**NZ$390,000**	**NZ$935,205**	**NZ$1,325,205**	

1. The board does not pay committee fees.
2. During the FY26 period, Nick Lissette received NZ$605,205 as the CEO of Blackpearl Group, NZ$80,000 in cash as part of a Short-Term Incentive and a bonus of NZ$250,000.
3. For the period from 1 April 2025 to 31 March 2026, Hugo Fisher was issued 71,428 fully ordinary shares at $0.42 per share, in lieu of part of the cash payment of Director fees as part of the Director remuneration package as described above. The value of the ordinary shares is NZ$30,000 for the FY26 period, with the remaining remuneration for Director fees payable to Hugo Fisher in cash.
4. For the period from 1 April 2025 to 31 March 2026, Jyllene Miller was issued 30,000 fully paid ordinary shares at $1.00 per share, in lieu of part of the cash payment of Director fees as part of the Director remuneration package as described above. The value of the ordinary shares is NZ$30,000 for the FY26 period, with the remaining remuneration for Director fees payable to Jyllene Miller in cash.

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Additional Statutory Information

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Disclosures

Directors

The following persons were Directors of Blackpearl Group as at 31 March 2026:

Director	
Tim Crown	Non-independent Director and Chair
Nick Lissette	Executive Director and CEO
Mark Osborne	Independent Director
Hugo Fisher	Independent Director
Jyllene Miller	Independent Director

Disclosure Of Interest By Directors

In accordance with section 140(2) of the Companies Act 1993, the Company maintains an interests register in which Directors' interests are recorded. The following are particulars of general disclosures of interest by Directors holding office at 31 March 2026. Particulars of entries made during the year to 31 March 2026 are noted in brackets, for the purposes of section 211(1)(e) of the Companies Act 1993.

Director	Name of Business or Entity	Nature and Extent of Interest
Tim Crown*	Black Pearl Group Limited	Chairman/Director/Shareholder
	Black Pearl Mail, Inc	Director
	Crown BP Holdings, LLC	Director/Shareholder
	Insight Enterprises, Inc	Chairman/Director/Shareholder
	Prospect Desk, LLC	Shareholder
	Trovo Data Holdings, Inc	Director/Shareholder
	Ohana Farm, LLC	Shareholder
Nick Lissette	Black Pearl Group Limited	Director/Shareholder/CEO
	Black Pearl Mail, Inc	Director
	Newoldstamp Limited	Director
	Bebop AI Limited	Director
	The Better Wine Company New Zealand Limited	Director/Shareholder
	NJL Limited	Director/Shareholder
	Per Aspera Ad Astra Trust	Trustee
	(B2B Rocket Inc)	(Director)
Mark Osborne	Black Pearl Group Limited	Director/Shareholder
	Noir Perle Limited	Director
	Doubtless Beauty Limited	Director/Shareholder
	Doubtless Consulting Limited	Director Shareholder
	Northland Inc Limited	Director
	Top End Tours Limited	Director/Shareholder
	FLGX BOI Limited	Director/Shareholder
	Te Ahu Charitable Trust	Director
Hugo Fisher	Black Pearl Group Limited	Director/Shareholder
	Golden Horse Minerals	Shareholder
	Greenmount Capital Limited	Managing Partner
	(Greenmount Capital Private Equity Fund II Manager Limited)	(Director)
	(Greenmount Capital Private Equity Fund II GP Limited)	(Director)
Jyllene Miller	Black Pearl Group Limited	Director/Shareholder
	Concentrix Corporation	Shareholder

* Tim Crown (including through entities of which he controls or has significant influence) holds an extensive portfolio in a large number of enterprises globally. This investment portfolio includes both passive and active investments. Standing entries in the interests register are included for Mr. Crown's principal interests and any other interests which are considered potentially relevant to his role as a director of the Company. Due to the extent and changing nature of Mr. Crown's investment portfolio, it is impractical to include entries for each investment in the portfolio (which are generally irrelevant to the Company in any event). The Board reviews the interests register at every Board meeting to ensure that any interest relevant to the Company are included in the interests register in accordance with the Companies Act 1993.

Director's Share Dealings

In accordance with the Companies Act 1993, between 1 April 2025 and 31 March 2026 the Board received the following disclosures from Directors of acquisitions and dispositions of relevant interests in shares issued by the Company and details of such dealings were entered in the Company's interests register.

Director	Transaction	Number of Securities	Price per Security	Date
Hugo Fisher	Ordinary shares issued on the conversion of Restricted Shares	71,428	NZ$0.42	18 July 2025
Jyllene Miller	Ordinary shares issued on the conversion of Restricted Shares	30,000	NZ$1.00	23 September 2025
Tim Crown	Sale of Warrants	1,787,629	NZ$1.095	29 January 2026
Tim Crown	Off-market transfer of Ordinary Shares from Crown BP Holdings, LLC to personal holding	2,104,198	NZ$0.00	12 March 2026

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Director's Shareholdings Interests

As at 31 March 2026 the Directors of the Company had the following relevant interests in the Company's Ordinary Shares, Restricted Shares, Warrants, and RSUs under the Key Personnel Plan.

Director	Legal Ownership or other Nature of the Interest	Ordinary Shares	Restricted Shares	Warrants	RSUs
Tim Crown	Beneficial owner of Ordinary Shares. Has the power to control the exercise of a right to vote attached to, and the power to control the disposal of, the voting products of Crown BP Holdings, LLC. Crown BP Holdings, LLC is owned by the Heidi J. Crown 2012 Irrevocable Trust. Tim Crown is the settlor and trustee of the Heidi J. Crown 2012 Irrevocable Trust. Has the power to exercise, or control the exercise of, the right to vote attached to 20% or more of the voting products of Ohana Farms, LLC, as an indirect shareholder of Ohana Farms, LLC, and so has a relevant interest in the Ordinary Shares held by Ohana Farms, LLC.	7,945,503	-	-	-
Nick Lissette	Has a relevant interest in the Ordinary Shares and RSUs held by Nick Lissette and Karen Cargill as trustees of the Per Aspera Ad Astra Trust (a family trust associated with Nick Lissette), as Nick Lissette, together with independent trustee Karen Cargill, has the power to control the exercise of rights attaching to such shares.	2,573,205	-	-	125,000
Mark Osborne	Beneficial owner of Ordinary Shares	55,955	-	-	-
Hugo Fisher	Registered holder of Ordinary Shares	142,857	-	-	-
Jyllene Miller	Registered Holder of Ordinary Shares and Restricted Shares	30,000	30,000	-	-

Use of Company Information

There were no notices from Directors of the Company pursuant to section 145 of the Companies Act 1993 requesting to use Company information received in their capacity as directors that would not otherwise have been available to them.

Subsidiary Company Directors

The following persons held office as directors of subsidiary companies as at 31 March 2026. No directors' fees were paid to Directors of subsidiary entities.

Company	Directors
Newoldstamp Limited	Nick Lissette
Black Pearl Mail, Inc (US registered subsidiary)	Nick Lissette, Tim Crown
Noir Perle Limited	Mark Osborne
Bebop AI Limited	Nick Lissette
B2B Rocket, Inc (US registered subsidiary)	Nick Lissette

Additional Statutory Information

Spread of Security Holders

As at 31 March 2026:

Size of Shareholding	Number of Holders	% of Shareholders	Total Shares Held	% of Shares
1-1,000	122	16.29%	70,537	0.07%
1,001-5,000	194	25.90%	541,936	0.56%
5,001-10,000	106	14.15%	861,318	0.89%
10,001-50,000	208	27.77%	4,885,194	5.04%
50,001-100,000	39	5.21%	2,802,413	2.89%
100,001 or more	80	10.68%	87,790,019	90.55%
Total	**749**	**100%**	**96,951,417**	**100%**

Top 20 Shareholders

The names and holdings of the twenty largest registered shareholders in the Company as at 31 March 2026 were:

Rank	Shareholder	Total Shares Held	% of Shares
1	Citibank Nominees (NZ) Ltd	13,962,183	14.40%
2	New Zealand Depository Nominee	7,601,170	7.84%
3	HSBC Custody Nominees (Australia) Limited	4,819,536	4.97%
4	VTPE Investments LLC	4,130,028	4.26%
5	J P Morgan Nominees Australia Pty Ltd	4,065,589	4.19%
6	Accident Compensation Corporation	4,053,712	4.18%
7	Discount Nominees Limited	3,789,473	3.91%
8	Custodial Services Limited	3,548,589	3.66%
9	Nicholas John Lissette and Karen Islay Cargill	2,573,205	2.65%
10	UBS Nominees Pty Ltd	2,509,121	2.59%
11	Bond Street Custodians Limited	2,500,000	2.58%
12	Sir Owen George Glenn	2,403,720	2.48%
13	Allan Raymond Smith & Neil William Welch	2,297,871	2.37%
14	Eric Crown	1,847,000	1.91%
15	Springcapital Club Pty Ltd	1,673,332	1.73%
16	JBWERE (NZ) Nominees Limited	1,447,902	1.49%
17	Volodymyr Zastavnyy	1,303,634	1.34%
18	Noah Loul	1,301,882	1.34%
19	Neil Andrew Richardson	1,083,448	1.12%
20	Michael James Lowe & Maria Luisa Lowe	1,082,966	1.12%

Substantial Product Holders

The following substantial product holder information is given pursuant to section 293 of the Financial Markets Conduct Act 2013 and is based on substantial product holder notices filed with the Company during FY26 and the Company's share register at 31 March 2026. As at 31 March 2026, details of the substantial product holders in the Company and their relevant interests in the Company's ordinary shares are shown in the table below. The total number of voting securities (fully paid ordinary shares) of the Company as at 31 March 2026 was 96,951,417.

Substantial Product Holder	Number of Shares	% of Issued Shares
Tim Crown	7,945,503	8.20%
Ellerston Capital Limited	5,195,852	5.36%

Other Information

Auditor's Fees

For FY26, William Buck Audit (NZ) Limited was the external auditor for Blackpearl Group. William Buck was first appointed as auditor on 10 February 2023. During the year ended 31 March 2026, the amount payable by Blackpearl Group to William Buck as audit fees was NZ$140,000. The amount of fees payable to William Buck for non-audit work during the year ended 31 March 2026 was NZ$77,000.

Donations

During the year ended 31 March 2026, Blackpearl Group made donations to the local community totalling NZ$3,850.

NZX Waivers

There were no waivers granted by NZX or relied on by the Company in the 12 months preceding 31 March 2026.

ASX Listing Rule 1.15.3 Statement

For the purposes of ASX Listing Rule 1.15.3, Blackpearl Group Limited (an ASX Foreign Exempt entity) confirms that it has complied with, and continues to comply with, the Listing Rules of NZX Limited, which is its home exchange, for the 12 months ended 31 March 2026.

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Consolidated Financial Statements

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Independent Auditors Report

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WilliamBuck
ACCOUNTANTS & ADVISORS

Independent auditor's report to the shareholders of Black Pearl Group Limited

Report on the audit of the consolidated financial statements

Our opinion on the consolidated financial statements

In our opinion, the accompanying consolidated financial statements of Black Pearl Group Limited (the Company) and its subsidiaries (the Group), present fairly, in all material respects:

- the consolidated financial position of the Group as at 31 March 2026, and
- its consolidated financial performance and its consolidated cash flows for the year then ended

in accordance with New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) and International Financial Reporting Standards (IFRS).

What was audited?

We have audited the consolidated financial statements of the Group, which comprise:

- the consolidated statement of financial position as at 31 March 2026,
- the consolidated statement of profit or loss, and the consolidated statement of other comprehensive income for the year then ended,
- the consolidated statement of changes in equity for the year then ended,
- the consolidated statement of cash flows for the year then ended, and
- notes to the consolidated financial statements, including material accounting policy information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We are independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* issued by the New Zealand Auditing and Assurance Standards Board, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other than in our capacity as auditor, we have no relationship with, or interests in, the Company or any of its subsidiaries.

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William Buck is an association of firms, each trading under the name of William Buck across Australia and New Zealand with affiliated offices worldwide.
*William Buck (NZ) Limited and William Buck Audit (NZ) Limited

PRAXITY

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WilliamBuck
ACCOUNTANTS & ADVISORS

Material uncertainty related to going concern

We draw attention to Note 25 in the consolidated financial statements, which states that for the year ended 31 March 2026 the Group had operating cash outflows of $17.2m and incurred a total comprehensive loss of $18.1m. These events or conditions, along with other matters as set forth in Note 25, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

	Area of focus (refer also to notes 14 & 16)	How our audit addressed the key audit matter
Intangible assets and Goodwill	The Group has $7.0m of Intangible Assets and $15.5m of Goodwill as at 31 March 2026. Because of the significance to the financial statements of these balances and the judgements and assumptions which need to be applied in determining recoverable amounts is the reason why we have given specific audit focus and attention to this area.	Our audit procedures included: — Analysed the Group's impairment assessment by comparison with historical data and trends — Completed sensitivity analysis on key assumptions including the discount rate applied, revenue growth rates and churn rates — Reviewed the level of variable expenditures that the Group has ability to adjust over time — Ensured appropriate disclosure has been included in the financial statements
Business Combination	**Area of focus (refer also to note 5)** The Group completed a major business acquisition during the year for total consideration of $13.9m, resulting in $12.6m of goodwill and contingent consideration of $5.2m being recognised. Because of the significance to the financial statements of these balances and the complexity of the accounting requirements is the reason why we have given specific audit focus and attention to this area.	**How our audit addressed the key audit matter** Our audit procedures included: — Reviewed the detailed documentation underlying the transaction — Engaged a third-party expert to critically assess the valuations of intangible assets associated with the acquisition — Analysed the Group's technical accounting analysis for compliance with NZ IFRS 3 *Business Combinations* — Ensured appropriate disclosure has been included in the financial statements

WilliamBuck
ACCOUNTANTS & ADVISORS

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 March 2026 but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of audit opinion or assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements 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.

Directors' responsibilities for the consolidated financial statements

The directors are responsible on behalf of the Group for the preparation and fair presentation of the consolidated financial statements in accordance with NZ IFRS and IFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

assessing the Group's ability 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 consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are 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 ISAs (NZ) 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 these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the External Reporting Board's website: Audit Report 1-1 » XRB. This description forms part of our auditor's report. The engagement partner on the audit resulting in this independent auditor's report is Darren Wright.

Restriction on distribution and use

This independent auditor's report is made solely to the Company's shareholders, as a body. Our audit work has been undertaken so that we might state to the shareholders those matters which we are required to state to them in the independent auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the shareholders, as a body, for our audit work, this independent auditor's report, or for the opinions we have formed.

William Buck

William Buck Audit (NZ) Limited
Auckland

27 May 2026

Consolidated Statement of Profit or Loss

For the year ended 31 March 2026

	Notes	2026	2025
		$000	$000
Subscription revenue	7	13,704	7,742
Cost of sales	9	(4,296)	(2,492)
Gross profit		**9,408**	**5,250**
Personnel expenses	8	(11,042)	(6,688)
Operating expenses	9	(10,522)	(5,060)
Administrative expenses	9	(3,531)	(1,730)
EBITDAF		**(15,687)**	**(8,228)**
Finance costs	10	(363)	(154)
Interest income		128	111
Depreciation and Amortisation		(1,337)	(891)
Change in fair value of contingent consideration	5	(549)	-
Loss before income tax		**(17,808)**	**(9,162)**
Income tax expense	11	-	-
Loss for the year attributable to owners		**(17,808)**	**(9,162)**

		2026	2025
Earnings per share		$	$
Basic and diluted loss for the year attributable to owners	22	**(0.22)**	**(0.16)**

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Consolidated Statement of Other Comprehensive Income

For the year ended 31 March 2026

	Notes	2026	2025
		$000	$000
Loss for the year		**(17,808)**	**(9,162)**
Other comprehensive loss that may be subsequently reclassified through profit or loss			
Exchange differences on translation of foreign operations		(274)	(261)
Income tax effect		-	-
Total comprehensive loss for the year		**(18,082)**	**(9,423)**

Signed for and on behalf of the board:

Nicholas Lissette

Date: 27 May 2026

Timothy Crown

Date: 27 May 2026

The accompanying notes form part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 March 2026

	Notes	At 31 March 2026	At 31 March 2025
		$000	$000
Assets			
Current assets			
Cash and cash equivalents	12	9,592	6,773
Receivables and prepayments	13	2,118	1,050
Contract assets	7	671	-
Total current assets		**12,381**	**7,823**
Non-current assets			
Property, plant and equipment		193	181
Goodwill	14	15,455	2,873
Intangible assets	14	7,012	1,750
Right-of-use asset	15	411	536
Other financial assets		59	52
Total non-current assets		**23,130**	**5,392**
Total assets		**35,511**	**13,215**
Liabilities			
Current liabilities			
Trade and other payables	17	2,115	1,706
Employee entitlements	18	428	372
Contract liabilities	7	2,895	670
Contingent consideration	5	874	-
Lease liabilities	15	265	208
Loans and borrowings	19	5,068	51
Total current liabilities		**11,645**	**3,007**

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Consolidated Statement of Financial Position

As at 31 March 2026

	Notes	At 31 March 2026	At 31 March 2025
		$000	$000
Non-current liabilities			
Contingent consideration	5	4,894	-
Deferred tax liability	11	677	-
Lease liabilities	15	170	330
Loans and borrowings	19	195	1,219
Total non-current liabilities		**5,936**	**1,549**
Total liabilities		**17,581**	**4,556**
Equity			
Share capital	21	78,153	50,456
Accumulated losses		(61,184)	(43,376)
Reserves		961	1,579
Equity attributable to the owners		**17,930**	**8,659**
Total liabilities and equity		**35,511**	**13,215**

Signed for and on behalf of the board:

Nicholas Lissette

Date: 27 May 2026

Timothy Crown

Date: 27 May 2026

The accompanying notes form part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 March 2026

	Notes	Share capital	Accumulated losses	Reserves			Total
				Share based payment reserve	Share warrants reserve	Foreign currency translation reserve	
		$000	$000	$000	$000	$000	$000
Balance at 31 March 2025		50,456	(43,376)	1,337	472	(230)	8,659
Loss for the year		-	(17,808)	-	-	-	(17,808)
Translation differences of foreign operations		-	-	-	-	(274)	(274)
Transactions with owners in their capacity as owners							
Issue of share capital	21	27,454	-	(541)	-	-	26,913
Issue of shares related to contingent consideration	5	1,760		-			1,760
Share based payments	23	-	-	599	-	-	599
Transaction costs arising on share issue	21	(1,919)	-	-	-	-	(1,919)
Share warrants issue		402	-	-	(402)	-	-
Balance at 31 March 2026		78,153	(61,184)	1,395	70	(504)	17,930
Balance at 31 March 2024		37,493	(34,214)	1,083	478	31	4,871
Loss for the year		-	(9,162)	-	-	-	(9,162)
Translation differences of foreign operations		-	-	-	-	(261)	(261)
Transactions with owners in their capacity as owners							
Issue of share capital	21	13,499	-	(973)	-	-	12,526
Issue of shares related to contingent consideration	21	124		(62)			62
Share based payments	23	-	-	1,289	-	-	1,289
Transaction costs arising on share issue	21	(666)	-	-	-	-	(666)
Share warrants issue	24	6	-	-	(6)	-	-
Balance at 31 March 2025		50,456	(43,376)	1,337	472	(230)	8,659

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Consolidated Statement of Cash Flows

For the year ended 31 March 2026

	Notes	2026	2025
		$000	$000
Cash flows from operating activities			
Cash receipts from customers		11,608	7,482
Cash paid to resellers for their commission		(267)	(231)
Cash paid to suppliers and employees		(28,340)	(13,444)
GST (receipts) / payments		146	(106)
Interest paid on borrowings		(299)	(96)
Interest paid on lease liabilities		(51)	(31)
Net cash used in operating activities	29	**(17,203)**	**(6,426)**
Cash flows from investing activities			
Acquisition of B2B Rocket		(6,739)	-
Purchase of property, plant and equipment		(80)	(187)
Acquisition and development of intangible assets		(2,002)	(1,135)
Interest received		120	108
Net cash used in investing activities		**(8,701)**	**(1,214)**
Cash flows from financing activities			
Repayment of loans and borrowings		(46)	(60)
Repayment of lease liabilities		(213)	(151)
Loan establishment fee		-	(30)
Proceeds from borrowings		4,000	1,000
Direct costs incurred in issuing equity		(1,919)	(666)
Cash receipts from issue of share capital		26,913	12,526
Net cash from financing activities	29	**28,735**	**12,619**
Net increase in cash and cash equivalents		**2,831**	**4,979**
Opening cash and cash equivalents at beginning of the year		6,773	1,854
Effect of exchange rate fluctuations on cash held		(12)	(60)
Cash and cash equivalents at year end	12	**9,592**	**6,773**

The accompanying notes form part of these consolidated financial statements.

Notes to the consolidated financial statements

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1. REPORTING ENTITY

Black Pearl Group Limited (the 'Company') is a limited liability company incorporated and domiciled in New Zealand, registered under the Companies Act 1993.

The Company is a profit-oriented entity and is engaged in the business of building, acquiring, and marketing data-driven cloud services, consisting of a suite of productivity and demand generation applications for small and medium-sized businesses.

2. BASIS OF PREPARATION

The consolidated financial statements comprise the results and financial position of the Company and its wholly owned subsidiaries, Black Pearl Mail Incorporated, Newoldstamp Limited, Bebop AI Limited, B2B Rocket Incorporated (acquired 21 August 2025) and Noir Perle Limited (together the 'Group') for the year ended 31 March 2026.

Statement of compliance

The consolidated financial statements have been prepared in accordance with the Companies Act 1993 and with New Zealand Generally Accepted Accounting Practice (NZ GAAP). These consolidated financial statements are Tier 1 for-profit entity that comply with the New Zealand Equivalents to IFRS Accounting Standards (NZ IFRS), other New Zealand accounting standards and authoritative notices that are applicable to entities that apply NZ IFRS. These consolidated financial statements also comply with IFRS Accounting Standards as issued by the International Accounting Standards Board.

The consolidated financial statements are presented in thousands of New Zealand dollars, rounded to the nearest dollar, unless stated otherwise. These financial statements have been prepared on a going concern basis which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the normal course of business - for more detail refer to Note 25.

Basis of measurement

The consolidated financial statements are prepared on the historical cost basis, apart from certain assets and liabilities which are subsequently measured at fair value.

Functional and presentational currency

The financial results of each entity within the consolidated Group is measured using the currency of the primary economic environment in which that entity operates (the 'functional currency'). The consolidated financial statements are presented in New Zealand dollars, which is the Company's functional currency and the Group's presentational currency.

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

In preparing these consolidated financial statements, estimates and assumptions have been made concerning the future. These estimates and assumptions may differ from the subsequent actual results. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations or future events that are believed to be reasonable under the circumstances.

The estimates and assumptions that have a significant risk of causing material adjustments to the carrying amount of assets and liabilities within the next financial year are:

- Fair value estimation of contingent consideration as part of the B2B Rocket acquisition - Note 5
- Estimated useful life of capitalised software development costs - Note 14

Management has exercised the following critical judgements in applying accounting policies:

- Non-current classification of contingent consideration as part of the B2B Rocket acquisition - Note 5
- Impairment of cash generating units - Note 16
- Preparation under the going concern assumptions - see Note 25

4. MATERIAL ACCOUNTING POLICY INFORMATION

Material accounting policies are included in the notes to which they relate. Material accounting policies that do not relate to a respective note are outlined below.

Standards issued but not yet effective

Certain new accounting standards and interpretations have been published that are not mandatory for the current reporting period and have not been early adopted by the Group. NZ IFRS 18 Presentation and Disclosure in Financial Statements, effective for annual periods beginning on or after 1 January 2027, is expected to have a material effect on the presentation of the Group's financial statements.

This standard introduces three key new requirements:

(1) A change in the structure of the statement of profit or loss, requiring presentation of items by operating, investing and financing activities with specified subtotals;

(2) Management defined performance measured to be included in a note in the financial statements; and

(3) Enhanced aggregation and disaggregation for line items, which the Group expects will streamline the content of its financial statements.

Consolidated Financial Statements

These will not result in measurement changes. The Group does not plan to early adopt NZ IFRS 18. Other new accounting standards and interpretations published that are not mandatory are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

Basis of consolidation

Subsidiaries are entities over which the Group has control. Under NZ IFRS 10, the Group controls an entity when it has:

- power over the entity;
- exposure to, or rights to, variable returns from its involvement with the entity; and
- the ability to use its power over the entity to affect the amount of those returns.

Control is assessed on a continuous basis. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and deconsolidated from the date control ceases.

All subsidiaries have a reporting date of 31 March. All intra-group balances and transactions, and unrealised profits and losses arising from intra-group transactions are eliminated in preparing the Group financial statements.

Goods and Services Tax

All amounts are shown exclusive of Goods and Services Tax (GST) and other indirect taxes except for trade receivables and trade payables that are stated inclusive of GST.

Statement of Cash Flows

The cash flow statement is prepared exclusive of GST, which is consistent with the method used in the statement of profit or loss and comprehensive income. Definitions of the terms used in the cash flow statements:

- *Operating activities* are the principal revenue-producing activities of the Group and includes all transactions and other events that are not investing or financing activities.
- *Investing activities* are those activities relating to the acquisition and disposal of long-term assets and other investments not included in cash equivalents.
- *Financing activities* are those activities relating to changes in the size and composition of the contributed equity and borrowings of the Group.

Foreign currency translations

Transactions and balances

Foreign currency transactions are initially translated to the Group's functional currency using the prevailing exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement and from the revaluation of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Consolidation of foreign operation's transactions and balances

The results and financial position of the Company's subsidiary, prior to consolidation, are translated into the Group's presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of the Statement of Financial Position;
- Income and expenses are translated using the average exchange rates for the relevant year (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on transaction dates, in which case income and expenses are translated at the dates of the transactions);
- Translation differences arising from the intercompany loan are recognised through profit or loss; and
- Except for the translation differences arising from the intercompany loan, all translation differences are recognised through other comprehensive income and are recorded through the foreign currency translation reserve.

Fair value estimation

The Group measures certain balances and transactions at fair value either at initial recognition or subsequently. In order to determine these fair values, valuation techniques are utilised. To provide an indication about the reliability of the inputs used in determining fair value, the Group has identified what level of input is utilised in the valuation in the note for each balance or transaction. An explanation of each level is below.

- Level 1 The fair value of the asset, liability or instrument is traded in active markets and is based on quoted market prices at the end of the reporting period.
- Level 2 The fair value of the asset, liability or instrument which is not traded in an active market and is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates.
- Level 3 If one or more of the significant inputs is not based on observable market data, the asset, liability, or instrument is included in Level 3.

4. MATERIAL ACCOUNTING POLICIES (Cont.)

Non-GAAP measures

The Group presents non-GAAP measures that are not prepared in accordance with NZ IFRS. The Board believes these measures provide useful information to users of the financial statements in understanding the financial performance of the Group. These measures are also used internally to evaluate venture and Group-level performance.

These measures should not be viewed in isolation or as a substitute for measures reported in accordance with NZ IFRS, as they are not uniformly defined or utilised by all companies in New Zealand.

Earnings before interest, income tax, depreciation, amortisation and movement in financial instruments (EBITDAF)

The Group calculates EBITDAF by adding back finance costs, interest income, depreciation and amortisation, and net losses on financial instruments to loss before income tax. A reconciliation EBITDAF is provided in the notes to the financial statements, based on amounts consistent with those presented therein.

Year ending 31 March	2026		2025
	$000		$000
Net loss before income tax	(17,808)		(9,162)
Add back: finance costs	363		154
Add back: interest income	(128)	-	(261)
Add back: depreciation and amortisation	1,337		891
Add back: net losses on financial instruments	549		-
EBITDAF	**(15,687)**		**(8,228)**

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5. ACQUISITION OF B2B ROCKET

In August 2025, the Group acquired 100% of the shares in B2B Rocket Incorporated ('B2B Rocket'), a US-based AI sales automation company.

Accounting policy

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a business comprises:

- Fair values of the assets transferred
- Liabilities incurred to the former owners of the acquired business
- Equity interests issued by the Group
- Fair value of any asset or liability resulting from a contingent consideration arrangement
- Fair value of any pre-existing equity interest in the subsidiary

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair value at the acquisition date. Acquisition related costs are expensed as incurred. The Group acquired 100% of B2B Rocket and as such there is no non-controlling interest.

The excess of the consideration transferred, amount of any NCI in the entity, and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase. Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss. Any gains or losses arising from such remeasurement are recognised in profit or loss.

Purchase price

The following is a breakdown of the fair value of the purchase price for the acquisition:

	$000
Cash paid on completion	6,860*
Ordinary shares in Black Pearl Group Limited issued on completion to the sellers	1,760
Contingent consideration - deferred payment (variable cash payments to the sellers)	3,704
Contingent consideration - earn-out payment (variable cash payments and shares issued to the sellers)	1,515
Total purchase price consideration	**13,839**

**Cash paid on completion*

Agreed cash payment of USD $4 million on completion date.

Ordinary shares issued in completion

On completion, the Group issued 1,725,078 shares and the share price on completion date was $1.02 per share (total value of $1.7 million).

Contingent consideration - deferred payment

If B2B Rocket achieves annual recurring revenue ('ARR') of USD $10 million within 24 months of the acquisition date, the Group will pay its former owners USD $3 million when the target is met. Otherwise, after 24 months the Group will pay between USD $0.3 million and USD $3 million based on ARR in August 2027. Based on the Group's forecasts, management expects the full USD $3 million to be payable. The fair value on acquisition date was measured using probability weighted scenarios of the likelihoods of targets being met and consequential payment required from the Group. Amounts were discounted to its present value on acquisition date using an estimate of B2B Rocket's post-tax weighted average cost of capital ('WACC).

Contingent consideration - earn-out payment

Four tranches of USD $500k and three tranches of USD $1 million are payable if B2B Rocket achieves specific ARR targets within a given period from the acquisition date. Each tranche is structured so that 50% will be settled in cash and the remaining 50% through the issue of BPG's ordinary shares. The acquisition date fair value was estimated using a probability weighted scenarios of the likelihoods of targets being met during that period and consequential payment required from the Group. Amounts were discounted to its present value on acquisition date using an B2B Rocket's estimated post-tax WACC.

Estimated post-tax WACC

The post-tax WACC is a significant level 3 input to the valuations of both the deferred and earn-out payments. The PPA uses a 17.9% post-tax WACC to discount cash flow to its present value and the following is a sensitivity analysis.

5. ACQUISITION OF B2B ROCKET (Cont.)

	Deferred	Earn-out	Total
Acquisition date present value	3,704	1,515	5,219
Effect of +100 BPS on WACC	3,640	1,464	5,104
Effect of -100 BPS on WACC	3,765	1,566	5,331

Critical accounting estimate - fair value of contingent consideration

All forms of contingent consideration in this transaction have been classified as financial liabilities by the Group. The Group engaged an external valuer, GreenMount Advisory, to prepare the purchase price allocation ('PPA') which included a valuation of the contingent consideration. The following are significant inputs used in the valuation of the contingent consideration which all involve level 3 fair value inputs:

Deferred payment estimated timing and amount

This also uses management's estimate of timing and achievement of B2B's ARR targets. On both acquisition date and reporting date, management estimates that B2B Rocket will achieve its ARR targets resulting in payment of the full USD $3 million ('full payment') on or around August 2027. The following is a sensitivity analysis if targets were met earlier:

Acquisition date fair value	3,704	Acquisition date fair value	3,704
Effect of full payment 6 months earlier	4,018	Effect of -10% of ARR forecasts	3,704
Effect of full payment 12 months earlier	4,365	Effect of -40% of ARR forecasts	3,350

Earn-out payment estimated timing and amount

Similarly, part of the valuation also involves management's estimate of timing and achievement of B2B's ARR targets. The following is a sensitivity analysis based on different scenarios:

Acquisition date fair value	1,515
Effect of targets met 6 months earlier	1,856
Effect of targets met 12 months later	2,112

Contingent consideration

At 31 March 2026, the contingent consideration liability increased by $549k to $5,768k (August 2025 acquisition date: $5,219k). The movement represents solely the unwinding of the discount applied at acquisition date, recognised as a change in fair value through profit or loss. No tranches were settled during the period. Both components remain classified as Level 3 financial liabilities measured at fair value through profit or loss.

Contingent consideration	Deferred	Earn-out	Total
	$000	$000	$000
Acquisition date fair value	3,704	1,515	5,219
Fair value movement recognised in P&L	390	159	549
Carrying value at 31 March 2026	**4,094**	**1,674**	**5,768**

Critical accounting judgement - non-current classification of contingent consideration

The Group has classified both components of contingent consideration as non-current liabilities based on management's current estimate of timing of payments. Management has considered it highly unlikely that the Group will be required to settle the deferred payment (whole or in part) within the next 12 months from reporting date, and that as of the reporting date, the conditions that would require the Group to settle amounts within 12 months from reporting date were not met.

The Group expects payment of the first USD $500k (NZD $874k) earn-out tranche to be made within 12 months of balance date and as a result this amount has been classified as current. All other earn-out tranches have been classified as non-current.

Net assets acquired

The following is a breakdown of the fair value of the net assets acquired:

	$000
Cash and cash equivalents	121
Receivables and prepayments	462
Intangible assets - capitalised software development	1,547
Intangible assets - customer relationships	2,727
Payables	(749)
Contract liabilities	(2,105)
Deferred tax liability	(677)
Other liabilities	(69)
Net assets	**1,257**
less purchase price	13,839
Goodwill recognised	**12,582**

The following are significant inputs and assumptions used in the PPA for valuation of the material assets acquired and liabilities assumed in the acquisition, which all involve level 3 fair value inputs:

Capitalised software development

The fair value of the software B2B Rocket's software was estimated using the reproduction cost new approach, a cost approach. This was based on the capitalised development costs with a 31% uplift, reflecting a developer's profit margin. The following is a sensitivity analysis over the developer's profit margin uplift:

Acquisition date fair value	1,547
Effect of 10% lower uplift	1,429
Effect of 10% higher uplift	1,665

Customer relationships

The fair value of customer relationships was estimated using a multi-period excess earnings methodology ('MEEM'), an income approach. This was based on the Group's forecast earnings for B2B which included a 2% per annum growth rate, and a 9% churn rate. Mid-year discounting was applied using B2B Rocket's estimated post-tax WACC. The following is a sensitivity analysis and the following is a sensitivity analysis:

Acquisition date present value	2,727	Acquisition date fair value	2,727
Effect of +100 BPS on WACC	2,629	Effect of +2% on churn rate	2,339

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Effect of -100 BPS on WACC	2,822	Effect of -2% on churn rate	3,103

6. OPERATING SEGMENTS

Accounting policy

Operating segments are components of an entity, engaged in business activities which may earn revenues and incur expenses, whose operating results are:

- regularly reviewed by an entity's chief operating decisions makers (CODM);
- used by the CODM to make decisions about resources to be allocated to the segment;
- used by the CODM to assess the performance of the segment; and
- where discrete financial information is available.

Basis for operating segments

The Group has two operating segments:

- B2B Rocket: Following the acquisition of B2B Rocket in August 2025, the Group has identified B2B Rocket as a new operating segment.
- Pearl Diver: During the year the Group revised its internal reporting to the CODM. The CODM now reviews Pearl Diver and Newoldstamp as a single integrated operating segment. Both were previously diclosed as two separate reportable segments. This change reflects the operational and managerial integration of the activities, including the alignment of management responsibility and the centralisation of key functions. The CODM no longer receives discrete financial information for the former separate segments.

Financial performance information reviewed by CODM

The financial information presented for the reportable segments are the main financial performance indicators the CODM reviews for allocation of resources and reviewing performance. The main information the CODM reviews is the subscription fees, marketing costs and personnel expenses. This information is reviewed at least quarterly along with the metrics below. Revenue figures below do not include intra-group or intra-segment amounts.

	2026			2025		
	Pearl Diver	B2B Rocket	Group	Pearl Diver	B2B Rocket	Group
	$000	$000	$000	$000	$000	$000
Subscription fees	10,293	3,411	13,704	7,742	-	7,742
Other revenue	125	3	128	111	-	111
Total revenue	**10,418**	**3,414**	**13,832**	**7,853**	**-**	**7,853**
Marketing	(3,083)	(2,094)	(5,177)	(2,865)	-	(2,865)
Personnel expenses and contractor costs	(9,240)	(2,436)	(11,676)	(7,121)	-	(7,121)
Other expenses	(13,459)	(1,311)	(14,770)	(7,029)	-	(7,029)
Total expenses	**(25,782)**	**(5,841)**	**(31,623)**	**(17,015)**	**-**	**(17,015)**

Change in fair value of contingent consideration	**(549)**	-	-	-	-	-
Net (loss) before tax	**(15,913)**	**(2,427)**	**(18,340)**	**(9,162)**	**-**	**(9,162)**

Geographical information

The Group has extensive international coverage, with the United States being its primary market for subscribers.

The following is breakdown of subscription revenue earned from customers for the top five locations of each segment, which collectively represent 97.2% (2025: 95.6%) of the Group's total subscription revenue.

	2026			2025		
	Pearl Diver	B2B Rocket	Group	Pearl Diver	B2B Rocket	Group
	$000	$000	$000	$000	$000	$000
United States	8,345	2,767	11,112	6,072	-	6,072
New Zealand	1,132	-	1,132	625	-	625
Australia	248	61	309	297	-	297
Canada	181	276	457	220	-	220
United Kingdom	106	215	321	190	-	190
Other	281	92	373	338	-	338
Total	**10,293**	**3,411**	**13,704**	**7,742**	**-**	**7,742**

7. SUBSCRIPTION REVENUE

Accounting policy

Subscription revenue is comprised of recurring monthly, quarterly and annual fees from subscribers to Pearl Diver, Bebop AI, Black Pearl Mail (BPM), Newoldstamp (NOS) and B2B Rocket (B2B). Subscriptions are sold directly by the Group or through resellers. Revenue is recognised on a straight-line basis across the subscription term. A receivable for subscription revenue is recognised once unconditional payment is due from the customer. Typically, this is when the customer signs up to the subscription or when a subscription is renewed as contractually agreed.

Payments received in advance of the subscription term are recognised as contract liabilities. Contract liabilities are reduced as revenue is recognised across the term of the subscription. For certain contracts, services are rendered evenly over the contract term but payments are received later in the subscription period. For these contracts, a contract asset is recognised.

Subscriptions are mainly monthly subscriptions, with options for customers to pay for longer subscriptions in advance. Customers are invoiced at the start of the subscription period, and revenue is recognised on a straight line basis across the subscription period.

Resellers earn commission for their services which is amortised over the term of the contract. For contracts that are less than 12 months, a practical expedient is applied and the commission is expensed when incurred.

In the following table, revenue from contracts with customers is disaggregated between its direct sales and reseller sales.

	2026		2025	
	$000	%	$000	%
Total direct sales	13,106	96%	6,890	89%
Total reseller sales	598	4%	852	11%
Total subscription revenue	**13,704**	**100%**	**7,742**	**100%**

The Group reviewed the requirements of NZ IFRS 15 Revenue from contracts with customers on a portfolio basis, being contracts for sales directly with customers ('Direct Sales') and customers obtained through resellers ('Reseller Sales'). This is because the Pearl Diver, BPM, NOS and B2B performance obligations for all Direct Sales are identical, and all its performance obligations under Reseller Sales are largely identical. The Group has no significant financing components in any of its contracts with customers.

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8. PERSONNEL EXPENSES

Accounting policies

Personnel expenses are recognised as an expense as employees provide services.

	2026	2025
	$000	$000
Salaries and wages	6,032	3,924
Contractors	4,031	1,323
Kiwisaver employer contributions	145	66
Sales commissions	282	189
Employee share-based compensation expense - see Note 23	381	1,129
Increase in employee entitlements - see Note 18	171	57
Total personnel expenses	**11,042**	**6,688**

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9. EXPENDITURE

	2026	2025
	$000	$000
Cost of sales		
Reseller commissions	267	231
Personnel expenses	634	433
Hosting and server costs	2,978	1,552
Merchant bank fees	417	276
Total cost of sales	**4,296**	**2,492**
Operating expenses		
Advertising and marketing	5,177	2,865
Hosting and server development costs	955	317
IT service costs	2,785	557
Consulting costs	1,605	1,321
Total operating expenses	**10,522**	**5,060**
Administrative expenses		
Bad debt expense	153	79
Bank fees	19	27
Director fees	391	463
Accounting fees	307	129
Fees paid to auditors - audit and review of financial statements	140	95
Impairment expense of trade receivables	293	-
Insurance	175	134
Other expenses	472	257
Travel expenses	540	261
Legal fees	230	292
Listing costs	1,015	129
Net foreign exchange (gains)/losses	(204)	(136)
Total administrative expenses	**3,531**	**1,730**

Fees paid to auditors for audit and review related services includes $30 thousand in relation to the audit of the accounting for the acquisition of B2B Rocket. Fees of $77 thousand were paid to the auditor for audit and assurance services relating to B2B Rocket Inc., as required for the ASX listing.

10. FINANCE COSTS

Accounting policy

Borrowing costs are recognised as an expense in the financial year in which they are incurred.

Below-market term loans are subsequent measured at amortised cost with the recognition of interest as part of applying the effective interest method. As the below-market term loans is amortised to its present value at reporting date, this includes the recognition of borrowing costs as per above i.e. actual interest payable, and a separate interest expense for the unwind of the initial fair value discount. For more details on below-market term loan accounting, see Note 19.

	2026	2025
	$000	$000
Interest accrued on loans and borrowings	299	96
Amortisation of below-market term loans and loan establishment fees	39	27
Interest on lease liabilities	25	31
Total finance costs	**363**	**154**

11. INCOME AND DEFERRED TAX

Accounting policy

Tax expense comprises current and deferred tax. Income tax is recognised in the statement of profit or loss and other comprehensive income except when it relates to items recognised directly in equity (in which case the income tax is recognised in equity). Income tax is based on tax rates and regulation enacted in the jurisdiction in which the entities operate.

Deferred tax is recognised in respect of temporary differences between the carrying amount of asset and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax is based on the expected manner of realisation of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the end of the reporting period. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available, against which the asset can be utilised.

	2026	2025
	$000	$000
Net loss before income tax	(17,808)	(9,162)
At the New Zealand statutory income tax rate of 28%	(4,986)	(2,565)
Non-deductible expenditure	-	-
Unrecognised tax losses	4,986	2,565
Income tax expense/(credit)	**-**	**-**

Deferred tax assets on deductible temporary differences have been recognised to the extent taxable temporary differences exist in the same tax jurisdiction. No deferred tax asset is recognised in excess of the available taxable temporary differences, due to the uncertainty of when the asset can be utilised.

The Group has no unrecognised deferred tax assets (apart from tax losses) related to deductible temporary differences (2025: $nil). The Company has New Zealand tax losses of $46.65 million, available for use against future taxable profits, subject to the New Zealand Tax Legislation requirements being met (2025: $27.46 million).

The subsidiary incorporated in the United States has federal tax losses of $2.51 million (2025: USD $2.48 million) and Arizona State tax losses of $2.53 million (2025: USD $2.50 million), which are available indefinitely for use against future taxable profits. No deferred tax asset has been recognised for tax losses as the Group has assessed there is not a probability of utilising these losses in the near future due to the current loss position.

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The following is a breakdown of the Group's deferred tax balances:

	2026				2025		
	Opening balance at 1 April	Charged to profit or loss	Acquired as part of business combination - note 5	Deferred tax asset balance at 31 March	Opening balance at 1 April	Charged to profit or loss	Deferred tax asset balance at 31 March
	$000	$000	$000	$000	$000	$000	$000
Leases	2	5	-	7	1	1	2
Borrowings	(10)	(14)	-	(24)	(23)	13	(10)
Intangible assets	(592)	(1,886)	(677)	(3,155)	(805)	213	(592)
Share based payments	374	(303)	-	71	303	71	374
Employee entitlements	-	-	-	-	-	-	-
Tax losses	226	2,198	-	2,424	524	(298)	226
Total	**-**	**-**	**(677)**	**(677)**	**-**	**-**	**-**

Certain tax losses within the Group cannot be offset. Accordingly, the deferred tax liability recognised as part of the business combination has been recognised in full.

12. CASH AND CASH EQUIVALENTS

Imputation credit account

The balance of the Group's imputation credit account as at 31 March 2026 is nil (2025: nil).

Accounting policy

Cash and cash equivalents includes deposits held on call with banks, and other short-term highly liquid investments with original maturities of three months or less.

Currently, the Group's $9.59 million balance is on demand deposit with banks (2025: $6.77 million).

13. RECEIVABLES AND PREPAYMENTS

Accounting policy

Short-term receivables are recorded at the amount due, less an allowance for credit losses. The simplified expected credit loss model is applied, assessing short-term receivables as they possess shared credit risk characteristics and are grouped based on the days past due.

The provision for doubtful debts is recognised in profit or loss as an impairment expense. Short term-receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectations of recovery include the debtor being in liquidation or the receivable being more than one year overdue (in default).

	2026	2025
	$000	$000
Trade receivables	1,723	470
Less provision for doubtful debts	(293)	-
Total trade receivables	**1,430**	**470**
GST receivable	110	142
Prepayments	508	353
Other receivables	70	85
Total trade and other receivables	**2,118**	**1,050**

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14. INTANGIBLE ASSETS (INCLUDING GOODWILL)

Accounting policy

Internally-generated intangible assets

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

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

The amount initially recognised for internally-generated intangible assets is the sum of the directly attributable cost necessary to create, produce, and prepare the asset from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses.

Customer relationships

The customer relationships were acquired as part of the business combination that occurred during the year - see Note 5. They were recognised at their fair value on acquisition date, and are subsequently amortised on a straight-line basis using an attrition-based method, reflecting an average expected annual customer churn of 10%.

Capitalised software development acquired

Included in capitalised development costs is the B2B Rocket software which was acquired as part of the business combination during the year - see Note 5. It was originally recognised at fair value on acquisition date using the reproduction cost new approach, adjusted for the expected remaining useful life. Costs capitalised were consistent with the Group's accounting policy on internally generated intangible assets. It is then subsequently amortised on a straight-line basis based on the remaining useful life of the asset.

Goodwill

Goodwill arising from business combinations is measured as the excess of the sum of the consideration transferred over the net identifiable assets acquired and liabilities assumed. Goodwill is not amortised but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. For impairment testing, refer to Note 16. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Amortisation of intangible assets with finite useful lives

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods. Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Website	5 years
Capitalised development costs	4 - 10 years
Customer contracts	2.5 years
Customer relationships	10 years

Critical accounting estimates

Capitalised development costs

The Group capitalises internal development costs for the BPM software, Pearl Diver software, Bebop AI software, and B2B Rocket software where the recognition criteria are met. Engineering work across the Group's ventures is managed through Jira, where individual tickets are scoped and classified prior to commencement. Activities undertaken to evaluate new features, investigate technical approaches, or assess potential functionality enhancements are treated as research and expensed as incurred. Once the finance team confirms that a specific development path is technically feasible and approved for progression, engineer time subsequently logged against that Jira project is treated as development and assessed for capitalisation. Capitalised costs consist primarily of internal employee time, being the salary and direct on-costs of software engineers engaged in qualifying development activities. Bug fixes, routine maintenance, performance monitoring, and other activities that do not enhance the functionality of the software are expensed as incurred and are not capitalised.

The useful life of the BPM software and PD software is 10 years, the Bebop AI software at 4 years, and the B2B Rocket software at 5 years. Management considered industry practice, the nature of the asset and previous experience in determining the useful life. The useful life of 10 years for the BPM and Pearl Diver software is higher than the industry average (6 years), due to the more stable environment the Group operates in, resulting in less frequent obsolescence of intangible assets than the industry norm, as well as the nature of the product offerings. The useful life of Bebop AI at 4 years is shorter than the industry average due to the high rate of technological change in the generative AI area. The Group will continue to assess the useful lives of capitalised development costs.

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	Goodwill	Customer Relationships	Customer Contracts	Website	Capitalised Dev Costs	Total
	$000	$000	$000	$000	$000	$000
Cost						
Balance at 1 April 2025	2,873	-	1,134	146	3,221	7,374
Acquired through business combination	12,582	2,727	-	-	1,547	16,856
Additions	-	-	-	-	2,002	2,002
Balance at 31 March 2026	**15,455**	**2,727**	**1,134**	**146**	**6,770**	**26,232**
Amortisation and impairment losses						
Balance at 1 April 2025	-	-	1,097	91	1,563	2,751
Amortisation for the year	-	282	37	23	672	1,014
Balance at 31 March 2026	**-**	**282**	**1,134**	**114**	**2,235**	**3,765**
Carrying amount at 31 March 2026	**15,455**	**2,445**	**-**	**32**	**4,535**	**22,467**
Cost						
Balance at 1 April 2024	2,873	-	1,134	146	2,086	6,239
Additions	-	-	-	-	1,135	1,135
Balance at 31 March 2025	**2,873**	**-**	**1,134**	**146**	**3,221**	**7,374**
Amortisation and impairment losses						
Balance at 1 April 2024	-	-	643	65	1,362	2,070
Amortisation for the year	-	-	454	26	201	681
Balance at 31 March 2025	**-**	**-**	**1,097**	**91**	**1,563**	**2,751**
Carrying amount at 31 March 2025	**2,873**	**-**	**37**	**55**	**1,658**	**4,623**

The Group completed impairment testing for its cash-generating units (specifically goodwill but included the intangible assets attributable to each cash-generating unit) - for more detail refer to Note 16. No impairment is identified at year end (2025: nil).

Customer relationships and capitalised development costs were acquired as part of the B2B Rocket acquisition - refer to note 5.

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Accounting policy

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract, is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Group's incremental borrowing rate. The Group uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortised cost under the effective interest method.

Right-of-use assets	2026	2025
	$000	$000
Cost		
Balance at 1 April	744	174
Additions	110	614
Lease termination	-	(44)
Balance at 31 March	**854**	**744**
Depreciation and impairment losses		
Balance at 1 April	(208)	(43)
Depreciation and impairment losses	(235)	(165)
Balance at 31 March	**(443)**	**(208)**
Carrying amount at 31 March	**411**	**536**

The Group leases office spaces in Wellington, Auckland and New Jersey for its operations, as well as a carpark in Wellington. The Auckland lease is for a total term of 2 years beginning 15 January 2025, with a 2 year extension option the Group does not expect to use. The Wellington office and carpark leases are for a total term of 3 years and 2 months beginning 1 November 2024, with a 3 year extension option the Group does not expect to use. The New Jersey lease is for a total term of 2 years beginning 1 February 2026, with a 2 year extension option the Group does not expect to use.

Lease liabilities	2026	2025
	$000	$000
Current	265	208
Non-current	170	330
Total lease liabilities	**435**	**538**

Total cash outflow relating to lease liabilities of $264 thousand (2025: $182 thousand), comprising $51 thousand (2025: $31 thousand) of interest and $213 thousand (2025: $151 thousand) of repayment of lease liabilities. The undiscounted cash outflow due in the next 12 months is $296 thousand.

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16. IMPAIRMENT OF CASH GENERATING UNITS

Goodwill and intangible assets that have indefinite useful lives are not amortised and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal ('FVLCOD') and value in use ('VIU').

For the purpose of assessing impairment, assets are grouped at the lower levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other asset or group of assets i.e. cash generating units ('CGUs'). Non-financial assets, other than goodwill that suffered an impairment, are reviewed for possible reversal of impairment at the end of each reporting period.

Identification of CGUs for goodwill impairment testing

The carrying amount of the Group's assets were reviewed to determine whether there is any indication of impairment and if so, tested or tested regardless in the case of indefinite life intangible assets. The Group identified four cash generating units, based on its product offerings:

(1) Pearl Diver - which collates and presents data about interactions with a customer's website. The Group's original product Black Pearl Mail, which offers email customisation subscriptions to customers and the ability to gather data about how customers interact with those emails, is provided as part of a Pearl Diver subscription.

(2) Newoldstamp - the acquired business which also offers email customisation subscriptions to customers.

(3) Bebop AI - an AI-powered sales intelligence platform providing sales leads and insights, and.

(4) B2B Rocket - a US-based AI sales automation company.

Allocation of goodwill

Goodwill raised on the acquisition of Newoldstamp Limited is allocated between Pearl Diver and Newoldstamp CGUs for the purpose of impairment testing. 90% ($2.58 million) is allocated to Pearl Diver and 10% ($0.28 million) to Newoldstamp reflecting the future growth expected from the organic traffic.

Goodwill raised on the acquisition of B2B Rocket Incorporated is allocated 100% to the B2B Rocket CGU for the purpose of impairment testing.

Key assumptions of impairment testing

The Group have tested impairment by measuring each CGU's value in use ('VIU'). The calculations are based on cash flow projections covering a five-year period and operating expenses reflecting the financial budgets approved by management and the Board. As of 31 March 2026:

Pearl Diver CGU had a carrying value of $4.5 million. The VIU model used an average revenue growth rate of 20.9%. To determine the terminal value, a 2.0% long-term growth rate was applied. A post-tax discount rate of 18% was used to establish the recoverable amount under the VIU model. The Group has determined that no impairment is required to the Pearl Diver CGU.

Newoldstamp CGU had a carrying value of $0.1 million. The VIU model used an average revenue decrease of of 1.4%. To determine the terminal value, a 0% growth rate was applied. A post tax discount rate of 18% was used to establish the recoverable amount under the VIU model. The Group have determined that no impairment is required to the Newoldstamp CGU.

Bebop AI CGU had a carrying value of $0.9 million. The VIU model used an average revenue growth rate of 9.1%. To determine the terminal value, a 2.0% long-term growth rate was applied. A post-tax discount rate of 18% was used to establish the recoverable amount under the VIU model. The Group has determined no impairment to the Bebop AI CGU.

B2B Rocket CGU had a carrying value of $14.8 million. The VIU model used an average revenue growth rate of 22.9%. To determine the terminal value, a 2.0% long-term growth rate was applied. A post-tax discount rate of 18% was used to establish the recoverable amount under the VIU model. The Group has determined no impairment to the B2B Rocket CGU.

Management has determined the values of its key assumptions in its VIU calculations for the three CGUs as follows:

- Revenue growth rate - based on the number of sales leads, the conversion of those leads to billable customers, and marketing expenditure.
- Long-term growth rate - using published international technology industry growth rates, particularly those in the United States.
- Post-tax discount rate - reflecting the specific circumstances and risks of the Group, and benchmarked against NZX listed technology companies.

Result of impairment testing

Following the assessment of the recoverable amount of goodwill allocated to Pearl Diver, Newoldstamp and B2B Rocket, the directors consider the recoverable amounts of the CGUs to be the most sensitive to the achievements of the budget. Budgets comprise of forecast subscription revenue, marketing, staff costs and overheads based on current and anticipated market conditions that have been considered and approved by the Board.

Impact of possible changes in key assumptions

The Group has conducted an analysis of the sensitivity of impairment test to changes in the key assumptions used to determine the recoverable amount for each of the Group's CGUs to which goodwill is allocated. The directors believe that any reasonably possible changes in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the related CGUs.

17. TRADE AND OTHER PAYABLES

Accounting policy

The carrying value of trade and other payables are classified as financial liabilities and measured at amortised cost, which approximates their fair value.

	2026	2025
	$000	$000
Trade payables	1,588	785
Accrued expenses	445	868
Other payables	82	53
Total trade and other payables	**2,115**	**1,706**

Trade payables are unsecured, non-interest bearing and are usually paid within 30 days of recognition.

18. EMPLOYEE ENTITLEMENTS

Accounting policy

Employee benefits that are expected to be settled wholly within twelve months after the end of the year in which the employee provides the related service are measured based on accrued entitlements at current rates of pay. These include salaries and wages accrued up to balance date, and annual leave earned to, but not taken at balance date.

	2026	2025
	$000	$000
Accrued wages and salaries	66	181
Annual leave entitlements	362	191
Total employee entitlements	**428**	**372**

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19. LOANS AND BORROWINGS

Accounting policy

Borrowings on normal commercial terms are initially recognised at the amount borrowed less transaction costs. Interest due on the borrowings is subsequently accrued and added to the borrowings balance.

Borrowings are classified as current liabilities unless the Group has a right to defer settlement of the liability for at least 12 months after balance date.

Loans made at nil or below-market interest rates are initially recognised at the present value of their expected future cash flow, discounted at the current market rate of return.

	2026	2025
	$000	$000
Current portion		
Credit card balances	5	(23)
Below market-term loans from the government (current)	69	74
Bank loans - current	4,994	-
Total current portion	**5,068**	**51**
Non-current portion		
Below-market term loans from the government	195	239
Bank loans	-	980
Total non-current portion	**195**	**1,219**
Total loans and borrowings	**5,263**	**1,270**

Below market-term loans from the government

The Group has a below-market term loan from the Callaghan Innovation for research and development. The loan is for a term of 10 years maturing in September 2030 and bears non-compounding interest at 3% per annum.

BNZ Bank Loan Facility

The remaining loan facility with BNZ was drawn down during the year. The facility is a customised average rate loan facility and is subject to non-compounding variable interest rates which reset every month. During the period, the interest rates were between 6.38% and 7.76% (2025: 7.76% and 9.31%). The facility matures on 17 August 2026 and is secured over all present and acquired property of the Group. The loan is classified at amortised cost and the Group incurred a $30,000 establishment fee which has been included in the carrying value of the loan and is amortised using the effective interest rate method.

The facility is subject to conditions ('covenants') that may result in the loan being repayable to BNZ on demand. In particular, the loan has a financial covenant based on the Group's annual recurring revenue ('ARR') that is tested on the last day of each financial quarter during the term of the loan. The test is based on the financial results of the Company during the quarter the covenant is tested. The Group has met all covenant requirements as of 31 March 2026, and does not expect to breach its ARR covenant within the next financial year.

The loan also has a dividend stopper condition - see Note 21 for more details.

The BNZ facility is secured by a perfected security interest over all present and after-acquired property of Black Pearl Group Limited and Newoldstamp Limited. Black Pearl Group Limited and Newoldstamp Limited have each provided unlimited intercompany guarantees to BNZ in respect of the other's obligations under the facility.

20. FINANCIAL INSTRUMENTS

The Group's policy is that no speculative trading in financial instruments may be undertaken.

Classification and fair values

Financial instruments are classified, at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income, or fair value through profit or loss. The Group's financial instruments as of 31 March 2026 are classified at amortised cost and fair value through profit or loss (2025: at amortised cost).

The carrying value of the Group's financial instruments carried at amortised cost do not materially differ from their fair value. There were no transfers between classes of financial instruments during the year (2025: no transfers).

CAPITAL MANAGEMENT

The capital structure of the Group primarily consists of equity raised by the issue of shares in Black Pearl Group. The Group considers its capital to comprise its fully paid up, ordinary share capital and accumulated losses.

The Group manages its capital to ensure it maintains an appropriate capital structure to support the business and continue as a going concern. The Group's capital structure is adjusted based on business needs and economic conditions. The Group is not subject to any externally imposed capital requirements.

When managing capital, management's objective is to achieve optimal long term capital returns to shareholders and benefits for other stakeholders. There have been no material changes in the Group's management of capital from the previous year.

This note should be read in conjunction with Note 25 - Going Concern which outlines details of the Group's going concern assumption and the financial year 2027 plan that Directors believe will enable the Group to continue operations.

FINANCIAL RISK MANAGEMENT

The main risks arising from the Group's financial instruments are foreign exchange currency risk, liquidity risk and credit risks which arise in the normal course of the Group's business. The Group uses different methods to measure and manage different types of risks to which it is exposed.

The following presents both qualitative and quantitative information on the Group's exposure to each of the above risks, along with policies and processes for managing risks.

Foreign currency risk

Nature of risk

Foreign currency risk is the risk that changes to foreign exchange rates negatively impact the Group's New Zealand dollar (NZD) net cash flows.

Exposure and risk management

A large portion of the Group's subscription revenue is priced using the United States Dollar (USD). This is different to BPG's functional currency of NZD. The Group is exposed to other foreign currencies, but the exchange rate fluctuations between USD and NZD are the Group's primary source of foreign currency exposure. The Group maintains USD bank accounts for its US operations, providing a natural hedge for its US branch operational costs. However, all other operations (i.e. Black Pearl Mail and NewOldStamp) use NZD bank accounts which generates foreign currency fluctuations from subscription payments throughout the year. The Group is also exposed to USD exchange flucuations in relation to the contingent consideration (see note 5).

The Group does not hedge this exposure e.g. foreign exchange swaps.

The following balances are subject to foreign currency exchange fluctuations:

- Trade receivables, being the amounts receivable for subscriptions,
- Cash and cash equivalents being cash amounts held in USD in its foreign operations,
- Contingent consideration payable in USD.

At 31 March, had the local currency strengthened/weakened against the USD by 10% the pre-tax loss (in NZD) would have been (higher)/lower as follows:

	2026			2025		
At 31 March	**Balance**	**+10%**	**-10%**	**Balance**	**+10%**	**-10%**
	(US$000)	**(NZ$000)**	**(NZ$000)**	**(US$000)**	**(NZ$000)**	**(NZ$000)**
Cash and cash equivalents	520	369	553	105	(17)	20
Trade and other receivables	2	-	-	268	(43)	52
Contingent consideration	3,301	(524)	641	-	-	-
Increase/(decrease) in pre-tax loss		**(155)**	**553**		**(60)**	**72**

Interest rate risk

Nature of risk

Interest rate risk is the risk that changes in interest rates negatively impact the Group's financial performance or the value of its financial instruments.

Exposure and risk management

The Group's interest rate risk arises from its cash and cash equivalents balances and borrowings. During the year the remaining amount under the $5m loan facility with BNZ was drawn down, resulting in exposure to interest rate risk in respect of amounts borrowed under the facility. The loan facility is subject to floating interest rates and accordingly the Group is exposed to variability in finance costs arising from movements in market interest rates. A reasonably expected movement in the prevailing interest rate would not materially affect the Group's consolidated financial statements. The Group's credit card balances are settled on a monthly basis.

Liquidity risk

Nature of risk

Liquidity is the risk that the Group cannot pay contractual liabilities as they fall due.

Exposure and risk management

Liquidity risk arises mainly from business activities.

The Group manages liquidity risk by ensuring cash flow is planned ahead of time, and funding is planned and organised when required, to ensure the Group will be able to meet its financial obligations.

At 31 March 2026, the Group held cash and cash equivalents of $9.33 million (2025: $6.77 million) to be used for the Group's day-to-day activities and for investments into strategic programmes. The Group has total credit card facilities of $30 thousand (2025: $30 thousand) to support its operations. The Group relies on its capital raised through the issue of shares.

The Group's exposure to liquidity risk based on undiscounted cash flows relating to financial liabilities is set out below:

At 31 March 2026	**Less than 12 months**	**Between 1 and 2 years**	**Between 2 and 5 years**	**Over 5 years**	**Total contractual cash flows**	**Carrying amount**
	$000	$000	$000	$000	$000	$000
Trade and other payables	2,115	-	-	-	2,115	2,115
Contingent consideration	500	3,500	500	-	4,500	5,768
Lease liabilities	296	178	-	-	474	435
Loans and borrowings	5,063	69	183	46	5,360	5,263
Contractual cash flows	**7,974**	**3,747**	**683**	**46**	**12,449**	**13,581**

At 31 March 2025	**Less than 12 months**	**Between 1 and 2 years**	**Between 2 and 5 years**	**Over 5 years**	**Total contractual cash flows**	**Carrying amount**
	$000	$000	$000	$000	$000	$000
Trade and other payables	1,706	-	-	-	1,706	1,706
Lease liabilities	258	236	126	-	620	538
Loans and borrowings	74	1,069	206	46	1,395	1,270
Contractual cash flows	**2,038**	**1,304**	**332**	**46**	**3,721**	**3,514**

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20. FINANCIAL INSTRUMENTS (Cont.)

Credit risk

Nature of risk

Credit risk arises in the normal course of the Group's business on financial assets if a counter party fails to meet its contractual obligations.

Exposure and risk management

Financial instruments that potentially subject the Group to credit risk principally consistent of cash and cash equivalents and its trade and other receivables. The Group manages this risk by placing most of its cash and cash equivalents with high-quality financial institutions. The credit risk associated with trade receivables is small due to inherently lower transaction values and the distribution over a large number of customers.

Group financial assets subject to credit risk at balance date are as follows:

At 31 March	2026	2025
	$000	$000
Cash and cash equivalents	9,592	6,773
Receivables	1,793	555
Total financial assets subject to credit risk	**11,385**	**7,328**

Most of the Group's cash and cash equivalents comprises of $8.38 million cash held with the Bank of New Zealand ('BNZ') with a credit rating of A+ from Fitch (2025: BNZ $6.59 million, A+) and BMO Bank ('BMO') of $142 thousand with a credit rating of AA- from Fitch (2025: BMO $86 thousand, AA-). The remaining amount is on-call balances with PayPal ($544 thousand), AirWallex ($233 thousand) and Revolut ($22 thousand). (2025: on-call with Paypal of $97 thousand).

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21. SHARE CAPITAL

	2026	2025
	$000	$000
On issue at beginning of the year	50,456	37,493
Issue of ordinary shares	26,913	12,526
Equity transaction costs	(1,919)	(666)
Shareholder warrants exercised - see Note 24	402	6
Restricted shares converted to ordinary shares - see Note 23	60	240
Exercise of employee share rights and share based payment compensation - see Note 23	481	733
Issue of shares related to contingent consideration	1,760	-
- equity classified - see Note 23	-	62
- liability classified	-	62
Total share capital ($000)	**78,153**	**50,456**
Share capital consists of the following classes:		
Ordinary share capital	78,153	50,456
Total share capital ($000)	**78,153**	**50,456**

	2026	2025
Fully paid total shares at the beginning of the year	64,650,884	53,309,437
Issue of ordinary shares	27,753,277	10,020,418
Shareholder warrants exercised - see Note 24	1,947,000	30,000
Restricted shares converted to ordinary shares - see Note 23	101,428	239,429
Exercise of employee share rights and share based payment compensation - see Note 23	773,750	956,296
Issue of shares as part of business combination	1,725,078	
Issue of shares related to contingent consideration		
- equity classified - see Note 23		49,764
- liability classified	-	45,540
Total share capital (#)	**96,951,417**	**64,650,884**
Total value per share	**$0.81**	**$0.78**
Share capital consists of the following classes:		
Ordinary share capital	96,951,417	64,650,884
Total share capital (#)	**96,951,417**	**64,650,884**

21. SHARE CAPITAL (Cont.)

Capital raises

In August 2025, the Group announced a $15.15 million capital raise which was completed in October 2025. A total of $15.15 million for 15,948,396 of shares was received.

In November 2025, the Group announced a $11.76 million capital raise which was completed in November 2025. A total of $11.76 million for 11,804,881 of shares was received. (2025: $12.5 million in capital raised at $1.25 per share, $10.5 million through an off-market placement and $2 million from a share purchase plan).

Equity transactions costs

Transaction costs incurred in issuing or acquiring own equity instruments are accounted for as a deduction from equity, to the extent they are directly attributable to the equity transaction that otherwise would have been avoided. Transaction costs related to an equity transaction that is abandoned are recognised as an expense.

During the year, the Group incurred $1.92 million of costs during the Company's capital raise (2025: $666 thousand).

The costs were mainly from consulting firms, charging a fee based on a percentage against capital raised from investors they had introduced to the Company. These costs have been allocated to share capital.

Dividend stopper

The Group holds a loan facility with BNZ - see Note 19. A condition of the loan is that the Company cannot pay dividends or other distributions to shareholders without prior consent from BNZ during the term of the loan.

22. BASIC AND DILUTED EARNINGS PER SHARE

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the net loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares on issue during the year. Diluted EPS is determined by adjusting the net loss attributable to ordinary shareholders and the weighted average number of the ordinary shares on issue for the effects of all potential dilution to ordinary shares and options. Instruments are only treated as dilutive when their conversion to ordinary shares would decrease EPS or increase the loss per share.

	2026	2025
Total loss attributable to owners ($000)	(17,808)	(9,162)
Weighted average number of ordinary shares for basic EPS	79,953,276	58,131,168
Dilution from share based compensation options	-	-
Weighted average number of ordinary shares adjusted for the effect of dilution	79,953,276	58,131,168
Basic and diluted loss per share	**(0.22)**	**($0.16)**

23. SHARE BASED PAYMENT RESERVE

Accounting policy

The Group operates equity-settled share based compensation, with a mix of ordinary shares and rights to shares which can be exercised for ordinary shares. The Group has share based compensation arrangements both with and without vesting conditions. Vesting conditions (if any) attached to any share based payment arrangement are only service conditions and/or non-market performance conditions.
For share based payments with vesting conditions, the fair value of the shares (or share rights) are determined at the grant date and they are vested in tranches over the specified period in the contract. Each tranche is accounted for as a separate grant for the purposes of recognising the expense over the vesting period. The fair value of shares and rights are based on the Company's listed share price at the time.

At the end of each reporting period, the Group revises its estimates of the number of rights expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, through profit or loss with a corresponding adjustment to equity. Otherwise, once the vesting conditions are met, the amounts recognised in the reserve remain indefinitely until those rights are exercised or forfeited. The Group's other share based compensation arrangements do not have vesting conditions. Shares are issued and the fair value of those shares is measured and expensed on the grant date.

Share rights and shares are valued at the Company's listed share price at the grant date. No option pricing model is applied as the fair value is directly observable from the market price. For awards with vesting conditions, the grant date fair value is recognised as an expense on a straight-line basis over the vesting period of each tranche, with each tranche treated as a separate grant. For awards without vesting conditions, the full grant date fair value is expensed immediately.

The Company effectively has four types of share based compensation arrangements:

- One-off share based compensation without vesting conditions

Share issues that are used as a bonus to compensate employees or other suppliers for services. These do not have vesting conditions and are immediately recorded as share capital or an increase in the reserve once issued.

- Contractual share based compensation with vesting periods

Contractual arrangements entered into with key employees to provide share rights with vesting periods for a defined service period. All vested employee rights have a nil exercise price. Any share to be issued on the exercise of the right will be issued on the same terms which rank equally in all respects with the ordinary shares in the Company on issue.

- Contractual share based compensation with non-market performance conditions

Contractual arrangements entered with key employees to provide share rights that vest when specified performance conditions are met. These are 'non-market' performance conditions as defined under NZ IFRS 2 as they are conditions not linked to the actual share price of the Company. Examples of these conditions include meeting certain ARR and cash profitability targets by a certain date specified in the agreement with the employees. The participants must remain employed by the Company until the performance targets are met, otherwise they are forfeited.

- Restricted shares issued to non-executive directors

The Company issued a separate class of equity securities to its non-executive directors. These automatically convert into shares after a defined period.

The following table summarises movements in the reserve related to progress towards vesting of share rights:

	2026	2025
	$000	$000
Opening balance	1,337	1,083
Share rights exercised during the year - transfer to share capital	(541)	(973)
Equity-based purchase price contingent consideration NOS	-	(62)
One off share based payments without vesting terms[i]	49	-
Progression of share rights from employee contractual share-based compensation[i]	332	1,031
Progression from other contractual share based compensation NOS[i]	-	18
Restricted shares issued to non-executive directors recognised via director fees[ii]	218	334
Movements due to net settlement offers	-	(94)
Closing balance	**1,395**	**1,337**

(i) These amounts, along with the additional expense recognised due to net settlement offers (discussed below) totalling $0.4 million was recognised via profit or loss through personnel expenses.

(ii) These amounts were recognised through profit or loss as director fees under administrative expenses.

Additional information on shares and share rights granted during the year

One-off share-based payment compensation with no vesting conditions

The Group granted 50,000 shares at $0.99 per share based on BPG's share price at the time (2025: None).

Contractual share-based compensation with vesting periods: employee share scheme

The Group has a employee share scheme where certain share rights awarded vest after a defined service period. During the year, 90,000 share rights under this type were granted at a weighted average grant date price of $1.13 per share right based on BPG's market share price at the time (2025: 1.177 million share rights at $0.68 per share right). At the end of the financial year, 355,000 share rights were fully vested and exercisable under this type (2025: 55,000). The number of share rights under this type which have been granted but not yet vested is 477,500 with an associated deferred expense totalling $61,447 and weighted average remaining vesting period of 0.48 years (2025: 680,000 not yet vested, $159,036 deferred expense, remaining vesting period 0.53 years). Share rights under the new employee scheme have no exercise price and must be exercised three years after their respective vesting dates, otherwise they lapse (2025: no new grants under this type).

Contractual share based compensation with non-market performance conditions: new employee share scheme

These are share rights granted under the Company's new employee scheme, but vest based on non-market performance conditions. No share rights were granted during the financial year (2025: 1.448 million share rights at $0.65 per share right, vesting based on conditions linked to the Group's cash profitability and ARR targets to be met at specified dates). At the end of the financial year, 30,000 share rights were fully vested and exercisable under this type (2025: 5,000). The number of share rights under this type which have been granted but not yet vested is 75,000 (2025: no new grants under this type). Share rights under the new employee scheme have no exercise price and must be exercised three years after their respective vesting dates, otherwise they lapse (2025: no new grants under this type).

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23. SHARE BASED PAYMENT RESERVE (Cont.)

Restricted shares issued to non-executive directors

Share rights under this arrangement type were issued to certain directors as part of their remuneration package. These vest based on a defined service period. A total of 104,000 share rights were granted with a weighted average grant date price of $1.11 per share right based on BPG's market share price this year (204,000 share rights at $1.26 per share right). Share rights of this type have no exercise price. These share rights are converted into shares shortly after they vest, and none were outstanding as of 31 March 2026 (2025: none). The number of share rights under this type which have been granted but not yet vested is 174,000, with an associated deferred expense totalling $61,808, and a weighted average remaining vesting period of 0.63 years (2025: 275,429 not yet vested, deferred expense $132,961, remaining vesting period 0.63 years).

The following outlines the number of, and movements in, total share rights and the total shares issued during the year subject to the vesting conditions:

	Share rights		Ordinary shares	
	2026	**2025**	**2026**	**2025**
Opening balance	1,783,163	767,734	600,000	763,607
Granted during the period	394,000	3,139,765	-	23,459
Exercised during the period	(275,178)	(1,058,423)	(600,000)	(187,066)
Surrendered on acceptance of net settlement offer	(18,750)	(188,664)	-	-
Forfeited during the period	(42,500)	(877,250)	-	-
Closing balance	**1,840,735**	**1,783,163**	**-**	**600,000**

Significant judgement - equity classification of the Group's new share-based payment scheme

The Company's Board may offer participants 'net settlement' whereby the Company will settle the participants tax obligations in cash and deduct the equivalent value in restricted units. While cash settlement would result in a liability for the Company to record, the net settlement feature will only be offered close to the vesting date and is at the Board's discretion. As a result the Company considers the transactions during the period to be equity-settled. In the event net settlement is offered, this will be treated as a modification to the relevant existing share arrangement.

On the date a net settlement offer is made the share rights subject to the offer, i.e. the share rights the employee surrenders in exchange for the Company settling the employee's tax obligations, are measured at their fair value. Amounts in excess of the grant date fair value of those share rights are recognised as an additional expense. During the year, the Company made no offers resulting in additional expense (2025: $80,000). The Group settled all liabilities associated with net settlement offers as of 31 March 2026 (2025: none).

24. RELATED PARTY TRANSACTIONS

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. A number of these entities subscribe to services provided by the Group. None of these related party transactions are significant to either party. The following are the related party transactions for the year:

Related party	Transaction or balance	Note	2026	2025
			$000	$000
Crown BP Holdings LLC	Conversion of warrants to shares	(i)	-	6
Prospect Desk LLC	Data provision services provided	(i)	622	540
Auto Drive Real Estate LLC	US working spaces	(i)	31	18
Cloud Matchmaker Incorporated	Consulting services provided	(ii)	-	16

(i) Timothy Crown is a director and major shareholder of the Company. He is also a director and major shareholder of Crown BP Holdings LLC and Auto Drive Real Estate LLC. He has a shareholding in Prospect Desk LLC through associated persons.

(ii) Cherryl Pressley is a shareholder and was a director (until September 2024) of the Company. She is also a director and shareholder of Cloud Matchmaker Incorporated.

Compensation of key management personnel of the Group	2026	2025
	$000	$000
Directors' fees, salaries and wages	2,139	1,687
Share-based payment transactions	218	779
Health insurance and other benefits	3	21
Total compensation provided to key management personnel	**2,360**	**2,487**

Amounts disclosed in the table above are the amounts recognised as an expense during the reporting period related to key management personnel. Key management personnel are defined as persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including directors (executive or otherwise). No amounts arising from transactions with related parties have been written off or forgone during the year (2025: nil)

25. GOING CONCERN

The Group prepares its financial statements on a going concern basis, which assumes the Group has the ability and intention to continue operations for a period of at least 12 months from the date the consolidated financial statements are approved.

In the year ended 31 March 2026, the Group had operating cash outflows of $16.90 million (2025: $6.33 million) and incurred a total comprehensive loss of $18.08 million (2025: $9.42 million). The cash balance at year end was $9.59 million (2025: $6.77 million). The Group has a banking facility with the Bank of New Zealand of $5.00 million, which is fully drawn at year end and includes financial covenants tested on a quarterly basis. The facility was extended for a two-year term in April 2026 (a non-adjusting subsequent event).

As a result of these factors there is a material uncertainty that may cast significant doubt on 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 Group's forecast is underpinned by:

- Forecast ARR growth across the Group's portfolio of products
- The Group's ability to actively manage its operating cost base
- Continued availability of the Group's banking facility
- Additional capital, securable through a range of available sources if required

These material uncertainties are based on the Board's key judgements related to the Group's ability to:

- Execute the forecast ARR growth and operating cost reductions
- Secure the additional cash required, whether by equity capital raise, banking facility increase, alternative debt financing, or a combination thereof

The Directors have reviewed sensitivity scenarios and a mitigated case forecast in which identified cost actions are executed in full. The Directors remain confident that the Group can manage forecast variations through appropriate cost control, by leveraging additional finance, or by securing additional capital as required.

The Directors consider, after making due enquiry and having regard to the material uncertainty described above and the actions available to address it, that the going concern basis remains appropriate for the preparation of these financial statements. The Directors believe the Group will achieve its financial forecast and, if necessary, secure additional finance or investment to the extent required to continue as a going concern.

26. COMMITMENTS AND CONTINGENCIES

The Group has one commitment as of 31 March 2026 where the Group entered a contract with a software and AI development company for a minimum monthly fee of $60,000 for a period of 24 months from 1 November 2024. Work commissioned under this contract may result in capitalisable software development costs) (2025: the Group entered a contract with a software and AI development company for a minimum monthly fee of $60,000 for a period of 24 months from 1 November 2024. Work commissioned under this contract may result in capitalisable software development costs). The Group has no contingencies as of 31 March 2026 (2025: no contingencies).

27. EVENTS AFTER BALANCE DATE

On 2 April 2026, after the reporting date, the Group refinanced its existing debt facility with Bank of New Zealand (BNZ). The new Customised Average Rate Loan facility replaces the original facility dated 9 August 2024, which had a maturity date of 17 August 2026. The new facility matures on 30 March 2028. The facility limit of NZ$5,000,000 is unchanged, and the drawn balance at 31 March 2026 of NZ$5,000,000 is unchanged. The minimum drawn balance has been increased from NZ$1,000,000 to NZ$3,000,000. The guarantee structure is documented under a new Cross Guarantee and Common Terms Deed. The new facility is subject to standard financial covenants, including an ARR growth covenant and a liquidity covenant, both tested quarterly. The Directors have considered the refinance in the going concern assessment.

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28. CONSOLIDATED ENTITY

The consolidated financial statements of the Group include:

Name and principal activities	Country of Incorporation	Equity Interest	
		2026	2025
Black Pearl Group Incorporated Same as the Black Pearl Group Limited (the parent) as described in Note 1 - but for the Group's US operations.	United States	100%	100%
Newoldstamp Limited Selling subscriptions for in-market SaaS platform that enables businesses to centrally manage their email signatures.	New Zealand	100%	100%
Bebop AI Limited An advanced AI-powered conversational platform designed to make customer discovery fast and affordable.	New Zealand	100%	100%
B2B Rocket Incorporated (acquired 21 August 2025) An AI sales automation company providing tools to support customer acquisition and sales engagement.	United States	100%	0%
Noir Perle Limited No operational activity, but holds the restricted share units approved for the Group's employee share scheme.	New Zealand	100%	100%

29. CASHFLOW RECONCILIATIONS

Reconciliation of loss for the year to net cashflow from operating activities

	2026	2025
	$000	$000
Loss for the year attributable to owners	**(17,808)**	**(9,162)**
Add/(less) non-cash items included in net loss		
Depreciation and amortisation expense	1,337	891
Share-based payment transactions	599	1,289
Foreign exchange gains/(losses)	(204)	(136)
Fair value measurement of contingent consideration	549	7
Other non cash items	65	(157)
Total non cash items	**2,346**	**1,894**
Add/(less) movements in working capital items		
(Increase)/decrease in receivables	(466)	(328)
(Increase)/decrease in prepayments	(141)	(180)
(Increase)/decrease in contract assets	(671)	-
Increase/(decrease) in payables	(340)	1,255
Increase/(decrease) in employee entitlements	56	129
Increase/(decrease) in contract liabilities	120	62
Net movement in working capital	**(1,442)**	**938**
Net cash outflow from operating activities	**(16,904)**	**(6,330)**

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Lease liabilities	Loans and borrowings	Contingent consideration
	$000	$000	$000
Opening balance at 1 April 2025	**538**	**1,270**	**-**
Cashflows from financing activities			
Proceeds	-	4,000	-
Repayments	(213)	(345)	-
Net cash from financing activities	**(213)**	**3,655**	**-**
Other changes			
Lease additions during the year	110	-	-
Interest accrued	51	271	-
Interest paid disclosed as part of operating activities	(51)	-	-
Credit card repayments disclosed as part of operating activities	-	28	-
Contingent consideration issued			6,317
Fair value adjustments	-	39	(549)
Total other changes	**110**	**338**	**5,768**
Carrying value at 31 March 2026	**435**	**5,263**	**5,768**
Opening balance at 1 April 2024	133	363	55
Cashflows from financing activities			
Proceeds	-	1,000	-
Repayments	(151)	(156)	-
Loan establishment fee		(30)	-
Total cashflows from financing activities	**(151)**	**814**	**-**
Other changes			
Lease additions during the year	602	-	-
Lease terminations during the year	(46)	-	-
Interest accrued	31	97	-
Interest paid disclosed as part of operating activities	(31)	-	-
Credit card repayments disclosed as part of operating activities	-	(27)	-
Fair value adjustments	-	23	7
Contingent consideration issued as shares	-	-	(62)
Total other changes	**556**	**93**	**(55)**
Carrying value at 31 March 2025	**538**	**1,270**	**-**

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Company Directory

Incorporation Number
4064918

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Nicholas Lissette
Timothy Crown
Mark Osborne
Hugo Fisher
Jyllene Miller (appointed 10 September 2024)

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Wellington 6011
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Independent Auditor
William Buck Audit (NZ) Limited
Level 4, 21 Queen Street
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Thank You — Ad Astra.

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Blackpearl Group is a market-leading data technology company that pioneers AI-driven, sales and marketing solutions for the US market.

Specifically engineered for small-medium-sized businesses (SMEs), Blackpearl Group consistently delivers exceptional value to its customers. Our mantra is simple: 'Creating Motivating Opportunities.'

Blackpearl creates the opportunities that motivate action. We create high-impact products that pivot at speed to serve what businesses really need, kick-starting action – turning data into dollars.

Founded in 2012, Blackpearl Group is based in Wellington, New Zealand, and Phoenix, Arizona.

blackpearl.com

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Results announcement

(for Equity Security issuer/Equity and Debt Security issuer)

Results for announcement to the market		
Name of issuer	Black Pearl Group Limited	
Reporting Period	12 months to 31 March 2026	
Previous Reporting Period	6 months to 30 September 2025	
Currency	New Zealand Dollar	
	Amount (000s)	**Percentage change**
Revenue from continuing operations	$13,704	77%
Total Revenue	$13,704	77%
Net profit/(loss) from continuing operations	$(17,808)	94% (loss increase)
Total net profit/(loss)	$(18,082)	92% (loss increase)
Interim/Final Dividend		
Amount per Quoted Equity Security	It is not proposed to pay a dividend	
Imputed amount per Quoted Equity Security	Not Applicable	
Record Date	Not Applicable	
Dividend Payment Date	Not Applicable	
	Current period	**Prior comparable period**
Net tangible assets per Quoted Equity Security (in dollars and cents per security)	($0.0510349)	$0.054139
A brief explanation of any of the figures above necessary to enable the figures to be understood	Refer to Blackpearl Group FY26 Annual Report and Investor Presentation	
Authority for this announcement		
Name of person authorised to make this announcement	Karen Cargill	
Contact person for this announcement	Karen Cargill	
Contact phone number	+64 211355183	
Contact email address	Karen.cargill@blackpearl.com	
Date of release through MAP	28/05/2026	

Audited financial statements accompany this announcement.