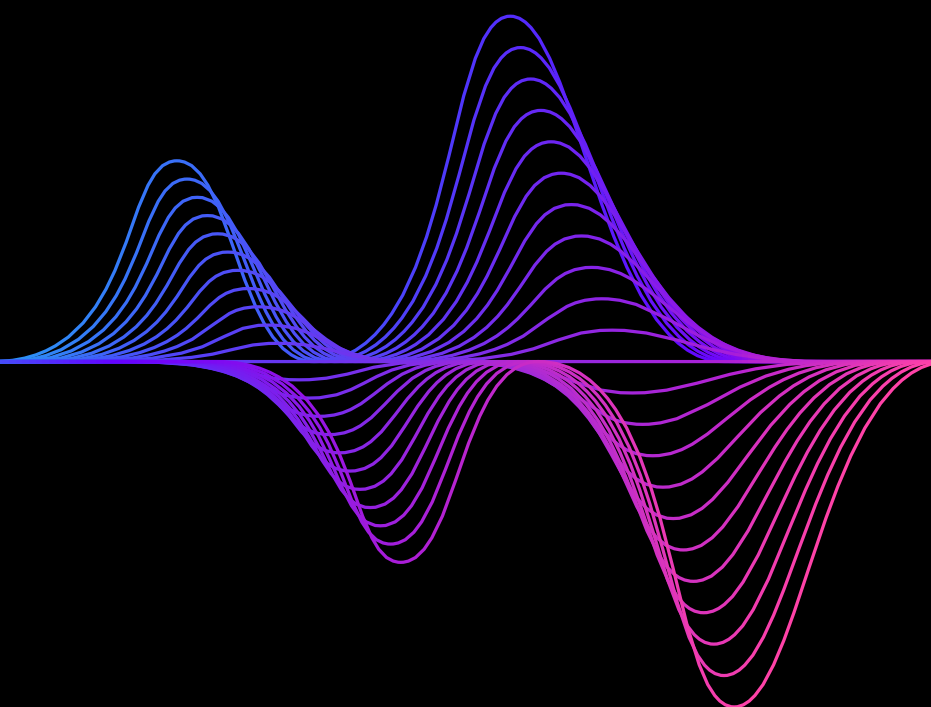


Annual Report

2025



VINYL
GROUP

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Chair's Letter



Dear Shareholders,

This year marks a turning point for Vinyl Group. Over the past eighteen months, we have reshaped the company and established the foundational assets of our unique business model, which brings together media and technology services for the music and entertainment industries.

Revenue was up 190% to \$14.4M reflecting an expanded and more efficient growth platform. We've achieved this transformation through two powerful forces:

- **Organic growth in Tech:** building out a loyal customer base around our technology platforms.
- **Four strategic acquisitions in Media:** added synergistic businesses that broadened the reach of our media business and opened up new revenue opportunities.

Now, we are focused on the next big milestone: **profitability**. We will achieve this through a continued focus on margin optimisation, disciplined cost control and responsible capital management.

To deliver profitability in the December 2025 quarter, we will do the following:

- Utilise our Tech division to develop a suite of AI-driven publishing tools to leverage our Media business
- Continued evaluation of business operations to structurally lower our cost base
- Identify future investment and growth opportunities

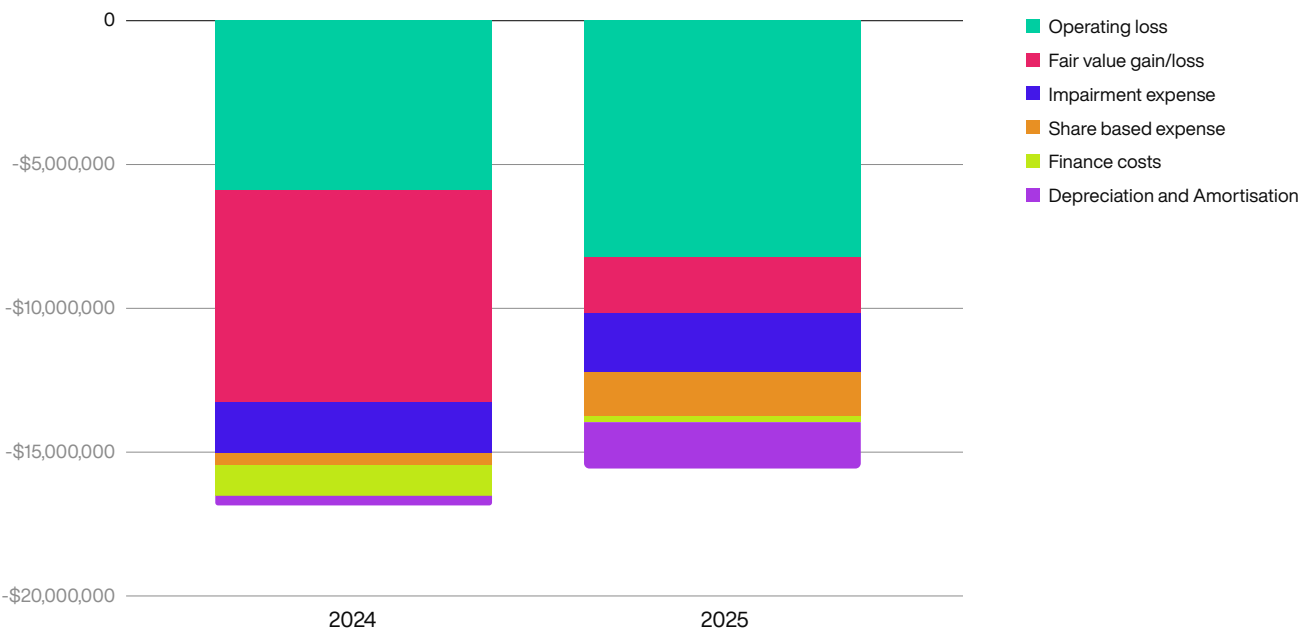
Additionally, we now have the assets and capability to diversify our revenue streams globally and accelerate the scalability of our operations over the years ahead.

To our shareholders—thank you. Your belief in our vision has given us the ability to take bold steps when it mattered most. Those steps have brought us to the edge of the next phase, and together we will cross it.

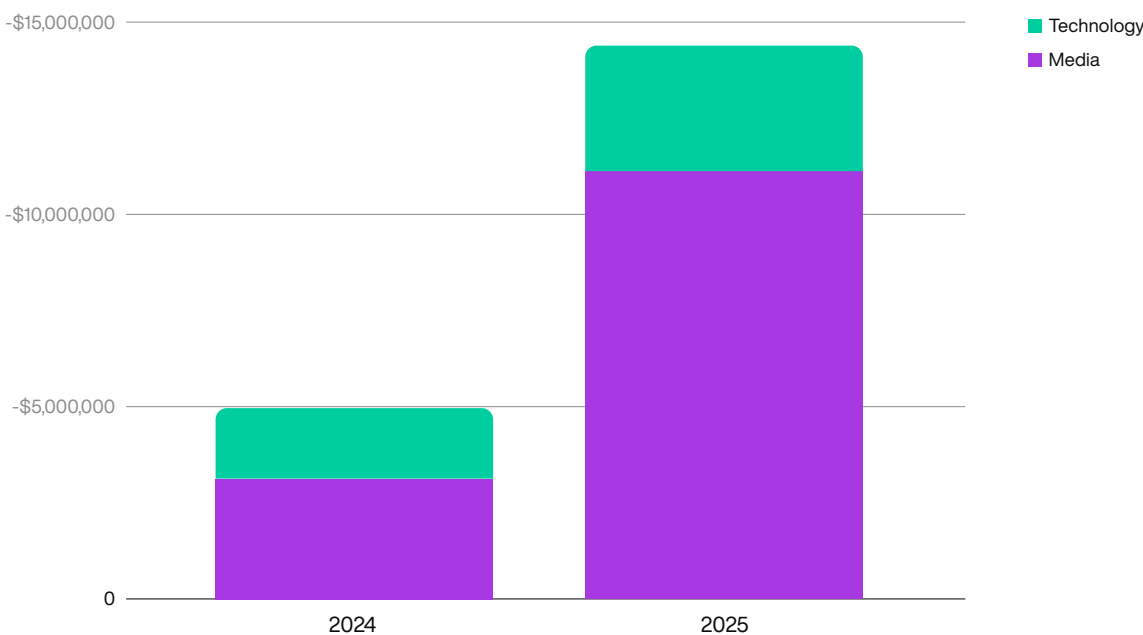
Vinyl Group enters FY26 with focus and determination, confident that our strongest chapters lie ahead and that we will continue to deliver growing value for shareholders.

Ken Gaunt
Non-Exec Chairman

Reconciliation to Operating Loss



Revenue Growth



CEO's Letter



Dear Shareholders,

The past year has been nothing short of transformational for Vinyl Group. Four acquisitions. The establishment of two business divisions. Revenue up three-fold. We are putting the pieces together, bit by bit, and building something rather unique, with global growth potential. We thank you for joining us on the journey over the past year. And we are confident that the best is yet to come.

A Big Vision

Our big vision is to connect all stakeholders - brands, fans and creators - in the creative ecosystem. We now have a unique business model with diversified revenue streams that deliver premium content, live experiences, innovative products and digital services to customers, partners and industry. We are building a loyal, engaged community of creators and consumers and adapting our product offering to suit their evolving needs.

Vinyl Media: Six Months Young

Launched in February 2025, Vinyl Media has quickly united leading publishing brands including Rolling Stone AU/NZ, Variety, Refinery29 and Concrete Playground. In just six months, multiplatform views in Vinyl Media have surged to almost 250%, driven by high-profile editorial, flagship events and brand partnerships with Burberry, NRMA Insurance and Cancer Council.

Already a cultural force across Australia and New Zealand, Vinyl Media is delivering unmatched reach for youth and entertainment audiences and a compelling platform for advertisers. This expanded portfolio of media assets and increasing viewership provides the foundation for new AI publishing tools, which will drive further margin expansion and global scale.

Building unique media and tech capabilities

In FY25, revenue increased 190% to \$14.4M, driven by a three-fold increase in Vinyl Media revenue through four acquisitions throughout the year and a nearly two-fold increase in Vinyl's technology revenues through organic growth.

Vinyl Media brings together premium culture titles and live events, giving us reach across music, entertainment and youth audiences. Our technology platforms provide the underlying data, identity and commerce stack across the Group, including the Vampr creator network, Jaxsta's credit metadatabase, the Vinyl.com storefront and Serenade Digital Collectables.

Together these capabilities let us produce and distribute content more efficiently, expand advertising and commerce yields, while leveraging our internal skills to develop new B2B data products and AI publishing tools.

We will continue to simplify the portfolio and consider retiring or repositioning products where returns do not meet our thresholds, with the objective of sustained revenue growth, higher gross margin and profitability.

But first, the focus on Profitability

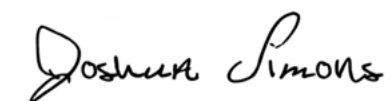
One step at a time. We are executing a model of growth, followed by acquisitions, and finally, consolidation and integration. The objective now, based on where we sit in this cycle, is to demonstrate a disciplined approach to cost control, with a relentless focus on operational efficiency. Restructure to maximise revenue and cost synergies. Structurally lower the cost base. Deliver the proof that our model is profitable and sustainable. Then repeat, more efficiently, at scale. That will be our next phase of growth. With global growth potential.

The Best is Yet to Come

We are currently targeting FY26 revenues of circa \$25M. In addition, we are excited about the new products and initiatives that are in development that will continue to position us as a leader in the music and media industries, our areas of expertise, through an engaged and loyal customer base.

We're excited and we hope you are too. I really appreciate your support over the past year and am confident that the best is yet to come.

Warm regards



Josh Simons

Chief Executive Officer and Executive Director

Vinyl Media: 6 Months Young

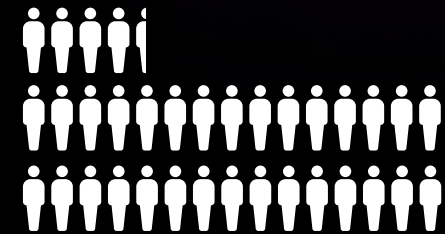
A story of consolidation, strategic growth, and cultural impact.

Since its formation in early 2025, Vinyl Media has rapidly consolidated operations, scaled its publishing brands, and expanded cultural influence across Australia and New Zealand. This growing audience reach underpins new revenue opportunities, margin expansion, and the pathway to global scale, supported by the planned rollout of AI publishing tools.

 = 1 Million Monthly Multiplatform Views on our Owned & Operated Titles (figures rounded to nearest half-million)

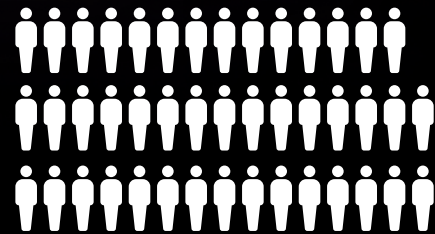
February '25

34.5M



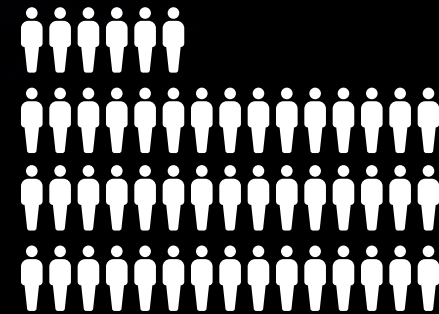
March '25

44M



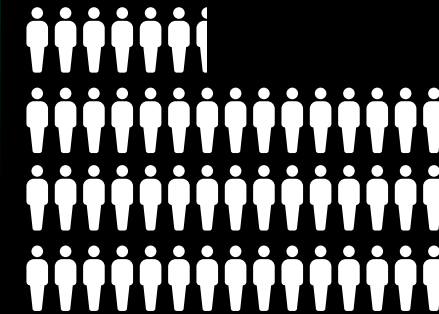
April '25

51M



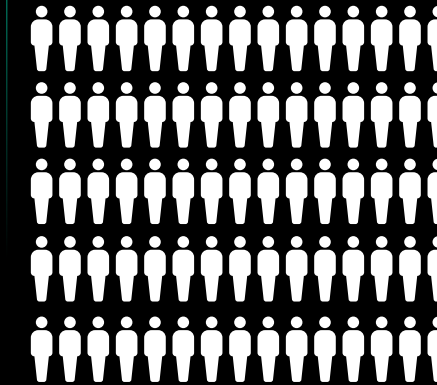
May '25

51.5M



June '25

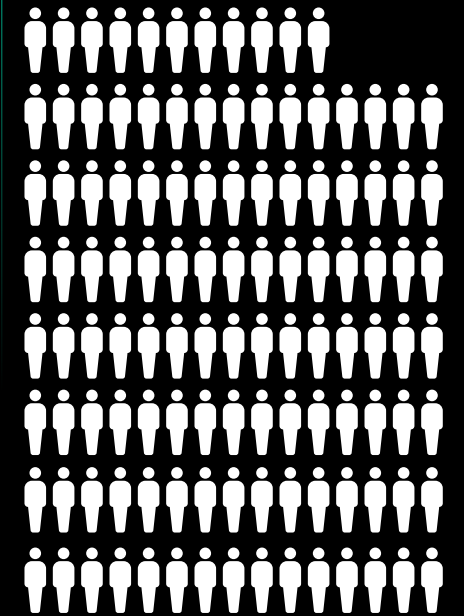
75M



July '25

116M

↑236% over 6 months



Vinyl Media launched

Consolidating eight major titles into one publishing group

10M unique users across the network

Ipsos Iris, Jan '25



Refinery29 & Concrete Playground

Added to portfolio, relaunched, and fully integrated into Vinyl Media

Cannes Lion nomination

For NRMA Insurance partnership during Men's Summer of Cricket



Mediaweek #1 in digital readership

322k unique users, surpassing Mumbrella (+25% MoM)

Flagship events & activations

Rolling Stone Awards (1,200+ guests, +60% YoY) and brand partnerships reaching 55k+ consumers

IMG: GLENN NICHOLS



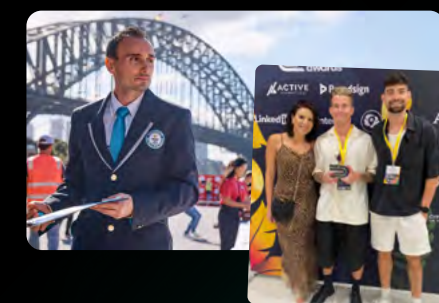
7.8M inbox reach

Daily newsletters launched across five mastheads

High-impact brand moments

Rolling Stone Local Legends gig series, award-winning Cancer Council zine, and a Guinness World Record

IMG: SALTY DINGO



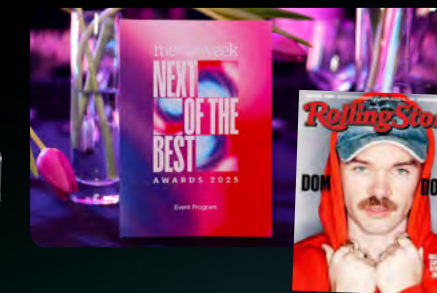
+26% social growth

52.4M social views (Meta) in June

Industry & culture impact

Mediaweek's Next of The Best Awards, 1.2M+ video views, and Dom Dolla on the Rolling Stone cover

IMG: DAMIEN FORD



95M+ social views

+329% over 6 months

Cultural & brand impact

Exclusive global interviews, national TV features, and a Rolling Stone x Burberry fashion zine





The #1 network for musicians

VINYL
• C O M

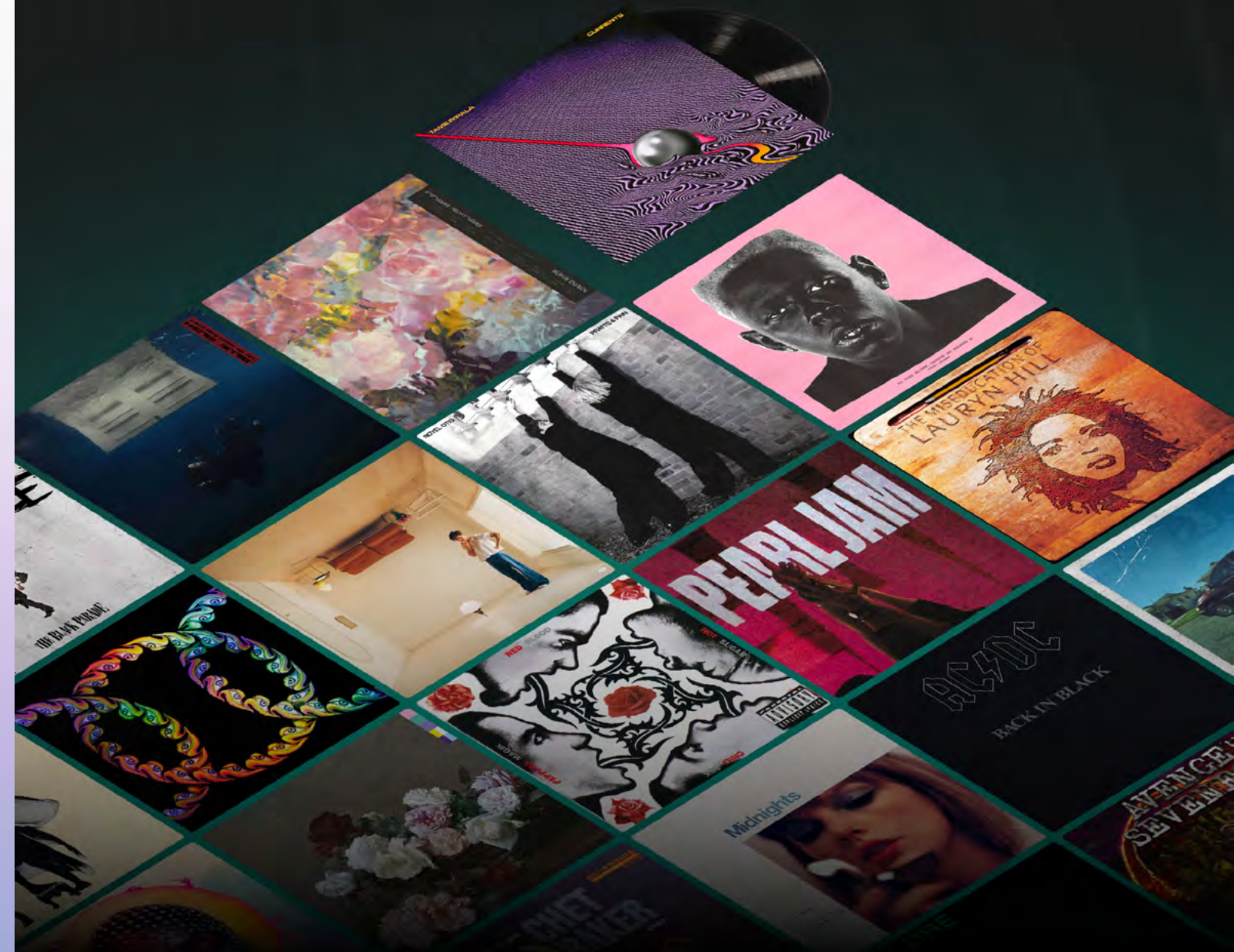
The ultimate music fan experience

Free Shipping

Buy Now Pay Later

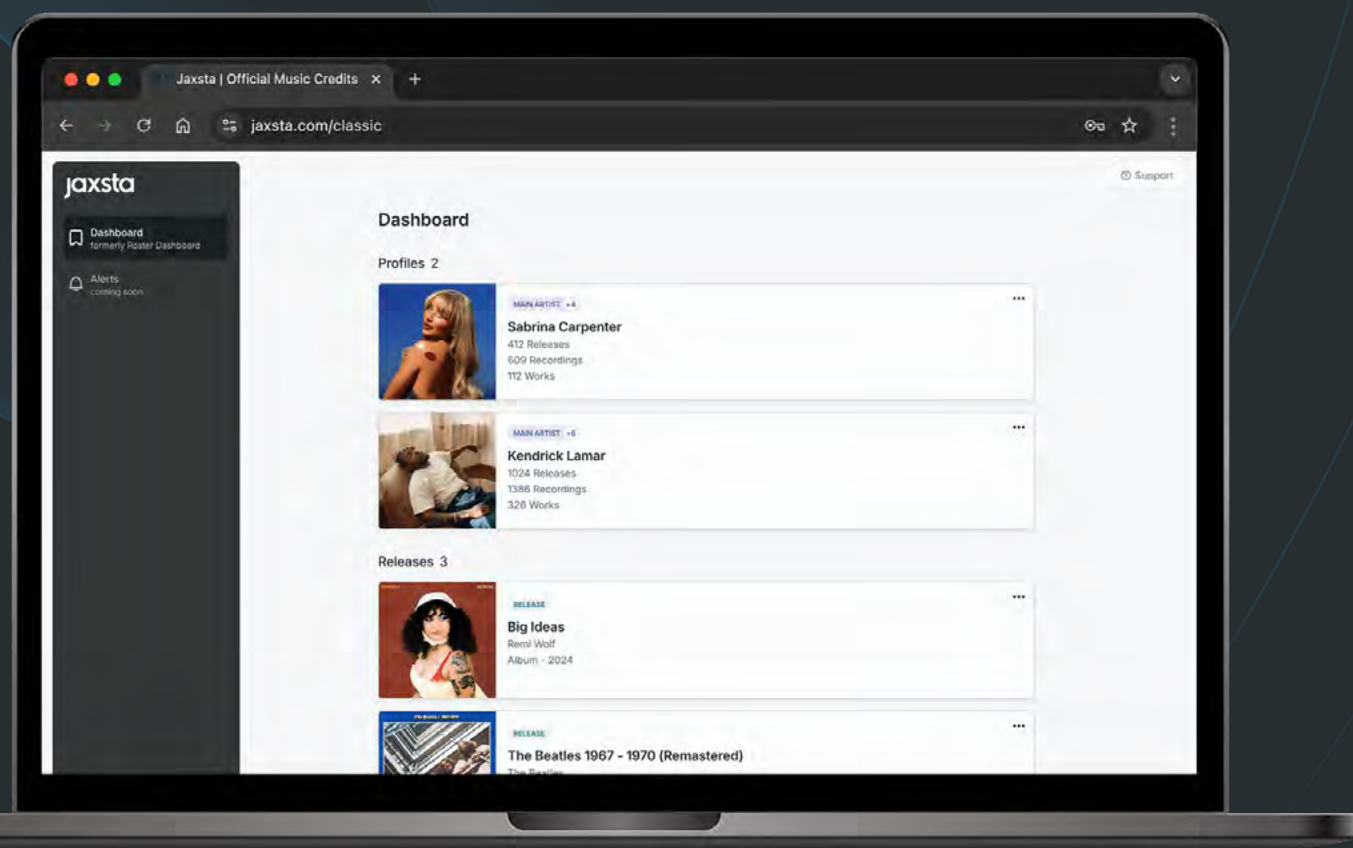
50k+ Titles

28k+ Happy Customers



jaxsta

Official music credits



SERENADE

Home of the Digital Pressing



Bringing magic to music fans
who are hungry for more

VINYL MEDIA

RollingStone VARIETY AUSTRALIA 20 REFINERY29 CONCRETE PLAYGROUND. HYPEBEAST
 mediaweek hypebae LWA TONE DEAF THE BRAG.COM crunchyroll™
 m sheknows billboard THE HOLLYWOOD REPORTER + more



Australia's biggest youth publisher

Corporate Directory

Directors	Robert Kenneth Gaunt - Chair Joshua Simons Linda Jenkinson Ben Katovsky (resigned 11 July 2025) Steve Gledden (resigned 11 July 2025)
Company secretaries	Victoria Nadalin and Shelby Coleman
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(Subject to change) Date and time: 2X November 2025 (Subject to change)
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)
Website	www.vinyl.com
Corporate Governance Statement	<p>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.</p> <p>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</p>

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 2025.

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:

Robert Kenneth ('Ken') Gaunt	Non-Executive Director and Chair
Joshua Simons	Executive Director and Chief Executive Officer
Linda Jenkinson	Non-Executive Director
Ben Katovsky	Non-Executive Director (resigned 11 July 2025)
Steve Gledden	Non-Executive Director (resigned 11 July 2025)

Principal activities

During the financial year, the Group's principal continuing activities focused on delivering technology and media solutions that connect music creators, fans, and brands. With a diverse portfolio that touches every corner of the global music ecosystem, the Group empowers participants across the value chain, from creators to consumers.

Our technology platforms provide the underlying data, identity and commerce stack across the Group, including Vampr's creator network, Jaxsta's credits database and e-commerce through both the [Vinyl.com](#) storefront and digital collectables with Serenade. Together these capabilities let us produce and distribute content more efficiently, expand advertising and commerce yields, and develop new B2B data products and AI publishing tools. Complementing these is our publishing division, Vinyl Media, which has become a powerhouse of culture, premium content, and live experiences. Vinyl Media publishes Mediaweek, The Music Network and Tone Deaf, while also licensing and operating globally recognised mastheads in Australia, including Rolling Stone, Refinery29, and Variety.

Importantly, these brands do not operate in isolation but as an interconnected ecosystem. Each strengthens the others, creating meaningful synergies and extending reach for our customers. Brand partners gain unique opportunities to engage with youth culture by leveraging the full suite of our platforms. Together, these assets form a powerful foundation for the Group's long-term growth.

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 \$15,842,901 (30 June 2024: \$16,885,566).

For the financial year ended 30 June 2025, the Group accelerated its growth strategy by pairing ongoing product development with targeted acquisitions, driving stronger progress than in prior years. This approach was designed to bridge both product-market and cost gaps, driving revenue expansion while creating opportunities to leverage the Group's cost base more effectively in future periods.

During the year, several strategic initiatives were completed:

- The acquisitions of **Mediaweek**, **Funkified**, and **Concrete Playground** added specialist trade media and events capabilities, broadening the scope of services we can offer to advertisers and event partners.
- The acquisition of **Serenade Sound** created new sales opportunities for artists through an expanded range of physical and digital offerings.
- In the United States, we began restructuring the advertising model for **Vampr** to mirror the approach employed by Vinyl Media in Australia, while increasing the top-line revenues of **Vinyl.com** through product-led organic growth.
- Operational streamlining continued across the Group, with synergies from acquisitions and efficiency initiatives reducing duplication and legacy costs.

These actions underpinned record-breaking revenue of \$14,403,220, a 190% increase from \$4,970,575 in the previous financial year. Growth was driven both by the new acquisitions and by ongoing momentum across existing product lines.

Performance by segment was as follows:

Segment	Current Year	Previous Year	Change
Media	\$11,139,667	\$3,132,036	\$8,007,631
Technology	\$3,263,553	\$1,838,539	\$1,425,014
TOTAL	\$14,403,220	\$4,970,575	\$9,432,645

Media growth was primarily acquisition-led. The segment contributed \$3.1 million in FY24 over just five months (February to June 2024), while FY25 reflected a full-year contribution plus additional revenues from the acquisitions of Mediaweek (September 2024), Funkified (December 2024), and Concrete Playground (February 2025). Technology growth was largely organic, supported by increased marketing investment and a broader product catalogue. This was partially offset by the cessation of Jaxsta barter revenues in September 2024, reducing revenue by \$197,167 year-on-year.

The Group's strategy remains anchored in the principles outlined above, with a continued focus on driving revenue growth across all product lines, while leveraging operational synergies to reduce costs and streamline the rollout of new solutions, whether developed internally or acquired as part of our ecosystem.

Looking ahead, the business strategy for FY26 is built around three key priorities:

1. **Optimise the Media division** by targeting sustainable margins and expanding revenues through investment in artificial intelligence capabilities.
2. **Scale Vinyl.com** as the premier global destination for music, expanding its product offering across the value chain with a clear focus on margin improvement.
3. **Accelerate Vampr Collabs and the Vampr Ad Network** to deepen user engagement and deliver ongoing revenue growth.

The Group's primary objective for FY26 is to achieve profitability and maintain growth. To that end, these strategic initiatives are designed to enhance efficiency, reduce costs, and target revenues in the range of \$25 million. Alongside topline expansion, the Group will continue to focus on strengthening net operating cash flows and expanding its global user base.

Key financial matters

- Raw Material and Consumable expenses totalled \$8,812,377 which represents an increase compared to \$3,246,567 in the prior year. This increase is directly attributable to the aforementioned revenue increase in our Media and the Vinyl.com portion of our Technology business. During the transition of acquired businesses, the company absorbed a number of lower-margin campaigns as it moved them toward its target campaign margins.
- Employee benefits expense of \$9,927,223 (2024: \$3,742,389) includes a non-cash component of \$1,530,565 (2024: \$383,833) to record share-based compensation expenses. The increase year on year was a result of the increased payroll after the acquisitions since February 2024 and the increase in share-based compensation from the awards issued to Directors and staff during the year.
- Product development expenses totalled \$1,623,743 which represents an increase compared to \$1,111,881 in the prior year. This increase was due to a large number of R&D projects throughout the year, including the Jaxsta refactoring, Vampr Collabs, Serenade transition, Vinyl.com new features and Media projects. Our portfolio has broadened which required increased spend during the year.
- Professional expenses totalled \$881,868 which represents a decrease compared to \$1,590,860 in the prior year. The decrease was attributable to a reduced need for external professional support. As the company has expanded through acquisitions, existing roles have been integrated to manage those tasks internally where possible.
- Marketing expenditure increased to \$1,620,977, as compared to \$724,848 in the prior year. The increase was led by a combination of an increased digital marketing campaign for the Technology business and the advertising on our Media business, having a full year of results for The Brag Media. The Technology investment resulted in the increased revenues in the technology businesses, specifically the Vinyl.com and Vampr brands.
- Occupancy expense increased to \$393,683 as compared to \$144,377 in the prior year. This is part of providing facilities for the additional acquired businesses.
- Other expenses increased to \$1,624,686 compared to \$1,012,773 with additional costs for insurance, software and subscriptions as part of operating the additional businesses acquired.
- Cash and cash equivalents at 30 June 2025 of \$1,796,019 (2024: \$4,132,383).

The Company's loss of \$15,764,812 includes \$1,850,839 of Fair value loss on financial liabilities and finance costs of \$194,158 which are predominantly from the Realwise/Songtradr convertible notes that were converted and extinguished during the year. The fair value increase relates to the increase in the Company's share price from \$0.10 at 30 June 2024 to the time of the various conversions during the year that ranged from \$0.10 to \$0.125. Songtradr converted a portion of Tranche #2 on 15 July 2024 prior to selling the note in October 2024. Realwise, the note acquirer converted the note October 28 2024, except for a final balance of \$10.08 which was converted on 28 April 2025. The conversions eliminated a significant portion of the Company's debt, shifting its current liability position of \$5,254,849 as at 30 June 2024 to a current asset position of \$1,276,169 as at 30 June 2025. The exercise of the associated options during the year brought in a further \$3,000,000 into the company. The full impact of the conversions and exercises was the issue of 232,085,765 ordinary shares.

The Company recognised an impairment of \$2,083,213 to goodwill and intangible assets in the Vampr CGU, reflecting a slower growth trajectory following the deferral of increased digital marketing investment from FY24 to FY26 to prioritise investment in the Vinyl.com platform and the refactor of the Jaxsta platform. The above reflects a slower ramp up in the business than initially anticipated. The CGU released its Collabs feature in June and has seen increased take up since the digital marketing campaign, but a change has been undertaken in approach to the advertising model to spur the expected growth curve. The assessment of goodwill is based on the results to date and how they match against initial projections. The Management team remains confident in the long-term outlook for Vampr but prefers to have a conservative view on its asset value to allow the unit to achieve its growth plan on a longer timeline.

The Company's depreciation and amortisation increased to \$1,625,132 for the year, compared to \$321,782 in the prior year, from the number of assets acquired through the various acquisitions, as well as the accelerated amortisation of the Vampr platform development asset in line with the assessment of the Vampr CGU discussed above. Lastly, as stated above, the Company increased its share-based expense by \$1,146,732.

The remaining operating loss after removing the fair value measurement, finance costs, impairment for goodwill, depreciation/amortisation and share based expense described above is \$8,480,833 (30 June 2024: \$5,949,623), an increase of 43%, which reflects the increased costs of in Vinyl Media and increased spend on Digital marketing for our Technology businesses. The Company also recognised a tax benefit in the prior year as part of the accounting for the final intangible accounting of the Brag Media purchase. The Company has made further cost reductions during the year after each acquisition as it looks to realise the synergies and align its performance to target.

Additional capital raising activities were undertaken during the period resulting in the receipt of cash of \$12,860,889, comprising of two Entitlements Offer placements and the exercise of options set to expire during the year. The first which commenced in June 2024 for a total of \$5,415,568 and had receipts in FY25 of \$2,674,139 (at a price of \$0.098 per share) in July 2024, and an Entitlements Offer which saw an equity placement of \$7,186,750 (at a price of \$0.10 per share) in December 2024 to January 2025. The options exercised brought in a further \$3,000,000 in capital. These capital raises, in combination with continued savings initiatives allowed the Group to acquire Mediaweek, Serenade, Funkified and Concrete Playground, fund product development and sales and marketing activities, and maintain the Group's cash position and working capital position as at 30 June 2025.

As at 30 June 2025, the Group recorded a net loss for the year and net operating cash outflows, creating a material uncertainty regarding its ability to continue as a going concern. After reviewing forecasts, liquidity, and planned initiatives, the Directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis, as explained in note 2.

Development update

During the year, Vinyl Group made significant progress in enhancing its technology platforms. On our music metadata platform, we completed a major back-end refactor and advanced the development of an AI-powered front end with a simplified, modern layout. The full rollout of these features was deferred pending review by data partners regarding the application of AI to metadata.

Vampr completed its Collabs functionality in June 2025, following delays caused by competing priorities across other technology projects earlier in the year. This new feature strengthens Vampr's role as a leading social-professional network for music creators by enabling deeper collaboration opportunities within the community.

Vinyl.com also expanded during the year, broadening its product range with the addition of CDs alongside vinyl records, and extending its international footprint with a UK launch through the acquisition of Serenade. These developments further support Vinyl.com's ambition to become the global destination for music products and merchandise.

Audience update

Vinyl Media focused on growing its multi platform viewership numbers from a base of 14 million in June 2024 to 75 million in June 2025 and 115 million in July 2025. This result comes predominately from organic growth as a result of investment into our media publishing function. Viewership is crucial for inventory and future expansion of our advertising business.

Business Strategies and Prospects for Future Years

Looking ahead, the Group will continue to execute on its growth strategy with a focus on integration, scalability, and delivering shareholder value. Key priorities include:

- **Expanding media capabilities** to position Vinyl Media as the number one destination for audiences and brand partners. Connecting viewership and customers remains central to driving revenue growth.
- **Strengthening the Vampr platform** through targeted marketing and the rollout of essential new features, while reorienting its advertising model to mirror the proven agency-led approach successfully employed by Vinyl Media.
- **Growing the Vinyl.com brand and community**, enhancing the shopping experience and positioning the platform as the central hub for all of the Group's products.
- **Deepening product integration** across media, events, and technology platforms to unlock cross-platform synergies and maximise the value of the ecosystem.

In order to achieve its near-term goals, the development priorities for FY2025 are focused on three key areas:

- **Deeper integration of technology platforms**, including the implementation of single sign-on and greater leverage of cross-selling capabilities across the ecosystem.
- **Ongoing enhancements to Vinyl.com**, aimed at building a loyal and expanding community of collectors and music experts.
- **Expanding reach and engagement** by increasing both visitors and active users across all platforms, strengthening the foundation of the Group's growing media and advertising business.

The success of the above strategy is dependent on several key factors.

The Group is still operating at a loss. Management has identified and implemented a range of growth initiatives and cost-saving measures during the year and into the first half of FY2026, with the goal of reaching breakeven. Achieving this milestone will reduce reliance on external capital for funding operations and allow future capital to be directed primarily towards growth opportunities.

Artificial intelligence presents both a major opportunity and a potential risk to the Group. These technologies are reshaping the competitive landscape, and our markets will continue to evolve as AI adoption accelerates. We have already incorporated AI into both our platforms and internal processes to drive efficiency and innovation, but ongoing investment and adaptation will be essential to maintain a competitive edge.

As a technology company, the Group remains reliant on continuous investment in the development of its software platforms. These require significant upfront investment and ongoing maintenance to ensure reliable performance. We utilise a flexible outsourced development team to manage costs while accessing a broad range of expertise, though software maintenance inevitably grows more complex over time as programming languages evolve and platform capabilities expand. Protecting the integrity and security of our data is also paramount, requiring continuous upgrades to align with the highest standards.

The Group is also dependent on licensing contracts with media masthead partners and with data partners that supply the official credits on which our metadata platform is built. These arrangements remain critical to the continued commercial rollout planned for FY2026. The strength of our Media division further relies on the reputation of our brands, both to deliver trusted, accurate information and to provide advertisers with platforms they are proud to associate with.

While the Group manages a broader range of operational risks, the factors outlined above are central to the successful execution of our strategy.

Significant changes in the state of affairs

On 30 June 2025 the Group announced the entry into a Line of Credit for \$1,500,000 from Songtradr. On 27 August 2025 the Group completed the long form documentation for the facility. The Group has not drawn down from the facility as of the date of this report.

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

The Group has secured a \$1.5 million revolving line of credit in partnership with Songtradr Inc. to boost the e-commerce sales on Vinyl.com.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

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:	Robert Kenneth ('Ken') Gaunt
Title:	Non-Executive Director and Chair
Experience and expertise:	<p>Zimbabwean-born Ken Gaunt is a seasoned entrepreneur and investor with over 31 years of experience across sales management, corporate advisory, capital raising, and early-stage business development. After relocating to Australia from Cape Town in 1997, Ken co-founded and served as Managing Director of Electronic Banking Solutions Pty Ltd, growing it into Australia’s largest independent ATM owner and operator. He successfully guided the company through private equity investment from Gresham Capital Partners, multiple competitor acquisitions, a merger with Cashcard Australia Limited, and, in 2005, orchestrated the \$330 million sale of the merged entity to U.S.-based private investment firm KKR.</p> <p>Ken is a highly experienced board member, having held a variety of national and international roles, including co-founding and serving on the board of the multi-award-winning Sydney Seaplanes, Hong Kong-based Fintronics Holding Company Limited, and as a non-executive director of Australian-listed oil and gas company K2 Energy Limited. He also served as CEO of Mobilarm Limited, which was acquired by Jaxsta Ltd and is now Vinyl Ltd. A founder investor in Mobilarm, Ken remains a top-10 shareholder in VNL. His career is distinguished by a proven record of building high-growth businesses, leading strategic exits, and consistently delivering shareholder value.</p>
Other current directorships:	None
Former directorships (last 3 years):	K2 Energy Ltd
Special responsibilities:	None
Interests in shares:	20,583,392 ordinary shares
Interests in options:	10,000,000 options over ordinary shares
Name:	Linda Jenkinson
Title:	Non-Executive Director
Qualifications:	Bachelor of Business Studies, Master of Business Administration, New Zealand CPA (non-current)
Experience and expertise:	<p>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.</p> <p>Linda is an experienced company director, sitting on three boards, USBC Inc 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.</p> <p>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.</p> <p>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).</p>
Other current directorships:	Straker Translations Ltd, USBC
Former directorships (last 3 years):	Air New Zealand Limited, Fleetpartners Group Ltd, PureProfile Ltd, Medadvisor Limited
Special responsibilities:	Chair of Audit and Risk Committee
Interests in shares:	2,945,545 ordinary shares
Interests in options:	11,500,000 options over ordinary shares



Name:	Joshua Simons
Title:	Executive Director and Chief Executive Officer
Experience and expertise:	<p>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 \$35M 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 continued to expand by acquiring The Brag Media, adding iconic titles such as Rolling Stone Australia and Tone Deaf, thereby establishing a media arm within the portfolio, subsequently integrated under the Vinyl Media banner, following the successful completion of four further acquisitions.</p> <p>Before transitioning to tech, Simons, who was born in England, established and operated several successful businesses, including a record label, a publishing arm, 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. As a songwriter and producer, he has shared credits with Travis Scott, Troye Sivan, and Kanye West, and as a performer, has toured with Coldplay, Keith Urban, and Carrie Underwood. He holds a Bachelor of Business from Swinburne University, who in 2025 honoured Simons for his contribution to technology innovation, and has guest lectured at UCLA and Melbourne University. Simons has presented a TEDx Talk at Macquarie University and in further recognition of his contributions to music and innovation, was previously named to The Music Network’s 30 Under 30 list, winning Reader’s Choice, and in 2024, received the Australian Young Entrepreneur of the Year award from Business News Australia.</p>
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	24,503,428 ordinary shares
Interests in options:	20,000,000 options over ordinary shares
Name:	Ben Katovsky
Title:	Non-Executive Director (Resigned 10 July 2025)
Experience and expertise:	<p>Ben is a leading global music executive who is currently Chief Executive Officer of Recognition Music Group (formerly 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.</p>
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	3,078,947 ordinary shares
Interests in options:	2,500,000 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 (NASDAQ: 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:	2,500,000 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

Victoria Nadalin and Shelby Coleman as representatives of cdPlus Corporate Services Pty Ltd were appointed as joint company secretaries on 27 June 2025. Ms Nadalin has a wealth of experience acting as company secretary to ASX-listed boards and is a practising corporate and commercial lawyer and an Associate member of the Governance Institute of Australia. Ms Coleman has broad experience in ASX and ASIC compliance, providing advice on corporate governance and other regulatory matters for ASX listed companies across a range of industries. Ms Coleman holds a Bachelor of Laws and a Bachelor of Arts from Victoria University of Wellington, and is an Affiliate member of the Governance Institute of Australia.

Jorge Nigaglioni - Chief Financial Officer and Company Secretary from 20 July 2020, resigned as Company Secretary on 27 June 2025.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2025, 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	13	-	-	-	-
Joshua Simons	13	13	-	-	-	-
Robert Kenneth Gaunt	13	13	-	-	-	-
Ben Katovsky	12	13	-	-	-	-
Steve Gledden	10	13	-	-	-	-

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 2025.]

Voting and comments made at the Company's 2024 Annual General Meeting ('AGM')

At the 2024 AGM, 99.9% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024. 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
- Joshua Simons - Executive Director and Chief Executive Officer
- Ken Gaunt - Non-Executive Director
- Ben Katovsky - Non-Executive Director
- Steve Gledden - Non-Executive Director

And the following persons:

- Jorge Nigaglioni - Chief Financial Officer
- Joel King - Chief Operating Officer

	Short-term benefits		Post-employment benefits	Long-term benefits	Share-based payments		
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled options	Total
	\$	\$	\$	\$	\$	\$	\$
2025							
<i>Non-Executive Directors:</i>							
Linda Jenkinson	-	-	-	-	-	200,940	200,940
Ken Gaunt	-	-	-	-	-	170,035	170,035
Ben Katovsky	-	-	-	-	-	171,355	171,355
Steve Gledden	-	-	-	-	-	171,355	171,355
<i>Executive Directors:</i>							
Joshua Simons	250,000	-	-	28,750	2,012	180,209	460,971
<i>Other KMP:</i>							
Jorge Nigaglioni	210,000	-	-	24,150	4,778	290,987	529,915
Joel King	312,000	-	-	-	-	66,102	378,102
	772,000	-	-	52,900	6,790	1,250,983	2,082,673

	Short-term benefits		Post-employment benefits	Long-term benefits	Share-based payments		
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled options	Total
	\$	\$	\$	\$	\$	\$	\$
2024							
<i>Non-Executive Directors:</i>							
Linda Jenkinson	-	-	-	-	-	113,956	113,956
Ken Gaunt	-	-	-	-	-	34,165	34,165
Ben Katovsky	-	-	-	-	-	35,514	35,514
Steve Gledden	-	-	-	-	-	35,514	35,514
	-	-	-	-	-	-	-
<i>Executive Directors:</i>							
Joshua Simons	220,000	-	-	24,200	734	77,341	322,275
<i>Other KMP:</i>							
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	-	56,604	4,012	387,111	1,102,310

* Finished on 30 December 2024

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

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2025	2024	2025	2024	2025	2024
<i>Non-Executive Directors:</i>						
Linda Jenkinson	-	-	-	-	100%	100%
Steve Gledden	-	-	-	-	100%	100%
Ben Katovsky	-	-	-	-	100%	100%
Ken Gaunt	-	-	-	-	100%	100%
<i>Executive Directors:</i>						
Joshua Simons	61%	76%	-	-	39%	24%
<i>Other KMP:</i>						
Jorge Nigaglioni	44%	69%	-	-	56%	31%
Jessica Hunter	-	97%	-	-	-	3%
Joel King	83%	91%	-	7%	17%	2%

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:	Executive Director and Chief Executive Officer
Agreement commenced:	1 May 2023, amended to incorporate Chief Executive Officer role from 29 June 2023, amended 14 August 2025
Term of agreement:	3 year term effective from 1 August 2025
Details:	Base salary for the year ended 30 June 2025 is \$260,000 per annum plus superannuation and phone allowance. \$286,000 from 1 August 2025 with a 5% increase at the 12 and 24 month anniversaries. Salary package to be reviewed annually by the Board or Remuneration and Nomination Committee to be independently benchmarked by an external remuneration advisor for consideration by the Board of Directors. 6-month termination notice by either party.
Name:	Jorge Nigaglioni
Title:	Chief Financial Officer
Agreement commenced:	20 July 2020
Term of agreement:	No fixed term
Details:	Base salary for the year ended 30 June 2025 is \$220,000 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:	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 2025 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 2025.

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		Vesting date and		Exercise price	Fair value per option at grant date
	granted	Grant date	exercisable date	Expiry date		
Jorge Nigaglioni	3,000,000	22 Apr 2021 ¹	Variable	21 Apr 2026	\$0.1290	\$0.0730
Linda Jenkinson	1,500,000	16 Jun 2021 ¹	Variable	15 Jun 2026	\$0.0960	\$0.0530
Jorge Nigaglioni	1,000,000	26 Oct 2022 ²	Variable	3 Nov 2028	\$0.0480	\$0.0112
Joshua Simons	3,000,000	24 Apr 2023 ³	Variable	31 May 2033	\$0.0500	\$0.0040
Joshua Simons	7,000,000	29 Nov 2023 ⁴	Variable	28 Nov 2029	\$0.0820	\$0.0332
Jorge Nigaglioni	1,800,000	31 May 2024 ⁵	Variable	3 Jun 2026	\$0.0000	\$0.0119
Jorge Nigaglioni	1,800,000	31 May 2024 ⁵	Variable	3 Jun 2026	\$0.0000	\$0.0106
Joel King	500,000	31 May 2024 ⁶	Variable	3 Jun 2026	\$0.1500	\$0.1080
Linda Jenkinson	2,500,000	29 Nov 2024 ⁷	Variable	29 Nov 2027	\$0.0000	\$0.0930
Linda Jenkinson	7,500,000	29 Nov 2024 ⁸	Variable	29 Nov 2027	\$0.0000	\$0.0930
Ken Gaunt	2,500,000	29 Nov 2024 ⁷	Variable	29 Nov 2027	\$0.0000	\$0.0930
Ken Gaunt	7,500,000	29 Nov 2024 ⁸	Variable	29 Nov 2027	\$0.0000	\$0.0930
Steve Gledden	2,500,000	29 Nov 2024 ⁷	Variable	29 Nov 2027	\$0.0000	\$0.0930
Steve Gledden	7,500,000	29 Nov 2024 ⁸	Variable	29 Nov 2027	\$0.0000	\$0.0930
Ben Katovsky	2,500,000	29 Nov 2024 ⁷	Variable	29 Nov 2027	\$0.0000	\$0.0930
Ben Katovsky	7,500,000	29 Nov 2024 ⁸	Variable	29 Nov 2027	\$0.0000	\$0.0930
Joshua Simons	10,000,000	29 Nov 2024 ⁹	Variable	29 Nov 2029	\$0.0000	\$0.0930
Jorge Nigaglioni	6,400,000	29 Nov 2024 ¹⁰	Variable	29 Nov 2029	\$0.0000	\$0.0930
Joel King	5,000,000	29 Nov 2024 ¹¹	Variable	29 Nov 2029	\$0.0000	\$0.0930

- ¹ 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.
- ² vesting when the Company's share price reaches \$0.048 and the executive has reached the one year anniversary date from the award date.
- ³ approved at shareholder meeting on 30 May 2023, as part of the remuneration award following the Vampr acquisition. 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.
- ⁴ 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.
- ⁵ vesting in tranches of 1,800,000 options for every six months of service in lieu of portion of salary.
- ⁶ vesting when the Company's share price reaches \$0.15 and the executive has reached the one year anniversary date from the award date.
- ⁷ vesting tranches of 1,250,000 options for each year of service in lieu of cash board fees or portion of salary.
- ⁸ vesting tranches of 3,750,000 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\$0.150. The second tranche increase also requires a full year of service.
- ⁹ vesting tranches of 3,333,333, 3,333,333 and 3,333,334 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.
- ¹ vesting tranches of 1,280,000, 2,560,000 and 2,560,000 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.
- ⁰ vesting tranches of 1,000,000, 2,000,000 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\$0.150.
- ¹ vesting tranches of 1,000,000, 2,000,000 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\$0.150.

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 2025 are set out below:

Name	Number of options granted during the year 2025	Number of options granted during the year 2024	Number of options vested during the year 2025	Number of options vested during the year 2024
Joshua Simons * **	10,000,000	7,000,000	-	2,500,000
Jorge Nigaglioni	6,400,000	3,600,000	-	3,500,000
Joel King	5,000,000	500,000	-	-
Jessica Hunter	-	500,000	-	-

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

** Approved at shareholder meeting on 29 November 2024 and issued on 30 November 2024 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 2025 are summarised below:

	2025 \$	2024 \$	2023 \$	2022 \$	2021 \$
Sales revenue	14,403,220	4,970,575	582,209	104,935	4,840
Loss after income tax	(15,842,901)	(16,885,566)	(12,507,071)	(6,669,173)	(5,709,673)

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

	2025	2024	2023	2022	2021
Share price at financial year end (\$)	0.12	0.10	0.06	0.02	0.05
Basic earnings per share (cents per share)	(1.31)	(2.52)	(3.02)	(1.87)	(2.18)
Diluted earnings per share (cents per share)	(1.31)	(2.52)	(3.02)	(1.87)	(2.18)

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
<i>Ordinary shares</i>					
Linda Jenkinson	-	-	6,704,545	(3,750,000)	2,954,545
Joshua Simons*	24,253,428	-	250,058	-	24,503,486
Ken Gaunt ***	15,377,643	-	7,214,749	(2,000,000)	20,592,392
Ben Katovsky ****	2,500,000	-	4,078,947	(3,500,000)	3,078,947
Steve Gledden	-	-	6,704,545	(6,704,545)	0
Jorge Nigaglioni **	650,179	-	5,005,000	-	5,655,179
	42,781,250	-	29,957,844	(15,954,545)	56,784,549

* 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
<i>Options over ordinary shares</i>					
Linda Jenkinson	14,500,000	10,000,000	(7,500,000)	(5,500,000)	11,500,000
Joshua Simons	10,000,000	10,000,000	-	-	20,000,000
Ken Gaunt	10,000,000	10,000,000	(7,500,000)	(2,500,000)	10,000,000
Ben Katovsky	7,500,000	10,000,000	(5,000,000)	(2,500,000)	10,000,000
Steve Gledden	10,000,000	10,000,000	(7,500,000)	(2,500,000)	10,000,000
Jorge Nigaglioni	12,600,000	6,400,000	(5,000,000)	-	14,000,000
Joel King	500,000	5,000,000	-	-	5,500,000
Jessica Hunter	500,000	-	-	(500,000)	-
	<u>65,600,000</u>	<u>50,000,000</u>	<u>(27,500,000)</u>	<u>(13,000,000)</u>	<u>75,100,000</u>

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 with KMP and/or their related parties 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	\$0.0100	713,105
14 March 2019	31 March 2028	\$0.0100	2,139,315
15 March 2019	31 March 2027	\$0.0100	675,573
15 March 2019	31 March 2028	\$0.0100	675,573
18 June 2019	31 May 2027	\$0.0100	562,978
18 June 2019	31 May 2028	\$0.0100	562,977
30 July 2019	31 July 2027	\$0.0100	234,574
30 July 2019	31 July 2028	\$0.0100	234,574
30 September 2019	1 October 2026	\$0.2300	150,000
30 September 2019	1 October 2027	\$0.2300	150,000
10 March 2020	31 August 2027	\$0.0100	2,048,554
26 November 2020	21 April 2026	\$0.1290	3,000,000
16 June 2021	15 June 2026	\$0.0960	1,500,000
26 October 2022	3 November 2028	\$0.0480	1,100,000
24 April 2023	31 May 2033	\$0.0500	3,000,000
29 November 2023	28 November 2029	\$0.0820	7,000,000
4 March 2024	3 March 2026	\$0.0830	1,000,000
26 April 2024	25 April 2026	\$0.1000	750,000
31 May 2024	3 June 2026	\$0.0000	3,600,000
31 May 2024	3 June 2026	\$0.1500	500,000
29 November 2024	29 November 2027	\$0.0000	40,000,000
29 November 2024	29 November 2029	\$0.0000	21,400,000
6 December 2024	6 December 2031	\$0.1999	5,000,000
10 January 2025	10 January 2027	\$0.0980	2,000,000
10 February 2025	10 February 2027	\$0.1000	2,000,000
			<u>99,997,223</u>

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 2025 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	\$0.0000	29,192,582
24 June 2022	\$0.0210	<u>142,857,142</u>
		<u>172,049,724</u>



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

Ken Gaunt
Chair

29 August 2025



**UHY Haines Norton
Chartered Accountants**

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Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Vinyl Group Ltd

I declare that, to the best of my knowledge and belief, in relation to the audit for the year ended 30 June 2025, there have been:

- (i) No contraventions of the auditor independence requirements of 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.

Matthew Pope
Partner
Sydney
Dated 29 August 2025

UHY Haines Norton
Chartered Accountants

Audit | Tax | Advisory

The Firm: UHY Haines Norton ABN 85 140 758 156 in Sydney ("the Firm") is an independent member of UHY Haines Norton ("the Association"), an association of independent firms in Australia and New Zealand. The Association is an independent member of Urbach Hacker Young International ("UHY International"), a UK company, and is part of the UHY International network of legally independent accounting and consulting firms. Any engagement you have is with the Firm and any services are provided by the Firm and not by the Association or UHY International or any other member firm of the Association or UHY International.

"UHY" is the brand name under which members of UHY International provide their services: all rights to the UHY name and logo belong to UHY International, and the use of the UHY name and logo does not constitute any endorsement, representation or implied or express warranty by UHY International. UHY International has no liability whatsoever for services provided by the Firm nor the Association or any other members.

Liability limited by a scheme approved under Professional Standards Legislation.

Condensed Consolidated Financial Statements

Consolidated statement of profit or loss and other comprehensive income

For the year ended 30 June 2025

	Note	Consolidated 2025 \$	2024 \$
Revenue	5	14,403,220	4,970,575
Other income	6	279,467	302,276
Interest income calculated using the effective interest method		98,437	30,408
Expenses			
Raw materials and consumables used	7	(8,812,377)	(3,246,567)
Employee benefits expense	7	(9,927,223)	(3,742,389)
Product development expense	7	(1,623,743)	(1,111,881)
Depreciation and amortisation expense	7	(1,625,205)	(367,353)
Impairment of goodwill	13	(2,083,213)	(1,812,205)
Professional fees		(789,833)	(1,590,860)
Marketing expense		(1,620,977)	(724,848)
Occupancy expense		(393,683)	(144,377)
Fair value loss on financial liabilities	16	(1,850,839)	(7,338,299)
Other expenses	7	(1,624,686)	(1,075,793)
Finance costs	7	(194,157)	(1,079,824)
Loss before income tax expense		(15,764,812)	(16,931,137)
Income tax benefit/(expense)	8	(78,089)	379,414
Loss after income tax expense for the year attributable to the owners of Vinyl Group Ltd		(15,842,901)	(16,551,723)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		247,229	37,893
Other comprehensive income for the year, net of tax		247,229	37,893
Total comprehensive income for the year attributable to the owners of Vinyl Group Ltd		(15,595,672)	(16,513,830)
		Cents	Cents
Basic earnings per share	33	(1.34)	(2.47)
Diluted earnings per share	33	(1.34)	(2.47)

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

Consolidated statement of financial position as at 30 June 2025

As at 30 June 2025

	Note	Consolidated 2025 \$	2024 \$
Assets			
Current assets			
Cash and cash equivalents	9	1,796,019	4,132,383
Trade and other receivables	10	3,797,661	1,872,356
Other assets	11	291,606	136,643
Total current assets		5,885,286	6,141,382
Non-current assets			
Property, plant and equipment	12	30,587	1,271
Intangibles	13	16,934,959	11,671,767
Deferred tax asset	8	370,696	379,414
Total non-current assets		17,336,242	12,052,452
Total assets		23,221,528	18,193,834
Liabilities			
Current liabilities			
Trade and other payables	14	2,732,477	2,760,550
Contract liabilities	15	1,019,907	91,486
Borrowings and derivative financial instruments	16	74,174	8,345,622
Deferred Payment		375,000	-
Employee benefits	17	459,053	198,573
Total current liabilities		4,660,611	11,396,231
Non-current liabilities			
Contract liabilities	15	-	357,643
Employee benefits	17	119,048	53,794
Deferred tax liability	8	370,696	379,414
Total non-current liabilities		489,744	790,851
Total liabilities		5,150,355	12,187,082
Net assets		18,071,173	6,006,752
Equity			
Issued capital	18	100,302,796	74,173,268
Reserves	19	5,864,384	4,086,590
Accumulated losses		(88,096,007)	(72,253,106)
Total equity		18,071,173	6,006,752

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

Consolidated statement of changes in equity

For the year ended 30 June 2025

	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Consolidated				
Balance at 1 July 2023	46,873,583	3,418,826	(55,701,381)	(5,408,972)
Loss after income tax expense for the year	-	-	(16,551,725)	(16,551,725)
Other comprehensive income for the year, net of tax	-	37,893	-	37,893
Total comprehensive income for the year	-	37,893	(16,551,725)	(16,513,832)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 18)	27,299,685	246,038	-	27,545,723
Share-based payments (note 34)	-	383,833	-	383,833
Balance at 30 June 2024	<u>74,173,268</u>	<u>4,086,590</u>	<u>(72,253,106)</u>	<u>6,006,752</u>
	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Consolidated				
Balance at 1 July 2024	74,173,268	4,086,590	(72,253,106)	6,006,752
Loss after income tax expense for the year	-	-	(15,842,901)	(15,842,901)
Other comprehensive income for the year, net of tax	-	247,229	-	247,229
Total comprehensive income for the year	-	247,229	(15,842,901)	(15,595,672)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 18)	9,551,943	-	-	9,551,943
Conversion of convertible notes	10,319,631	-	-	10,319,631
Exercise of share options	3,000,000	-	-	3,000,000
Share issue from business or asset acquisition	3,202,154	-	-	3,202,155
Share-based payments (note 34)	55,800	1,530,565	-	1,586,364
Balance at 30 June 2025	<u>100,302,796</u>	<u>5,864,384</u>	<u>(88,096,007)</u>	<u>18,071,173</u>

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

Consolidated statement of cash flows

For the year ended 30 June 2025

	Note	Consolidated 2025 \$	Consolidated 2024 \$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		14,314,109	5,039,900
Payments to suppliers and employees (inclusive of GST)		(23,194,215)	(10,288,313)
Receipts from grants - research and development (inclusive of GST)		(167,896)	700,109
Receipts from grants - export development (inclusive of GST)		-	-
Interest received		(9,048,002)	(4,548,304)
Interest and other finance costs paid		86,643	27,465
Net cash used in operating activities	31	<u>(8,961,359)</u>	<u>(4,520,839)</u>
Cash flows from investing activities			
Cash (utilised)/acquired on purchase of business 5,759,832	29	(5,759,831)	(7,879,790)
Payments for equipment	13	(11,572)	(945)
Net cash used in investing activities		<u>(5,771,403)</u>	<u>(7,880,735)</u>
Cash flows from financing activities			
Proceeds from issue of shares	19	10,211,505	13,822,495
Share issue transaction costs		(601,836)	(5,500)
Proceeds from exercise		3,000,000	-
Repayment of borrowings		(213,271)	(249,786)
Net cash from financing activities		<u>12,396,398</u>	<u>13,567,209</u>
Net increase in cash and cash equivalents		(2,336,364)	1,165,635
Cash and cash equivalents at the beginning of the financial year		<u>4,132,383</u>	<u>2,966,748</u>
Cash and cash equivalents at the end of the financial year	9	<u>1,796,019</u>	<u>4,132,383</u>

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

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.

The following Accounting Standards and Interpretations have been adopted from 1 July 2024:

- 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 with Covenants.
- 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

Going concern

The Group incurred a loss after tax of \$15,842,901 (2024: \$16,551,723) and had a net cash outflow from operations of \$8,961,358 (2024: \$4,520,839) for the year ended 30 June 2025. As at 30 June 2025, the Group had net current assets of \$1,224,676 (2024: net current liabilities of \$5,254,849). As at the signing date of the Financial Statements, the Group had cash assets of \$1,902,181.

Business strategies and prospects for future years

- Continue to grow our media capabilities to be the number one destination for our viewers and our customers. Connecting th and customer base is the path to its revenue growth. Focus on the marketing and enhancement of the Vampr platform with the key products required today and refocus t advertising through an agency model as utilised by its Vinyl Media team.
- Continue growing the Vinyl.com brand and community, to provide the best shopping experience and be the central place for products.
- 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:

The Group is currently executing on the next phase of its strategy, based on the following principles:

- Continue to grow our media capabilities to be the number one destination for our viewers and our customers. Connecting th and customer base is the path to its revenue growth. Focus on the marketing and enhancement of the Vampr platform with the key products required today and refocus tl advertising through an agency model as utilised by its Vinyl Media team.
- Continue growing the Vinyl.com brand and community, to provide the best shopping experience and be the central place for products.
- Continued integration of products to the media events and properties.

Note 2. Material accounting policy information (continued)

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

- The Group completes the cost savings from its acquisition integration in the first quarter of FY2026;
- The Group achieves the targeted revenue levels for its media business as it operates as one cohesive unit instead businesses;
- the continued growth of the vinyl.com brand and platform which grew last year and is looking to continue its growth to reach its customer acquisition costs deliver profitable growth;
- if needed, a capital or debt raising to meet cash liquidity requirements and fund the working capital requirements of th 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 28.

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 2025 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'.

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.

Note 2. Material accounting policy information (continued)

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.

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.

Note 2. Material accounting policy information (continued)

Media and events

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.

Subscription revenue

Subscription revenue 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 revenue

API revenue 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

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.

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.

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.

Note 2. Material accounting policy information (continued)

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 right at the end of the reporting period to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

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

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

Note 2. Material accounting policy information (continued)

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.

Derivatives are classified as current or non-current depending on the expected period of realisation.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Group's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

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.

Note 2. Material accounting policy information (continued)

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 5-7 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.

Agency relationships

Agency 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 10 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.

Publication mastheads

Publication mastheads acquired in a business combination are recognised as an infinite life assets.

Preliminary expenses

Costs in relation to preliminary expenses are capitalised as an asset and amortised on a straight-line basis over the period of their expected benefit.

Stamp duty

Costs in relation to the stamp duty on the formation of the Group are capitalised as an asset. These costs are not subsequently amortised.

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.

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.

Note 2. Material accounting policy information (continued)

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.

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.

Note 2. Material accounting policy information (continued)

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.

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.

Note 2. Material accounting policy information (continued)

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.

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 2025. 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 2023-5 Amendments to Australian Accounting Standards – Lack of Exchangeability
- AASB 2024-2 Amendments to the Classification and Measurement of Financial Instruments
- AASB 2024-3 Amendments to Australian Accounting Standards – Annual Improvements Volume 11
- AASB 2014-10 Sale or contribution of assets between investor and its associate or joint venture
- AASB S1 General Requirements for Disclosure of Sustainability-related Financial Information
- AASB S2 Climate-related Disclosures

Note 3. 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.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Intangible asset impairment testing

The Group test whether goodwill and brands have suffered any impairment on an annual basis. For the 2025 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.

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 5.

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 4. 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.

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.

Note 4. Operating segments (continued)

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

Major customers

There are 4 major customers (2024: 5) that account for more than 23.96% (2024: 42.35%) of the Group's revenue. The total amount of revenues from these customers was \$1,125,750, \$827,841, \$770,080 and \$727,440 (2024: \$734,250, \$358,760, \$352,006, \$333,078 and \$326,702).

Geographical information

	Sales to external customers		Geographical non-current assets	
	2025	2024	2025	2024
	\$	\$	\$	\$
Australia	11,862,818	3,367,664	17,406,080	12,973,970
Americas	2,322,573	1,505,067	-	-
Europe, Middle East and Africa	162,407	74,493	-	-
Asia Pacific	53,558	22,497	-	-
	14,401,356	4,969,721	17,406,080	12,973,970

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 5. Revenue

	Consolidated	
	2025	2024
	\$	\$
Revenue from contracts with customers		
Sales	14,401,356	4,969,721
Other revenue		
Other revenue	1,864	854
Revenue	14,403,220	4,970,575

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

	Consolidated	
	2025	2024
	\$	\$
Major product lines		
Media and events	11,137,804	3,132,036
E-commerce and point of sale transactions	2,799,752	1,031,122
SAAS/Subscription revenues *	463,800	806,563
	14,401,356	4,969,721
Timing of revenue recognition		
Goods transferred at a point in time	2,799,752	1,031,122
Services transferred over time	11,601,604	3,938,599
	14,401,356	4,969,721

* Subscription revenues include barter revenues realised in exchange for data information feeds. These amounted to \$50,360 for the year ended 30 June 2025 (2024: \$247,527).

The disaggregation of revenue by geographical regions is presented in note 4 'Operating segments'.

Note 6. Other income

	Consolidated	
	2025	2024
	\$	\$
Export market development grant	-	36,600
Research and development tax incentive *	277,288	265,676
Other	2,179	-
Other income	279,467	302,276

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

Note 7. Expenses

	Consolidated	
	2025	2024
	\$	\$
Loss before income tax includes the following specific expenses:		
Cost of sales	8,812,377	3,246,567
Depreciation		
Computer equipment	10,033	9,589
Office equipment	15	2,853
Total depreciation	10,048	12,442
Amortisation		
Platform development	1,423,449	228,571
Agency relationships	110,965	-
Trademarks	8,745	8,769
Customer relationships	72,000	72,000
Total amortisation	1,615,159	309,340
Total depreciation and amortisation	1,625,207	321,782

Note 7. Expenses (continued)

	Consolidated 2025 \$	2024 \$
<i>Employee benefits expense</i>		
Salary and wages	7,655,343	3,109,295
Share-based payments expense	1,530,565	383,833
Defined contribution superannuation expense	671,136	249,261
Other employee costs	70,179	-
Total employee benefits expense	9,927,223	3,742,389
<i>Product development expense</i>		
Product development cash expenses	1,623,743	1,111,881
<i>Other expenses including the following material expenses:</i>		
Insurance	211,772	132,487
Accounting and audit fees	425,173	397,106
Filing fees	287,589	230,611
Subscriptions	262,601	90,978
Bad Debt Expense	238,209	-
Other	130,623	161,591
Other expenses	1,555,967	1,012,773
<i>Finance costs</i>		
Interest and finance charges paid/payable on borrowings	194,158	1,079,824
<i>Net foreign exchange (gain)/loss</i>		
Net foreign exchange (gain)/loss	247,229	36,791
<i>Net loss on disposal</i>		
Net loss on disposal of property, plant and equipment	-	4,616
<i>Leases</i>		
Short-term lease payments	352,894	99,414
<i>Impairment of assets</i>		
Goodwill & intangible assets	2,082,686	1,812,205

Note 8. Income tax

	Consolidated 2025 \$	2024 \$
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(15,764,815)	(16,931,137)
Tax at the statutory tax rate of 25%	(3,941,204)	(4,221,392)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Research and development uplift	(90,039)	66,419
Non-deductible expenditure	(151,193)	-
Derivative financial instruments - liabilities	(479,889)	(1,834,575)
Share-based payments	(382,641)	(198,469)
Interest expense	(43,866)	(453,051)
Impairment of intangibles	(809,389)	(95,958)
Other	(163,531)	(124,804)
Deferred tax assets not recognised - current year	(1,903,345)	(1,580,954)
Benefit of tax losses not previously recognised	4,600	379,414
Income tax expense	78,089	(379,414)
<i>Income tax (benefit)/expense comprises:</i>		
Current tax expense	-	-
Deferred tax expense	78,089	(379,414)
Income tax (benefit)/expense	78,089	(379,414)
<i>Deferred tax asset comprises temporary differences attributable to:</i>		
Tax losses	370,696	379,414
Deferred tax assets	370,696	379,414
Offset of deferred tax liabilities	(370,696)	(379,414)
Net deferred tax assets	-	-

	Consolidated	
	2025	2024
	\$	\$
<i>Deferred tax liability comprises temporary differences attributable to:</i>		
Prepayments	-	-
Intangibles	(370,696)	(379,414)
Deferred tax liability	(370,696)	(379,414)
Offset against deferred tax asset	370,696	379,414
Net deferred tax liability	-	-
<i>Deferred tax assets not brought to account:</i>		
Unused Australian tax losses for which no deferred tax asset has been recognised	12,887,820	10,895,741
Unused US tax losses for which no deferred tax asset has been recognised	1,328,421	1,243,401
Unused UK tax losses for which no deferred tax asset has been recognised	14,221	-
Employee benefits (annual leave)	114,763	68,372
Retirement benefit obligations (superannuation payable)	47,137	44,656
Other accrued expenses (audit, accounting)	60,938	121,455
Provision for doubtful debts	59,552	-
Provision for long service leave	29,762	13,449
Other temporary differences	-	-
Income tax (benefit)/expense	14,542,614	12,387,074
<i>Tax losses not recognised</i>		
Unused tax losses for which no deferred tax asset has been recognised	59,182,590	50,495,649
Potential tax benefit @ 25%	14,542,615	12,623,912

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. The Group operates in the United States and the United Kingdom, where the corporate tax rate applicable are 21% and 25%, respectively.

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.

	Consolidated	
	2025	2024
	\$	\$
<i>Provision for income tax</i>		
Provision for income tax	-	-

Note 9. Cash and cash equivalents

	Consolidated	
	2025	2024
	\$	\$
<i>Current assets</i>		
Cash at bank	1,742,676	4,060,244
Cash on deposit	53,343	72,139
	1,796,019	4,132,383

Note 10. Trade and other receivables

	Consolidated	
	2025	2024
	\$	\$
<i>Current assets</i>		
Gross trade receivables	3,423,335	1,575,630
Research and development incentive receivable	274,988	165,587
Other receivables	86,225	20,000
GST receivable	251,322	111,139
	4,035,870	1,872,356
Provision for doubtful debts	(238,209)	-
	3,797,661	1,872,356

Allowance for expected credit losses

The Group has recognised a loss of \$238,209 (2024: \$63,020) in profit or loss in respect of the expected credit losses for the year ended 30 June 2025.

The ageing of the receivables above are as follows:

	Consolidated	
	2025	2024
	\$	\$
0 to 3 months overdue	3,000,672	1,565,329
3 to 6 months overdue	341,618	5,742
Over 6 months overdue	81,045	4,558
	3,423,335	1,575,629

Note 11. Other assets

	Consolidated	
	2025	2024
	\$	\$
<i>Current assets</i>		
Prepayments	228,480	85,889
Security deposits	63,127	50,754
	<u>291,607</u>	<u>136,643</u>

Note 12. Property, plant and equipment

	Consolidated	
	2025	2024
	\$	\$
<i>Non-current assets</i>		
Plant and equipment - at cost	12,106	-
Less: Accumulated depreciation	(12,106)	-
	<u>-</u>	<u>-</u>
Computer equipment - at cost	80,286	37,601
Less: Accumulated depreciation	(50,175)	(36,330)
	<u>30,111</u>	<u>1,271</u>
Office equipment - at cost	17,641	-
Less: Accumulated depreciation	(17,165)	-
	<u>476</u>	<u>-</u>
	<u>30,587</u>	<u>1,271</u>

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	Event equipment \$	Computer equipment \$	Office equipment \$	Total \$
Balance at 1 July 2023	-	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
Additions	-	11,081	491	11,572
Additions through business combinations (note 28)	-	27,792		27,792
Depreciation expense	-	(10,033)	(15)	(10,048)
Balance at 30 June 2025	-	<u>30,111</u>	<u>476</u>	<u>30,587</u>

Note 13. Intangibles

	Consolidated	
	2025	2024
	\$	\$
<i>Non-current assets</i>		
Goodwill - at cost	17,862,993	10,783,913
Less: Impairment of goodwill	(2,706,418)	(1,812,205)
	<u>15,156,574</u>	<u>8,971,708</u>
Platform development - at cost	1,964,752	1,600,000
Less: Accumulated amortisation	(1,652,020)	(274,142)
	<u>312,732</u>	<u>1,325,858</u>
Trademarks - at cost	256,538	256,538
Less: Accumulated amortisation	(79,710)	(70,965)
Less: Impairment	(72,370)	(72,370)
	<u>104,458</u>	<u>113,203</u>
Agency relationships - at cost	1,109,655	-
Less: Accumulated amortisation	(156,461)	-
	<u>953,194</u>	<u>-</u>
Customer relationships - at cost	144,000	144,000
Less: Accumulated amortisation	(144,000)	(72,000)
	<u>-</u>	<u>72,000</u>
Publication mastheads - at cost	408,000	-
	<u>408,000</u>	<u>-</u>
Brands - at cost	1,189,000	1,189,000
Less: Impairment	(1,189,000)	-
	<u>-</u>	<u>1,189,000</u>
	<u><u>16,934,959</u></u>	<u><u>11,671,767</u></u>

Remaining useful lives

The amortisation for Vampr Platform Development was accelerated and fully amortised during the financial year. The impact of that acceleration was \$1,124,443. This has reduced the remaining useful life to nil. The useful life remaining for Platform development acquired as part of the Concrete Playground acquisition is 4.75.

The maximum useful life remaining for Trademarks is 17.25 years.

The useful life remaining for Agency relationships acquired as part of the Brag Media acquisition is 8.6 years.

The useful life remaining for Customer relationships acquired as part of the Vampr acquisition is nil.

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	Balance as at 1 Jul 2024	Additions through business combinations (note 15)	Impairment	Amortisation expense	Balance as at 30 Jun 2025
	\$	\$	\$	\$	\$
Goodwill	7,454,051	8,596,734	(894,213)	-	15,156,572
Platform development	1,371,429	364,752	-	(1,423,449)	312,732
Trademarks	113,203	-	-	(8,745)	104,458
Agency relationships	1,064,084	-	-	(110,965)	953,194
Customer relationships	72,000	-	-	(72,000)	-
Publication mastheads	408,000	-	-	-	408,000
Brand	1,189,000	-	(1,189,000)	-	-
Total	<u>11,671,767</u>	<u>8,961,486</u>	<u>(2,083,213)</u>	<u>(1,615,159)</u>	<u>16,934,881</u>

Consolidated	Balance as at 1 Jul 2023	Additions through business combinations (note 15)	Impairment of goodwill	Amortisation expense	Balance as at 30 Jun 2024
	\$	\$	\$	\$	\$
Goodwill	5,639,418	6,559,838	(1,812,205)	-	7,454,051
Platform development	-	-	-	(228,571)	1,371,429
Trademarks	121,972	-	-	(8,769)	113,203
Agency relationships	-	1,109,655	-	(45,571)	1,064,084
Customer relationships	-	-	-	(72,000)	72,000
Publication mastheads	-	408,000	-	-	408,000
Brand	-	-	-	-	1,189,000
	<u>5,761,390</u>	<u>8,077,493</u>	<u>(1,812,205)</u>	<u>(354,911)</u>	<u>11,671,767</u>

The Group changed its provisional accounting for The Brag Media acquisition to final. As a result, it recognised the intangibles listed above. This resulted in the recognition of a deferred tax loss of \$379,414. It also recognised \$45,571 in amortisation expense for the prior year related to the change in assets above.

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'), the Vinyl Media cash-generating unit ('CGU'), Funkified cash-generating unit ('CGU'), Mediaweek cash-generating unit ('CGU'), and the Serenade cash cash-generating unit ('CGU').

The Group performed its annual impairment test in June 2025 and 2024.

Vampr CGU

The recoverable amount of the Vampr CGU of \$0 as at 30 June 2025 (202: \$3,349,410) 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 2025, the annual performance of the Vampr CGU was behind plan due to a number of factors, including the delayed marketing and developments efforts due to competing priorities within the Vinyl Group portfolio. The first major enhancement was only released in June 2025, and it will be some time before we can validate data to raise future forecasts. 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 outlook to reduce the forecast and growth rates accordingly. The terminal growth rate utilised in 2024 is 5% (2024: 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 \$2,083,213 in the current year against goodwill and brand assets. Goodwill had a carrying amount of \$894,213 as at 30 June 2024 and is now at nil value after the impairment charge of \$894,213. The Group also had the indefinite life Brand intangible which had a carrying amount of \$1,189,000 as at 30 June 2024 and is now at nil value after the impairment charge of \$1,189,000. Lastly the Group had Platform Development which had a carrying amount of \$1,124,443 as at 30 June 2024 and is now at nil value after the company accelerated the amortisation of the asset. The impact of the acceleration was \$1,154,344.

The total impairment charge of \$2,083,213 is recorded as impairment on intangible assets in the Consolidated Statement of profit or loss and other comprehensive income.

Vinyl Media CGU

Vinyl Media is comprised of the combined operations of the purchased businesses and assets of The Brag Media and Concrete Playground. The recoverable amount of the Vinyl Media CGU of \$13,707,434 as at 30 June 2025 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 2025. The company

Funkified CGU

Funkified is part of the overall Vinyl Media business but is identified for intangible testing as the combined operations of the purchased businesses and assets of Funkified Entertainment. The recoverable amount of the Funkified CGU of \$3,220,884 as at 30 June 2025 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 2025.

Mediaweek CGU

Mediaweek is part of the overall Vinyl Media business but is identified for intangible testing as the combined operations of the purchased businesses and assets of Mediaweek. The recoverable amount of the Mediaweek CGU of \$1,046,883 as at 30 June 2025 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 2025.

Serenade CGU

The recoverable amount of the Serenade CGU of \$871,774 as at 30 June 2025 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 2025.

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
- Discount rates

Consolidated	Vampr	Vinyl Media	Serenade	Funkified	Mediaweek	Total
Carrying amount of goodwill	\$-	\$11,013,093	\$859,461	\$2,302,554	981,467	15,156,575
Carrying amount of indefinite life intangibles	\$-	\$408,000	\$-	\$-	\$-	\$408,000
Basis	Value in use	Value in use	Value in use	Value in use	Value in use	
Key assumptions						
Growth rate	2.0%	5.0%	5.0%	5.0%	5.0%	
Discount rate	20.0%	16.0%	20.0%	20.0%	20.0%	
Years of cash flow	5	5	4	4	4	

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.

Discount rates – The discount rate of 16%-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 following table identifies the sensitivities for the CGUs before goodwill would need to be impaired, with all other assumptions remaining constant.

Consolidated	Vinyl Media	Funkified	Mediaweek	Serenade
Recoverable amount over carrying amount	\$1,333,245	\$3,220,884	\$1,048,883	\$871,467
Revenue (decrease)	10.8%	39.9%	6.7%	1.4%
Discount rate (increase)	11.3%	34.2%	7.5%	1.7%

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 14. Trade and other payables

	Consolidated	
	2025	2024
	\$	\$
<i>Current liabilities</i>		
Trade payables	1,253,684	1,113,218
Sales tax payable	156,290	58,203
Other payables	1,322,503	1,589,129
	<u>2,732,477</u>	<u>2,760,550</u>

Refer to note 21 for further information on financial instruments.

Note 15. Contract liabilities

	Consolidated	
	2025	2024
	\$	\$
<i>Current liabilities</i>		
Contract liabilities	<u>1,019,907</u>	<u>91,486</u>
<i>Non-current liabilities</i>		
Contract liabilities	<u>-</u>	<u>357,643</u>
<i>Reconciliation</i>		
Reconciliation of the written down values at the beginning and end of the current and previous financial year are set out below:		
Opening balance	449,129	471,571
Transfers to revenue	(68,791)	(48,932)
Increase in other contract liabilities	639,569	26,490
Closing balance	<u>1,019,907</u>	<u>449,129</u>

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.

The Group also has contract obligations under publishing contracts and customer contracts where performance is in progress. Certain customer contracts in our Media business require upfront deposits for the work to be performed. These deposits are recognised until the performance obligations are met and revenue is then recognised.

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 \$1,019,907 as at 30 June 2025 (\$449,129 as at 30 June 2024) and is expected to be recognised as revenue in future periods as follows:

	Consolidated	
	2025	2024
	\$	\$
0 to 12 months	1,019,907	91,486
12 to 18 months	-	357,643
	<u>1,019,907</u>	<u>449,129</u>

Note 16. Borrowings and derivative financial instruments

	Consolidated	
	2025	2024
	\$	\$
<i>Current liabilities</i>		
Insurance financing	74,174	52,304
Convertible notes payable - tranche 1 and 2 (i), (ii)	-	1,236,927
Derivative financial liability (i)	-	7,056,391
	<u>74,174</u>	<u>8,345,622</u>

Refer to note 22 for further information on financial instruments.

Insurance financing

	Consolidated	
	2025	2024
	\$	\$
Balance at 1 July	52,304	134,542
Repayments	(213,271)	(251,828)
New financing entered into during the year	235,141	169,590
Balance at 30 June	<u>74,174</u>	<u>52,304</u>

Insurance funding is an eleven months short term loan with a fixed interest rate of 6.30% (30 June 2024: 6.75%). The insurance policies renew on 30 November of each year.

Convertible notes payable

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

	Consolidated	
	2025	2024
	\$	\$
Balance at 1 July	1,236,927	2,954,461
Interest expense	175,464	1,086,931
Conversion of convertible notes into equity	(1,412,391)	(2,804,465)
Balance at 30 June	-	1,236,927

The conversion recognised into equity during the year totalled \$10,319,621, with the host liability converting \$1,412,391 and the associated derivative liability \$8,907,230 (see note 22).

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.

On 1 May 2024, Songtradr converted \$1,629,351 of principal in the note in exchange for 77,588,162 ordinary shares. On 15 July 2025 Songtradr converted \$309,052 of principal in the note in exchange for 14,716,754 ordinary shares. The value at date of conversion was \$1,383,556.

On 28 October 2024, Songtradr sold the remaining note balance of \$1,564,749 to Realwise Group Holdings Pty Ltd (Realwise). Songtradr kept the 92,304,916 options earned through the conversion of the convertible note up to that date. Realwise converted \$1,564,739 of the principal and interest balance in exchange for 74,511,370 ordinary shares. The principal balance on the note after the conversion is \$10. The value at date of conversion was \$8,936,053. Realwise also exercised 36,740,345 options for 36,740,345 ordinary shares.

On 29 October 2024, Songtradr exercised 31,141,700 options for 31,141,700 ordinary shares.

On 30 October 2024, Realwise exercised 17,256,035 options for 17,256,035 ordinary shares.

Realwise converted the remaining \$10 on 30 April 2025 of the principal and interest balance in exchange for 498 ordinary shares.

On 30 April 2025, Realwise exercised the remaining 52,360,763 options for 52,360,763 ordinary shares.

On 5 May 2025, Songtradr exercised the remaining 5,358,290 options for 5,358,290 ordinary shares.

The terms of the notes are listed below.

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 included 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 2025, the tranche 2 host liability is recorded at \$nil (2024: \$1,236,927) and the derivative liability has been measured at \$nil (2024: \$7,056,391), after recording a fair value loss of \$1,850,839 and an interest expense of \$194,382.

The total fair value loss on re-measurement of the derivative liability components as at 30 June 2025 was \$1,850,839 (2024: loss of \$7,338,299).

Note 17. Employee benefits

	Consolidated	
	2025	2024
	\$	\$
<i>Current liabilities</i>		
Annual leave	459,053	198,573
<i>Non-current liabilities</i>		
Long service leave	119,049	53,794

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	
	2025	2024
	\$	\$
Employee benefits obligation expected to be settled after 12 months	449,053	184,821

Note 18. Issued capital

	2025	2024	Consolidated	
	Shares	Shares	2025	2024
			\$	\$
Ordinary shares - fully paid	1,361,650,529	968,658,522	100,302,796	74,173,268

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 July 2023	517,644,429		46,873,583
Issue of shares *	29 November 2023	1,250,000	\$0.0400	-
Shares issued on conversion of Songtradr tranche 1 convertible note	13 September 2023	84,504,631	\$0.0210	4,399,863
Shares issued on conversion of Rickert convertible note	28 December 2023	8,269,185	\$0.0500	402,610
Exercise of share options	27 June 2024	750,000	\$0.0350	26,250
Shares issued on conversion of Realwise Holdings convertible note	26 April 2024	155,185,475	\$0.0440	6,955,413
Issue of shares	26 April 2024	1,752,647	\$0.0660	116,400
Shares issued on conversion of Songtradr tranche 2 convertible note	1 May 2024	77,588,162	\$0.0210	8,752,987
Exercise of share options	31 May 2024	500,000	\$0.0350	17,500
Issue of shares	20 June 2024	28,473,319	\$0.0980	2,790,385
Exercise of share options	1 March 2024	2,500,000	\$0.0000	-
Issue of shares	31 January 2024	90,240,674	\$0.0440	4,044,587
Transaction costs		-	\$0.0000	(206,310)
Balance	30 June 2024	968,658,522		74,173,268
Issue of shares	10 July 2024	26,787,540	\$0.0980	2,625,183
Issue of shares – conversion of convertible note	15 July 2024	14,716,754	\$0.0210	1,471,675
Issue of shares – Mediaweek Acquisition	4 September 2024	5,178,624	\$0.0966	502,327
Issue of shares – Serenade Acquisition	30 September 2024	8,214,396	\$0.0974	854,284
Issue of shares – conversion of convertible note	28 October 2024	74,511,370	\$0.0210	8,847,934
Issue of shares – exercise of share options	28 October 2024	36,740,345	\$0.0210	771,547
Issue of shares – exercise of share options	30 October 2024	31,141,710	\$0.0210	653,976
Issue of shares – exercise of share options	30 October 2024	17,256,035	\$0.0210	362,377
Issue of shares – Funkified Acquisition	6 December 2024	1,692,105	\$0.1182	201,360
Issue of shares	27 December 2024	10,425,230	\$0.1000	1,042,523
Issue of shares	21 January 2025	65,908,880	\$0.1000	6,590,888
Issue of shares – exercise of share options	12 February 2025	250,000	\$0.1000	25,000
Issue of shares	28 February 2025	12,647,554	\$0.1159	1,644,182
Issue of shares – exercise of share options	7 March 2025	6,704,545	\$0.0210	-
Issue of shares – exercise of share options	13 March 2025	6,704,545	\$0.0210	-
Issue of shares – exercise of share options	14 March 2025	5,000,000	\$0.0210	-
Issue of shares – exercise of share options	24 April 2025	4,078,947	\$0.0210	-
Issue of shares – conversion of convertible note	30 April 2025	498	\$0.0210	22
Issue of shares – exercise of share options	30 April 2025	52,360,763	\$0.0210	1,099,576
Issue of shares	5 May 2025	320,833	\$0.0960	30,780
Issue of shares – exercise of share options	5 May 2025	5,358,290	\$0.0210	112,524
Issue of shares – exercise of share options	14 May 2025	1,704,545	\$0.0210	-
Issue of shares – exercise of share options	16 May 2025	5,000,000	\$0.0210	-
Issue of shares	27 May 2025	228,856	\$0.0738	-
Issue of shares – exercise of share options	11 June 2025	59,642	\$0.0484	-
Transaction costs		-	\$0.0000	(706,630)
Balance	30 June 2025	1,361,650,529		100,302,796

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and any proceeds attributable to shareholders should the Company be wound up, in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

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.

Share buy-back

There is no current on-market share buy-back.

Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

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 2024 Annual Report.

Note 19. Reserves

	Consolidated	
	2025	2024
	\$	\$
Foreign currency reserve	281,462	34,233
Share-based payments reserve	5,582,922	4,052,357
	5,864,384	4,086,590

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.

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 2023	(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
Foreign currency translation	247,229	-	247,229
Employee share-based payment expense	-	1,530,565	1,530,565
Balance at 30 June 2025	281,462	5,582,922	5,864,384

Note 20. Dividends

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

Note 21. 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 21. 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	
	2025	2024	2025	2024
Consolidated	\$	\$	\$	\$
US dollars	361,044	159,340	531,266	301,029
Pounds Sterling	110,929	-	55,520	-
	<u>471,973</u>	<u>159,340</u>	<u>586,786</u>	<u>301,029</u>

The Group had net liabilities denominated in foreign currencies of \$114,813 (assets of \$471,973 less liabilities of \$586,786) as at 30 June 2025 (2024: net liabilities denominated in foreign currencies of \$141,689 (assets of \$159,340 less liabilities of \$301,029)). Based on this exposure, had the Australian dollars weakened by 10%/strengthened by 10% (2024: 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 \$11,481 lower/\$11,481 higher] (2024: \$14,169 lower/\$14,169 higher) and equity would have been 11,481 lower/11,481 higher] (2024: \$14,169 lower/\$14,169 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 gain for the year ended 30 June 2025 was \$47,534 (2024: \$36,791 (loss)).

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:

	2025		2024	
	Weighted average interest rate	Balance	Weighted average interest rate	Balance
Consolidated	%	\$	%	\$
Insurance financing	6.30%	74,174	6.75%	52,304
Convertible notes payable	7.50%	-	7.50%	1,236,927
Net exposure to cash flow interest rate risk		<u>74,174</u>		<u>1,289,231</u>

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

For the Group the loans outstanding, totalling \$74,174 (2024: \$1,289,231), are principal and interest payment loans. Monthly cash outlays of approximately [\$,000] (2024: \$526) per month are required to service the interest payments. An official increase/decrease in interest rates of 1 (2024: 1) basis points would have an adverse/favourable effect on profit before tax of \$741 (2024: \$12,892) 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 \$74,174 (2024: 27,244) are due during the year ending 30 June 2025 (2024: 30 June 2024).

Note 21. Financial instruments (continued)

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.

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 21. 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.

	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
Consolidated - 2025						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	1,253,684	-	-	-	1,253,684
Other payables	-	1,478,793	-	-	-	1,478,793
<i>Interest-bearing - fixed</i>						
Convertible notes payable	-	-	-	-	-	-
Insurance financing	6.30%	74,174	-	-	-	74,174
Lease liability	-	-	-	-	-	-
Total non-derivatives		2,806,651	-	-	-	2,806,651

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

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

Note 22. 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)

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Consolidated - 2025				
<i>Liabilities</i>				
Current liabilities				
Derivative financial instruments	-	-	-	-
Total liabilities	-	-	-	-
Consolidated - 2024				
<i>Liabilities</i>				
Current liabilities				
Derivative financial instruments	-	-	7,056,391	7,056,391
Total liabilities	-	-	7,056,391	7,056,391

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.

Level 3 assets and liabilities

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

	Derivative financial liabilities \$
Consolidated	
Balance at 1 July 2023	(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	402,609
Fair value adjustment on conversion of Tranche 2 recognised as equity	7,781,946
Balance at 30 June 2024	(7,056,391)
Disposals	-
Losses recognised in profit or loss	(1,850,839)
Conversion of instrument into equity	8,907,230
Balance at 30 June 2025	-

Note 22. Fair value measurement (continued)

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	2025: 0% 2024: 98.52%	A 1% change would decrease the fair value by (2024: \$3,724) and a -1% change would increase the fair value by (2024: \$3,635).

Note 23. Key management personnel disclosures

Compensation

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

	Consolidated	
	2025	2024
	\$	\$
Short-term employee benefits	772,000	654,583
Post-employment benefits	52,900	56,604
Long-term benefits	6,790	4,012
Share-based payments	1,250,983	387,111
	<u>2,082,673</u>	<u>1,102,310</u>

Note 24. 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	
	2025	2024
	\$	\$
<i>Audit services - UHY Haines Norton Chartered Accountants</i>		
Audit and review of the financial statements	<u>205,000</u>	<u>118,000</u>

Note 25. 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 "Brag 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. The Brag Media did not achieve the results to provide for the Brag contingent consideration. The sellers of The Brag Media have taken legal action against the Group to be paid this fee on the basis of the early termination of Luke Girgis. The Group has assessed the claim and has not recorded any liability on the merits of the claim.

The Group has an agreement to pay Serenade sellers up to a further \$1.5 million in stock of Vinyl Group (the "Serenade contingent consideration"). The contingent consideration payment is contingent on the combination of Serenade and Vinyl.com achieving specified revenue and EBIT targets for the 12 month period ending on 30 September 2025. The contingent consideration will be based on achieving all targets which are revenue of \$4.0 million and a minimum EBITDA of

Note 25. Contingent liabilities (continued)

\$0.5 million. At the time of this report the Group does not expect the consideration targets to be achieved and there not be required to issue the Serenade contingent consideration.

The Group has an agreement to pay Funkified sellers up to a further \$500,000 in stock of Vinyl Group (the "Funkified contingent consideration"). The contingent consideration payment is contingent on Funkified achieving a specified EBIT target for the 12 month period ending on 31 December 2025. The contingent consideration will be based on achieving the target EBITDA of \$0.5 million. At the time of this report the Group has recorded a probability of achieving this result and has recorded \$375,000 as a deferred acquisition cost and included that as part of the value of the acquisition. The Group will assess the final outcome once the full twelve month period has completed.

Note 26. 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 24 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 27. Parent entity information

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

Statement of profit or loss and other comprehensive income

	Parent 2025 \$	2024 \$
Loss after income tax	(7,390,288)	(11,360,907)
Total comprehensive income	(7,390,288)	(11,360,907)

Statement of financial position

	Parent 2025 \$	2024 \$
Total current assets	45,617,182	39,153,376
Total assets	78,278,026	66,627,548
Total current liabilities	457,713	8,423,508
Total liabilities	809,404	8,423,508
Equity		
Issued capital	129,460,590	103,331,169
Share-based payments reserve	7,897,659	6,252,214
Accumulated losses	(59,889,627)	(51,379,343)
Total equity	77,468,622	58,204,040

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 2025 and 30 June 2024.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2025 and 30 June 2024.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2025 and 30 June 2024.

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 28. Business combinations

Mediaweek

On 4 September 2024 the Group completed the acquisition of the assets 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.

The goodwill of \$979,140 represents the provisional value of the Mediaweek brand and customer relationships. The acquired assets contributed revenues of \$494,413 and loss after tax of \$134,886 to the Group for the period from 4 September 2024 to 31 December 2024.

Funkified Entertainment Pty Ltd

On 26 September 2024 the Group announced it had entered into a binding Heads of Agreement to purchase Funkified Entertainment 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 completed the transaction on 6 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. The additional contingent payment of \$500,000 based on achieving the EBITDA target has been recognised as a deferred payment liability for \$375,000, along with the second tranche of \$650,000.

It was acquired to add the events capabilities to the media business in order to streamline costs and expand our sales footprint. The goodwill of \$2,301,194 represents the provisional value of the intangibles acquired, such as the brand and customer relationships and know how. The acquired business contributed revenues of \$8,059 and a loss after tax of \$70,930 to the Group for the period from 6 December 2024 to 31 December 2024.

Serenade Sound Limited

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. Management does not believe there is a realistic possibility of achieving the performance targets and as such has not recognised the deferred compensation element.

It was acquired to provide another offering for our creators and fans on Vinyl.com, to add the blockchain technology developed to our portfolio and diversify our offering and presence to the Untied Kingdon. The goodwill of \$800,000 represents the provisional value of the platform development to date and the customer relationships. The acquired assets contributed revenues of \$148,504 and loss after tax of \$83,566 to the Group for the period from 1 October 2024 to 31 December 2024.

Concrete Playground Pty Ltd ("Concrete")

The Company entered into a binding term sheet subject to approvals to complete the acquisition of Concrete Playground Pty Ltd ("Concrete") by 28 February 2025. The purchase price is \$4,783,938 with a \$4,066,549 cash component and a \$1,500,000 scrip component at a price of \$0.1186 per share or 12,647,554 shares. The target cash in Concrete is \$782,611, making the net cash outlay \$3,283,938. Completion is expected by 28 February 2025.

Note 28. Business combinations (continued)

Details of the acquisition are as follows:

	Mediaweek Fair value \$	Funkified Entertainment Fair value \$	Serenade Sounds Fair value \$	Concrete Playground Fair value \$	Total \$
Cash and cash equivalents	-	217,183	13,283	598,314	828,780
Trade receivables	-	241,056	18,619	722,768	982,443
Other current assets	-	-	-	154,950	154,950
Other intangible assets	-	-	-	364,752	364,752
Other non current assets	-	594	-	49,091	49,685
Trade payable and other payable	-	(385,027)	(37,079)	(373,071)	(795,177)
Deferred revenue	-	-	-	(309,592)	(309,592)
Employee entitlement	-	-	-	(81,811)	(81,811)
Net assets acquired	-	73,806	(5,177)	1,125,401	1,194,030
Goodwill	981,467	2,302,554	859,461	4,453,253	8,596,735
Acquisition-date fair value of the total consideration transferred	981,467	2,376,360	854,284	5,578,654	9,790,765
Representing:					
Cash paid or payable to vendor	479,140	1,800,000	-	3,934,472	6,213,702
Vinyl Group Ltd shares issued to vendor	502,327	201,360	854,284	1,644,182	3,202,153
Contingent consideration	-	375,000	-	-	375,000
	981,467	2,376,360	854,284	5,578,654	9,790,765
Cash used to acquire business, net of cash acquired:					
Acquisition-date fair value of the total consideration transferred	981,467	2,376,360	854,284	5,578,654	9,790,765
Less: cash and cash equivalents	-	(217,183)	(13,283)	(598,315)	(828,780)
Less: contingent consideration	-	-	-	-	-
Less: cash deferred	-	-	-	-	-
Less: shares issued by Company as part of consideration	(502,327)	(201,360)	(854,284)	(1,644,182)	(3,202,154)
Net cash used	479,140	1,957,817	(13,283)	3,336,157	5,759,831

Acquisition of Vinyl Group Media Australia Pty Ltd (formerly Seventh Street Entertainment Pty Ltd), Vinyl Group Media Operations Pty Ltd (formerly 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 values identified in relation to the acquisition of The Brag Media are now final as at 30 June 2025.

Note 28. Business combinations (continued)

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
Agency relationships	1,109,655
Publication mastheads	408,000
Trade and other payables	(1,426,475)
Deferred tax loss	(379,414)
Net assets acquired	1,305,245
Goodwill	6,559,840
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

Note 29. 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	
		2025 %	2024 %
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%
Vinyl Group Media Australia Pty Ltd	Australia	100.00%	100.00%
Vinyl Group Media Operations Pty Ltd	Australia	100.00%	100.00%
The Brag Publishing Pty Ltd	Australia	100.00%	100.00%
Funkified Entertainment Pty Ltd	Australia	100.00%	-
Serenade Sound Limited	United Kingdom	100.00%	-
Concrete Playground Pty Ltd	Australia	100.00%	-

Note 30. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated	
	2025 \$	2024 \$
Loss after income tax expense for the year	(15,463,489)	(16,885,566)
Adjustments for:		
Depreciation and amortisation	1,533,097	321,782
Share-based payments	1,530,565	383,833
Impairment of goodwill	2,082,686	1,812,205
Write-off of assets	-	63,020
Net loss on convertible notes	1,919,558	7,338,299
Finance costs on convertible notes	175,464	1,079,824
Income tax benefit	69,371	-
Other	-	-
Change in operating assets and liabilities:		
Decrease in trade and other receivables	(951,307)	732,342
Decrease in prepayments	(154,964)	14,953
Increase in trade and other payables	(28,073)	692,940
Decrease in employee benefits	325,734	(52,029)
Decrease in other provisions	-	(22,442)
Net cash used in operating activities	(8,961,358)	(4,520,839)

Note 31. Non-cash investing and financing activities

	Consolidated	
	2025 \$	2024 \$
Shares issued under employee share plan	288,498	43,750
Shares issued on conversion of convertible notes	1,873,801	13,555,459
Shares issued on acquisitions	3,000,000	-
Shares issued for services received	55,800	116,400
	<u>5,218,099</u>	<u>13,715,609</u>

Note 32. Changes in liabilities arising from financing activities

	Insurance financing \$	Convertible notes payable \$	Lease liability \$	Derivative financial instrument \$
Consolidated				
Balance at 1 July 2023	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	-	(2,804,465)	-	(10,807,551)
Balance at 30 June 2024	52,304	1,236,927	-	7,056,391
Net cash from financing activities	21,870	-	-	-
Interest	-	175,464	-	-
Remeasurement of convertible note	-	-	-	1,850,839
Conversion of convertible note into equity	-	(1,412,391)	-	(8,907,230)
Balance at 30 June 2025	<u>74,174</u>	<u>-</u>	<u>-</u>	<u>-</u>

Note 33. Earnings per share

	Consolidated	
	2025	2024
	\$	\$
Loss after income tax attributable to the owners of Vinyl Group Ltd	<u>(15,842,901)</u>	<u>(16,551,723)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>1,181,969,719</u>	<u>669,216,122</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>1,181,969,719</u>	<u>669,216,122</u>
	Cents	Cents
Basic earnings per share	(1.34)	(2.47)
Diluted earnings per share	(1.34)	(2.47)

37,670,301 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 34. 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 16,400,000 options under the ESIS to key management personnel from the existing and acquired businesses to align with the strategic objectives of the Group.

Note 34. Share-based payments (continued)

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

	Number of options 2025	Weighted average exercise price 2025	Number of options 2024	Weighted average exercise price 2024
Outstanding at the beginning of the financial year	221,199,366	\$0.0290	245,569,366	\$0.1250
Granted	75,900,000	\$0.0190	21,100,000	\$0.0770
Cancelled/forfeited	(6,045,000)	\$0.0570	(14,470,000)	\$0.1550
Exercised	(176,057,143)	\$0.0190	(3,750,000)	\$0.0120
Expired	<u>(15,000,000)</u>	<u>\$0.0290</u>	<u>(27,250,000)</u>	<u>\$0.1870</u>
Outstanding at the end of the financial year	<u>99,997,223</u>	<u>\$0.0310</u>	<u>221,199,366</u>	<u>\$0.0290</u>
Exercisable at the end of the financial year	<u>26,096,743</u>	<u>\$0.0380</u>	<u>123,580,385</u>	<u>\$0.0210</u>

Note 34. Share-based payments (continued)

2025

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
14/03/2019	31/03/2027	\$0.0000	713,105	-	-	-	713,105
14/03/2019	31/03/2028	\$0.0000	2,139,315	-	-	-	2,139,315
15/03/2019	31/03/2027	\$0.0000	675,573	-	-	-	675,573
15/03/2019	31/03/2028	\$0.0000	675,573	-	-	-	675,573
18/06/2019	31/05/2027	\$0.0000	562,978	-	-	-	562,978
18/06/2019	31/05/2028	\$0.0000	562,977	-	-	-	562,977
30/07/2019	31/07/2027	\$0.0000	234,574	-	-	-	234,574
30/07/2019	31/07/2028	\$0.0000	234,574	-	-	-	234,574
30/09/2019	30/09/2024	\$0.0000	3,000,000	-	-	(3,000,000)	-
30/09/2019	01/10/2026	\$0.0000	150,000	-	-	-	150,000
30/09/2019	01/10/2027	\$0.0000	150,000	-	-	-	150,000
10/03/2020	31/08/2027	\$0.0000	2,048,554	-	-	-	2,048,554
07/12/2020	06/12/2026	\$0.0000	45,000	-	-	(45,000)	-
26/11/2020	21/04/2026	\$0.0000	3,000,000	-	-	-	3,000,000
11/06/2021	15/06/2026	\$0.0000	1,500,000	-	-	-	1,500,000
24/06/2022	30/06/2025	\$0.0000	22,500,000	-	(22,500,000)	-	-
24/06/2022	30/06/2025	\$0.0000	20,000,000	-	(10,000,000)	(10,000,000)	-
24/06/2022	30/06/2025	\$0.0000	142,857,143	-	(142,857,143)	-	-
26/10/2022	03/11/2028	\$0.0000	1,300,000	-	(200,000)	-	1,100,000
24/04/2023	26/06/2025	\$0.0000	2,000,000	-	-	(2,000,000)	-
21/06/2023	31/05/2033	\$0.0000	3,000,000	-	-	-	3,000,000
29/11/2023	28/11/2029	\$0.0000	7,000,000	-	-	-	7,000,000
04/03/2024	03/03/2026	\$0.0000	1,500,000	-	(500,000)	-	1,000,000
26/04/2024	25/04/2026	\$0.0000	750,000	-	-	-	750,000
31/05/2024	03/06/2026	\$0.0000	1,000,000	-	-	(500,000)	500,000
31/05/2024	03/06/2026	\$0.0000	3,600,000	-	-	-	3,600,000
30/09/2024	30/09/2031	\$0.1750	-	5,000,000	-	(5,000,000)	-
29/11/2024	29/11/2027	\$0.0000	-	40,000,000	-	-	40,000,000
29/11/2024	29/11/2029	\$0.0000	-	10,000,000	-	-	10,000,000
29/11/2024	29/11/2029	\$0.0000	-	11,400,000	-	-	11,400,000
29/11/2024	29/11/2029	\$0.0000	-	500,000	-	(500,000)	-
06/12/2024	06/12/2031	\$0.1999	-	5,000,000	-	-	5,000,000
10/01/2025	10/01/2027	\$0.0980	-	2,000,000	-	-	2,000,000
10/02/2025	10/02/2027	\$0.1000	-	2,000,000	-	-	2,000,000
			221,199,366	75,900,000	(176,057,143)	(21,045,000)	99,997,223
Weighted average exercise price			\$0.029	\$0.019	\$0.019	\$0.037	\$0.031

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)

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	\$0.2000	20,000,000	-	-	(20,000,000)	-
16/11/2018	16/11/2023	\$0.3000	1,000,000	-	-	(1,000,000)	-
14/03/2019	31/03/2027	\$0.0100	713,105	-	-	-	713,105
14/03/2019	31/03/2028	\$0.0100	2,139,315	-	-	-	2,139,315
15/03/2019	31/03/2027	\$0.0100	675,573	-	-	-	675,573
15/03/2019	31/03/2028	\$0.0100	675,573	-	-	-	675,573
18/06/2019	31/05/2027	\$0.0100	562,978	-	-	-	562,978
18/06/2019	31/05/2028	\$0.0100	562,977	-	-	-	562,977
30/07/2019	31/07/2027	\$0.0100	234,574	-	-	-	234,574
30/07/2019	31/07/2028	\$0.0100	234,574	-	-	-	234,574
30/09/2019	30/09/2024	\$0.2000	3,000,000	-	-	-	3,000,000
30/09/2019	01/10/2026	\$0.2300	150,000	-	-	-	150,000
30/09/2019	01/10/2027	\$0.2300	150,000	-	-	-	150,000
10/03/2020	31/08/2027	\$0.0100	2,048,554	-	-	-	2,048,554
07/12/2020	06/12/2026	\$0.1540	865,000	-	-	(820,000)	45,000
26/11/2020	21/04/2026	\$0.1290	3,000,000	-	-	-	3,000,000
14/04/2021	14/04/2024	\$0.1500	3,000,000	-	-	(3,000,000)	-
11/06/2021	15/06/2026	\$0.0960	1,500,000	-	-	-	1,500,000
16/06/2021	15/06/2026	\$0.0960	1,600,000	-	-	(1,600,000)	-
05/10/2021	04/10/2024	\$0.1500	2,000,000	-	-	(2,000,000)	-
16/06/2022	15/06/2025	\$0.0350	2,500,000	-	(1,250,000)	(1,250,000)	-
24/06/2022	30/06/2025	\$0.0000	25,000,000	-	(2,500,000)	-	22,500,000
24/06/2022	30/06/2025	\$0.0350	20,000,000	-	-	-	20,000,000
24/06/2022	30/06/2025	\$0.0210	142,857,143	-	-	-	142,857,143
26/10/2022	03/11/2028	\$0.0480	1,300,000	-	-	-	1,300,000
21/06/2023	26/06/2025	\$0.1500	2,000,000	-	-	-	2,000,000
24/04/2023	31/05/2033	\$0.0500	3,000,000	-	-	-	3,000,000
29/11/2023	28/11/2029	\$0.0820	7,000,000	7,000,000	-	-	7,000,000
01/02/2024	31/01/2026	\$0.0940	-	5,000,000	-	(5,000,000)	-
04/03/2024	03/03/2026	\$0.0830	1,500,000	1,500,000	(500,000)	-	1,000,000
26/04/2024	25/04/2026	\$0.1000	3,000,000	-	-	(2,250,000)	750,000
31/05/2024	03/06/2026	\$0.1500	1,000,000	1,000,000	-	-	1,000,000
31/05/2024	03/06/2026	\$0.0000	3,600,000	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)

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

Grant date	Expiry date	2025 Number	2024 Number
16/11/2018	16/11/2023	-	-
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
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
24/06/2022	30/06/2025	-	32,500,000
26/10/2022	30/06/2025	-	77,588,162
26/10/2022	30/06/2025	1,100,000	1,300,000
29/11/2023	28/11/2029	2,500,000	2,500,000
04/03/2024	03/03/2026	500,000	-
26/04/2024	25/04/2026	750,000	750,000
31/05/2024	03/06/2026	4,100,000	-
29/11/2024	29/11/2027	5,000,000	-
10/01/2025	10/01/2027	2,000,000	-
10/02/2025	10/02/2027	2,000,000	-
		<u>26,097,223</u>	<u>123,580,385</u>

The weighted average share price during the financial year was \$0.1082 (2024: \$0.0071).

The weighted average remaining contractual life of options outstanding at the end of the financial year was 6.918 years (2024: 3.14 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
24/9/2024	23/9/2027	\$0.0920	\$0.0000	94.95%	-	3.51%	\$0.0330
24/9/2024	23/9/2027	\$0.0920	\$0.0000	94.95%	-	3.51%	\$0.0920
24/9/2024	23/9/2027	\$0.0920	\$0.0000	94.95%	-	3.51%	\$0.0161
24/9/2024	23/9/2027	\$0.0920	\$0.0000	94.95%	-	3.51%	\$0.0061
30/9/2024	30/9/2031	\$0.1040	\$0.1754	95.43%	-	3.61%	\$0.0795
29/11/2024	28/11/2029	\$0.1550	\$0.1550	108.96%	-	3.98%	\$0.1313
29/11/2024	28/11/2029	\$0.1550	\$0.0000	108.96%	-	3.98%	\$0.0878
29/11/2024	28/11/2029	\$0.1550	\$0.0000	108.96%	-	3.98%	\$0.0574
29/11/2024	28/11/2029	\$0.1550	\$0.0000	108.96%	-	3.98%	\$0.0315
29/11/2024	28/11/2029	\$0.1550	\$0.0000	108.96%	-	3.98%	\$0.0878
29/11/2024	28/11/2029	\$0.1550	\$0.0000	108.96%	-	3.98%	\$0.0574
29/11/2024	28/11/2029	\$0.1550	\$0.0000	108.96%	-	3.98%	\$0.0315
6/12/2024	5/12/2031	\$0.1190	\$0.0000	108.43%	-	3.87%	\$0.0987
10/1/2025	10/1/2027	\$0.1150	\$0.0950	100.00%	-	4.36%	\$0.0987
10/2/2025	10/2/2027	\$0.1150	\$0.1050	99.00%	-	4.36%	\$0.0987

Note 35. Events after the reporting period

The Group has secured a \$1.5 million revolving line of credit in partnership with Songtradr Inc. to boost the e-commerce sales on Vinyl.com.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Consolidated Entity Disclosure Statement

Directors' Declaration

Consolidated entity disclosure statement As at 30 June 2025

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
Vinyl Group Media Operations Pty Ltd	Body corporate	Australia	100.00%	Australia
Vinyl Group Media Australia Pty Ltd	Body corporate	Australia	100.00%	Australia
The Brag Publishing Pty Ltd	Body corporate	Australia	100.00%	Australia
Funkified Entertainment Pty Ltd	Body corporate	Australia	100.00%	Australia
Serenade Sound Limited	Body corporate	United Kingdom	100.00%	United Kingdom
Concrete Playground Pty Ltd	Body corporate	Australia	100.00%	Australia

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 2025 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



Ken Gaunt
Chair

29 August 2025



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Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current 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 COMBINATIONS

Why a key audit matter	How our audit addressed the risk
As disclosed in Note 28 of the financial report, the Group made a number of material acquisitions during the year.	Our procedures included, amongst others: <ul style="list-style-type: none">▶ Evaluated the acquisition accounting by the Group against the requirements of the accounting standards;
The accounting for business combinations is a complex area and includes substantial estimation and judgement. The required disclosures relating to business combinations are substantial.	<ul style="list-style-type: none">▶ 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 supporting documentation;▶ Considered the objectivity, competence and scope of the Group's external valuation experts;▶ Assessed the reasonability of data, methods and assumptions used in developing significant estimates;▶ Developed an independent auditor's estimate of significant estimates and compared it to management's estimate;▶ Recalculated the goodwill balance recognised as a result of the transaction and compared it to the goodwill amount recorded by the Group; and▶ Assessed the adequacy of disclosures in the financial report using the understanding obtained from our testing and against the requirements of the accounting standards.

Independent Auditor's Report

To the Shareholders of Vinyl Group Ltd

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 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes to the financial statements, including material 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 2025 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 indicates the Group incurred a net loss after tax of \$15,842,901 during the year ended 30 June 2025 and, as of that date had net current liabilities of \$1,224,675. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, 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.

Audit | Tax | Advisory

The Firm: UHY Haines Norton ABN 85 140 758 156 in Sydney ("the Firm") is an independent member of UHY Haines Norton ("the Association"), an association of independent firms in Australia and New Zealand. The Association is an independent member of Urbach Hacker Young International ("UHY International"), a UK company, and is part of the UHY International network of legally independent accounting and consulting firms. Any engagement you have is with the Firm and any services are provided by the Firm and not by the Association or UHY International or any other member firm of the Association or UHY International.

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IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS

Why a key audit matter	How our audit addressed the risk
<p>As disclosed in Note 13 of the financial statements, the Group's total assets includes \$15.6 million of goodwill and other indefinite life intangible assets and a further \$1.4 million in finite life intangible assets. These assets primarily arose from business acquisitions made by the Group.</p> <p>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.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> ▶ 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: <ul style="list-style-type: none"> ▶ Challenging management's assumptions; ▶ Testing the mathematical accuracy of the calculations; ▶ Comparing forecast results to historical performance; and ▶ 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; ▶ Performed cut-off testing on revenue recorded around year end; and ▶ 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
<p>As disclosed in Note 5 of the financial statements, the Group recorded \$14.4 million in revenues for the year.</p> <p>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.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> ▶ Assessed the appropriateness of the Group's revenue recognition policies, including how contractual terms interacted with the requirements of the accounting standards; ▶ Performed substantive analytical procedures over revenue recognised in the year; ▶ Performed substantive tests of detail on a sample of revenue transactions selected throughout the year; ▶ Performed cut-off testing on revenue recorded around year end; ▶ Assessed the reasonability of contract liability and contract asset balances; and ▶ Assessed the adequacy of disclosures in the financial report using the understanding obtained from our testing and against the requirements of the accounting standards.

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 2025, 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial report. We are responsible for the direction, supervision and review of the audit work performed for the purposes 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.

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 24 to 32 of the annual report for the year ended 30 June 2025.

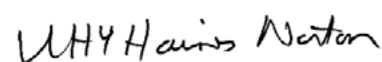
In our opinion, the Remuneration Report of Vinyl Group Ltd for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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



Matthew Pope
Partner
Sydney
Dated 29 August 2025



UHY Haines Norton
Chartered Accountants

Shareholder Information

The shareholder information set out below was applicable as at 26 August 2025.

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 total shares issued	Number of holders	% of total shares issued
1 to 1,000	603	0.03%	-	-
1,001 to 5,000	1,679	0.31%	-	-
5,001 to 10,000	614	0.34%	-	-
10,001 to 100,000	831	2.09%	1	0.10%
100,001 and over	369	97.23%	19	99.90%
	4,096	100%	20	100%
Holding less than a marketable parcel	2,435	0.41%	-	-



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	545,824,905	40.09%
SONGTRADR INC	226,725,757	16.65%
BNP PARIBAS NOMINEES PTY LTD	68,103,701	5.00%
UBS NOMINEES PTY LTD	42,488,469	3.12%
WILTSHIRE MEDIA PTY LTD	25,122,000	1.84%
GUILDFORD HOLDINGS (AUST) PL	24,252,514	1.78%
GE EQUITY INVESTMENTS PTY LTD	22,443,000	1.65%
BLAZZED PTY LTD	14,728,420	1.08%
BONOBO HOLDINGS PTY LTD	12,647,554	0.93%
DAVID RICKERT	8,269,185	0.61%
SERENADE SOUND PTY LTD	8,214,396	0.60%
J S MILLNER HOLDINGS PTY LTD	8,105,248	0.60%
RZN8 CAPITAL LLC	7,692,283	0.56%
CITICORP NOMINEES PTY LIMITED	7,493,827	0.55%
CRAWNEL PTY LTD	6,726,793	0.49%
SASSEY PTY LTD	6,608,162	0.49%
MS DILEK SATICIELI	6,154,853	0.45%
MR JOHN PIERRE ABI-YOUNES	5,865,000	0.43%
MR EDWARD REECE LEIGH JONES	5,374,500	0.39%
WELLS ESTATES PTY LTD	5,347,000	0.39%
	1,058,187,567	77.71%
	1,361,650,529	100.00%

Unquoted equity securities

	Number on issue	Number of holders
Options over ordinary shares issued	99,997,223	20

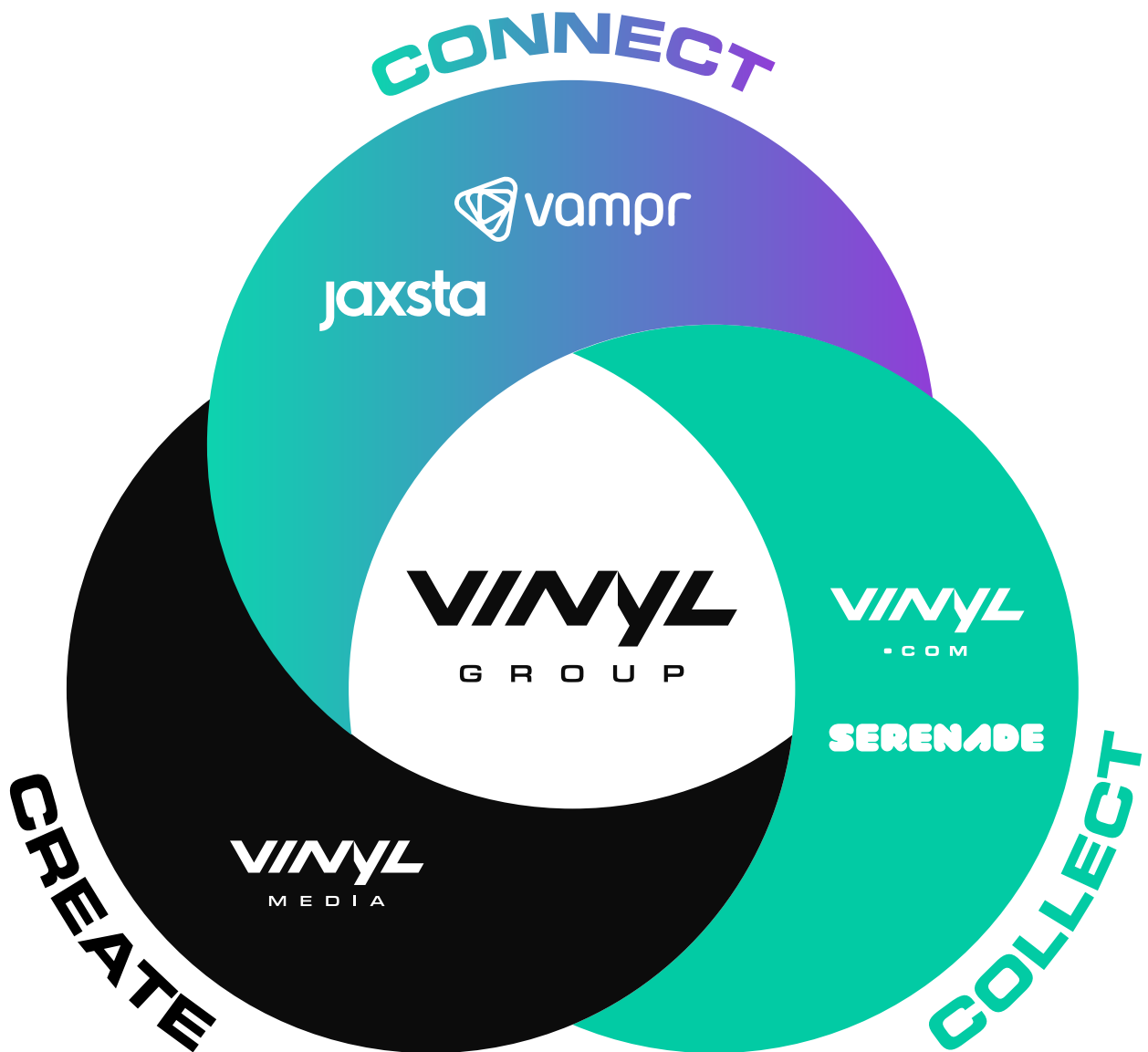
Substantial holders
Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
Realwise Group Holdings PI	545,824,905	40.09%
Songtradr Inc	226,725,757	16.65%

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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