VINYL GROUP

Annual Report 2024

Img: Clem Onojeghuo

Inside this report

Chair's Letter

Dear Shareholders,

On behalf of the Board, it is a pleasure to present this year's Vinyl Group's annual report. This year has been transformational and that has set the foundation for the future.

Our Company has grown from a single product line during the 2023 financial year to multiple product lines and an established brand business in 2024. The addition of The Brag Media continued the growth started in the previous year and is still going strong in the current financial year.

The Company is executing on being the one place for creators, businesses and fans to create, connect and collect. The pace has accelerated as we increase our capabilities organically through our development and marketing teams, but taken further by identifying established businesses, technologies or capabilities that can be acquired to deliver results faster.

Our team is growing and so is the depth of talent to deliver on our businesses and identify the new opportunities for the future. We have exciting progress on all of our product lines for the coming year. The recent addition of Mediaweek keeps our momentum going by adding further capabilities in our media and events business.

We now have growing revenues and units that generate positive cash flows in our portfolio. These, along with improved results from our existing brands, will help move the overall group to our goal of being at a breakeven level or better during the 2026 financial year.

A big contributor to this change has been the fantastic support by our shareholders who have enabled our vision to become a reality and their trust in the leadership team as we continue to deliver on their growth plan.

We enter this years with a great outlook and a clear path for execution and delivery for our customers, our shareholders and our staff to deliver on our vision.

Sincerely,

Linda Jenkinson
Independent, non-Executive Chair

The #1 network for musicians

Chief Executive Officer's Letter

Dear Shareholders,

As I reflect on this past year at Vinyl Group, I'm filled with both pride and excitement for the path we've carved out together. This year has been a pivotal time for our company—one marked by strategic positive actions, significant growth, and continual innovation. I want to take a moment to personally thank each of you for your continued trust and support as we work towards building something truly remarkable.

Strategic Focus and Growth

Our recent media acquisitions have become the driving force behind Vinyl Group's revenue. These acquisitions have given us the capacity to continue innovating within our tech platforms—where the potential for material revenue growth and margin improvement is vast.

After acquiring **The Brag Media**, we took a close look at above-the-line costs across all our brands, enabling us to pursue a strategy focused on improving margins and outgrowing our relatively fixed cost base. There were some quick wins with the **Mediaweek** acquisition and upcoming **Funkified** acquisition, both of which are complementary and added to the revenues and improved margins of our media business. Nevertheless this strategy also combines organic growth from our tech platforms.

The current **group revenue run rate** as of publication is **$10.8M.**

Let's Talk About Tech

Today I'd like to focus on the exciting strides we've made in tech over the past year..

Jaxsta data is now utilised across every **Vinyl Group** brand, from driving the navigation system of **Vinyl.com**, to adding credits to your **Vampr** profile, or even when you click an artist's name in a **Rolling Stone** article. We've also invested in **Jaxsta**, which included a full rebuild of the front and backend, with operational costs expected to dramatically reduce as a result of these changes. A new pricing structure for API customers is set to improve margins, and a self-service billing system is being rolled out to streamline customer onboarding. The combined Jaxsta and Vampr offering saw **revenue grow by 49%** in FY24 to $807K, reinforcing the value of this strategic investment.

Vampr and **Vinyl.com** also continue to receive monthly updates, and we're regularly sharing these improvements with investors via our **investor hub** at investors.vinyl.group. **Vinyl.com** is the fastest growing brand in our portfolio, experiencing growth in average check-out sizes and daily orders, with a current quarter annual revenue run rate of $1.4M. Additionally, we're testing an **e-commerce SDK** on our Brag websites that allows music fans to purchase vinyl records directly from any new website that integrates the tool—another exciting development that we believe will have a big impact.

Expanding Horizons with Serenade

With our recently announced acquisition of **Serenade**, we bring **web3** and **blockchain** technology in-house and with physical products aimed at super fans. We couldn't be more excited about the potential of Serenade, to roll out their products not just online and at concerts but also at sporting events and other entertainment verticals. We believe this addition opens up exciting opportunities for us to expand into new markets and verticals, further diversifying our revenue streams.

Looking Ahead

In the coming year, while we will remain open to acquisition opportunities that align with our strategy, our primary focus will shift toward maximising the potential of our current brands. Our goal is to continue optimising operations, growing revenues across the group, and working towards achieving cash flow positivity.

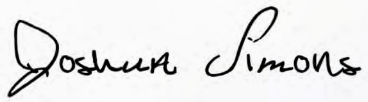
It's an exciting time for Vinyl Group. With many of the pieces in place, our focus for the next 12 months will be to double down on continual optimisation, drive revenue growth, and build lasting value for shareholders.

A Final Note of Gratitude

As always, I want to extend my heartfelt thanks to each of you for your unwavering trust and support. My team and I are incredibly grateful for the opportunity to build something truly special, and we're energised by the road ahead.

Thank you once again for being a part of this journey.

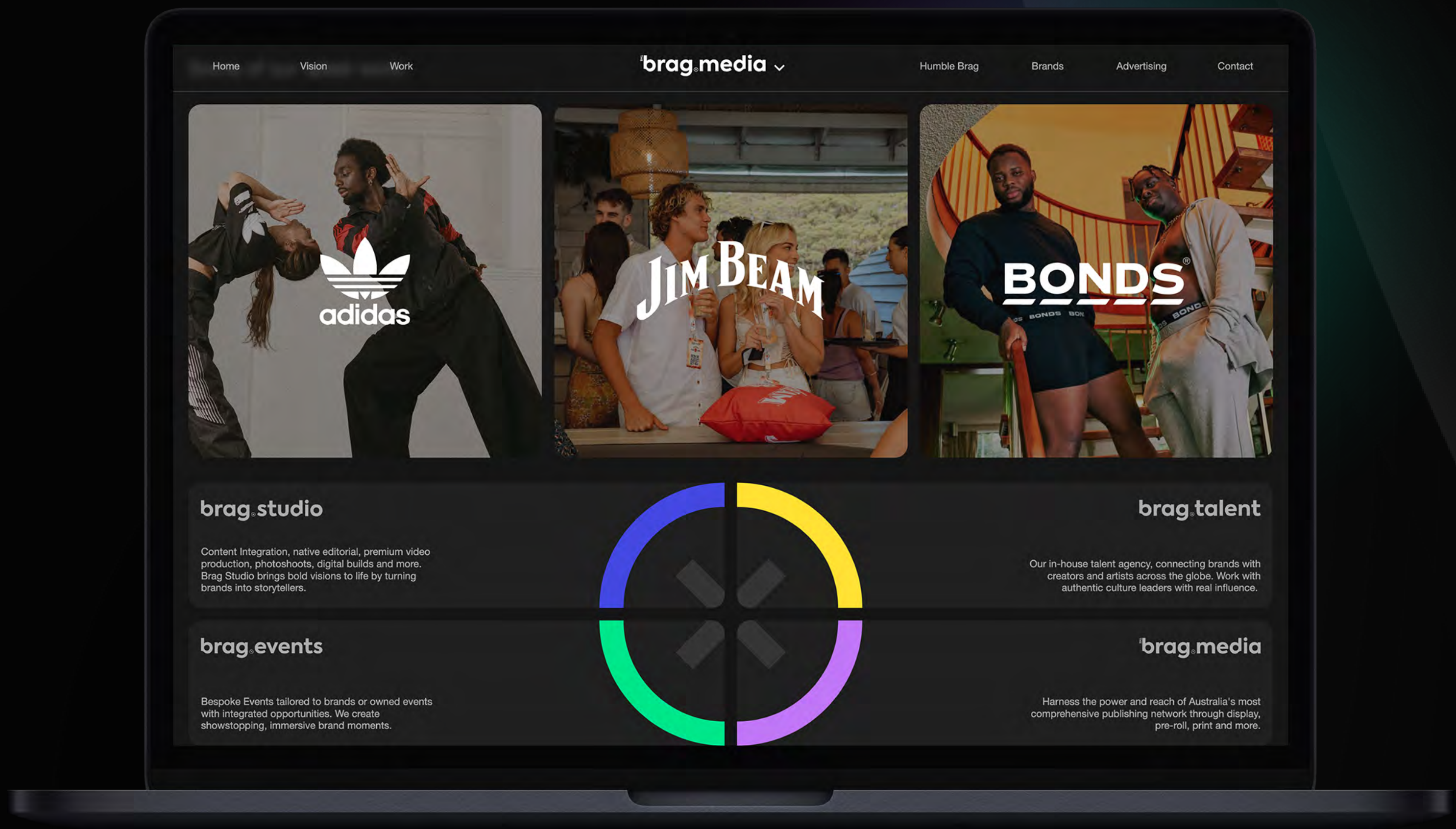
Warm regards,



Josh Simons
Chief Executive Officer

THE brag.media

RollingStone · Variety Australia · mm · LWA · Tone Deaf · The Brag.com
billboard · Bluesfest · sheknows · Hollywood Reporter · musicfeeds · playwire
Rotten Tomatoes · crunchyroll · Letterboxd · HYPEBEAST · hypebae

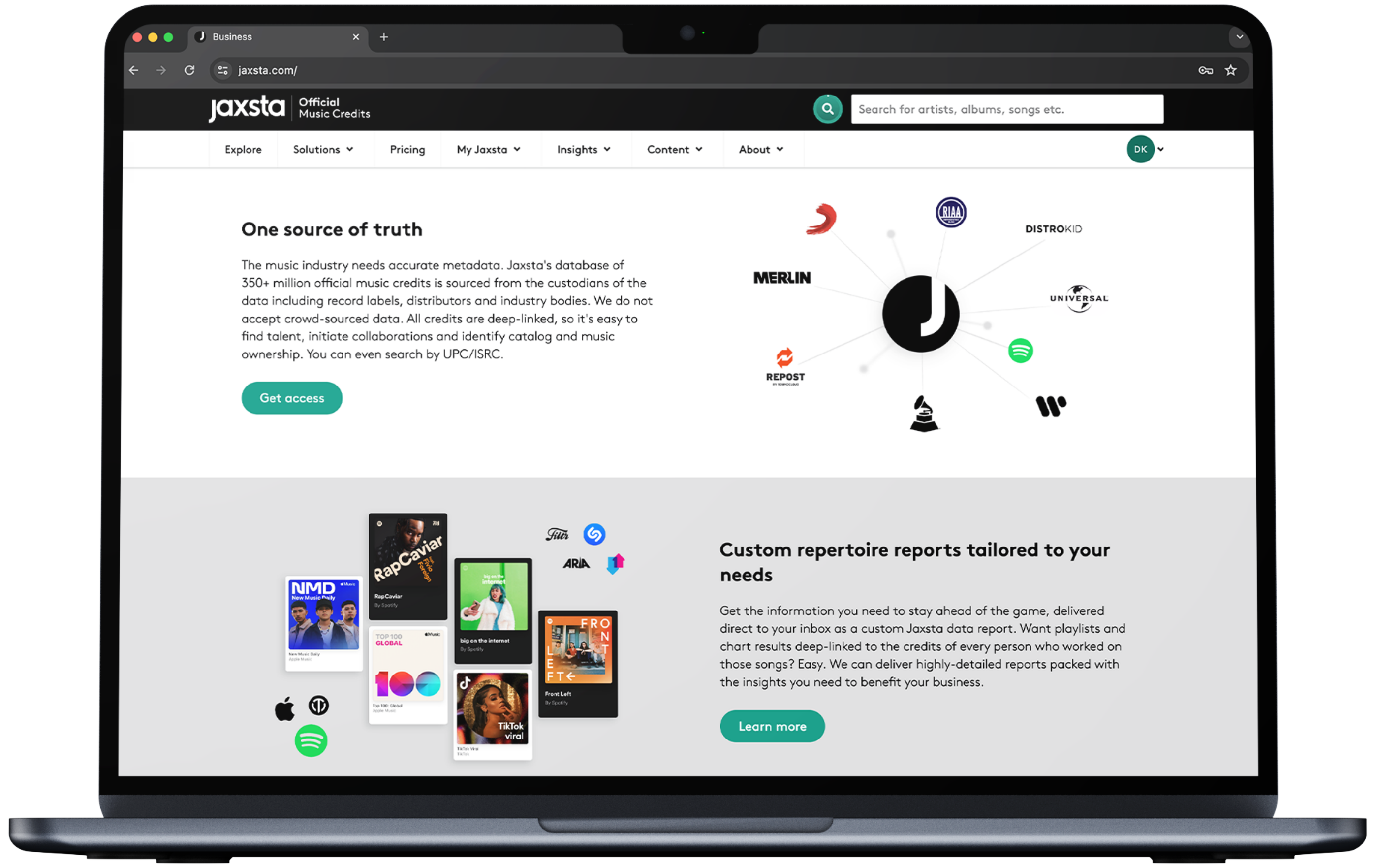


Australia's biggest youth publisher

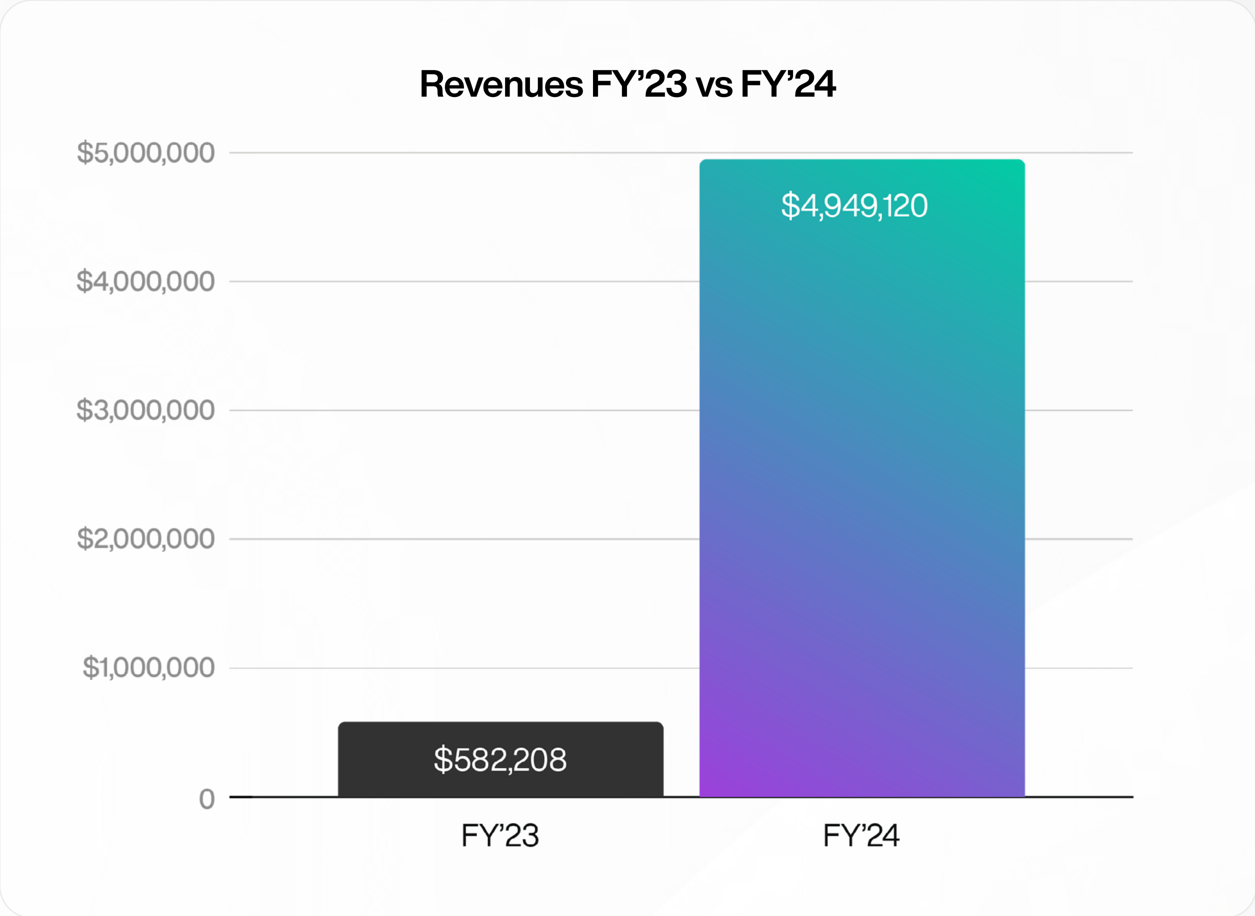
jaxsta

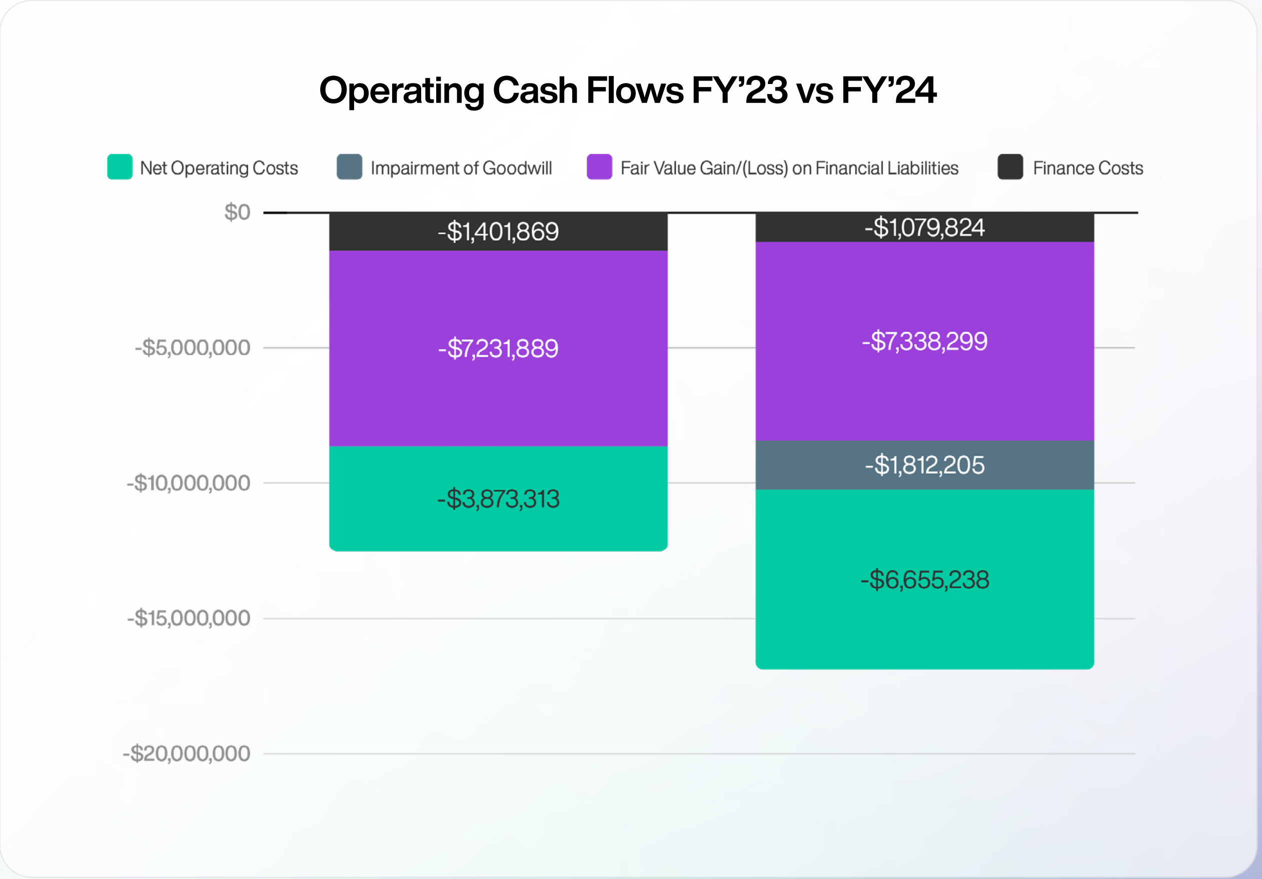
Over 380+ data partners, including

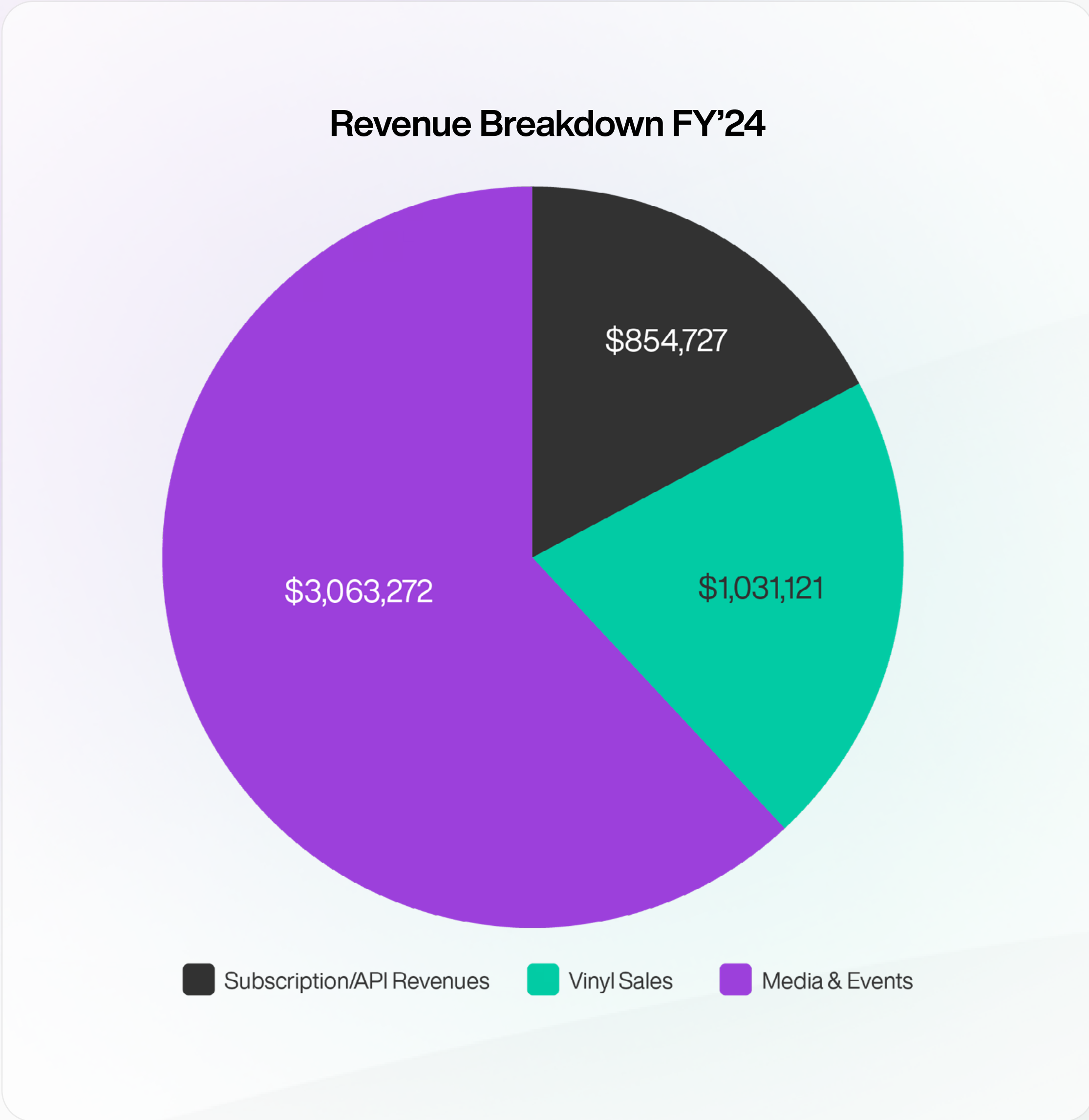
Universal Music Group · Sony Music · Warner Music Group · DistroKid · The MLC · Recording Academy · RIAA



Official music credits

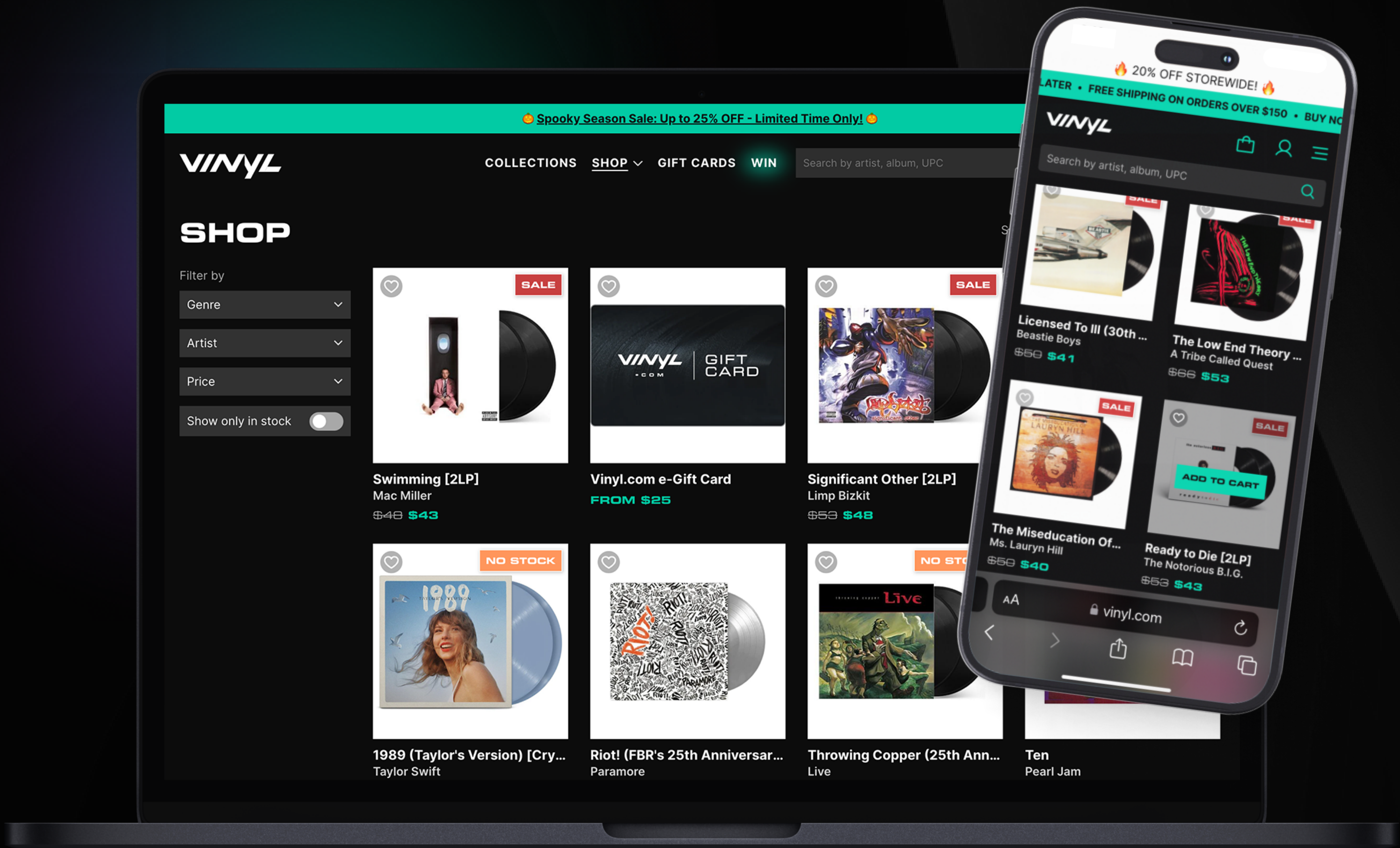

Revenues FY'23 vs FY'24
$5,000,000
$4,000,000
$3,000,000
$2,000,000
$1,000,000
0
$582,208
$4,949,120
FY'23
FY'24


Operating Cash Flows FY'23 vs FY'24
Net Operating Costs
Impairment of Goodwill
Fair Value Gain/(Loss) on Financial Liabilities
Finance Costs
$0
-$5,000,000
-$10,000,000
-$15,000,000
-$20,000,000
-$1,401,869
-$7,231,889
-$3,873,313
-$1,079,824
-$7,338,299
-$1,812,205
-$6,655,238


Revenue Breakdown FY'24
$854,727
$1,031,121
$3,063,272
Subscription/API Revenues
Vinyl Sales
Media & Events

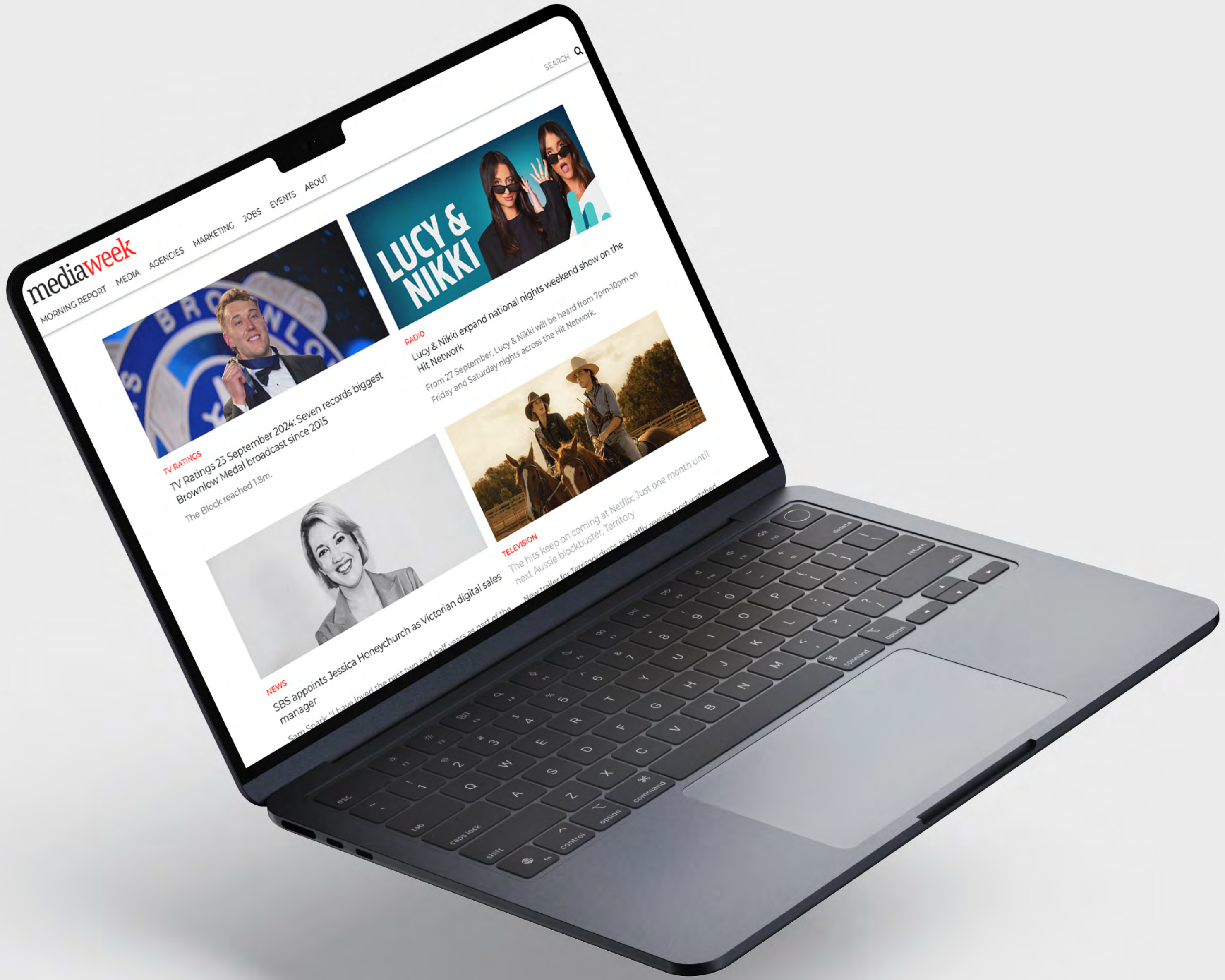
VINYL
.COM

50k+ Titles | Track Previews | Free Shipping | Buy Now Pay Later



The ultimate music fan experience

mediaweek



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Corporate Directory

Directors	Linda Jenkinson - Chair Robert Kenneth Gaunt Ben Katovsky Steve Gledden Joshua Simons
Company secretary	Jorge Nigaglioni
Notice of annual general meeting	The details of the Annual General Meeting of Vinyl Group Ltd are: Location: 11 Wilson St South Yarra VIC 3141 Date and time: 1:00 pm on Thursday 29 November 2024
Registered office and principal place of business	11 Wilson Street South Yarra VIC 3141
Share register	Automatic Pty Limited Level 2, Canning Highway Perth WA 6000 Phone: 02 9698 5414
Auditor	UHY Haines Norton Chartered Accountants (UHY) Level 9, 1 York Street Sydney NSW 2000
Stock exchange listing	Vinyl Group Ltd shares are listed on the Australian Securities Exchange (ASX code: VNL) (Formerly known as Jaxsta Limited, ASX code: JXT)
Website	www.vinyl.com
Corporate Governance Statement	The Directors and management are committed to conducting the business of Vinyl Group Ltd in an ethical manner and in accordance with the highest standards of corporate governance. Vinyl Group Ltd has adopted and has substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations. The Group's Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed and ASX Appendix 4G are released to the ASX on the same day the Annual Report is released. The Corporate Governance Statement and Corporate Governance Compliance Manual can be found on the Group's website at https://investors.vinyl.group/info

Directors' Report

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Vinyl Group Ltd (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2024.

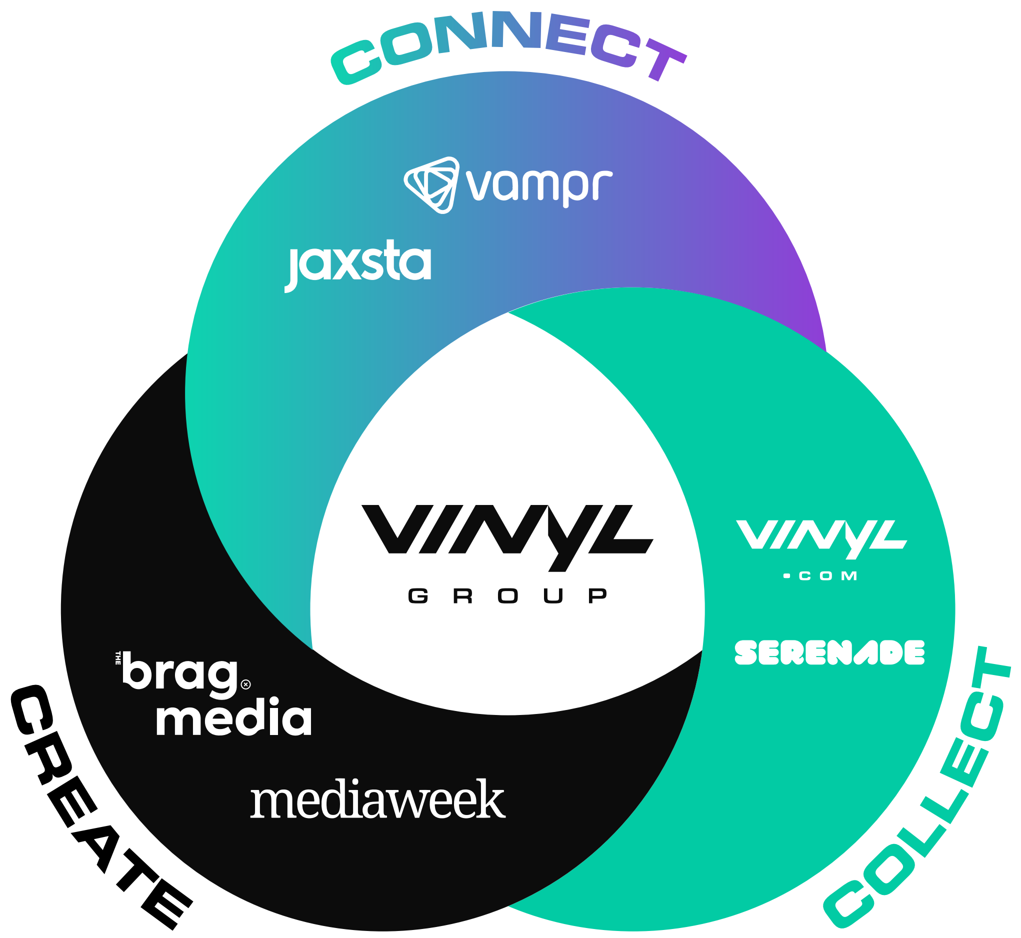
Directors

The following persons were Directors of Vinyl Group Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Linda Jenkinson	Non-Executive Director and Chair
Robert Kenneth ('Ken') Gaunt	Non-Executive Director
Ben Katovsky	Non-Executive Director
Steve Gledden	Non-Executive Director
Joshua Simons (appointed 16 May 2024)	Executive Director and CEO

Principal activities

During the financial year the principal continuing activities of the Group continued evolving as part of creating an end-to-end eco-system for creators, rightsholders, fans and brands. It still consisted of providing tech solutions that connect and give credit to the creator economy. Through ecommerce, social network platforms and a proprietary database of official credits, the transformative products connect and empower all participants of the music ecosystem. We additionally added media and events capabilities to bring all target customers into line.



Our brands are all interconnected, enhancing both the benefit of each service but also expanding the reach for our customers. We have promotion of Vampr and Jaxsta profiles in our articles, trends in the music world including key works being sold through Vinyl.com and a close tie in to brands who use all of these tools to be connected to youth culture.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations

The loss for the Group after providing for income tax amounted to $16,885,566 (30 June 2023: $12,507,071).

For the financial year ended 30 June 2024, the Group focused on accelerating its goal to have all the products in its ecosystem grow, by utilising a combination of development and acquisition in order to achieve these results faster than in previous years. This strategy will bridge both the product market gap and the cost gap as it can accelerate revenues faster and look to leverage its cost structure more effectively in the future periods. This was evidenced as outlined below:

- Proving the ability to scale faster through its consumer focused Vinyl.com offering, which returned faster revenue growth than the other organic properties. Its first December holiday period sales established the brand and set the path to grow that brand in more markets and products in the future.
- Acquired The Brag Media to enter the media and event space and cross link this to its other properties. Part of the acquisition was also setting the stage to grow the existing business faster and run a leaner operation. The Company embarked in a deep integration analysis which resulted in changes to the business to allow it to grow profitably in the future.
- The Company increased its sales of Jaxsta and Vampr subscriptions during the year as it integrated both brands and continued its push in to the B2B side with its new Boutique offering and further works matching services.
- The Company also streamlined its operations reducing its fixed cost structure at the beginning of the financial year.
- This culminated in record-breaking revenue of $4,970,575 for the Company, a significant increase from $582,209 achieved in the previous year. The biggest impact was the addition of The Brag Media which contributed revenues of $3,132,036 during the year, but we also had a great increase from our Vinyl.com offering which contributed revenues of $1,031,122 during the year. Our Jaxsta and Vampr subscription and API services also grew, contributing a further $806,563 in revenues which included having Vampr for a full year's worth of trading.

The strategy for the Company continues on the tenets laid out above whilst prioritising revenue growth in all its product lines whilst focusing on leveraging its operations to reduce costs through synergies and streamline the rollout of new solutions internally or through acquisitions that fit into its eco-system.

The business strategy for the year ahead comprise three key elements:

(1) Expand our reach and scale of our Media business, as evidenced by our acquisition of the assets of Mediaweek in September of this year;
(2) Take Vinyl.com further through the addition of new markets and products. A key part of this aspect is strong investment in digital marketing and a focus on margin enhancement as we bring this product line to a higher level of activity;
(3) Invest strongly into our Vampr marketing efforts to return spend to pre-acquisition levels in order to attain the 2022-2023 growth rates in subscribers and active users as we look to aggressively pursue Creator growth;
(4) Complete the Jaxsta rebuild to significantly lower operating costs related to systems architecture and cloud costs; and
(5) Continue to streamline operations by leveraging the resources from our combined lines and deploy systems that enhance our capabilities.

The Group's focus encompasses revenue growth, ongoing enhancements to net operating cash flows, and the expansion of its user base.

Key financial matters

- Raw Material and Consumable expenses totalled $3,246,567 which represents an increase compared to $40,580 in the prior year. This increase is directly attributable to the increase in Vinyl.com turnover and the costs of The Brag Media sales during the five months to June 2024.
- Employee benefits expense of $3,742,389 (30 June 2023: $3,081,318) includes a non-cash component of $383,833 (30 June 2023: $550,037) to record share-based compensation expenses. The increase year on year was a result of decreased expenditure in our team in the first half of the year, the use of external professionals for specific tasks and the addition of The Brag Media team in February 2024.
- Product development expenses totalled $1,111,881 which represents an increase compared to $844,370 in the prior year. This increase was due to higher data costs and higher costs of software platforms to accommodate our growing portfolio of solutions. Our group's IT infrastructure costs remain high but consistent to last year awaiting the completion of the Jaxsta platform refactor.
- Professional expenses totalled $1,590,860 which represents an increase compared to $544,997 in the prior year. This increase was due to the use of external professionals for key projects and roles such as product marketing and development to accelerate our deployment time. We also incurred higher legal costs as part of work on acquisitions and transactions.
- Cash and cash equivalents at 30 June 2024 of $4,132,383 (30 June 2023: $2,966,748).

The Company's loss of $16,885,566 includes $7,338,299 of Fair value loss on financial liabilities and finance costs of $1,079,824 which are mostly from the Songtradr convertible notes. The fair value increase relates to the increase in the Company's share price from $0.057 at 30 June 2023 to the price of $0.100 at 30 June 2024. Songtradr converted Tranche #1 on 13 September 2023 reducing short term debt by $1,774,597 in exchange for 84,504,631 ordinary shares, and converted a portion of Tranche #2 in May 2024 reducing debt by a further $1,629,351 in exchange for 77,588,162 ordinary shares, leaving only Tranche #2 and its principal of $1,370,649 for movement in the coming periods. The remaining portion of the Songtradr Tranche #2 note has increased in fair value from 30 June 2023 to 30 June 2024 by $4,981,975.

The Company recognised an impairment to goodwill on the Vampr CGU for $1,812,205 to reflect a slower growth plan than originally estimated as part of delaying the increased investment in digital marketing from FY24 to FY25 to accommodate investment into the Vinyl.com platform and refactor of the Jaxsta platform. The Management team remains bullish on the outlook for Vampr.

The remaining operating loss after removing the fair value measurement, finance costs and impairment for goodwill described above is $6,655,239 (30 June 2023: $3,873,313), an increase of 72%, which reflects the increased costs of bringing in The Brag Media in February 2024, spending on integration and working through the seasonal low period. The Company completed cost cutting measures at The Brag Media in June to streamline operations and invest in more growth opportunities.

Additional capital raising activities were undertaken during the period resulting in the receipt of cash of $13,790,385, comprising an debt and equity placement of $11,000,000 (at a price of $0.04482 per share) in January 2024, which had its debt component ratified by shareholders and converted to equity in April 2024 and the institutional portion of an Entitlements Offer which saw an equity placement of $2,790,385 (at a price of $0.098 per share) in June 2024. These capital raises, in combination with continued savings initiatives allowed the Group to acquire The Brag Media, fund product development and sales and marketing activities, and put the Group in a strong cash position as at 30 June 2024.

As a result of the net loss for the year, net operating cash outflows, and the deficiency in working capital as at 30 June 2024, there is a material uncertainty as to whether the Group can continue as a going concern. The Directors consider that the Group will continue as a going concern, as explained in note 2 to the financial statements.

Development update

Vinyl Group continued enhancing its online official music metadata platform during the year. Key initiatives included the rollout of the Works data matching functionality, the automated reports functionality for Business and Enterprise customers that includes Repertoire, Awards and Certification and Custom Playlist reports.

The Company also built the Vinyl.com platform as a way to reach consumers in a unique platform aimed at fixing the discovery problem. The initial Record of the Day launch in March 2023 was aimed at working out initial customer feedback before the launch of the full catalogue in May 2023.

The Vampr acquisition was completed on 1 June 2023 and the development work on that platform continued post acquisition in FY24 as outlined below.

Business strategies and prospects for future years

- Enhance the Creator market value proposition with the combined power of Vampr and Jaxsta.
- Focus on building the Vinyl.com brand and grow the Vinyl.com community.
- Connect the consumer and creator communities to promote more opportunities for creators to commercialise their creations and for consumers to have a better link to their favourite creatives.
- Continued integration of products to the media events and properties.

In order to achieve the near-term goals for the segment, the development focus for FY2025 is to:

- Further integration of Vampr Pro and Jaxsta Creator into a single platform, including looking beyond the individual creator level;
- continue enhancements of the Vinyl.com platform to establish a loyal growing community of collectors and experts;
- accelerate the reach of Business and Enterprise potential customers and grow the recurring membership base; and
- continue to grow our reach in both visitor and active users throughout all of our properties to grow the healthy media and advertising business established.

The Group is reliant on the licensing contracts for both its media mastheads and its data partners who provide the official data upon which the credits platform is based. These two items remain key in the continued commercial rollout in FY2025.

Significant changes in the state of affairs

Change in name

On 5 December 2023, the Group announced a change in its name to Vinyl Group Ltd (ASX code: VNL).

Changes in share on issue

On 13 September 2023, the Group converted Tranche #1 of the Songtradr convertible note into ordinary shares, reducing $1,774,597 in debt at the pre set price of 2.1 cents, resulting in the issue of 84,504,631 ordinary shares.

On 29 December 2023, the Group also converted the Rickert convertible note from the Vampr acquisition into ordinary shares, reducing $413,459 in debt at the pre set price of 5.0 cents, resulting in the issue of 8,497,554 ordinary shares.

Change of auditors

On 16 January 2024, the Company appointed UHY Haines Norton Chartered Accountants (UHY) as the auditor in accordance with ASX Listing Rule 3.16.3.

Acquisitions

On 21 December 2023, the Group announced it had entered into an agreement to purchase Australia's largest youth publisher The Brag Media, subject to completion which had not been met by 31 December 2023. On 31 January 2024 the Company had confirmation of all deliverables been satisfied and successfully completed the acquisition. The purchase price was $7,865,085 including goodwill of $7,698,081. Further details of the acquisition are contained in the annual report that follows.

The Group also entered into an $11 million placement and debt facility provided by WiseTech Global (ASX:WTC) Founder and CEO Richard White on 30 January 2024. The facility is a combination of debt and equity, with a placement of $4,044,587 at a price of 4.482 cents for an issue of 90,240,674 ordinary shares, and a debt component of $6,955,413. The Company then obtained shareholder approval to convert this debt component at a price of 4.482 cents per share which resulted in the further issue of 155,185,475 ordinary shares.

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

Matters subsequent to the end of the financial year

On 10 July 2024, the Company issued 26,787,540 ordinary shares at $0.098 cents per share as part of its Entitlements Offer.

On 15 July 2024, the Company converted a portion of tranche 2 of the Songtradr convertible note into ordinary shares, reducing $309,052 in principal and interest at the conversion price of $0.021, resulting in the issue of 14,716,754 ordinary shares. This also allows Songtradr to exercise a further 14,716,754 options into ordinary shares at the exercise price of $0.021 before their expiry on 30 June 2025.

On 4 September 2024 the Group completed the acquisition of Mediaweek which is a leading media trade publication. The Group paid $479,140 in cash and an additional $500,000 in the form of 5,178,624 ordinary shares of the Company. Mediaweek will grow the Group's trade media offering alongside The Music Network and Variety Australia.

On 26 September 2024 the Group announced it had entered into a binding Heads of Agreement to purchase Funkified Pty Ltd for $1,800,000 in cash, $200,000 in the form of equity to be priced at completion and a further $500,000 in equity upon successful delivery of $500,000 in EBITDA in the first year since completion. The Group expects to complete the transaction before 31 December 2024. The cash portion will be paid in two equal tranches of $650,000, the first at the Completion Date and the second no later than six months after the Completion Date, with a further $500,000 deposited into an escrow account as security for 12 months from the Completion Date.

On 30 September 2024 the Group announced the completion of the acquisition of the assets of Serenade Sound in exchange for $800,000 in the form of 8,214,274 ordinary shares of the Company and a further $1,500,000 in shares will be paid to the shareholders of Serenade, contingent on the combined business of Vinyl.com and Serenade achieving a minimum revenue target of $4,000,000 and Earnings Before Interest and Taxes (EBIT) of $500,000 in the 12 months following the Completion Date.

As at the date of signing this report the business combination accounting for the purchase of The Brag Media is incomplete. The Group expects the key identifiable assets and liabilities of the acquisition to relate to intangible assets to be allocated and reduce the amount attributed to Goodwill.

No other matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations

Information on likely developments in the operations of the Group and the expected results of those operations in subsequent financial years have been discussed where appropriate in the operating and financial review

Environmental regulation

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

Information on Directors

Name:	Linda Jenkinson
Title:	Non-Executive Director and Chair
Qualifications:	Bachelor of Business Studies, Master of Business Administration, New Zealand CPA (non-current)
Experience and expertise:	Linda is a successful businesswomen and entrepreneur with over 30 years of general management and consulting experience. She's founded numerous businesses and was the first woman founder/CEO to list a company on the NASDAQ stock exchange, with DMSC, the $250 million on-demand courier company she co-founded. She also co-founded a global customer and employee experience platform, which was sold to the Accor hotel group. Linda is an experienced company director, sitting on three boards, Medadvisor and Staker Translations. She's received a number of awards including EY Master Entrepreneur of the Year New Zealand, World Class New Zealander and is a Top 100 Most Influential Women in San Francisco. Prior to her entrepreneurial career, Linda was a Partner at A.T. Kearney in the Global Financial Services practice where she worked with some of the world's largest financial institutions. Linda holds a Master of Business Administration from The Wharton School, University of Pennsylvania in Finance and a Bachelor of Business Studies from Massey University in Data Processing and Accounting & Finance. She qualified for her New Zealand CPA (ACA).
Other current directorships:	Medadvisor Limited and Straker Translations Ltd
Former directorships (last 3 years):	Air New Zealand Limited, Fleetpartners Group Ltd, PureProfile Ltd
Special responsibilities:	Member of Remuneration and Nomination Committee
Interests in shares:	None
Interests in options:	14,500,000 options over ordinary shares

Name:	Robert Kenneth ('Ken') Gaunt
Title:	Non-Executive Director
Experience and expertise:	Zimbabwean born Ken Gaunt is a successful entrepreneur and investor with over 31 years of experience in sales management, corporate advisory and early-stage business development. After emigrating to Australia from Cape Town in 1997, Ken co-founded and was the managing director of Electronic Banking Solutions Pty Ltd which he grew into Australia's largest independent ATM operator. After guiding that company through a successful merger with Cashcard Australia Limited, in 2005 Ken completed the $330 million sale of the merged financial services operation to an American private investment firm. Ken is an experienced board member holding various national and international board positions including the multi-award winning, iconic tourist attraction, Sydney Seaplanes, Hong Kong-based Fintronics Holding Company Limited and non-executive director of the Australian listed oil and gas company, K2 Energy Limited. Ken was CEO of Mobilarm Limited, the company which Jaxsta Limited completed a successful reverse takeover with in late 2018.
Other current directorships:	None
Former directorships (last 3 years):	K2 Energy Ltd
Special responsibilities:	Chair of Remuneration Committee
Interests in shares:	15,368,643 ordinary shares
Interests in options:	10,000,000 options over ordinary shares

Name:	Ben Katovsky
Title:	Non-Executive Director
Experience and expertise:	Ben is a leading global music executive who is currently Chief Executive Officer of Hipgnosis Song Management Limited, the leading song management company and alternative asset manager investing in music rights. Prior to this, Ben was Chief Operating Officer of BMG, the fourth largest music business in the world. Ben's career began in technology in both software engineering and product development. Ben has particular experience in supporting growing music companies to deliver revenue growth and operational scaling and in using innovative technology to achieve this.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	2,500,000
Interests in options:	7,500,000 options over ordinary shares

Name:	Steve Gledden
Title:	Non-Executive Director
Experience and expertise:	Steve is a highly successful entrepreneur, investor and mentor with extensive expertise in guiding startups to successful scale up. He is Managing Partner of Straight Bat Private Equity, a Venture Partner with Antler VC's Sydney Generator Fund, Venture Partner with Forward Partners in London, former Seedcamp EIR, NED/Exec Chairman to Seedcamp Portfolio companies, 500 Startups Mentor and advisor. He has been at McKinsey & Company, citysearch.com (NASAQ: IAC), and VP Idealab startup incubator.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	None
Interests in options:	10,000,000 options over ordinary shares

Name:	Joshua Simons
Title:	Executive Director & CEO
Experience and expertise:	Josh Simons is the CEO of Vinyl Group (ASX: VNL), Australia's only ASX-listed music business. He is also the founder of Vampr, a leading social-professional network and talent marketplace for the music industry, which was acquired by Jaxsta in 2023. Over his career, Simons has raised over $25M AUD for his ventures from diverse sources, including venture capital, institutional investors, high-net-worth individuals, family offices, angel groups, and high-profile crowdfunding campaigns. Under his leadership, Jaxsta relaunched as Vinyl Group in 2023 as a portfolio company encompassing Jaxsta, Vampr, and Vinyl.com. In January 2024, Vinyl Group further expanded by acquiring The Brag Media, adding iconic titles such as Rolling Stone Australia and The Music Network, thereby establishing a media arm within the portfolio. Before transitioning to tech, Simons, who was born in England, established and operated several successful businesses, including a record label, a publishing company, and a film production company. These ventures led him to live in Melbourne, Sydney, London, and Los Angeles, where he later became a U.S. citizen. During this time, Simons also achieved notable success as a musician. As the lead singer of the indie rock band Buchanan, he garnered multi-million streams and global chart impressions, culminating in a sold-out arena tour opening for Keith Urban and Carrie Underwood. His songwriting and production credits include collaborations with Travis Scott, Troye Sivan, and Kanye West. In 2020, Simons was named in The Music Network's 30 Under 30 List and was voted Reader's Choice. He holds a Bachelor of Business from Swinburne University, has guest lectured at UCLA and Melbourne University, and presented a TEDx Talk at Macquarie University in 2015.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	24,253,428
Interests in options:	10,000,000 options over ordinary shares

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

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

Company secretary
Jorge Nigaglioni - Chief Financial Officer and Company Secretary from 20 July 2020. Jorge Nigaglioni has 25+ years of experience in accounting, finance and operations roles in both public and private companies. NASDAQ and ASX listed CFO experience. He started at Price Waterhouse and joined Agilent Technologies after his MBA. He has a proven track record of success including two turnarounds that achieved profitability. He is experienced with both large multinational companies and start up ventures. He holds a BSBA from Bryant University and an MBA in Entrepreneurship from the University of Wisconsin-Madison.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2024, and the number of meetings attended by each Director were:

	Full Board		Remuneration and Nomination Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
Linda Jenkinson	12	12	1	1	-	-
Robert Kenneth	12	12	1	1	-	-
Ben Katovsky	10	12	-	-	-	-
Steve Gledden	9	12	-	-	-	-
Joshua Simons	1	1	-	-	-	-

Held: represents the number of meetings held during the time the Director held office.

Remuneration report (audited)

The remuneration report details the key management personnel ('KMP') remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to KMP

Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of executive compensation; and
- transparency.

The Remuneration and Nomination Committee is responsible for determining and reviewing remuneration arrangements for its Directors and executives. The performance of the Group depends on the quality of its Directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

In consultation with external remuneration consultants (refer to the section 'Use of remuneration consultants' below), the Remuneration and Nomination Committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Group.

The reward framework is designed to align executive reward to shareholders' interests. The Board has considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design;
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value; and
- attracting and retaining high calibre executives.

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience;
- reflecting competitive reward for contribution to growth in shareholder wealth; and
- providing a clear structure for earning rewards.

In accordance with best practice corporate governance, the structure of non-executive Director and executive Director remuneration is separate.

Non-executive Directors' remuneration

Fees and payments to non-executive Directors reflect the demands and responsibilities of their role. Non-executive Directors' fees and payments are reviewed annually by the Remuneration and Nomination Committee. The Remuneration and Nomination Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive Directors' fees and payments are appropriate and in line with the market. The Chair's fees are determined independently to the fees of other non-executive Directors based on comparative roles in the external market. The Chair is not present at any discussions relating to the determination of his own remuneration.

ASX listing rules require the aggregate non-executive Directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 17 August 2018, where the shareholders approved a maximum annual aggregate remuneration of $500,000.

Executive remuneration

The Group aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits;
- short-term performance incentives;
- long-term incentives; and
- other remuneration such as superannuation and long service leave.

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Remuneration and Nomination Committee based on individual and business unit performance, the overall performance of the Group and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the Group and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include client (data partner) engagement, leadership contribution and product development.

The long-term incentives ('LTI') are share-based payments (for example tax effective incentive options) exercisable over a 2 to 4 year period, which are awarded to key staff and executives as part of a long-term retention strategy.

Group performance and link to remuneration
Remuneration for certain individuals is directly linked to the performance of the Group. A portion of share options are dependent on defined volume weighted average price ('VWAP') targets being met. The remaining portion of the cash bonus and incentive payments are at the discretion of the Remuneration and Nomination Committee. Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last five years.

The Remuneration and Nomination Committee is of the opinion that the continued improved results can be attributed in part to the adoption of performance based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

Use of remuneration consultants
The Group did not engage the use of a remuneration consultant during the financial year ended 30 June 2024.

Voting and comments made at the Company's 2023 Annual General Meeting ('AGM')
At the 2023 AGM, 98.92% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2023. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration
Details of the remuneration of KMP of the Group are set out in the following tables.

The KMP of the Group consisted of the following Directors of Vinyl Group Ltd:
- Linda Jenkinson - Non-Executive Director and Chair
- Ken Gaunt - Non-Executive Director
- Ben Katovsky - Non-Executive Director
- Steve Gledden - Non-Executive Director

And the following persons:
- Josh Simons - Chief Executive Officer
- Jorge Nigaglioni - Chief Financial Officer and Company Secretary
- Jessica Hunter – Head of The Brag Media
- Joel King - Chief Operating Officer (The Brag Media)

Changes since the end of the reporting period:

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	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
2024	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled options $	Total $
Non-Executive Directors:							
Linda Jenkinson	-	-	-	-	-	113,956	113,956
Ken Gaunt	-	-	-	-	-	34,165	34,165
Ben Katovsky	-	-	-	-	-	35,514	35,514
Steve Gledden	-	-	-	-	-	35,514	35,514
Executive Directors:							
Joshua Simons	220,000	-	-	24,200	734	77,341	322,275
Other KMP:							
Jorge Nigaglioni	180,000	-	-	19,800	2,339	85,919	288,058
Jessica Hunter	114,583	-	-	12,604	939	2,351	130,477
Joel King	130,000	10,000	-	-	-	2,351	142,351
	644,583	10,000	0	56,604	4,012	387,111	1,102,310

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
2023	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled options * $	Total $
Non-Executive Directors:							
Linda Jenkinson	-	-	-	-	-	114,449	114,449
Ken Gaunt	-	-	-	-	-	34,876	34,876
Ben Katovsky	-	-	-	-	-	36,616	36,616
Steve Gledden	-	-	-	-	-	36,616	36,616
	-	-	-	-	-	-	-
Executive Directors:							
Jacqui Louez Schoorl	257,175	-	-	19,352	29,328	131,928	437,783
Other KMP:							
Joshua Simons	30,000	-	-	3,150	14	1,468	34,632
Michael Stone	231,200	-	-	24,150	2,689	23,475	281,514
Beth Appleton	276,500	-	-	25,292	1,506	1,567	304,865
Jorge Nigaglioni	180,000	-	-	18,900	1,148	111,801	311,849
	974,875	-	-	90,844	34,685	492,796	1,593,200

* Represents the value of equity-based compensation expensed during the year, not the value of the award granted during the year.

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

	Fixed remuneration		At risk - STI		At risk - LTI	
Name	2024	2023	2024	2023	2024	2023
Non-Executive Directors:						
Linda Jenkinson	-	-	-	-	100%	100%
Steve Gledden	-	-	-	-	100%	100%
Ben Katovsky	-	-	-	-	100%	100%
Ken Gaunt	-	-	-	-	100%	100%
Executive Directors:						
Joshua Simons	76%	96%	-	-	24%	4%
Other KMP:						
Jorge Nigaglioni	69%	64%	-	-	-	36%
Jessica Hunter	97%	-	-	-	3%	-
Joel King	91%	-	7%	-	2%	-
Michael Stone	-	92%	-	-	-	8%
Beth Appleton	-	99%	-	-	-	1%
Jacqui Louez Schoorl	-	70%	-	-	-	30%

Service agreements

Remuneration and other terms of employment for KMP are formalised in service agreements. Details of these agreements are as follows:

Name:	Joshua Simons
Title:	Chief Strategy Officer, Chief Executive Officer
Agreement commenced:	1 May 2023, amended to incorporate Chief Executive Officer role from 29 June 2023
Term of agreement:	No fixed term
Details:	Base salary for the year ended 30 June 2024 is $220,000 per annum plus superannuation and phone allowance. Salary package to be reviewed annually by the Board or Remuneration and Nomination Committee. 3-month termination notice by either party.

Name:	Jorge Nigaglioni
Title:	Chief Financial Officer and Company Secretary
Agreement commenced:	20 July 2020
Term of agreement:	No fixed term
Details:	Base salary for the year ended 30 June 2024 is $180,000 per annum, plus superannuation. Salary package to be reviewed annually by the Remuneration and Nomination Committee. 3-month termination notice by Vinyl Group increasing by one month for every year of service up to a maximum of 12 months. 3-month termination by executive.

Name:	Jessica Hunter
Title:	Head of The Brag Media
Agreement commenced:	8 May 2023, amended to incorporate Head of The Brag media role from 4 June 2024
Term of agreement:	No fixed term
Details:	Base salary for the year ended 30 June 2024 is $275,000 per annum ($300,000 from 1 July 2024), plus superannuation. Commission structure for achieving The Brag Media targets up to a maximum of 30% of annual salary that start at 5% at 90% of target and reach 30% at 140% of target. Salary package to be reviewed annually by the Remuneration and Nomination Committee. 3-month termination notice by Vinyl Group increasing by one month for every year of service up to a maximum of 12 months. 3-month termination by executive.

Name:	Joel King
Title:	Chief Operating Officer (The Brag Media)
Agreement commenced:	1 February 2024
Term of agreement:	No fixed term
Details:	Base fee for the year ended 30 June 2024 is $312,000 per annum. 90-day termination notice by either party.

KMP have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares
There were no shares issued to Directors and other KMP as part of compensation during the year ended 30 June 2024.

Options
The terms and conditions of each grant of options over ordinary shares affecting remuneration of Directors and other KMP in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Linda Jenkinson	3,000,000	30 Sep 2019	Variable [1]	30 Sep 2024	$0.200	$0.1070
Michael Stone	400,000	7 Dec 2020	Variable [2]	6 Dec 2026	$0.154	$0.0790
Jorge Nigaglioni	3,000,000	22 Apr 2021	Variable [3]	21 Apr 2026	$0.129	$0.0730
Linda Jenkinson	1,500,000	16 Jun 2021	Variable [3]	15 Jun 2026	$0.096	$0.0530
Michael Stone	1,600,000	16 Jun 2021	Variable [4]	15 Jun 2026	$0.096	$0.0530
Michael Stone	1,000,000	16 Jun 2022	Variable [6]	16 Jun 2025	$0.035	$0.0002
Linda Jenkinson	5,000,000	24 Jun 2022 [9]	Variable [7]	30 Jun 2025	$0.035	$0.0004
Linda Jenkinson	5,000,000	24 Jun 2022 [9]	Variable [8]	30 Jun 2025	$0.000	$0.0210
Ken Gaunt	5,000,000	24 Jun 2022 [9]	Variable [7]	30 Jun 2025	$0.035	$0.0004
Ken Gaunt	5,000,000	24 Jun 2022 [9]	Variable [8]	30 Jun 2025	$0.000	$0.0210
Jorge Nigaglioni	5,000,000	24 Jun 2022 [9]	Variable [8]	30 Jun 2025	$0.000	$0.0210
Steve Gledden	5,000,000	24 Jun 2022 [9]	Variable [7]	30 Jun 2025	$0.035	$0.0004
Steve Gledden	5,000,000	24 Jun 2022 [9]	Variable [8]	30 Jun 2025	$0.000	$0.0210
Ben Katovsky	5,000,000	24 Jun 2022 [9]	Variable [7]	30 Jun 2025	$0.035	$0.0004
Ben Katovsky	5,000,000	24 Jun 2022 [9]	Variable [8]	30 Jun 2025	$0.000	$0.0210
Michael Stone	1,000,000	26 Oct 2022	Variable [10]	3 Nov 2028	$0.048	$0.0112
Jorge Nigaglioni	1,000,000	26 Oct 2022 [11]	Variable [12]	3 Nov 2028	$0.048	$0.0112
Joshua Simons	3,000,000	24 Apr 2023 [11]	Variable [12]	31 May 2033	$0.050	$0.0040
Joshua Simons	7,000,000	29 Nov 2023 [13]	Variable [13]	28 Nov 2029	$0.082	$0.0332
Jorge Nigaglioni	1,800,000	31 May 2024 [14]	Variable [14]	3 Jun 2026	$0.000	$0.0119
Jorge Nigaglioni	1,800,000	31 May 2024 [14]	Variable [14]	3 Jun 2026	$0.000	$0.0106
Jessica Hunter	500,000	31 May 2024 [15]	Variable [15]	3 Jun 2026	$0.150	$0.1080
Joel King	500,000	31 May 2024 [15]	Variable [15]	3 Jun 2026	$0.150	$0.1080

1 vesting tranches of 750,000 options for each $0.10 increase in the Company's share price (measured on a VWAP basis so that each increment increase has to exist for at least 30 consecutive ASX trading days) from A$0.20.
2 vesting tranches of (i) 125,000 options for reaching 50,000 paid subscribers in the Jaxsta Pro subscription service at a minimum price of $75; (ii) 125,000 options for reaching $2 million in Data Solution Deals; (iii) 50,000 options for reaching a one year service period; (iv) and 100,000 options for reaching a two year service period.
3 vesting tranches of 750,000 options for each $0.075 increase in the Company's share price (measured on a VWAP basis so that each increment increase has to exist for at least 30 consecutive ASX trading days) from A$0.175.
4 vesting tranches of 400,000 options for each $0.075 increase in the Company's share price (measured on a VWAP basis so that each increment increase has to exist for at least 30 consecutive ASX trading days) from A$0.175.
5 vesting tranches of 750,000 options for each $0.050 increase in the Company's share price (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) from A$0.100.
6 vesting tranches of 500,000 options for each $0.050 increase in the Company's share price (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) from A$0.100.
7 vesting tranches of 2,500,000 options for each $0.050 increase in the Company's share price (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) from A$0.100. The second increase requires a full year of service.
8 vesting tranches of 2,500,000 options for each year of service in lieu of cash board fees or portion of salary.
9 approved at shareholder meeting on 24 June 2022 and issued on 1 July as part of the new remuneration period for which they are part of.
10 vesting when the Company's share price reaches $0.048 and the executive has reached the one year anniversary date from the award date.
11 approved at shareholder meeting on 30 May 2023, as part of the remuneration award following the Vampr acquisition.
12 vesting tranches of 1,500,000 options for each $0.050 increase in the Company's share price (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) from A$0.150. The second increase requires a full year of service.
13 vesting tranches of 2,500,000, 2,500,000 and 2,000,000 options for each $0.050 increase in the Company's share price (measured on a VWAP basis so that each increment increase has to exist for at least 14 consecutive ASX trading days) from A$0.100.
14 vesting in tranches of 1,800,000 options for every six months of service in lieu of portion of salary.
15 vesting when the Company's share price reaches $0.15 and the executive has reached the one year anniversary date from the award date.

Options granted carry no dividend or voting rights.

All options were granted over unissued fully paid ordinary shares in the Company. Options vest based on the provision of service over the vesting period whereby the KMP becomes beneficially entitled to the option on vesting date. Options are exercisable by the holder as from the vesting date. There has not been any alteration to the terms or conditions of the grant since the grant date. There are no amounts paid or payable by the recipient in relation to the granting of such options other than on their potential exercise.

The number of options over ordinary shares granted to and vested in Directors and other KMP as part of compensation during the year ended 30 June 2024 are set out below:

Name	Number of options granted during the year 2024	Number of options granted during the year 2023	Number of options vested during the year 2024	Number of options vested during the year 2023
Joshua Simons * **	7,000,000	3,000,000	2,500,000	-
Jorge Nigaglioni	3,600,000	1,000,000	3,500,000	-
Jessica Hunter	500,000	-	-	-
Joel King	500,000	-	-	-
Beth Appleton	-	3,000,000	750,000	-
Michael Stone	-	1,000,000	500,000	-

* Approved at shareholder meeting on 30 May 2023 as part of the remuneration award following the Vampr acquisition. Approved at shareholder meeting on 24 June 2022 and issued on 1 July as part of the new remuneration period for which they are part of.

** Approved at shareholder meeting on 29 November 2023 and issued on 30 November 2023 July as part of the new remuneration period for which they are part of.

Additional information

The earnings of the Group for the five years to 30 June 2024 are summarised below:

	2024 $	2023 $	2022 $	2021 $	2020 $
Sales revenue	4,970,575	582,209	104,935	4,840	9,520
Loss after income tax	(16,885,566)	(12,507,071)	(6,669,173)	(5,709,673)	(10,438,665)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2024	2023	2022	2021	2020
Share price at financial year end ($)	0.10	0.06	0.02	0.05	0.03
Basic earnings per share (cents per share)	(2.52)	(3.02)	(1.87)	(2.18)	(4.35)
Diluted earnings per share (cents per share)	(2.52)	(3.02)	(1.87)	(2.18)	(4.35)

Additional disclosures relating to KMP

Shareholding

The number of shares in the Company held during the financial year by each Director and other members of KMP of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Resignation Disposals/ other	Balance at the end of the year
Ordinary shares					
Joshua Simons*	22,905,968	-	1,347,460	-	24,253,428
Jorge Nigaglioni **	650,179	-	-	-	650,179
Ken Gaunt ***	14,504,807	-	1,250,000	116,164	15,638,643
Ben Katovsky	-	2,500,000	-	-	2,500,000
	38,060,954	2,500,000	2,597,460	116,164	43,042,250

* Shares held in Mr Simons' own name and in the name of Guildford Holdings (Aust) Pty Ltd.
** Shares held in Mr Nigaglioni's own name and in the name of Jaeanai Technologies Pty Ltd.
*** Shares held by Mr Gaunt in the name of Blazzed Pty Limited.
**** Shares held by Mr Katovsky in the name of Abigail Katovsky.

Option holding

The number of options over ordinary shares in the Company held during the financial year by each Director and other members of KMP of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Options over ordinary shares					
Linda Jenkinson	14,500,000	-	-	-	14,500,000
Ken Gaunt	10,000,000	-	-	-	10,000,000
Ben Katovsky	10,000,000	-	2,500,000	-	7,500,000
Steve Gledden	10,000,000	-	-	-	10,000,000
Jorge Nigaglioni	9,000,000	3,600,000	-	-	12,600,000
Joshua Simons	3,000,000	7,000,000	-	-	10,000,000
Jessica Hunter	-	500,000	-	-	500,000
Joel King	-	500,000	-	-	500,000
Michael Stone	4,000,000	-	500,000	3,500,000	-
Beth Appleton	4,500,000	-	750,000	3,750,000	-
	65,000,000	11,600,000	3,750,000	7,250,000	65,600,000

Loans to KMP and their related parties

There are no loans to KMP and their related parties at year end.

Other transactions with KMP and/or their related parties

There were no other transactions during the financial year.

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of Vinyl Group Ltd under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option or warrant
14 March 2019	31 March 2027	$0.010	713,105
14 March 2019	31 March 2028	$0.010	2,139,315
15 March 2019	31 March 2027	$0.010	675,573
15 March 2019	31 March 2028	$0.010	675,573
18 June 2019	31 May 2027	$0.010	562,978
18 June 2019	31 May 2028	$0.010	562,977
30 July 2019	31 July 2027	$0.010	234,574
30 July 2019	31 July 2028	$0.010	234,574
30 September 2019	30 September 2024	$0.200	3,000,000
30 September 2019	1 October 2026	$0.230	150,000
30 September 2019	1 October 2027	$0.230	150,000
10 March 2020	31 August 2027	$0.010	2,048,554
7 December 2020	6 December 2026	$0.154	45,000
26 November 2020	21 April 2026	$0.129	1,500,000
16 June 2021	15 June 2026	$0.096	3,000,000
24 June 2022	30 June 2025	$0.000	22,500,000
24 June 2022	30 June 2025	$0.035	20,000,000
24 June 2022	30 June 2025	$0.021	142,857,143
26 October 2022	3 November 2028	$0.048	1,300,000
24 April 2023	31 May 2033	$0.050	3,000,000
21 June 2023	26 June 2025	$0.150	2,000,000
29 November 2023	28 November 2029	$0.082	7,000,000
4 March 2024	3 March 2026	$0.083	1,500,000
26 April 2024	25 April 2026	$0.100	750,000
31 May 2024	3 June 2026	$0.000	3,600,000
31 May 2024	3 June 2026	$0.150	1,000,000
			221,199,366

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

Shares issued on the exercise of options
The following ordinary shares of Vinyl Group Ltd were issued during the year ended 30 June 2024 and up to the date of this report on the exercise of options granted:

Date options granted	Exercise price	Number of shares issued
24 June 2022	$0.000	2,500,000
19 May 2022	$0.035	500,000
19 May 2022	$0.035	750,000
		3,750,000

Indemnity and insurance of officers
The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor
The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Proceedings on behalf of the Company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

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

Officers of the Company who are former partners of UHY Haines Norton Chartered Accountants
There are no officers of the Company who are former partners of UHY Haines Norton Chartered Accountants.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this Directors' report.

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

On behalf of the Directors

Linda Jenkinson
Chair

30 September 2024

Auditor's Independence Declaration

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sydney@uhyhnsyd.com.
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Auditor's Independence Declaration under Section 307C of the *Corporations Act 2001*

To the Directors of Vinyl Group Ltd

As auditor for the audit of Vinyl Group Ltd for the year ended 30 June 2024,
I declare that, to the best of my knowledge and belief, there have been:

(i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Vinyl Group Ltd and the entities it controlled during the year.

Mark Nicholaeff
Audit Partner
Date: 30 September 2024

UHY Haines Norton Sydney
Chartered Accountants

Condensed Consolidated Financial Statements

Statement of profit or loss and other comprehensive income
For the year ended 30 June 2024

	Note	Consolidated 2024 $	Consolidated 2023 $ Restated
Revenue	6	4,970,575	582,209
Other income	7	302,276	762,024
Interest income calculated using the effective interest method		30,408	12,561
Expenses			
Raw materials and consumables used	8	(3,246,567)	(40,580)
Employee benefits expense	8	(3,742,389)	(3,081,318)
Product development expense	8	(1,111,881)	(844,370)
Depreciation and amortisation expense	8	(321,782)	(72,107)
Impairment of receivables	11	(63,020)	-
Impairment of goodwill	14	(1,812,205)	-
Write-off of assets	8	-	(68,016)
Professional fees		(1,590,860)	(544,997)
Marketing expense		(724,848)	(177,502)
Occupancy expense		(144,377)	(7,761)
Fair value (loss)/gain on financial liabilities	17	(7,338,299)	(7,231,889)
Other expenses	8	(1,012,773)	(393,456)
Finance costs	8	(1,079,824)	(1,401,869)
Loss before income tax expense		(16,885,566)	(12,507,071)
Income tax expense	9	-	-
Loss after income tax expense for the year attributable to the owners of Vinyl Group Ltd		(16,885,566)	(12,507,071)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		37,893	(3,660)
Other comprehensive income for the year, net of tax		37,893	(3,660)
Total comprehensive income for the year attributable to the owners of Vinyl Group Ltd		(16,847,673)	(12,510,731)
		Cents	Cents
Basic earnings per share	34	(2.52)	(3.51)
Diluted earnings per share	34	(2.52)	(3.51)

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

Statement of financial position as at 30 June 2024

	Note	Consolidated 2024 $	Consolidated 2023 $ Restated	Consolidated 2022 $ Restated
Assets				
Current assets				
Cash and cash equivalents	10	4,132,383	2,966,748	3,123,935
Trade and other receivables	11	1,872,356	919,551	1,113,693
Other assets	12	136,643	29,205	30,610
Total current assets		6,141,382	3,915,504	4,268,238
Non-current assets				
Property, plant and equipment	13	1,271	18,329	41,230
Right-of-use assets		-	-	83,261
Intangibles	14	11,337,926	5,761,390	187,158
Total non-current assets		11,339,197	5,779,719	311,649
Total assets		17,480,579	9,695,223	4,579,887
Liabilities				
Current liabilities				
Trade and other payables	15	2,760,550	868,357	872,348
Contract liabilities	16	91,486	40,332	1,199
Borrowings and derivative financial instruments	17	8,345,622	5,117,214	33,915
Lease liabilities		-	-	86,315
Employee benefits	18	198,573	120,515	254,156
Lease make good provision		-	-	24,814
Total current liabilities		11,396,231	6,146,418	1,272,747
Non-current liabilities				
Contract liabilities	16	357,643	431,239	498,801
Borrowings and derivative financial instruments	17	-	8,497,431	4,458,895
Employee benefits	18	53,794	29,107	51,036
Total non-current liabilities		411,437	8,957,777	5,008,732
Total liabilities		11,807,667	15,104,195	6,281,479
Net (liabilities)/assets		5,672,911	(5,408,972)	(1,701,592)
Equity				
Issued capital	19	74,173,268	46,873,583	38,620,271
Reserves	20	4,086,590	3,418,826	2,872,448
Accumulated losses		(72,586,947)	(55,701,381)	(43,194,310)
Total (deficiency)/equity		5,672,911	(5,408,972)	(1,701,591)

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

Statement of changes in equity for the year ended 30 June 2024

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Total deficiency in equity $
Balance at 1 July 2022 (Restated)	38,620,271	2,872,448	(43,194,310)	(1,701,591)
Loss after income tax expense for the year	-	-	(12,507,071)	(12,507,071)
Other comprehensive income for the year, net of tax	-	(3,660)	-	(3,660)
Total comprehensive income for the year	-	(3,660)	(12,507,071)	(12,510,731)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 19)	8,253,312	-	-	8,253,312
Share-based payments (note 35)	-	550,038	-	550,038
Balance at 30 June 2023	46,873,583	3,418,826	(55,701,381)	(5,408,972)

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Total equity $
Balance at 1 July 2023 (Restated)	46,873,583	3,418,826	(55,701,381)	(5,408,972)
Loss after income tax expense for the year	-	-	(16,885,566)	(16,885,566)
Other comprehensive income for the year, net of tax	-	37,893	-	37,893
Total comprehensive income for the year	-	37,893	(16,885,566)	(16,847,673)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 19)	27,299,685	246,038	-	27,545,723
Share-based payments (note 35)	-	383,833	-	383,833
Balance at 30 June 2024	74,173,268	4,086,590	(72,586,947)	5,672,911

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

Statement of cash flows for the year ended 30 June 2024

	Note	Consolidated 2024 $	Consolidated 2023 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		5,039,900	298,914
Payments to suppliers and employees (inclusive of GST)		(10,288,313)	(4,559,336)
Receipts from grants - research and development (inclusive of GST)		700,109	1,040,906
Receipts from grants - export development (inclusive of GST)		-	32,574
		(4,548,304)	(3,186,942)
Interest received		27,465	11,464
Interest and other finance costs paid		-	-
Net cash used in operating activities	31	(4,520,839)	(3,175,478)
Cash flows from investing activities			
Cash (utilised)/acquired on purchase of business	29	(7,879,790)	31,657
Payments for equipment	13	(945)	-
Payments for intangibles	14	-	(1,028)
Net cash from/(used in) investing activities		(7,880,735)	30,629
Cash flows from financing activities			
Proceeds from issue of shares	19	13,822,495	3,372,950
Share issue transaction costs		(5,500)	(187,965)
Repayment of borrowings		(249,786)	(113,887)
Repayment of lease liabilities		-	(83,436)
Net cash from financing activities		13,567,209	2,987,662
Net increase/(decrease) in cash and cash equivalents		1,165,635	(157,187)
Cash and cash equivalents at the beginning of the financial year		2,966,748	3,123,935
Cash and cash equivalents at the end of the financial year	10	4,132,383	2,966,748

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

Img: Dan Gold

Notes to the Financial Statements

Note 1. General information

The financial statements cover Vinyl Group Ltd as a Group consisting of Vinyl Group Ltd and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Vinyl Group Ltd's functional and presentation currency.

Vinyl Group Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

11 Wilson Street
South Yarra VIC 3141

Note 2. Material accounting policy information

The accounting policies that are material to the Group are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

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

The following Accounting Standards and Interpretations have been adopted from 1 July 2023:

- AASB 2021-2 Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates
  This is reflected in our disclosure in Note 2 to reflect our material policies and accounting estimates.
- AASB 2021-5 Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction
  The Company does not estimate any impact to the financial accounts on the above adoption as it does not current have any transactions, assets or liabilities that qualify for the deferred tax treatment.
- AASB 2023-2 Amendments to Australian Accounting Standards – International Tax Reform – Pillar Two Model Rules
  The Company does qualify for the Pillar Two level yet and does not require to use the exception provided by AASB 2023-2 at this time.

Going concern

The Group incurred a loss after tax of $16,885,566 (2023: $12,507,071) and had a net cash outflow from operations of $4,520,839 (2023: $3,175,478) for the year ended 30 June 2024. As at 30 June 2024, the Group had net current liabilities of $5,254,848 (30 June 2023: net current liabilities of $2,230,914). As at the signing date of the Financial Statements, the Group had cash assets of $3,813,589.

Note 2. Material accounting policy information (continued)

The Group is currently executing on the next phase of its strategy, accelerating the growth of its existing platforms and adding complementary products and services organically and inorganically. The organic growth is led by its Vinyl.com e-commerce platform that was launched in 2023 and went through its first Christmas sales period, breaching the $1 million turnover mark in FY24. B2B customer growth also provided a further boost to the revenues in the period. The acquisition of Vampr in 2023 and The Brag Media in February 2024 are two of the inorganic additions to the portfolio that had an impact to the total revenue growth. As such, total revenues grew 754% in the year compared to the previous year to $4,970,575 .

Management has prepared cash flow forecasts for the Group which assumes continuity of business on the basis of the following events occurring:

- The Group completed the acquisition of the assets of Mediaweek on 4 September 2024, and although not reflected in the financials at 30 June 2024, their forward impact on operations will be part of the ongoing growth strategy;
- The Group announced that it has entered into agreements to purchase Funkified Pty Ltd and the assets of Serenade Sound Ltd, and although not reflected in the financials at 30 June 2024, their forward impact on operations will be part of the ongoing growth strategy;
- the continued evolution of the vinyl.com platform to expand its product offering, geographical reach and additional innovation to become a recognised destination for music consumers;
- the continued integration of our different platforms and the Media business to expand the product offering whilst reducing the running cost of our tech infrastructure; and
- if needed, a capital or debt raising to meet cash liquidity requirements and fund the working capital requirements of the Group as it continues its path to profitability.

The Directors believe that the Group is a going concern and that the above events will eventuate in the short term and accordingly the financial statements have been prepared on a going concern basis.

In the event that the above assumptions do not eventuate, there are material uncertainties that cast significant doubt over the ability of the Group to continue as a going concern. As a result, the Group may not be able to realise its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the financial statements.

No adjustments have been made to the recoverability and classification of recorded asset values and the amount and classification of liabilities that might be necessary should the Company and the Group not continue as a going concern.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the financial liabilities held at fair value through profit or loss.

Critical accounting estimates

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

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 27.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Vinyl Group Ltd ('Company' or 'parent entity') as at 30 June 2024 and the results of all subsidiaries for the year then ended. Vinyl Group Ltd and its subsidiaries together are referred to in these financial statements as the 'Group'.

Note 2. Material accounting policy information (continued)

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Foreign currency translation

The financial statements are presented in Australian dollars, which is Vinyl Group Ltd's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into the Group's functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition

The Group recognises revenue as follows:

Revenue from contracts with customers

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. When the inflow of consideration is deferred, it is treated as a provision of financing and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is recognised as interest revenue.

Note 2. Material accounting policy information (continued)

The Group accounts for a contract with a customer when all of the following criteria are met:
- the parties to the contract have approved the contract and are committed to perform their respective obligations;
- the Group can identify each party's rights regarding the goods or services to be transferred;
- the Group can identify the payment terms for the goods or services to be transferred;
- the contract has commercial substance; and
- it is probable that the Group will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

Subscription revenues consist primarily of fees earned from subscription-based arrangements for providing customers the right to license or access data through the cloud-based portal. Subscription revenues vary based on the number and size of active subscriptions, as well as the price of the subscriptions. Subscriptions have contractual terms of one to twelve months and they automatically renew unless cancelled prior to the next billing period. Subscription revenue is recognised on a pro rata basis as subscriptions may cover multiple accounting periods, commencing on the date the subscription is made available to customers. The monthly prorated amount represents the contractual fee for the month.

API revenues consist primarily of fees earned for access to the data through the Application Programming Interface (API). API revenues vary based on the number and size of active API licences, as well as the price of the licences. APIs have contractual terms of one to twelve months and they automatically renew unless cancelled prior to the next billing period. API revenue is recognised on a pro rata basis as licences may cover multiple accounting periods, commencing on the date the license is made available to customers. Any single use licenses is recognised based on the number of data objects consumed in a monthly period. The API is provided via a license to consume a minimum level or a pay per use. The monthly prorated amount represents the contractual fee for the month. All individual data charges are reflective of the cost per object in the contract. Any set up services relating to our APIs or Data Solutions are recognised when performed.

Retail sales consist primarily of sales of vinyl records and other merchandise. Revenues are recognised upon despatch of the customer order. Partial orders are accounted individually so no prepaid amount is recognised as revenue. Order are paid via credit card or instalment payment provided by the store or other financial provider, the Company does not directly provide any alternative financing methods. Goods can be returned for damage and defects and refunds are issued accordingly. The recognition at time of despatch transfers the ownership rights to the customer to recognise the revenue.

Media and event sales are recognised upon completion of individual deliverables in a contract. Events are specifically identifiable at the time of the event with all items delivered and acknowledged by the customer. Campaigns can include elements of advertisement or multiple events and each is recognised when it occurs or in the case of advertising, the amount delivered during a specific month such as impressions. Each component of the campaign is priced individually to account to the total price so each item can be recognised individually as it is completed. Most sales are invoiced at the completion, but any prepayments are recognised in as a deposit liability or unearned revenue if activities against the campaign have started. The invoicing of events at completion is based on completing the deliverables of a project. All individual advertising charges are reflective of the cost per impression or other standard measure for the particular campaign and invoiced on a monthly basis.

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

Other income
Other income is recognised when it is received or when the right to receive payment is established.

Government grants
Grants from the government are recognised at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Note 2. Material accounting policy information (continued)

Research and development tax incentive
The research and development tax incentive ('RDTI') represents a refundable tax offset that is available on eligible research and development expenditure incurred by the Group. The RDTI is considered to be a form of government assistance and the accounting policy adopted is analogous to accounting for government grants.

The RDTI is recognised at fair value where there is a reasonable assurance that the incentive will be received and the Group will comply with all attached conditions.

Vinyl has adopted the income approach to accounting for research and development tax incentive pursuant to AASB 120 'Accounting for Government Grants and Disclosure of Government Assistance' whereby the concession is recognised in profit or loss on a systematic basis in the periods in which the entity recognises the eligible expenses. It is recognised when it can be measured reliably, when there is reasonable assurance that the Group will comply with the conditions attaching to the incentive and that the incentive will be received.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

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

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

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

Deferred tax assets and liabilities are always classified as non-current.

Note 2. Material accounting policy information (continued)

Cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables
Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Intangible assets
Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill
Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Platform development
Research costs are expensed in the period in which they are incurred. Platform development costs will be capitalised if and when: it is probable that the project will be a success considering its commercial and technical feasibility; the Group is able to use or sell the asset; the Group has sufficient resources and intent to complete the development; and its costs can be measured reliably.

Significant costs associated with the platform development of the website, including the capacity to generate subscriptions, are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 3 years.

Trademarks
Significant costs associated with trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 20 years.

Customer relationships
Customer relationships acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

Brands
Brands acquired in a business combination are not amortised. Instead, brands are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and are carried at cost less accumulated impairment losses. Impairment losses on brands are taken to profit or loss and are not subsequently reversed. Management considers that the useful life of brands is indefinite because there is no foreseeable limit to the cash flows this asset can generate.

Note 2. Material accounting policy information (continued)

Impairment of non-financial assets
Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed 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.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables
Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

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

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

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

Convertible notes issued by the Group include embedded derivatives that gives the holder the option to convert into a variable number of shares. The derivative liability embedded in the host contract is accounted for separately at fair value through profit or loss. On initial recognition, the difference between the fair value of the embedded derivative and the proceeds is recognised as a financial liability and is subsequently measured at amortised cost. The corresponding interest on convertible notes is expensed to profit or loss.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Employee benefits
Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits
The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Note 2. Material accounting policy information (continued)

Share-based payments
Equity-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using the Monte Carlo option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, they are treated as if they had vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

Note 2. Material accounting policy information (continued)

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued capital
Ordinary shares are classified as equity.

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

Earnings per share

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

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming conversion of all dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Comparatives
Comparatives have been realigned where necessary, to be consistent with current year presentation. There was no impact on profit, net assets or equity.

Note 2. Material accounting policy information (continued)

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2024. The Group does not expect these amendments to have a material impact on the amounts recognised in prior periods or will affect the current or future periods. The main standards are listed below:

- AASB 18 Presentation and Disclosure in Financial Statements
- AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current and AASB 2022-6 Amendments to Australian Accounting Standards - Non-current Liabilities
- AASB 2022-5 Amendments to Australian Accounting Standards - Lease Liability in a Sale and Leaseback
- AASB 2023-1 Amendments to Australian Accounting Standards - Supplier Finance Arrangements
- AASB 2023-5 Amendments to Australian Accounting Standards – Lack of Exchangeability
- AASB 2014-10 Sale or contribution of assets between investor and its associate or joint venture

Note 3. Complex financial liability accounting and comparative information

On 29 June 2022, Vinyl Group Ltd entered into a convertible note agreement and an option agreement with Songtradr, Inc. For accounting purposes, the transaction has been accounted by the Group by having the derivative liability embedded in the host contract is accounted for separately at fair value through profit or loss. On initial recognition, the difference between the fair value of the embedded derivative and the proceeds is recognised as a financial liability and is subsequently measured at amortised cost. The corresponding interest on convertible notes is expensed to profit or loss.

Correction of prior period of error

The expenses recorded in the Consolidated Statement of Profit or Loss and Comprehensive Income for the years ended 30 June 2023 and 30 June 2022 and the balance recorded as at 30 June 2023 and 2022 have been restated as a result of a review of the application of AASB 132 Financial Instruments which determined that the carrying amount and related expense was understated. This error has been rectified by restating each of the affected financial statement line items for prior periods as follows:

Statement of financial position (extract)	Previous amount $	Adjustment $	Restated $
Consolidated 30 June 2022			
Borrowings and derivative financial instruments - Current	33,915	-	33,915
Borrowings and derivative financial instruments – Non Current	2,163,021	2,295,874	4,458,895
Net assets/(liabilities)	**594,282**	**(2,295,874)**	**(1,701,591)**
Reserves	4,806,801	(1,934,353)	2,872,448
Accumulated losses	(42,832,790)	(361,520)	(43,194,310)
Total equity/(deficiency)	**594,282**	**(2,295,874)**	**(1,701,591)**
Consolidated 30 June 2023			
Borrowings and derivative financial instruments - Current	4,547,882	569,332	5,117,214
Borrowings and derivative financial instruments – Non Current	5,055,960	3,441,472	8,497,432
Net (liabilities)	**(1,398,169)**	**(4,010,803)**	**(5,408,972)**
Reserves	5,353,179	(1,934,353)	3,418,826
Accumulated losses	(53,624,931)	(2,076,450)	(55,701,381)
Total (deficiency)	**(1,398,169)**	**(4,010,803)**	**(5,408,972)**

Note 4. Critical accounting judgements, estimates and assumptions, (continued)

Statement of profit of loss and other comprehensive income (extract)	Previous amount $	Adjustment $	Restated $
Consolidated for the year ended 30 June 2022			
Fair value (loss)/gain on financial liabilities	366,150	(366,150)	-
Other expense	(689,690)	5,362	(684,328)
Finance costs	(33,657)	(733)	(34,390)
Total Expenses	(6,200,747)	(361,521)	(6,562,268)
Loss before income tax	**(6,200,747)**	**(361,521)**	**(6,562,268)**
Loss after income tax expense	**(6,200,747)**	**(361,521)**	**(6,562,268)**
Total comprehensive income attributable to the owners of Vinyl Group Ltd	**(6,200,747)**	**(361,521)**	**(6,562,268)**
Basic earnings per share (cents)	(1.87)	(0.11)	(1.98)
Diluted earnings per share(cents)	(1.87)	(0.11)	(1.98)
Consolidated for the year ended 30 June 2023			
Fair value (loss)/gain on financial liabilities	(5,824,515)	(1,407,374)	(7,231,889)
Finance costs	(1,094,313)	(307,556)	(1,401,869)
Total Expenses	(10,792,141)	(1,714,930)	(12,507,071)
Loss before income tax	**(10,792,141)**	**(1,714,930)**	**(12,507,071)**
Loss after income tax expense	**(10,792,141)**	**(1,714,930)**	**(12,507,071)**
Total comprehensive income attributable to the owners of Vinyl Group Ltd	**(10,795,801)**	**(1,714,930)**	**(12,510,731)**
Basic earnings per share (cents)	(3.02)	(0.48)	(3.51)
Diluted earnings per share(cents)	(3.02)	(0.48)	(3.51)

Note 4. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Intangible asset impairment testing

The Group test whether goodwill and brands have suffered any impairment on an annual basis. For the 2024 reporting period, the recoverable amount was determined based on value in use calculations which require the use of assumptions. The calculations use cash flow projections by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts for this type of businesses and stage.

Note 4. Critical accounting judgements, estimates and assumptions, (continued)

	Vampr 2024	Vampr 2023	Change	The Brag Media 2024
Sales Growth	71.29%	74.64%	-3.35%	13.56%
Operating Costs	56.07%	55.97%	0.10%	45.91%
Discount Rates	20%	20%	0%	29.83%

Notes payable and derivative liabilities

The Group carries convertible note arrangements which are considered complex financial liabilities, and their values are recognised between the host liability and derivative liability. The fair value and allocation of the elements is done by valuing the individual components using a binomial model and the Earned Interest Method. See note 17.

Revenue
The Group has contracts with performance deliverables in its Media and events sales and in its API revenues.

The deliverables for Media and event sales are individually identified in the project and assign its main category for revenue recognition with events being recognised at the completion of the customer event and variable campaign items recognised on a per use model and invoiced on a monthly basis for the usage.

The deliverables for API revenues are individually identified in the project and assign its main category for revenue recognition with events being recognised at the completion of the customer event and variable campaign items recognised on a per use model and invoiced on a monthly basis for the usage. See note 6

Share-based payment transactions
The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The key estimate used in the valuation is the expected stock price volatility.

The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Going Concern
The going concern basis of accounting is considered a critical estimate and judgement area as management and the Directors have made the use of significant accounting estimates and judgements in the preparation of the cash flow forecast used in assessing the going concern of the Group. See note 2.

Research and development tax incentive
Research and development tax incentive is recognised on an accrual basis. Management estimates the income based on actual expenditure eligible for the tax incentive for each year end and believes the estimate to be reasonable under the circumstances. The final submission is made under the Company's tax return and the final determination by the Australian Taxation Office can differ.

Note 5. Operating segments

Identification of reportable operating segments
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Note 5. Operating segments (continued)

Management identifies one operating segment based on the Group's service lines, therefore the operating segment information is as disclosed throughout these financial statements.

The Group's segment operating loss reconciles to the Group's loss before tax as presented in its financial statements.

The information reported to the CODM is on a monthly basis.

Major customers
There are 5 major customers (2023: 5) that account for more than 42.35% (2023: 70.3%) of the Group's revenue. The total amount of revenues from these customers was $734,250, $358,760, $352,006, $333,078 and $326,702 (2023: $174,248, $84,174, $68,730, $44,736 and $37,709).

Geographical information

	Sales to external customers		Geographical non-current assets	
	2024 $	2023 $	2024 $	2023 $
Australia	3,367,664	13,336	12,973,970	5,779,719
Americas	1,505,067	422,795	-	-
Europe, Middle East and Africa	74,493	144,997	-	-
Asia Pacific	22,497	1,081	-	-
	4,969,721	582,209	12,973,970	5,779,719

The geographical non-current assets above are exclusive of, where applicable, financial instruments, deferred tax assets, post-employment benefits assets and rights under insurance contracts.

Note 6. Revenue

	Consolidated 2024 $	Consolidated 2023 $
Revenue from contracts with customers		
Sales	4,969,721	582,209
Other revenue		
Other revenue	854	-
Revenue	4,970,575	582,209

Note 6. Revenue (continued)

Disaggregation of revenue
The disaggregation of revenue from contracts with customers is as follows:

	Consolidated 2024 $	Consolidated 2023 $
Major product lines		
Media and events	3,132,036	-
Subscription revenue *	611,344	388,068
API revenue	195,219	154,560
Retail	1,031,122	39,581
	4,969,721	582,209
Timing of revenue recognition		
Goods transferred at a point in time	1,031,122	39,581
Services transferred over time	3,938,599	542,628
	4,969,721	582,209

* Subscription revenues include barter revenues realised in exchange for data information feeds. These amounted to $247,527 for the year ended 30 June 2024 (30 June 2023: $258,423).

The disaggregation of revenue by geographical regions is presented in note 5 'Operating segments'.

Note 7. Other income

	Consolidated 2024 $	Consolidated 2023 $
Export market development grant	36,600	36,600
Research and development tax incentive *	265,676	721,386
Other income	-	4,038
Other income	302,276	762,024

* For the research and development incentive receivable as at reporting date refer to note 10.

Note 8. Expenses

	Consolidated 2024 $	Consolidated 2023 $
Loss before income tax includes the following specific expenses:		
Cost of sales	3,246,567	40,580
Depreciation		
Computer equipment	9,589	5,698
Office equipment	2,853	7,239
Buildings right-of-use assets	-	49,075
Total depreciation	12,442	62,012

Note 8. Expenses (continued)

	Consolidated 2024 $	Consolidated 2023 $
Amortisation		
Platform development	228,571	-
Trademarks	8,769	10,095
Customer relationships	72,000	-
Total amortisation	309,340	10,095
Total depreciation and amortisation	321,782	72,107
Write-off of assets		
Right-of-use assets - buildings	-	(11,897)
Trademarks (note 13)	-	(56,119)
Total write-off	-	(68,016)
Impairment of goodwill	1,812,205	-
Employee benefits expense		
Salary and wages	3,109,295	2,313,126
Share-based payments expense	383,833	550,038
Defined contribution superannuation expense	249,261	218,154
Total employee benefits expense	3,742,389	3,081,318
Product development expense		
Product development cash expenses	1,111,881	843,788
Product development equity-based payments	-	582
Total product development expense	1,111,881	844,370
Other expenses including the following material expenses:		
Insurance	132,487	103,485
Accounting and audit fees	397,106	140,756
Filing fees	230,611	94,139
Subscriptions	90,978	2,745
Other	161,591	52,331
Other expenses	1,012,773	393,456
Finance costs		
Interest and finance charges paid/payable on borrowings	1,079,824	1,094,313
Net foreign exchange loss		
Net foreign exchange loss	36,791	7,222

Note 8. Expenses (continued)

	Consolidated 2024 $	Consolidated 2023 $
Net loss on disposal		
Net loss on disposal of property, plant and equipment	4,616	5,847
Leases		
Short-term lease payments	99,414	484

Note 9. Income tax

	Consolidated 2024 $	Consolidated 2023 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(16,885,566)	(12,507,071)
Tax at the statutory tax rate of 25%	(4,221,392)	(3,126,768)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Research and development uplift	66,419	180,347
Derivative financial instruments - liabilities	(1,834,575)	(1,456,129)
Interest expense	(198,469)	-
Impairment of goodwill	(453,051)	-
Share-based payments	(95,958)	(137,509)
Amortisation of intangibles	(121,693)	(2,524)
Depreciation of property, plant and equipment	(3,111)	(15,503)
	(1,580,954)	(2,433,903)
Current year tax losses not recognised	1,580,954	2,433,903
Income tax expense	-	-

	Consolidated 2024 $	Consolidated 2023 $
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised	49,503,921	47,922,967
Potential tax benefit @ 25%	12,375,980	11,980,742

Note 8. Income tax (continued)

The corporate tax rate applicable to base rate entities is 25%. The Company qualifies as a base rate entity as it has a turnover of less than $50 million and less than 80% of its assessable income is derived from base rate entity passive income. The Company has measured its deferred tax balances, and any unrecognised potential tax benefits arising from carried forward tax losses, based on this effective tax rate.

Any potential tax benefit, excluding tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

Note 10. Cash and cash equivalents

	Consolidated 2024 $	Consolidated 2023 $
Current assets		
Cash at bank	4,060,244	2,916,748
Cash on deposit	72,139	50,000
	4,132,383	2,966,748

Note 11. Trade and other receivables

	Consolidated 2024 $	Consolidated 2023 $
Current assets		
Net trade receivables	1,575,630	167,963
Research and development incentive receivable	165,587	651,764
Other receivables	20,000	52,525
GST receivable	111,139	47,299
	1,872,356	919,551

Allowance for expected credit losses
The Group has recognised a loss of $63,020 (2023: $nil) in profit or loss in respect of the expected credit losses for the year ended 30 June 2024.

No allowance has been recorded as the amounts over 90 days are all in current discussions with customers who continue to use our platform or services.

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Note 10. Trade and other receivables (continued)

The ageing of the receivables above are as follows:

	Consolidated 2024 $	Consolidated 2023 $
0 to 3 months overdue	1,565,329	875,677
3 to 6 months overdue	5,742	37,251
Over 6 months overdue	4,558	6,623
	1,575,629	919,551

Note 12. Other assets

	Consolidated 2024 $	Consolidated 2023 $
Current assets		
Prepayments	85,889	28,171
Security deposits	50,754	1,034
	136,643	29,205

Note 13. Property, plant and equipment

	Consolidated 2024 $	Consolidated 2023 $
Non-current assets		
Computer equipment - at cost	37,601	37,601
Less: Accumulated depreciation	(36,330)	(26,741)
	1,271	10,860
Office equipment - at cost	-	20,875
Less: Accumulated depreciation	-	(13,406)
	-	7,469
	1,271	18,329

Note 12. Property, plant and equipment (continued)

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

Consolidated	Computer equipment $	Office equipment $	Total $
Balance at 1 July 2022 (Restated)	24,682	16,548	41,230
Disposals	(8,124)	(1,840)	(9,964)
Depreciation expense	(5,698)	(7,239)	(12,937)
Balance at 30 June 2023 (Restated)	10,860	7,469	18,329
Disposals	-	(4,616)	(4,616)
Depreciation expense	(9,589)	(2,853)	(12,442)
Balance at 30 June 2024	1,271	-	1,271

Note 14. Intangibles

	Consolidated 2024 $	Consolidated 2023 $
Non-current assets		
Goodwill - at cost	10,404,499	5,639,418
Impairment of goodwill	(1,812,205)	
	8,592,294	5,639,418
Platform development - at cost	1,600,000	178,963
Less: Accumulated amortisation	(228,571)	(178,963)
	1,371,429	-
Trademarks - at cost	256,538	256,538
Less: Accumulated amortisation	(70,965)	(62,196)
Less: Impairment	(72,370)	(72,370)
	113,203	121,972
Customer relationships - at cost	144,000	-
Less: Accumulated amortisation	(72,000)	-
	72,000	-
Brands - at cost	1,189,000	-
	11,337,926	5,761,390

The useful life remaining for Platform development acquired as part of the Vampr acquisition is 5.92 years as it is amortised over a useful life of 7 years.

Note 14. Intangibles (continued)

The maximum useful life remaining for Trademarks is 18.18 years as they is amortised over a useful life of 20 years.

The useful life remaining for Customer relationships acquired as part of the Vampr acquisition is 1 year as it is amortised over a useful life of 2 years.

There are no contractual commitments for the acquisition of intangible assets.

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

Consolidated	Goodwill $	Platform development $	Trademarks $	Customer relationships $	Brands $	Total $
Balance at 1 July 2022	-	-	187,158	-	-	187,158
Additions	-	-	1,028	-	-	1,028
Additions through business combinations (note 28)	5,639,418	-	-	-	-	5,639,418
Write-off of assets (note 7)	-	-	(56,119)	-	-	(56,119)
Amortisation expense	-	-	(10,095)	-	-	(10,095)
Balance at 30 June 2023	5,639,418	-	121,972	-	-	5,761,390
Additions through business combinations (note 28)	4,765,081	1,600,000	-	144,000	1,189,000	7,698,081
Impairment of goodwill	(1,812,205)	-	-	-	-	(1,812,205)
Amortisation expense	-	(228,571)	(8,769)	(72,000)	-	(309,340)
Balance at 30 June 2024	8,592,294	1,371,429	113,203	72,000	1,189,000	11,337,926

Impairment tests for goodwill and intangible assets
Goodwill and brands are tested annually for impairment. Goodwill is allocated to the Vampr cash-generating unit ('CGU') and The Brag Media cash-generating unit ('CGU').

The Group performed its annual impairment test in June 2024 and 2023.

Vampr CGU

The recoverable amount of the Vampr CGU of $3,349,410 as at 30 June 2024 (2023: $$5,637,016) has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. As at 30 June 2024, the annual performance of the Vampr CGU was modestly behind plan due to a number of factors, including diverting more marketing efforts to the Vinyl.com platform, but also delays in development of new features due to requirements in the Vinyl.com and Jaxsta platforms. The Company raised funds in July 2024 to provide Vampr, amongst other Vinyl Group properties, the ability to increase its Marketing spend to return to pre-acquisition levels, and to prioritise the next key developments in the Vampr platform. Nonetheless, the delay caused by the above has reduced the expected growth rates and in order to reach the growth figures targeted, we have adjusted the forecast to reduce the forecast and growth rates accordingly. The terminal growth rate utilised in 2024 is 5% (2023: 5%). It was concluded that the fair value less costs of disposal did not exceed the value in use. As a result of this analysis, management has recognised an impairment charge of $1,815,205 in the current year against goodwill with a carrying amount of $2,706,418 as at 31 December 2022. The impairment charge is recorded as impairment on goodwill in the Consolidated Statement of profit or loss and other comprehensive income.

Note 14. Intangibles (continued)

The Group also as $1,189,000 in the indefinite life Brand intangible as at 30 June 2024 (2023: $1,189,000)

The Brag Media CGU

The recoverable amount of The Brag Media CGU of $16,753,505 as at 30 June 2024 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. No impairment has been recorded as at 30 June 2024.

Key assumptions used in value in use calculations and sensitivity to changes in assumptions. The calculation of value in use for both Vampr and the Media and Events units is most sensitive to the following assumptions:

- Sales growth rates
- Operating costs
- Discount rates

	Vampr 2024	Vampr 2023	Change	The Brag Media 2024
Sales Growth	71.29%	74.64%	-3.35%	13.56%
Operating Costs	56.07%	55.97%	0.10%	45.91%
Discount Rates	20%	20%	0%	29.83%

Sales growth rate estimates − Rates are based on the business stage, with established product lines utilising published industry research whilst early stage lines are based on modelling based on historical data where available and general market targets. For the reasons explained above, the long-term rate used to extrapolate the budget for the Vampr unit includes an adjustment to reflect the growth due to delays in the investment strategy. Management believes the projected revenue growth rate are prudent and justified, based on the state of revenue for the business units.

Operating costs − Operating costs are based on average values achieved in the three years preceding the beginning of the budget period. The operating costs for the Vampr CGU and the Media and Events CGU were 56.07% and 45.91%, respectively. These remain consistent with original assumptions. management have increased their estimation of the increase in operating costs and overheads, due to the changes to the development and marketing initiatives it now believes to be needed to secure the revenue growth in the earlier years rather than later in the forecast window.

Discount rates − The discount rate of 20% pre-tax reflects management's estimate of the time value of money and the Group's weighted average cost of capital adjusted, the risk free rate and the volatility of the share price relative to market movements. The discount rate of 20% pre-tax reflects management's estimate of the time value of money and the Group's weighted average cost of capital adjusted, the risk free rate and the volatility of the share price relative to market movements.

Sensitivity
As disclosed in note 3, the Directors have made judgements and estimates in respect of impairment testing of goodwill. Should these judgements and estimates not occur the resulting goodwill carrying amount may decrease. The sensitivities for the Vampr CGU are as follows:

- Revenue would need to decrease by more than 13% for the Vampr acquisition before goodwill would need to be impaired, with all other assumptions remaining constant.
- The operating costs would be required to increase by 5% for the Vampr acquisition before goodwill would need to be impaired, with all other assumptions remaining constant.
- The discount rate would be required to increase by 3% for the Vampr acquisition before goodwill would need to be impaired, with all other assumptions remaining constant.

Note 14. Intangibles (continued)

The sensitivities for the The Brag Media CGU are as follows:

- Revenue would need to decrease by more than 12% for the The Brag Media acquisition before goodwill would need to be impaired, with all other assumptions remaining constant.
- The operating costs would be required to increase by 15% for The Brag Media acquisition before goodwill would need to be impaired, with all other assumptions remaining constant.
- The discount rate would be required to increase by 6% for the The Brag Media acquisition before goodwill would need to be impaired, with all other assumptions remaining constant.

Management believes that other reasonable changes in the key assumptions on which the recoverable amount of the goodwill is based would not cause the CGU's carrying amount to exceed its recoverable amount.

If there are any negative changes in the key assumptions on which the recoverable amount of goodwill is based, this would result in a further impairment charge.

Note 15. Trade and other payables

	Consolidated 2024 $	Consolidated 2023 $
Current liabilities		
Trade payables	1,113,218	297,857
Sales tax payable	58,203	1,800
Other payables	1,589,129	568,700
	2,760,550	868,357

Refer to note 22 for further information on financial instruments.

Note 16. Contract liabilities

	Consolidated 2024 $	Consolidated 2023 $
Current liabilities		
Contract liabilities	91,486	40,332
Non-current liabilities		
Contract liabilities	357,643	431,239

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

	2024 $	2023 $
Opening balance	471,571	500,000
Transfers to revenue	(48,932)	(28,429)
Increase in other contract liabilities	26,490	-
Closing balance	449,129	471,571

On 10 September 2020, the Group entered into a five-year commercial agreement with Songtradr to deliver an end-to-end integrated platform solution for Vinyl Pro members to use Songtradr's neighbouring rights collection service, powered by Vinyl's global performer metadata. The Group completed the integration in March 2021. The agreement includes an upfront license fee of $500,000 paid by Songtradr to Vinyl (the 'License Fee') and provides Vinyl with 20% of net neighbouring rights revenues received by Songtradr from Vinyl users adopting the service after recoupment of the License Fee. Songtradr's commercial agreements with the Group, which include the use of the Jaxsta service through API or Enterprise license, are also recouped through the advance. Revenues recognised during the five year period will be reduced from the License Fee until it has been fully utilised. At the end of the five-year term, Songtradr has the option to extend for a further five-year period or request the balance left to be repaid.

Unsatisfied performance obligations
The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was $449,129 as at 30 June 2024 ($471,571 as at 30 June 2023) and is expected to be recognised as revenue in future periods as follows:

	Consolidated 2024 $	Consolidated 2023 $
6 to 12 months	91,486	35,820
12 to 18 months	357,643	17,910
18 to 24 months	-	17,910
beyond 24 months	-	399,931
	449,129	471,571

Note 17. Borrowings and derivative financial instruments

	Consolidated 2024 $	Consolidated 2023 $ (Restated)
Current liabilities		
Insurance financing	52,304	134,542
Convertible notes payable - tranche 1 and 2 (i), (ii)	1,236,927	1,489,271
Derivative financial liability (i), (iii)	7,056,391	3,493,401
	8,345,622	5,117,214
Non-current liabilities		
Convertible notes payable - tranche 2 (ii)	-	1,465,190
Derivative financial liabilities - tranche 2 (ii)	-	7,032,241
	-	8,497,431

Refer to note 22 for further information on financial instruments.

Insurance financing

	2024 $	2023 $ (Restated)
At 1 July	134,542	33,915
Interest expense		
Repayments	(251,828)	(119,891)
New financing entered into during the year	169,590	220,518
At 30 June	52,304	134,542

Insurance funding is a ten month short term loan with a fixed interest rate of 6.75% (2023: 6.98%).

Convertible notes payable

The debt components of the convertible notes are presented as following:

	2024 $	2023 $ (Restated)
At 1 July	2,954,461	1,561,699
Interest expense	1,086,931	1,392,762
Conversion of convertible notes into equity	(2,804,465)	-
At 30 June	1,236,927	2,954,461

Note 17. Borrowings and derivative financial instruments (continued)

On 10 September 2020, the Company entered into a convertible note agreement with Songtradr Inc. for a principal value of $1,420,000 (tranche 1). Conversion would result in the issue of 40,571,429 fully paid ordinary Vinyl Group shares at a price of $0.035 per share for the principal value of the note. The conversion is at the right of the noteholder, except if:

- the Company registers a full year net profit of $5,000,000 at which time 100% of the note is converted automatically; or
- the Company registers a full year net profit of $2,500,000 at which time 50% of the note is converted automatically.

On 24 June 2022, the shareholders authorised the Company to enter into an additional tranche of the prior convertible note agreement with Songtradr Inc. for a principal value of $3,000,000. Conversion would result in the issue of 142,857,143 fully paid ordinary Vinyl Group shares at a price of $0.021 per share for the principal value of the note. All the conditions of the original convertible note remain and in addition the Company agreed to appoint two directors proposed by Songtradr and enter into a cost reduction and growth plan agreed to by Songtradr. The Company completed those requirements by the completion of the shareholder approval. Additionally, as a consequence of the variation of the note, the original note of $1,420,000 changed the conversion price from $0.035 to $0.021, resulting in the potential issue of a further 27,047,619 ordinary shares.

On 13 September 2023, the Group converted tranche 1 of the Songtradr convertible note into ordinary shares, reducing $1,774,597 in principal and interest at the conversion price of $0.021, resulting in the issue of 84,504,631 ordinary shares. The Group recognised the issue of ordinary shares at the value of $4,399,863 being the carrying value of the convertible note as of the date of conversion.

The noteholder at their option can convert or seek repayment of the note at the expiration of the term of the note. The note has an anti-dilution clause that adjusts the conversion price if certain circumstances occur before the final redemption date. The note has a term of up to 3 years and carries a coupon rate of 7.5% which will be accrued and paid at the end of the term or capitalised and converted at the time of conversion or repayment. The note is secured by a first ranking security over the assets of the Company and its subsidiaries.

The second tranche also includes a separate option to invest a further $3,000,000 under an option agreement with an exercise price of $0.021 per share. The option has a life of 3 years and can only be exercised if Tranche 2 is partially or fully converted and up to the amount of Tranche 2 converted into shares.

(i) **Tranche 1** - Under the requirements of AASB 9 *Financial Instruments* the change in terms of the notes require derecognition of the original note and recognition of the new note, with the difference recognised in the profit or loss. The note is considered a hybrid financial instrument that contains a financial liability host and an embedded derivative based on the fair value of the conversion option that are not closely related. The financial liability host and the embedded derivative components have therefore been bifurcated and valued separately. Tranche 1 was converted to ordinary shares on 13 September 2023.

(ii) **Tranche 2** - The note is considered a hybrid financial instrument that contains a financial liability host and an embedded derivative based on the fair value of the conversion option that are not closely related. The financial liability host and the embedded derivative components have therefore been bifurcated and valued separately.

As of 30 June 2024, the tranche 2 host liability is recorded at $1,236,927 (2023: $1,465,190) and the derivative liability has been measured at $7,056,391 (2023: $7,032,241), after recording a fair value loss of $7,338,299 and an interest expense of $799,334.

(iii) On 1 June 2023, the Company entered into a one year convertible note agreement with one of the vendors of Vampr, as part of the transaction for a principal amount of US$258,000. The noteholder has the right to convert the note at a conversion price of A$0.05. The note carries a 10% interest rate. The note is considered a single combined instrument at FVTPL. The noteholder elected to convert the note on 28 December 2023 into ordinary shares, resulting in the carrying value of the liability, $402,610 being converted to equity and resulting in the issue of 8,269,185 ordinary shares.

The total fair value loss on re-measurement of the derivative liability components as at 30 June 2024 was $7,338,299 (2023: loss of $7,231,889).

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Note 18. Employee benefits

	Consolidated 2024 $	Consolidated 2023 $
Current liabilities		
Annual leave	198,572	120,515
Non-current liabilities		
Long service leave	53,794	29,107

Amounts not expected to be settled within the next 12 months
The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the Group does not have an unconditional right to defer settlement. However, based on past experience, the Group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

The following amounts reflect leave that is not expected to be taken within the next 12 months:

	Consolidated 2024 $	Consolidated 2023 $
Employee benefits obligation expected to be settled after 12 months	184,821	112,024

Note 19. Issued capital

	Consolidated 2024 Shares	2023 Shares	2024 $	2023 $
Ordinary shares - fully paid	968,658,522	517,644,429	74,173,268	46,873,583

Note 19. Issued capital (continued)

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group would look to raise capital when an opportunity to invest in a business or Company was seen as value adding relative to the current Company's share price at the time of the investment. The Group is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The Group is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2023 Annual Report.

Note 20. Reserves

	Consolidated	
	2024 $	2023 $ (Restated)
Foreign currency reserve	34,233	(3,660)
Share-based payments reserve	4,052,357	3,422,486
	4,086,590	3,418,826

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

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

Note 20. Reserves (continued)

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

Consolidated	Foreign currency reserve $	Share-based payments reserve $	Total $
Balance at 1 July 2022 (Restated)	-	2,872,448	2,872,448
Foreign currency translation	(3,660)	-	(3,660)
Employee share-based payment expense	-	550,038	550,038
Balance at 30 June 2023 (Restated)	(3,660)	3,422,486	3,418,826
Foreign currency translation	37,893	-	37,893
Option costs for capital raise	-	283,931	283,931
Employee share-based payment expense	-	345,940	345,940
Balance at 30 June 2024	34,233	4,052,357	4,086,590

Note 21. Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 22. Financial instruments

Financial risk management objectives
The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the Group's operating units. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk
The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

Note 22. Financial instruments (continued)

The carrying amount of the Group's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2024	2023	2024	2023
Consolidated	$	$	$	$
US dollars	159,340	227,952	301,029	259,590

The Group had net liabilities denominated in foreign currencies of $141,689 (assets of $159,340 less liabilities of $301,029) as at 30 June 2024 (2023: net liabilities denominated in foreign currencies of $31,638 (assets of $227,952 less liabilities of $259,590)). Based on this exposure, had the Australian dollars weakened by 10%/strengthened by 10% (2023: weakened by 10%/strengthened by 10%) against these foreign currencies with all other variables held constant, the Group's profit before tax for the year would have been $14,169 lower/$14,169 higher] (2023: $3,137 lower/$3,137 higher) and equity would have been $14,169 lower/$14,169 higher] (2023: $3,137 lower/$3,137 higher). The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last 6 months each year and the spot rate at each reporting date. The actual foreign exchange loss for the year ended 30 June 2024 was $36,791 (2023: $7,222).

Price risk
The Group is not exposed to any significant price risk.

Interest rate risk
The Group's main interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to interest rate risk. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. The policy is to maintain approximately 100% of current borrowings at fixed rates.

As at the reporting date, the Group had the following borrowings outstanding:

	2024		2023	
	Weighted average interest rate	Balance	Weighted average interest rate	Balance
Consolidated	%	$	%	$ (Restated)
Insurance financing	6.75%	52,304	6.98%	134,542
Convertible notes payable	7.50%	1,236,927	7.67%	2,954,461
Net exposure to cash flow interest rate risk		1,289,231		3,089,003

An analysis by remaining contractual maturities is shown in 'liquidity and interest rate risk management' below.

For the Group the loans outstanding, totalling $1,289,231 (2023: $3,089,003), are principal and interest payment loans. Monthly cash outlays of approximately $526 (2023: $500) per month are required to service the interest payments. An official increase/decrease in interest rates of 1 (2023: 1) basis points would have an adverse/favourable effect on profit before tax of $12,892 (2023: $30,890) per annum. The percentage change is based on the expected volatility of interest rates using market data and analysts' forecasts. In addition, minimum principal repayments of $27,244 (2023: $24,873) are due during the year ending 30 June 2024 (2023: 30 June 2023).

Credit risk
Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

Note 22. Financial instruments (continued)

Credit risk is managed through the maintenance of procedures (such as the utilisation of systems for the approval, granting and renewal of credit limits, regular monitoring of exposures against such limits and monitoring of the financial stability of significant customers and counterparties), and ensuring to the extent possible that customers and counterparties to transactions are of sound credit worthiness. Such monitoring is used in assessing receivables for impairment. Credit terms are generally 14 to 45 days from the invoice date. Material project exposure are managed via a prepayment of estimated costs.

Sales to retail customers are required to be settled in cash or using major credit cards, mitigating credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

Risk is also minimised through investing surplus funds in financial institutions that maintain a high credit rating.

Credit risk exposures
The maximum exposure to credit risk by class of recognised financial assets at the end of the reporting period excluding the value of any collateral or other security held, is equivalent to the carrying amount (net of any provisions) as presented in the statement of financial position. Credit risk also arises through the provision of financial guarantees, as approved at the Board level, given to parties securing the liabilities of certain subsidiaries.

Generally, trade and other receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Credit risk related to balances with banks and other financial institutions is managed by the Group in accordance with approved board policy. Such policy requires that surplus funds are only invested with major financial institutions.

Liquidity risk
Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- preparing forward-looking cash flow analyses in relation to its operational, investing and financing activities;
- monitoring undrawn credit facilities;
- maintaining a reputable credit profile;
- only investing surplus cash with major financial institutions; and
- comparing the maturity profile of financial liabilities with the realisation profile of financial assets.

Cash flows realised from financial assets reflect management’s expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management’s expectations that banking facilities will be rolled forward.

Note 22. Financial instruments (continued)

Remaining contractual maturities
The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2024	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $	Carrying Value $
Non-derivatives							
Non-interest bearing							
Trade payables	-	1,113,218	-	-	-	1,113,218	1,113,218
Other payables	-	1,647,332	-	-	-	1,647,332	1,647,332
Interest-bearing - fixed							
Convertible notes payable	7.50%	1,236,927	-	-	-	1,977,609	1,236,927
Insurance financing	6.75%	52,304	-	-	-	52,304	52,304
Total non-derivatives		4,049,781	-	-	-	4,790,463	4,049,781

Consolidated – 2023 (Restated)	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $	Carrying Value $
Non-derivatives							
Non-interest bearing							
Trade payables	-	297,857	-	-	-	297,857	297,857
Other payables	-	568,700	-	-	-	568,700	568,700
Interest-bearing - fixed							
Convertible notes payable	7.67%	2,219,045	-	3,755,113	-	5,974,158	2,954,461
Insurance financing	6.98%	134,542	-	-	-	134,542	134,542
Total non-derivatives	-	3,220,144	-	3,755,113	-	6,975,257	3,955,560

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Note 23. Fair value measurement

Fair value hierarchy
The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
Level 3: Unobservable inputs for the asset or liability

Note 22. Fair value measurement (continued)

Consolidated - 2024	Level 1 $	Level 2 $	Level 3 $	Total $
Liabilities				
Current liabilities				
Derivative financial instruments	-	-	7,056,391	7,056,391
Total liabilities	-	-	7,056,391	7,056,391

Consolidated – 2023 (Restated)	Level 1 $	Level 2 $	Level 3 $	Total $
Liabilities				
Current liabilities				
Derivative financial instruments	-	-	3,493,401	3,493,401
Non-current liabilities				
Derivative financial instruments	-	-	7,032,241	7,032,241
Total liabilities	-	-	10,525,642	10,525,642

There were no transfers between levels during the financial year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Valuation techniques for fair value measurements categorised within level 2 and level 3
Derivative financial instruments have been valued using observable market data where it is available and relies as little as possible on entity specific estimates.

Note 22. Fair value measurement (continued)

Level 3 assets and liabilities
Movements in level 3 assets and liabilities during the current and previous financial year are set out below:

Consolidated	Derivative financial liabilities $
Balance at 1 July 2022 (Restated)	(2,868,559)
Losses recognised in profit or loss	(7,657,083)
Amortised to convertible note	-
Balance at 30 June 2023 (Restated)	(10,525,642)
Losses recognised in profit or loss	(7,338,299)
Fair value adjustment on conversion of Tranche 1 recognised as equity	2,622,995
Fair value adjustment on conversion of Rickert Note recognised as equity	402,610
Fair value adjustment on conversion of Tranche 2 recognised as equity	7,781,946
Amortised to convertible note	-
Balance at 30 June 2024	(7,056,391)

The level 3 assets and liabilities unobservable inputs and sensitivity are as follows:

Description	Unobservable inputs	Value	Sensitivity
Derivative financial instruments	Volatility of underlying Vinyl shares	2024 98.52% 2023 125.97%	A 1% change would decrease the fair value by $3,724 (2023: $2,780) and a -1% change would increase the fair value by $3,635 (2023: $2,687).

Note 24. Key management personnel disclosures

Compensation
The aggregate compensation made to Directors and other members of KMP of the Group is set out below:

	Consolidated 2024 $	Consolidated 2023 $
Short-term employee benefits	654,583	974,875
Post-employment benefits	56,604	90,844
Long-term benefits	4,012	34,685
Share-based payments	387,111	492,796
	1,102,310	1,593,200

Note 25. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by UHY Haines Norton Chartered Accountants, the auditor of the Company:

	Consolidated 2024 $	Consolidated 2023 $
Audit services - UHY Haines Norton Chartered Accountants (2023: Grant Thornton)		
Audit and review of the financial statements	118,000	159,990

Note 26. Contingent liabilities

The Group has an agreement to pay The Brag Media sellers up to a further $2 million in cash or stock at Vinyl Group's discretion (the “contingent consideration”). The contingent consideration payment will accrue 6% annual interest if paid in cash and is contingent on The Brag Media and its subsidiaries achieving specified revenue and EBIT targets for the Calendar Year 2024. The contingent consideration will be based on a sliding scale that commences after The Brag Media achieves both a minimum revenue of $12.0 million and a minimum EBITDA of $2.0 million up to a maximum of $15.5 million in revenue and EBITDA of $2.8 million.

Note 27. Related party transactions

Parent entity
Vinyl Group Ltd is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 30.

Key management personnel
Disclosures relating to key management personnel are set out in note 23 and the remuneration report included in the Directors' report.

Transactions with related parties
There were no transactions with related parties during the current and previous financial year.

Receivable from and payable to related parties
There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date.

Note 28. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent 2024 $	Parent 2023 $
Loss after income tax	(11,360,907)	(24,549,442)
Total comprehensive income	(11,360,907)	(24,549,442)

Statement of financial position

	Parent 2024 $	Parent 2023 $ (Restated)
Total current assets	39,153,376	3,024,370
Total assets	66,627,548	8,478,792
Total current liabilities	8,423,508	4,997,712
Total liabilities	8,423,508	13,495,143
Equity		
Issued capital	103,331,169	46,873,583
Foreign currency reserve	-	-
Share-based payments reserve	6,252,214	3,418,826
Accumulated losses	(51,379,343)	(55,308,760)
Total (deficiency)/equity	58,204,040	(5,016,351)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2024 and 30 June 2023.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2024 and 30 June 2023.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2024 and 30 June 2023.

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 29. Business combinations

Acquisition of Seventh Street Entertainment Pty Ltd, Seventh Street Media Pty Ltd and The Brag Publishing Pty Ltd collectively ('The Brag Media')
On 1 February 2024, the Company acquired 100% of the ordinary shares of The Brag Media and its subsidiaries for the total consideration transferred of $7,865,085. The Brag Media is the Australia's largest youth publisher [leading music industry social network connecting musicians, creatives and artists so they can collaborate, create new music and monetise their work]. This acquisition immediately increased Vinyl Group's footprint in the creator community. The goodwill of $7,698,081 represents revenues synergies from cross selling opportunities in the respective customer based as well as revenue growth and margin expansion]. The acquired business contributed revenues of $3,367,664 and a loss after tax of $1,445,558 to the Group for the period from 1 February 2024 to 30 June 2024. If the acquisition occurred on 1 July 2023, the full year contributions would have been revenues of $7,809,227 and profit/loss after tax of $3,761,684. The values identified in relation to the acquisition of The Brag Media are provisional as at 30 June 2024 until all intangibles asset values are individually assigned.

Details of the acquisition are as follows:

	Fair value $
Cash and cash equivalents	28,931
Trade and other receivables	1,500,293
Other current assets	64,255
Trade and other payables	(1,426,475)
Net assets acquired	167,004
Goodwill	7,698,081
Acquisition-date fair value of the total consideration transferred	7,865,085
Representing:	
Cash paid or payable to vendor	7,865,085
Acquisition costs expensed to profit or loss	43,636
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of the total consideration transferred	7,865,085
Less: cash and cash equivalents	(28,931)
Add: acquisition costs expensed to profit or loss	43,636
Net cash used	7,879,790

Trade receivables acquired have a fair value of 1,500,293. These are all on normal trade terms and the total contractual amount equals the fair value due to the short-term nature. At the time of the acquisition, these balances were all expected to be collected as part of the review of the status of the invoices.

Note 28. Business combinations (continued)

As part of the completion, the Company has:

- Paid $7,865,085 cash to the sellers of The Brag Media (the "Initial Consideration"). The Initial Consideration covers value paid for the shares and the paydown of loans by the sellers to The Brag Media and its subsidiaries.
- An agreement to pay The Brag Media sellers up to a further $2 million in cash or stock at Vinyl Group's discretion (the "contingent consideration"). The contingent consideration payment will accrue 6% annual interest if paid in cash and is contingent on The Brag Media and its subsidiaries achieving specified revenue and EBIT targets for the Calendar Year 2024. The contingent consideration will be based on a sliding scale that commences after The Brag Media achieves both a minimum revenue of $12.0 million and a minimum EBITDA of $2.0 million up to a maximum of $15.5 million in revenue and EBITDA of $2.8 million.
- Issued 5,000,000 unlisted options to The Brag Media MD and Publisher Luke Girgis vesting in two equal tranches. The first tranche vests upon achieving the calendar year 2024 revenue target of $12.0 million and EBIT target of $2.8 million and a minimum of one year of employment post-sale. These options were cancelled in June 2024 as Mr Girgis is no longer employed with the Group.

Acquisition of Vampr Inc. and Vampr (Australia) Pty Ltd collectively ('Vampr')

On 1 June 2023, the Company acquired 100% of the ordinary shares of Vampr Inc. for the total consideration transferred of $5,454,422. Vampr is the world's leading music industry social network connecting musicians, creatives and artists so they can collaborate, create new music and monetise their work. This acquisition immediately increased Vinyl Group's footprint in the creator community. Goodwill of $5,639,418 has been recognised as the Company has accounted for the acquisition under provisional accounting at 30 June 2023. The acquired business contributed revenues of $208,273 and profit after tax of $57,618 to the Group for the period from 1 July 2023 to 30 June 2024. All intangible asset values are individually assigned based on a purchase price allocation report.

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Note 28. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value $
Cash and cash equivalents	31,657
Trade and other receivables	22,191
Platform development	1,600,000
Customer relationships	144,000
Brand	1,189,000
Trade and other payables	(238,844)
Net assets acquired	2,748,004
Goodwill	2,706,418
Acquisition-date fair value of the total consideration transferred	5,454,422
Representing:	
Vinyl Group Ltd shares issued to vendor	5,057,865
Convertible notes	396,557
	5,454,422
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of the total consideration transferred	5,454,422
Less: shares issued by Company as part of consideration transferred	(5,057,865)
Less: convertible notes	(396,557)
Net cash used	-

Note 30. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest 2024 %	Ownership interest 2023 %
Vinyl Group Holdings Pty Ltd	Australia	100.00%	100.00%
Vinyl Group Operations Pty Ltd	Australia	100.00%	100.00%
Jaxsta Inc.	United States of America	100.00%	100.00%
Vampr (Australia) Pty Ltd	Australia	100.00%	100.00%
Vampr, Inc.	United States of America	100.00%	100.00%
Vinyl, Inc.	United States of America	100.00%	100.00%
Seventh Street Entertainment Pty Ltd	Australia	100.00%	-
Seventh Street Media Pty Ltd	Australia	100.00%	-
The Brag Publishing Pty Ltd	Australia	100.00%	-

Note 31. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated 2024 $	Consolidated 2023 $ (Restated)
Loss after income tax expense for the year	(16,885,566)	(12,507,071)
Adjustments for:		
Depreciation and amortisation	321,782	72,107
Share-based payments	383,833	550,038
Impairment of goodwill	1,812,205	-
Foreign exchange differences	-	364
Write-off of assets	63,020	68,016
Net loss/(gain) on convertible notes	7,338,299	7,539,445
Finance costs on convertible notes	1,079,824	1,094,313
Other		
Change in operating assets and liabilities:		
Decrease in trade and other receivables	732,342	194,142
Decrease in prepayments	14,953	1,405
Increase/(decrease) in trade and other payables	692,940	(1,184)
Decrease in employee benefits	(52,029)	(155,570)
Decrease in other provisions	(22,442)	(31,483)
Net cash used in operating activities	(4,520,839)	(3,175,478)

Note 32. Non-cash investing and financing activities

	Consolidated 2024 $	Consolidated 2023 $
Shares issued under employee share plan	43,750	-
Shares issued on conversion of convertible notes	13,555,459	-
Shares issued for services received	116,400	-
	13,715,609	-

Note 33. Changes in liabilities arising from financing activities

Consolidated	Insurance financing $	Convertible notes payable $	Lease liability $	Derivative financial instrument $
Balance at 1 July 2022 (Restated)	33,915	1,561,699	86,315	2,868,559
Net cash from/(used in) financing activities	100,627	-	(83,436)	-
Interest	-	1,392,762	-	-
Loan from acquired entity	-	-	-	-
Remeasurement of convertible note	-	-	-	7,657,083
Other changes	-	-	(2,879)	-
Balance at 30 June 2023 (Restated)	134,542	2,954,461	-	10,525,642
Net cash used in financing activities	(82,238)	-	-	-
Interest	-	1,086,931	-	-
Remeasurement of convertible note	-	-	-	7,338,300
Conversion of convertible note into equity	-	(2,804,464)	-	(10,807,551)
Balance at 30 June 2024	52,304	1,236,927	-	7,056,391

Note 34. Earnings per share

	Consolidated 2024 $	Consolidated 2023 $ (Restated)
Loss after income tax attributable to the owners of Vinyl Group Ltd	(13,952,222)	(12,507,071)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	669,216,122	356,920,578
Weighted average number of ordinary shares used in calculating diluted earnings per share	669,216,122	356,920,578

Note 33. Earnings per share (continued)

	Cents	Cents (Restated)
Basic earnings per share	(2.52)	(3.51)
Diluted earnings per share	(2.52)	(3.51)

221,199,366 options over ordinary shares are not included in the calculation of diluted earnings per share because they are anti-dilutive. These options could potentially dilute basic earnings per share in the future.

Note 35. Share-based payments

An Employee Share Incentive Scheme ('ESIS') was established by the Group and approved by shareholders at a general meeting in August 2018, whereby the Group may, at the discretion of the Remuneration and Nomination Committee, grant options over ordinary shares in the Company to employees and Directors of the Group. The options are issued for consideration to be paid at time of exercise and are granted in accordance with performance guidelines established by the Board of Directors or its Remuneration and Nomination Committee. The ESIS was renewed and approved by shareholders at a general meeting in June 2022 and extends the plan for a further three years.

During the year, the Company issued 7,000,000 options under the ESIS to the CEO as part of aligning compensation with the scope of the role and the strategic objectives of the Group.

Set out below are summaries of options granted under the plan:

	Number of options 2024	Weighted average exercise price 2024	Number of options 2023	Weighted average exercise price 2023
Outstanding at the beginning of the financial year	245,569,366	$0.125	239,359,366	$0.021
Granted	21,100,000	$0.077	11,100,000	$0.067
Cancelled/forfeited	(14,470,000)	$0.155	(4,740,000)	$0.165
Exercised	(3,750,000)	$0.012	(150,000)	$0.010
Expired	(27,250,000)	$0.187	-	$0.000
Outstanding at the end of the financial year	221,199,366	$0.029	245,569,366	$0.125
Exercisable at the end of the financial year	123,580,385	$0.021	24,095,556	$0.062

Note 34. Share-based payments (continued)

2024

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
16/11/2018	16/11/2023	$0.200	20,000,000	-	-	(20,000,000)	-
16/11/2018	16/11/2023	$0.300	1,000,000	-	-	(1,000,000)	-
14/03/2019	31/03/2027	$0.010	713,105	-	-	-	713,105
14/03/2019	31/03/2028	$0.010	2,139,315	-	-	-	2,139,315
15/03/2019	31/03/2027	$0.010	675,573	-	-	-	675,573
15/03/2019	31/03/2028	$0.010	675,573	-	-	-	675,573
18/06/2019	31/05/2027	$0.010	562,978	-	-	-	562,978
18/06/2019	31/05/2028	$0.010	562,977	-	-	-	562,977
30/07/2019	31/07/2027	$0.010	234,574	-	-	-	234,574
30/07/2019	31/07/2028	$0.010	234,574	-	-	-	234,574
30/09/2019	30/09/2024	$0.200	3,000,000	-	-	-	3,000,000
30/09/2019	01/10/2026	$0.230	150,000	-	-	-	150,000
30/09/2019	01/10/2027	$0.230	150,000	-	-	-	150,000
10/03/2020	31/08/2027	$0.010	2,048,554	-	-	-	2,048,554
07/12/2020	06/12/2026	$0.154	865,000	-	-	(820,000)	45,000
26/11/2020	21/04/2026	$0.129	3,000,000	-	-	-	3,000,000
14/04/2021	14/04/2024	$0.150	3,000,000	-	-	(3,000,000)	-
11/06/2021	15/06/2026	$0.096	1,500,000	-	-	-	1,500,000
16/06/2021	15/06/2026	$0.096	1,600,000	-	-	(1,600,000)	-
05/10/2021	04/10/2024	$0.150	2,000,000	-	-	(2,000,000)	-
16/06/2022	15/06/2025	$0.035	2,500,000	-	(1,250,000)	(1,250,000)	-
24/06/2022	30/06/2025	$0.000	25,000,000	-	(2,500,000)	-	22,500,000
24/06/2022	30/06/2025	$0.035	20,000,000	-	-	-	20,000,000
24/06/2022	30/06/2025	$0.021	142,857,143	-	-	-	142,857,143
26/10/2022	03/11/2028	$0.048	6,100,000	-	-	(4,800,000)	1,300,000
24/04/2023	31/05/2033	$0.050	3,000,000	-	-	-	3,000,000
21/06/2023	26/06/2025	$0.150	2,000,000	-	-	-	2,000,000
29/11/2023	28/11/2029	$0.082	-	7,000,000	-	-	7,000,000
01/02/2024	31/01/2026	$0.094	-	5,000,000	-	(5,000,000)	-
04/03/2024	03/03/2026	$0.083	-	1,500,000	-	-	1,500,000
26/04/2024	25/04/2026	$0.100	-	3,000,000	-	(2,250,000)	750,000
31/05/2024	03/06/2026	$0.150	-	1,000,000	-	-	1,000,000
31/05/2024	03/06/2026	$0.000	-	3,600,000	-	-	3,600,000
			245,569,366	21,100,000	(3,750,000)	(41,720,000)	221,199,366
Weighted average exercise price			$0.125	$0.077	$0.012	$0.176	$0.029

[1] As per AASB 2, the grant date reflects the date at which the associated service was understood by the parties to commence even though the actual issue date occurred later due to necessary shareholder approvals or finalisation of award terms.

Note 34. Share-based payments (continued)

2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
16/11/2018	16/11/2023	$0.200	20,000,000	-	-	-	20,000,000
16/11/2018	16/11/2023	$0.300	1,000,000	-	-	-	1,000,000
14/03/2019	31/03/2027	$0.010	713,105	-	-	-	713,105
14/03/2019	31/03/2028	$0.010	2,139,315	-	-	-	2,139,315
15/03/2019	31/03/2027	$0.010	675,573	-	-	-	675,573
15/03/2019	31/03/2028	$0.010	675,573	-	-	-	675,573
28/03/2019	28/03/2026	$0.010	150,000	-	(150,000)	-	-
18/06/2019	31/05/2027	$0.010	562,978	-	-	-	562,978
18/06/2019	31/05/2028	$0.010	562,977	-	-	-	562,977
30/07/2019	31/07/2027	$0.010	234,574	-	-	-	234,574
30/07/2019	31/07/2028	$0.010	234,574	-	-	-	234,574
30/09/2019	30/09/2024	$0.200	6,000,000	-	-	(3,000,000)	3,000,000
30/09/2019	01/10/2026	$0.230	150,000	-	-	-	150,000
30/09/2019	01/10/2027	$0.230	150,000	-	-	-	150,000
10/03/2020	31/08/2027	$0.010	2,048,554	-	-	-	2,048,554
07/12/2020	06/12/2026	$0.154	1,105,000	-	-	(240,000)	865,000
26/11/2020	21/04/2026	$0.129	3,000,000	-	-	-	3,000,000
14/04/2021	14/04/2024	$0.150	3,000,000	-	-	-	3,000,000
11/06/2021	15/06/2026	$0.096	3,000,000	-	-	(1,500,000)	1,500,000
16/06/2021	15/06/2026	$0.096	1,600,000	-	-	-	1,600,000
05/10/2021	04/10/2024	$0.150	2,000,000	-	-	-	2,000,000
16/06/2022	15/06/2025	$0.035	2,500,000	-	-	-	2,500,000
24/06/2022	30/06/2025	$0.000	25,000,000	-	-	-	25,000,000
24/06/2022	30/06/2025	$0.035	20,000,000	-	-	-	20,000,000
24/06/2022	30/06/2025	$0.021	142,857,143	-	-	-	142,857,143
26/10/2022	03/11/2028	$0.048	-	6,100,000	-	-	6,100,000
21/06/2023	26/06/2025	$0.150	-	2,000,000	-	-	2,000,000
24/04/2023	31/05/2033	$0.050	-	3,000,000	-	-	3,000,000
			239,359,366	11,100,000	(150,000)	(4,740,000)	245,569,366
Weighted average exercise price			$0.021	$0.067	$0.010	$0.165	$0.125

[1] As per AASB 2, the grant date reflects the date at which the associated service was understood by the parties to commence even though the actual issue date occurred later due to necessary shareholder approvals or finalisation of award terms.

Note 34. Share-based payments (continued)

Set out below are the options exercisable at the end of the financial year:

Grant date	Expiry date	2024 Number	2023 Number
16/11/2018	16/11/2023	-	333,333
16/11/2018	16/11/2023	-	1,000,000
14/03/2019	31/03/2027	713,105	713,105
14/03/2019	31/03/2028	2,139,315	2,139,315
15/03/2019	31/03/2027	675,573	675,573
15/03/2019	31/03/2028	675,573	675,573
18/06/2019	31/05/2027	562,978	562,978
18/06/2019	31/05/2028	562,977	562,977
30/07/2019	31/07/2027	234,574	234,574
30/07/2019	31/07/2028	234,574	234,574
30/09/2019	30/09/2024	750,000	1,500,000
30/09/2019	01/10/2026	150,000	150,000
10/03/2020	01/10/2027	150,000	150,000
07/12/2020	31/08/2027	2,048,554	2,048,554
24/06/2022	06/12/2026	45,000	615,000
24/06/2022	30/06/2025	32,500,000	12,500,000
26/10/2022	30/06/2025	77,588,162	-
26/10/2022	30/06/2025	1,300,000	-
29/11/2023	28/11/2029	2,500,000	-
26/04/2024	25/04/2026	750,000	-
		-	-
		123,580,385	24,095,556

The weighted average share price during the financial year was $0.0071 (2023: $0.040).

The weighted average remaining contractual life of options outstanding at the end of the financial year was 3.14 years (2023: 2.84 years).

Note 34. Share-based payments (continued)

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
29/11/2023	28/11/2029	$0.049	$0.082	87%	-	4.35%	$0.0332
01/02/2024	31/01/2026	$0.070	$0.094	86%	-	4.35%	$0.0287
01/02/2024	31/01/2026	$0.070	$0.094	162%	-	4.35%	$0.0513
04/03/2024	03/03/2026	$0.062	$0.083	82%	-	4.35%	$0.0238
04/03/2024	03/03/2026	$0.062	$0.083	161%	-	4.35%	$0.0451
26/04/2024	25/04/2026	$0.130	$0.100	100%	-	4.35%	$0.1300
31/05/2024	03/06/2026	$0.115	$0.150	91%	-	4.35%	$0.1080
31/05/2024	03/06/2026	$0.115	$0.000	91%	-	4.35%	$0.1060
31/05/2024	03/06/2026	$0.115	$0.000	37%	-	4.35%	$0.1190

Note 36. Events after the reporting period

On 10 July 2024, the Company issued 26,787,540 ordinary shares at $0.098 cents per share as part of its Entitlements Offer.

On 15 July 2024, the Company converted a portion of tranche 2 of the Songtradr convertible note into ordinary shares, reducing $309,052 in principal and interest at the conversion price of $0.021, resulting in the issue of 14,716,754 ordinary shares. This also allows Songtradr to exercise a further 14,716,754 options into ordinary shares at the exercise price of $0.021 before their expiry on 30 June 2025.

On 4 September 2024 the Group completed the acquisition of Mediaweek which is a leading media trade publication. The Group paid $479,140 in cash and an additional $500,000 in the form of 5,178,624 ordinary shares of the Company. Mediaweek will grow the Group's trade media offering alongside The Music Network and Variety Australia.

On 26 September 2024 the Group announced it had entered into a binding Heads of Agreement to purchase Funkified Pty Ltd for $1,800,000 in cash, $200,000 in the form of equity to be priced at completion and a further $500,000 in equity upon successful delivery of $500,000 in EBITDA in the first year since completion. The Group expects to complete the transaction before 31 December 2024. The cash portion will be paid in two equal tranches of $650,000, the first at the Completion Date and the second no later than six months after the Completion Date, with a further $500,000 deposited into an escrow account as security for 12 months from the Completion Date.

On 30 September 2024 the Group announced the completion of the acquisition of the assets of Serenade Sound in exchange for $800,000 in the form of 8,214,274 ordinary shares of the Company and a further $1,500,000 in shares will be paid to the shareholders of Serenade, contingent on the combined business of Vinyl.com and Serenade achieving a minimum revenue target of $4,000,000 and Earnings Before Interest and Taxes (EBIT) of $500,000 in the 12 months following the Completion Date.

As at the date of signing this report the business combination accounting for the purchase of The Brag Media is incomplete. The Group expects the key identifiable assets and liabilities of the acquisition to relate to intangible assets to be allocated and reduce the amount attributed to Goodwill.

No other matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Consolidated Entity Disclosure Statement
as at 30 June 2024

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
Vinyl Group Ltd	Body corporate	Australia	100.00%	Australia
Vinyl Group Holdings Pty Ltd	Body corporate	Australia	100.00%	Australia
Vinyl Group Operations Pty Ltd	Body corporate	Australia	100.00%	Australia
Jaxsta Inc.	Body corporate	United States of America	100.00%	United States of America
Vampr (Australia) Pty Ltd	Body corporate	Australia	100.00%	Australia
Vampr, Inc.	Body corporate	United States of America	100.00%	United States of America
Vinyl, Inc.	Body corporate	United States of America	100.00%	United States of America
Seventh Street Entertainment Pty Ltd	Body corporate	Australia	100.00%	Australia
Seventh Street Media Pty Ltd	Body corporate	Australia	100.00%	Australia
The Brag Publishing Pty Ltd	Body corporate	Australia	100.00%	Australia

Directors' Declaration

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

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

On behalf of the Directors

Linda Jenkinson
Chair

30 September 2024

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INDEPENDENT AUDITOR'S REPORT

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To the Members of Vinyl Group Ltd

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Vinyl Group Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

i. giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year ended on that date; and

ii. complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the financial report, which discloses the Group's ability to continue as a going concern. The matters described in Note 2 of the Financial Report, indicate a material uncertainty that may cast doubt on the Group's ability to continue as a going concern and, therefore, whether it will realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the financial report. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

BUSINESS COMBINATION (THE BRAG MEDIA)

Why a key audit matter	How our audit addressed the risk
As disclosed in Note 29 of the financial report, on 1 February 2024 the Group acquired 100% of the ordinary shares of The Brag Media in exchange for total consideration of $7.86 million. The accounting for business combinations is a complex area and includes substantial estimation and judgement. The required disclosures relating to business combinations are substantial.	Our procedures included, amongst others: ▸ Evaluated the acquisition accounting by the Group against the requirements of the accounting standards. ▸ Read the underlying transaction agreements to understand the terms of the acquisition and nature of the assets and liabilities acquired. ▸ Substantiated the fair value of consideration transferred to acquire Brag to supporting documentation. ▸ Considered the objectivity, competence and scope of the Group's external valuation experts. ▸ Recalculated the goodwill balance recognised as a result of the transaction and compared it to the goodwill amount recorded by the Group. ▸ Assessed the adequacy of disclosures in the financial report using the understanding obtained from our testing and against the requirements of the accounting standards.

IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS

Why a key audit matter	How our audit addressed the risk
As disclosed in Note 14 of the financial statements, the Group's total assets includes $9.8 million of goodwill and other indefinite life intangible assets and a further $1.5 million in finite life intangible assets. These assets primarily arose from business acquisitions made by the Group. The accounting for impairment testing of goodwill and other indefinite life intangibles is a complex area and includes substantial estimation and judgement. The required disclosures relating to this area are substantial.	Our procedures included, amongst others: ► Independently assessed whether indicators of impairment existed in each of the Group's cash generating units (CGU's) which contained material intangible assets ► Obtained the value-in-use model prepared by management to support the recoverable amount of each CGU and assessed its reasonability by: • Challenging management's assumptions • Testing the mathematical accuracy of the calculations • Comparing forecast results to historical performance • Analysing the reasonableness of cashflow forecasts against comparable data ► Developed an independent auditor's estimate of recoverable value and compared it to management's estimate ► Performed sensitivity analysis on the key assumptions to assess the relative risk of each key input to the value -in-use model ► Assessed the adequacy of disclosures in the financial report using the understanding obtained from our testing and against the requirements of the accounting standards.

REVENUE

Why a key audit matter	How our audit addressed the risk
As disclosed in Note 6 of the financial statements, the Group recorded $5.0 million in revenues for the year. The Group's revenue streams are highly diverse and include significantly different contractual terms as well as different recognition models. Revenue is also a significant area of focus owing to its importance to users of the financial statements.	Our procedures included, amongst others: ► Assessed the appropriateness of the Group's revenue recognition policies, including how contractual terms interacted with the requirements of the accounting standards ► Performed substantive tests of detail on a sample of revenue transactions selected throughout the period ► Assessed the reasonability of barter revenue transactions including assessing whether transactions are appropriately recorded ► Performed cut-off testing around year end ► Assessed the reasonability of contract liability balances ► Assessed the adequacy of disclosures in the financial report using the understanding obtained from our testing and against the requirements of the accounting standards.

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Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

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

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

Responsibilities of the Directors for the Financial Report

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

a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 (other than the consolidated entity disclosure statement); and

b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor’s Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare

circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 12 to 21 of the directors’ report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of Vinyl Group Ltd for the year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.

UHY Haines Norton
Chartered Accountants

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Mark Nicholaeff
Partner
Sydney
Date: 30 September 2024

UHY Haines Norton
Chartered Accountants

Passion beyond numbers

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Shareholder Information

The shareholder information set out below was applicable as at 17 September 2024.

Distribution of equitable securities
Analysis of number of equitable security holders by size of holding:

			Ordinary shares		Options over ordinary shares	
	Number of holders	% of holders	Number of shares issued	% of total shares issued	Number of holders	% of total shares issued
1 to 1,000	602	14.53%	439,041	0.04%	-	-
1,001 to 5,000	1,684	40.65%	4,272,599	0.42%	-	-
5,001 to 10,000	610	14.72%	4,490,512	0.44%	-	-
10,001 to 100,000	855	20.64%	28,788,546	2.84%	-	-
100,001 and over	392	9.46%	977,350,742	96.26%	22	235,916,120
	4,143	100.00%	1,015,341,440	100.00%	22	235,916,120
Holding less than a marketable parcel	2,371	57.23%	5,154,809	0.51%	-	-

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
REALWISE GROUP HOLDINGS PTY LTD <REALWISE GROUP HOLDINGS A/C>	312,804,158	30.81%
SONGTRADR INC	176,809,547	17.41%
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	43,950,223	4.33%
WILTSHIRE MEDIA PTY LTD	25,122,000	2.47%
GUILDFORD HOLDINGS (AUST) PL <SIMONS FAMILY A/C>	24,252,514	2.39%
GE EQUITY INVESTMENTS PTY LTD	23,240,000	2.29%
BLAZZED PTY LTD <GAUNT MANAGEMENT A/C>	15,023,875	1.48%
RUSCOL PTY LTD <SIGRATE UNIT A/C>	25,354,306	1.32%
DAVID RICKERT	8,269,185	0.81%
RZN8 CAPITAL LLC	7,692,283	0.76%
J S MILLNER HOLDINGS PTY LTD	7,178,933	0.71%
CRAWNEL PTY LTD <BARRY PALMER FAMILY A/C>	6,726,793	0.66%
SASSEY PTY LTD <AVAGO SUPER FUND A/C>	6,608,162	0.65%
MR JOHN PIERRE ABI-YOUNES	5,900,001	0.58%
MR EDWARD REECE LEIGH JONES	5,733,333	0.56%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	5,565,971	0.55%
TRENT THOMAS	5,178,624	0.51%
CITICORP NOMINEES PTY LIMITED	4,813,133	0.47%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,805,838	0.47%
MR JOHN RAYMOND KIRTON	4,600,000	0.45%
	719,628,879	70.88%
	1,015,341,440	100.00%

Unquoted equity securities

	Number on issue	Number of holder
Options over ordinary shares issued	235,916,120	
Convertible notes	1	

Vinyl Group Ltd (Formerly known as Jaxsta Limited) | Annual Report 2024
Shareholder Information

Substantial holders
Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
Realwise Group Holdings Pl	312,804,158	30.81%
Songtradr Inc	176,809,547	17.41%

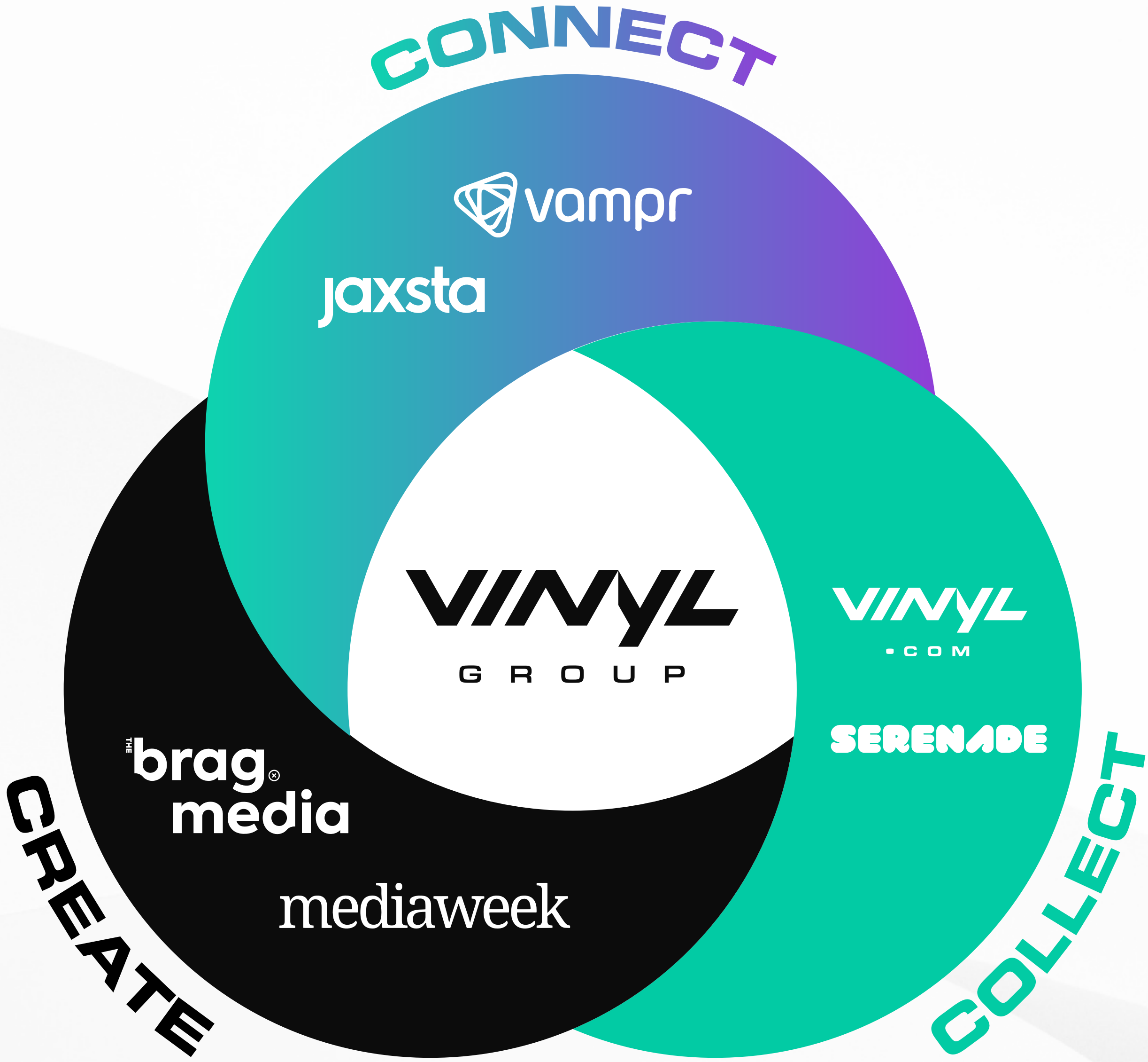
Substantial holder (unquoted securities)

	Number held	Instrument
Songtradr	92,304,916	Unquoted options
Songtradr	1	Convertible notes

Voting rights
The voting rights attached to ordinary shares are set out below:

Ordinary shares
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.



Vinyl Group Ltd

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