VITASORA HEALTH LIMITED
(FORMERLY RESPIRI LIMITED)

Financial Statements

For the Year Ended
30 June 2025

Vitasora
HEALTH

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Contents

Chairman and CEO Update

This year has been one of significant progress, defined by successful strategic initiatives, operational milestones, and exciting developments for Vitasora.

Nicholas Smedley
Chairman

Dear Fellow Shareholders,

FY25 was a breakout year for Vitasora Health. We accelerated our rise as a U.S.-based, full-service connected healthcare leader — harnessing scale, cutting-edge technology, and powerful partnerships to capture one of the most compelling growth opportunities in American healthcare. This momentum was underscored by our rebrand, signalling a new era and a bold, expanded vision for the business.

In just a short period, we have transformed from a single-condition, respiratory-focused company into a diversified, technology-enabled force in chronic care management. We executed high-impact strategic initiatives, fortified our balance sheet, and positioned the business to capitalise on strong market, regulatory, and political tailwinds in value-based care.

With a proven model, landmark client wins, a surging pipeline, and strong institutional backing, Vitasora enters FY26 with a fortified balance sheet and unstoppable momentum, **primed to deliver a transformative leap in growth, scale, and profitability in the year ahead.**

Chairman and CEO Update continued

FY25 Highlights at a Glance

- **Corporate Rebrand & Transformation** – Rebranded from Respiri Limited to **Vitasora Health Limited**, reflecting our rapid evolution from a single-condition, respiratory-focused company into a diversified, technology-enabled leader in chronic care management — positioned to seize one of the largest opportunities in the U.S. healthcare market.
- **Transformational Acquisition** – Acquired **Orb Health**, accelerating U.S. market penetration, expanding our service offering in chronic care, and delivering operational efficiencies through rapid integration, streamlined systems, and cost optimisation.
- **Strong Patient & Revenue Growth** – Ended FY25 with **20,863 active patient programs** and **$3 million in revenue**, supported by a sales pipeline covering **1.2 million lives**, including 70,000 from existing clients, providing a clear runway for scale.
- **Policy Alignment & Market Tailwinds** – Perfectly aligned with U.S. healthcare reform, including CMS's mandate for all Medicare patients to be in value-based care arrangements by 2030, and strong government support for wearable health technology — both of which validate and accelerate demand for our connected care model.
- **AI-Driven Operational Efficiency** – Deployed advanced AI and automation to patient enrolment and onboarding, boosting call connection rates, conversion rates, and speed-to-onboard while enabling scalable growth without proportionate cost increases.
- **Institutional Backing & Capital Strength** – Secured $11 million in firm commitments post-year-end from institutional and long-term shareholders, including more than five institutional investors for the first time in our history, funding operations through to **cash flow breakeven in H1 CY2026.**

A Year of Transformation

FY25 marked the rapid evolution of Vitasora into a high-growth, technology-enabled leader in U.S. connected healthcare. Our rebrand from Respiri Limited to Vitasora Health Limited signalled more than a name change, it reflected our transformation from a single-condition, respiratory-focused business into a diversified connected care management leader with the scale, technology, and partnerships to compete in one of the largest healthcare markets in the world.

Our identity reflects our mission:

- "**Vita**" (Latin for life) — our commitment to improving patient outcomes.
- "**Sora**" (Japanese for sky) — representing the limitless possibilities of digital healthcare delivery.

Today, we serve healthcare organisations (HCOs), Accountable Care Organisations (ACOs), and payers across the United States with a **turnkey connected care solution** that is scalable, technology-enabled, and fully aligned with the future of healthcare delivery.

Orb Health – Accelerating Growth

The acquisition of **Orb Health** was a defining milestone in our expansion strategy, delivering:

- A broader service offering in connected care management.
- Rapid integration benefits through optimised systems and streamlined headcount.
- Significant operational cost savings that have strengthened margins.

This acquisition has positioned Vitasora as a **trusted partner in U.S. value-based healthcare**, accelerating our ability to win and scale major client programs.

Chairman and CEO Update continued

Strong Growth in Patients, Revenue & Pipeline

By the close of FY25, we achieved:

- **20,863 patients** on programs and under management.
- **$3 million in revenue.**
- A sales pipeline covering **1.2 million lives** and **70,000** lives from existing clients.

Our focus remains on securing **large-scale, sustainable contracts** that generate long-term recurring revenue and deepen our presence in **high-value** markets.

Aligned with U.S. Healthcare Reform

With U.S. healthcare costs exceeding **US$4.1 trillion annually** and rising, reform is shifting the system from fee-for-service to **risk-share/value-based care**, a model in which Vitasora is already thriving.

- **CMS Mandate:** All Medicare patients to be in accountable care arrangements by 2030.
- **Government Endorsement:** Initiatives such as "Make America Healthy Again" and strong support for wearable and connected health technologies validate our connected care approach.

Our **Remote Patient Monitoring (RPM)** and **Chronic Care Management (CCM)** programs are proven to deliver better outcomes at lower costs, exactly what policymakers, providers, and payers are seeking.

AI-Enabled Scalability

We've invested in **AI and automation** to transform patient onboarding, delivering:

- Higher call connection rates.
- Improved patient enrolment conversions.
- Faster onboarding times.

These operational efficiencies enable scalable growth without proportionate cost increases, driving stronger margins as we expand.

A Stronger Balance Sheet for a Stronger Future

In July 2025, we secured **$11 million** in firm commitments from institutional and long-term shareholders, including more than five new institutional investors for the first time. This capital:

- Confirms market confidence in our strategy and growth trajectory.
- Funds operations through to **cash flow breakeven in H1 CY2026.**
- Supports targeted investments in high-impact growth initiatives.

Looking Ahead

Vitasora enters FY26 with:

- A **proven business model** aligned with policy, regulatory, and market trends.
- **A robust sales pipeline** in large and growing markets.
- **Institutional backing** and a fortified balance sheet.

We are positioned for a **step-change in growth, scale, and profitability** in the year ahead — improving the lives of patients with chronic conditions while delivering sustained value for shareholders.

Nicholas Smedley
Executive Chairman

Directors' Report

30 June 2025

The Directors of Vitasora Health Limited ("VHL", "Vitasora", "Company" or "the Group") submit herewith the annual financial report of the Group for the financial year ended 30 June 2025. In order to comply with the Corporations Act 2001, the Directors' Report are as follows:

Directors

The names of each person who has been a director during the year and to the date of this report are:

Mr Nicholas Smedley	**Executive Chairman**
Appointed to the Board	30 October 2019
Last elected by Shareholders	16 December 2020
Experience	Nicholas is an experienced Investment Banker and M&A Advisor, with 14 years' experience at UBS and KPMG. He has worked on M&A transactions in the UK, Hong Kong, China, and Australia with transactions ranging from the A$9bn defence of WMC Resources through to the investment of $65m into Catch.com.au. Nicholas currently oversees investments in the Property, Aged care, Technology and Medical Technology space. Key areas of expertise include M&A, Debt structuring, Corporate governance and innovation.
Qualifications	B.Com
Interest in shares and options	17,134,962 Ordinary Shares and 60,000,000 Unlisted Options
Directorships held in other listed entities	AdNeo Limited (appointed on 6 March 2020) Findi Limited (appointed on 12 April 2021)
Directorships held in the last three years	None

Mr Marjan Mikel	**CEO and Executive Director**
Appointed to the Board	25 November 2019
Last elected by Shareholders	16 December 2020
Experience	Marjan is a highly experienced managing director and board member with a career spanning Australia, Europe and Japan, Marjan's focus has been in the healthcare industry; from pharmaceuticals and information services and technology to medical devices and sleep disorder solutions. He founded and subsequently sold Healthy Sleep Solutions after developing it into a successful business, with Resmed Ltd as a joint venture/shareholder partner. He is an industry research fellow at University of New South Wales Faculty of Engineering.
Qualifications	BSc(Hons), Grad Dip Ed, MCom; MAICD
Interest in shares and options	5,433,687 Ordinary Shares and 60,000,000 Unlisted Options
Directorships held in other listed entities	Nil
Directorships held in the last three years	None

Directors' Report continued

30 June 2025

Directors continued

The names of each person who has been a director during the year and to the date of this report are (continued):

Mr Jonathan Adams	**Non-Executive Director**
Appointed to the Board	24 February 2025
Experience	Jonathan Adams currently serves as an Investment Director at Mt. Vernon Investments, LP. He joined the firm in 2007 and is primarily responsible for sourcing, structuring, and executing private equity and venture capital investments. His work spans direct investments, co-investments, and select fund investments. Prior to joining Mt. Vernon Investments, Mr. Adams worked as an accountant at PricewaterhouseCoopers. Mr. Adams has served as Chairman of the Board for Orb Health, Inc., and currently serves as a Board Director for TTI Acquisition, LLC, the parent company of TTI Sports International. He also serves as a Board Observer for multiple portfolio company investments of Mt. Vernon Investments.
Qualifications	Mr. Adams holds both a Bachelor of Business Administration (BBA) and a Master in Professional Accounting (MPA) from The University of Texas at Austin. He is a CFA® charterholder and a Certified Public Accountant in the State of Texas.
Interest in shares and options	173,520,610 Ordinary Shares
Directorships held in other listed entities	Nil
Directorships held in the last three years	None

Dr Tom Takubo	**Non-Executive Director**
Appointed to the Board	11 December 2023
Resigned from the Board	24 February 2025
Experience	Dr Takubo was first elected West Virginia State Senator in January 2015. In this legislative role he sits on a number of committees including as Vice Chair of Senate Health and Human Resources and Senate Finance amongst others and has sponsored a number of Bills in his role as a legislator. Dr Takubo was re-elected to the Senate in November 2022. Dr Takubo also holds the position of Executive Vice President of Provider Relations at West Virginia University (WVU) Health System where his clinical experience as a community-based Pulmonologist and Critical Care specialist provides strategic and practical insights into WVUHS clinical development direction and investments. He is responsible for helping build and manage new relationships and partnerships with external healthcare organisations and other businesses. He leads the development of innovative digital healthcare strategies for the organisation designed to introduce more effective, world leading healthcare aimed at improving patient health outcomes. WVUHS provides services throughout West Virginia, Ohio, Pennsylvania and Maryland and includes a network of hospitals with more than 1,800 beds and other health care institutions and services. Dr Takubo also continues to practice medicine as the Chief of Pulmonary and Critical Care Medicine at Charleston Area Medical Center. This frontline experience and commitment to his patients, continues to help forge his understanding of the health care challenges and opportunities that exist in the United States.
Qualifications	Dr Takubo attended Marshall University and received his M.D. from the West Virginia School of Osteopathic Medicine.
Interest in shares and options	Nil
Directorships held in other listed entities	Nil
Directorships held in the last three years	None

Directors' Report continued

30 June 2025

Company secretary

Mr Justin Mouchacca and Ms Nova Taylor are the current company secretaries effective 29th January 2024.

Mr Mouchacca is a Chartered Accountant and Fellow of the Governance Institute of Australia with over 17 years' experience in public company responsibilities including statutory, corporate governance and financial reporting requirements. Since July 2019, he has been principal of JM Corporate Services and has been appointed Company Secretary and Financial Officer for a number of entities listed on the ASX and unlisted public companies.

Ms Taylor is a professional Company Secretary with approximately 7 years' experience working with listed companies in Company Secretary and Assistant Company Secretary roles. She previously worked for Computershare Investor Services Pty Ltd in various roles for over 10 years. Nova has completed a Bachelor of Laws at Deakin University.

Andrew Metcalfe was appointed as Company Secretary on 15th August 2022 and resigned on 29th January 2024.

Principal Activities

The Company's principal activities in the course of the financial year have been the research, development and commercialisation of medical devices, and the development of mobile health applications.

There were no significant changes in the nature of the Group's principal activities during the financial year.

Operating and Financial Review

Following shareholder approval at the General Meeting held 16 April 2025, Respiri Limited officially changed its name to Vitasora Health Limited. This milestone marks the Company's transformation from a respiratory-focused business to a full-service connected care management turnkey solution serving healthcare organisations (HCOs), Accountable Care Organisations (ACOs), and payers across the U.S.

Vitasora has expanded its patient programs significantly, increasing from 6,398 to approximately 21,400 patient programs and patients under pmpm management. This includes the addition of 15,000 lives from TPAC, which will start generating PMPM revenues from July 1, 2025. RPM revenues from Fee For Service will also begin to increase towards the end of Q3 CY 2025, with patients already being enrolled from TPAC's Arizona practices. The TPAC patient numbers are expected to grow as the ACO continues its active expansion.

Revenue for the financial year ending June 2025 was $3.7 million, which included $3.1 million in operating revenue. The second half of the year contributed a record $2.1 million in operating revenue, reflecting strong growth driven by Orb Health revenues, organic expansion from existing clients, and new client acquisitions.

The service mix for the year is as follows:

- 48% Chronic Care Management (CCM)
- 26% Remote Patient Monitoring (RPM)
- 14% Principal Care Management (PCM)
- 9% Transitional Care Management (TCM)

This service mix reflects client demand and Vitasora's strategy to shift to growing the more profitable CCM services, which do not require devices and related costs. Vitasora's health outcomes show a 56% improvement in reducing re-hospitalisation rates and a 42% reduction in length of stay, results that have been well received by clients. These results have helped drive growth in TCM services which aligns with the Company's strategy to engage with hospital discharge patients, and these positive results are expected to drive further adoption of value-based care models.

The loss for the Group after income tax for the reporting period was $10,105,042 (2024: $7,129,247) and an operating cash outflow of $9,167,609 (2024: $6,641,350). The migration of Orb Health clients to the Ceras platform delayed cash collections during the last quarter of financial year. However, the Group collected an additional ~A$860K in outstanding receivables in July, which positively impacted working capital and liquidity at the start of the new quarter. Total cash collected from clients between April and mid-July was A$1.623 million.

Since the acquisition of Orb Health, Vitasora has realised substantial merger synergies. Prior to the merger, the combined entities were incurring a monthly loss of US$453K. Following integration, monthly losses have decreased to around US$305K, reflecting a synergy saving of US$148K (A$233K) per month, or an annualised saving of approximately US$1.78 million. These figures do not account for one-off restructuring and merger-related expenses, which the Company expects to conclude by the end of the September quarter.

At year end the company held $2,883,969 in inventories and $394,240 cash on hand.

Directors' Report continued

30 June 2025

Dividends

The Company did not pay any dividends during the financial year. The Directors do not recommend the payment of a dividend in respect of the 2025 financial year. (2024: Nil).

Significant Changes in State of Affairs

During the reporting period, the Group undertook several equity-related activities that materially impacted its capital structure:

- A total of $9.05 million in cash was successfully raised through a placement offering, resulting in the issuance of new shares.
- In August 2024, an additional $1.1 million was converted into equity.
- As part of the Orb Health acquisition, the Group issued US$9 million worth of shares, with a further US$0.7 million issued in connection with an additional investment from Orb Health.
- Over the course of the year, the Group issued 25 million unlisted options.

Matters Subsequent to Reporting Period

Post year end, Vitasora secured firm commitments to raise $11 million through a placement to sophisticated, professional, and institutional investors. The first tranche of $3.72 million was successfully received in the second week of July 2025. The second tranche, which includes participation from directors and key investors, is expected to settle following the Extraordinary General Meeting (EGM) anticipated in September 2025.

Additionally, $0.7 million cash received in June 2025 was converted into equity on 8th July 2025.

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Likely Developments and Expected Results

Please refer to the 'Operating and Financial Review' section at the start of the Directors' Report for information in relation to Company's future Developments and Events.

Environmental Regulations

The Group's operations are not regulated by any significant environmental regulations under either Commonwealth or State legislation.

Directors' Report continued

30 June 2025

Risk Management

The Board is responsible for overseeing the establishment and implementation of the risk management system, and for the reviewing and assessing the effectiveness of the Company's implementation of that system on a regular basis.

The Board and senior management continue to identify the general areas of risk and their impact on the activities of the Company. The Board has established a formal process in relation to the maintenance of an internal risk register which is updated and reviewed by the Board at its monthly meetings. The potential risk areas for the Company include:

Reliance on key personnel;

- Implement succession planning and retention strategies.
- Ensure cross-training and knowledge-sharing to mitigate risks associated with reliance on specific individuals.

Efficacy, safety and regulatory risks of medical devices;

- Maintain a rigorous quality assurance program and adhere to all relevant regulatory standards.
- Conduct ongoing clinical trials, post-market surveillance, and regulatory monitoring.

Financial position of the Company and the financial outlook;

- Diversify revenue streams, conduct regular financial forecasting, and build financial reserves.
- Monitor cash flow and manage liquidity prudently.

Domestic and global economic outlook and share market activity;

- Diversify market presence across regions and sectors.
- Monitor economic indicators and adjust strategies accordingly.

Changing government policy (Australian and overseas);

- Engage with policymakers, monitor policy changes, and adapt strategies as needed.
- Diversify operations to mitigate the impact of policy shifts in any single jurisdiction.

Competitors' products and research and development programs;

- Invest in R&D, market analysis, and strategic partnerships to stay competitive.

Market demand and market prices for medical device technologies;

- Continuously analyze market trends, adjust pricing strategies, and diversify product offerings.

Environmental regulations;

- Comply with environmental regulations and adopt sustainable practices.

Ethical issues relating to medical device research and development;

- Establish a code of ethics and ensure ethical practices in all R&D activities.

The status of partnership and contractor relationships;

- Maintain strong relationships through due diligence, communication, and contingency planning.

Other government regulations including those specifically relating to the biomedical and health industries; and

- Stay informed of changes in regulations and ensure compliance.

Occupational health and safety and equal opportunity law.

- Regularly update workplace safety protocols, conduct audits, and promote a culture of inclusivity.

Directors' Report continued

30 June 2025

Risk Management continued

The above list of risk areas ought not to be taken as an exhaustive one of the risks faced by the Company or by investors in the Company. The above areas, and others not specifically referred to above, may in the future materially affect the financial performance of the Company.

The Board and Management will continue to perform a regular review of the following:

- the major risks that occur within the business;
- the degree of risk involved;
- the current approach to managing the risk; and
- where appropriate, determine:
    - any inadequacies of the current approach; and
    - possible new approaches that more efficiently and effectively address the risk.

Healthcare Technology Companies – Inherent Risks

Some of the risks inherent in the development of medical device products to a marketable stage include the uncertainty of patent protection and proprietary rights, whether patent applications and issued patents will offer adequate protection to enable product development or may infringe intellectual property rights of other parties, the obtaining of the necessary regulatory authority approvals and difficulties caused by the rapid advancements in technology.

Also a particular medical device may fail the clinical development process through lack of efficacy or safety. Companies such as Vitasora Health Limited are dependent on the success of their medical devices and on the ability to attract funding to support these activities.

Investment in healthcare technology including medical devices cannot be assessed on the same fundamentals as trading and manufacturing enterprises and thus investment in these areas must be regarded as speculative taking into account these considerations.

Meetings of Directors

A number of formal meetings were held during the year as tabled below:

	Directors' Meetings	
	Number Eligible to Attend	Number Attended
Mr Nicholas Smedley	7	7
Mr Marjan Mikel	7	7
Dr Tom Takubo	1	1
Mr Jonathan Adams	5	5

For the date of appointment and resignation of each Director and Executive, please refer to the Remuneration Report section of the Directors' Report.

Directors' Report continued

30 June 2025

Indemnification of Officers and Auditors

During the financial year, the Company maintained an insurance policy to indemnify Directors and Officers against certain liabilities incurred as such a Director or Officer, including costs and expenses associated in successfully defending legal proceedings. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify the Auditor of the Company or any related body corporate against a liability incurred as such an Officer or Auditor.

Proceedings on Behalf of the Company

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Corporations Act 2001.

Non-audit Services

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or the Group are important.

During the year ended 30 June 2025 the Company did not engage the external auditor to provide non-audit services.

Auditor's Independence Declaration

The auditor's independence declaration in accordance with section 307C of the Corporations Act 2001 for the year ended 30 June 2025 has been received and can be found on page 28 of the financial report.

Share Options on Issue as at the Date of this Report

During the year, the details of shares issued on the exercise of option is as follows:

Date	Details	No.	Issue Price $
8 Jan 2025	RSHAG: Option expiring 31-Dec-2024 Ex 3c	6,000,000	0.0300
8 Jan 2025	RSHO: Option expiring 30-Jun-2025	284,190	0.0650

Directors' Report continued

30 June 2025

Share Options on Issue as at the Date of this Report continued

The unissued ordinary shares of Vitasora Health Limited under option as at the date of this report were:

Unlisted options

Class	ASX Code	Date of Expiry	Exercise Price $	No. under Option
17	VHLAC	15 Jun 2026	0.30	8,000,000
18	VHLAAA	17 Dec 2025	0.30	65,000,000
19	VHLAAA	17 Dec 2025	0.30	10,000,000
20	VHLAAB	31 Jan 2027	0.20	3,200,000
21	VHLAAC	09 Jun 2027	0.10	2,000,000
24	VHLAAD	01 Jan 2026	0.10	2,500,000
24	VHLAAD	01 Jan 2026	0.10	5,000,000
24	VHLAAD	31 Dec 2025	0.10	2,500,000
24	VHLAAD	30 Nov 2025	0.10	1,000,000
24	VHLAAD	30 Nov 2025	0.10	1,500,000
24	VHLAAD	31 Jan 2026	0.10	1,000,000
24	VHLAAD	30 Jun 2026	0.20	2,500,000
24	VHLAAD	31 Dec 2026	0.20	2,500,000
28	VHLAAG	30 Jun 2028	0.08	30,000,000
28	VHLAAG	30 Jun 2028	0.08	5,000,000
29	VHLAAH	30 Jun 2028	0.12	30,000,000
29	VHLAAH	30 Jun 2028	0.12	5,000,000
30	VHLAAJ	08 Jan 2027	0.065	4,000,000
30	VHLAAI	08 Jan 2027	0.10	11,000,000

Please refer to note 20 for further details regarding the above unlisted options on issue as at 30 June 2025.

Listed options

There were no listed options outstanding at the reporting date.

Corporate Governance

In recognising the need for the highest standards of corporate behaviours and accountability, the Directors of Vitasora support and adhere to good corporate governance practices. The Company's Corporate Governance Statement is available on the Company's website at https://vitasorahealth.com.au.

Directors' Report continued

30 June 2025

Remuneration Report (Audited)

This Remuneration Report outlines the Director and Executive remuneration arrangements of the Company as required by the Corporations Act 2001 and its Regulations.

This report details the nature and amount of remuneration of each Director of Vitasora Health Limited and all other Key Management Personnel.

For the purposes of this report, Key Management Personnel (KMP) are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly, including any Director (whether Executive or otherwise) of the Company.

For the purposes of this report, the term 'executive' encompasses the Executive Chairman.

Names	Position	Appointment/Resignation
Directors		
Mr Nicholas Smedley	Non-Executive Director Executive Chairman	Appointed on 30th October 2019 Appointed on 15th November 2019
Mr Marjan Mikel	CEO Executive Director	Appointed on 2nd December 2019 Appointed on 25th November 2019
Dr Tom Takubo	Non-Executive Director	Appointed on 11th December 2023 Resigned on 24th February 2025
Mr Jonathan Adams	Non-Executive Director	Appointed on 24th February 2025
Other KMP		
Mr George Vlachodimitropoulos	Chief Technology Officer	Appointed on 23rd August 2021 Termination on 4th December 2024
Mr Theo Antonopoulos	Chief Commercial Officer	Appointed on 7th June 2021 Termination on 20th December 2024
Mr Peter Hildebrandt	Chief Operating Officer	Appointed on 1st November 2020
Dr Samaneh Sarraf Shirazi	Chief Research Officer	Appointed on 4th February 2019

Remuneration Policy

Remuneration of all Non-Executive Directors and Officers of the Company is determined by the Board following recommendation by the Remuneration and Nomination Committee.

The Company is committed to remunerating Executive Directors in a manner that is market-competitive and consistent with "Best Practice" including the interests of shareholders. Remuneration packages are based on fixed and variable components, determined by the Executives' position, experience and performance, and may be satisfied via cash or equity.

Non-Executive Directors are remunerated out of the aggregate amount limit approved by shareholders and at a level that is consistent with industry standards. Non-Executive Directors do not receive performance based bonuses and prior Shareholder approval is required to participate in any issue of equity. No retirement benefits are payable other than statutory superannuation, if applicable.

Voting and comments made at the Company's Annual General Meeting

The Company did not receive any specific feedback at the AGM or throughout 2025 on its remuneration practices. The Remuneration Report was adopted at the 2024 AGM by more than 98% of eligible votes received.

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Remuneration Policy Versus Company Financial Performance

Directors have been compensated for work undertaken and the responsibilities assumed in being Directors of this publicly listed company based on industry practice. Consistently with good corporate governance practices, compensation of Non-Executive Directors is not linked to specific performance hurdles or objectives.

This pattern is indicative of the Company's performance over the past five years. Accordingly, no dividends have been paid during the year, or in respect of the 2025 financial year.

Financial Year	Net (Loss)/ Profit $	Share Price at Balance Sheet Date $	Loss per Share $ (cents)
2025	(10,105,042)	0.04	(0.70)
2024	(7,129,247)	0.03	(0.70)
2023	(5,775,290)	0.04	(0.72)
2022	(6,624,313)	0.06	(0.91)
2021	(11,040,347)	0.07	(1.58)

Performance Based Remuneration

The purpose of a performance bonus is to reward individual performance in line with Company objectives. Consequently, performance based remuneration is paid to an individual where the individual's performance clearly contributes to a successful outcome for the Company. This is regularly measured in respect of performance against key performance indicators (KPI's).

The Company uses a variety of short-term and long-term KPI's to determine achievement, depending on the role of the executive or director being assessed and the particular KPI being targeted.

These include:

- successful contract negotiations;
- company share price consistently reaching a targeted rate on the ASX or applicable market over a period of time; and
- completion of set milestones.

The Non-Executive Directors do not receive performance-based remuneration.

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Details of Remuneration for the Year Ended 30 June 2025

The remuneration for each Director and each of the other Key Management Personnel of the consolidated entity during the year was as follows:

	Short-term Employee Benefits		Long-term Employee Benefits		Share-based payments	
2025	**Cash salary and fees $**	**Annual leave $**	**Superannuation contribution $**	**Long service leave $**	**Shares/Options $**	**$**
Directors						
Mr Marjan Mikel	428,306	38,416	29,981	14,546	-	511,249
Mr Nicholas Smedley	245,455	-	-	-	-	245,455
Dr Tom Takubo (i)	-	-	-	-	-	-
Mr Jonathan Adams (ii)	-	-	-	-	-	-
Other KMP						
Mr George Vlachodimitropoulos (iii)	159,980	(19,230)	12,237	(3,545)	-	149,442
Mr Theo Antonopoulos (iv)	227,902	(17,678)	18,369	(7,158)	-	221,435
Mr Peter Hildebrandt	235,000	20,024	27,025	6,061	-	288,110
Dr Samaneh Sarraf Shirazi	176,458	(2,370)	20,293	847	-	195,228
Total	**1,473,101**	**19,162**	**107,905**	**10,751**	**-**	**1,610,919**

i. Resigned on 24th February 2025, no director fees
ii. Appointed on 24th February 2025, no director fees
iii. Terminated on 4th December 2024
iv. Terminated on 20th December 2024

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Details of Remuneration for the Year Ended 30 June 2025 continued

	Short-term Employee Benefits		Long-term Employee Benefits		Share-based payments	
2024	**Cash salary and fees $**	**Annual leave $**	**Superannuation contribution $**	**Long service leave $**	**Shares/Options $**	**$**
Directors						
Mr Marjan Mikel	428,306	36,350	27,500	23,937	242,290	758,383
Mr Nicholas Smedley	245,455	-	-	-	242,290	487,745
Mr Brad Snow (i)	31,109	-	-	-	-	31,109
Mr Brian Leedman (ii)	53,913	-	5,930	-	-	59,843
Other KMP						
Mr George Vlachodimitropoulos	250,000	3,700	27,500	3,545	-	284,745
Mr Theo Antonopoulos	275,000	(7,002)	27,500	7,158	-	302,656
Mr Peter Hildebrandt	235,000	8,395	25,850	7,308	-	276,553
Dr Samaneh Sarraf Shirazi	176,459	8,716	19,410	3,428	-	208,013
Total	**1,695,242**	**50,159**	**133,690**	**45,376**	**484,580**	**2,409,047**

i. Resigned on 11th December 2023
ii. Resigned on 3rd November 2023

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

At Risk Income as a Proportion of Total Remuneration

All Executive Directors and other key management personnel are eligible to receive incentives whether through employment contracts or by the recommendation of the Board. Their performance payments are based on a set monetary value, set number of shares or options or as a portion of base salary. Therefore, there is no fixed proportion between incentive and non-incentive remuneration. Entitlement to these payments does not depend on the future performance of the Company.

Non-Executive Directors are not entitled to receive bonuses and/or incentives.

The relative proportions of remuneration income that are at risk, and those that are fixed, are as follows:

	Fixed Remuneration		At Risk - STI		At Risk - LTI	
2024	2025 %	2024 %	2025 %	2024 %	2025 %	2024 %
Directors						
Mr Marjan Mikel (appointed on 25 November 2019)	**100**	68	-	-	-	32
Mr Nicholas Smedley (appointed on 30 October 2019)	**100**	50	-	-	-	50
Mr Brad Snow (resigned on 11 December 2023)	**-**	100	-	-	-	-
Mr Brian Leedman (resigned on 3 November 2023)	**-**	100	-	-	-	-
Dr Tom Takubo (resigned on 24th February 2025)	**-**	-	-	-	-	-
Mr Jonathan Adams (appointed on 24 February 2025)	**-**	-	-	-	-	-
Other Key Management Personnel						
Mr George Vlachodimitropoulos (terminated on 4 December 2024)	**100**	100	-	-	-	-
Mr Theo Antonopoulos terminated on 20 December (2024)	**100**	100	-	-	-	-
Mr Peter Hildebrandt (appointed 1 November 2020)	**100**	100	-	-	-	-
Dr Samaneh Sarraf Shirazi (appointed 4 February 2019)	**100**	100	-	-	-	-

At risk long-term incentive (LTI) relates to remuneration in the form of share based payments, which are subject to vesting conditions based on length of service. At risk short-term incentive (STI) relates to discretionary bonuses approved by the board in respect of performance during the relevant year.

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Share-based Compensation

At the General Meeting held on 31 October 2013, Shareholders approved the establishment of the 2013 Employees', Directors' and Consultants' Share and Option Plan (ESOP). The ESOP is intended to reward Directors, employees and/or consultants for their contributions to the Group. The Plan is to be used as a method of retaining key personnel for the growth and development of the Group. Due to the Group's presence in USA, the Plan has been established to benefit personnel in Australia and USA.

The terms and conditions of each grant of options affecting Director and other Key Management Personnel remuneration in the current or future reporting periods are as follows:

Grant Date	Date Vested & Exercisable	Expiry Date	Exercise Price $	Number of Options	Fully Vested	Value per Option at Grant Date $
26 May 2020	15 Jun 2022	15 Jun 2026	0.30	60,000,000	Yes	0.020
1 May 2024	30 Jun 2024	30 Jun 2028	0.08	30,000,000	Yes	0.009
1 May 2024	30 Jun 2024	30 Jun 2028	0.12	30,000,000	Yes	0.006

Options granted under the plan carry no dividend or voting rights until exercised into ordinary fully paid shares.

When exercisable, each option is convertible into one ordinary share as soon as practical after the receipt by the Company of the completed exercise form and full payment of the exercise price.

The exercise price of options granted under this plan shall be determined by the Committee in its sole discretion.

The plan rules contain a restriction on removing the 'at risk' aspect of the instruments granted to executives. Plan participants may not enter into any transaction designed to remove the 'at risk' aspect of an instrument before it vests.

No options were granted to the directors during the current year. Options that lapsed during the year, relating to Key Management Personnel, had a total value of $926,996.

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Share-based Compensation continued

Details of options over ordinary shares in the Company provided as remuneration to each Director of the Company and each of the other Key Management Personnel are set out below:

	Number of Options Granted During the Year		Number of Options Forfeited/ Lapsed/ Cancelled/ Exercised During the Year		Number of Options Vested During the Year	
2024	**2025**	**2024**	**2025**	**2024**	**2025**	**2024**
Directors						
Mr Marjan Mikel	-	30,000,000	15,000,000	30,000,000	-	30,000,000
Mr Nicholas Smedley	-	30,000,000	10,000,000	30,000,000	-	30,000,000
Dr Tom Takubo	-	-	-	-	-	-
Mr Jonathan Adams	-	-	-	-	-	-
Other Key Management Personnel						
Mr George Vlachodimitropoulos	-	-	-	800,000	-	-
Mr Theo Antonopoulos	-	-	-	2,000,000	-	-
Mr Peter Hildebrandt	-	-	-	2,000,000	-	-
Total	**-**	**60,000,000**	**25,000,000**	**64,800,000**	**-**	**60,000,000**

Refer to Page 15 for closing balance of options held by each Director and other Key Management Personnel of Vitasora Health Limited, including their personally related parties, as at 30 June 2025.

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Share-based Compensation continued

(a) Shareholdings

The number of fully paid ordinary shares in the Company held during the financial year by each Director and other Key Management Personnel of Vitasora Health Limited, including shares held indirectly by them personally, are set out below:

30 June 2025	Balance at Start of the Year	Granted as Compensation	Shares from Options Exercised	Change due to resignation	Net Change Other	Balance at End of the Year
Directors						
Mr Marjan Mikel	4,558,687	-	-	-	875,000 (a)	5,433,687
Mr Nicholas Smedley	16,259,962	-	-	-	875,000 (b)	17,134,962
Dr Tom Takubo	-	-	-	-	-	-
Mr Jonathan Adams	-	-	-	-	173,520,610 (c)	173,520,610
Other KMP						
Mr George Vlachodimitropoulos	-	-	-	-	-	-
Mr Theo Antonopoulos	-	-	-	-	-	-
Mr Peter Hildebrandt	-	-	-	-	-	-
Dr Samaneh Sarraf Shirazi	-	-	-	-	-	-
Total	**20,818,649**	**-**	**-**	**-**	**175,270,610**	**196,089,259**

a) At year end, 2,740,506 shares are held directly, 2,693,181 held indirectly.

b) At year end, nil shares are held directly and 17,134,962 held indirectly.

c) 173,520,610 was issued as part of the Orb Health acquisition.

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Share-based Compensation continued

(a) Shareholdings continued

30 June 2024	Balance at Start of the Year	Granted as Compensation	Shares from Options Exercised	Change due to resignation	Net Change Other	Balance at End of the Year
Directors						
Mr Marjan Mikel	4,558,687	-	-	-	- (a)	4,558,687
Mr Nicholas Smedley	15,459,668	-	-	-	800,294 (b)	16,259,962
Mr Brad Snow	-	-	-	-	-	-
Mr Brian Leedman	620,068	-	(620,068)	-	-	-
Other KMP						
Mr Philippe Ludekens	-	-	-	-	-	-
Mr Peter Hildebrandt	-	-	-	-	-	-
Mr Theo Antonopoulos	-	-	-	-	-	-
Dr Samaneh Sarraf Shirazi	-	-	-	-	-	-
Total	**20,638,423**	**-**	**(620,068)**	**-**	**800,294**	**20,818,649**

a) At year end, 2,740,506 shares are held directly, 1,818,181 held indirectly.

b) At year end, nil shares are held directly and 16,259,962 held indirectly.

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Share-based Compensation continued

(b) Options and Rights

The number of options over ordinary shares in the Company held during the financial year by each Director and other Key Management Personnel of Vitasora Health Limited, including their personally related parties, are set out below:

30 June 2025	Balance at Start of the Year	Granted as Compensation	Options Exercised	Net Change Other	Balance at End of the Year	Vested and Exercisable	Unvested
Directors							
Mr Nicholas Smedley	70,000,000	-	-	(10,000,000) (a)	60,000,000	60,000,000	-
Mr Marjan Mikel	75,000,000	-	-	(15,000,000) (b)	60,000,000	60,000,000	-
Dr Tom Takubo	-	-	-	-	-	-	-
Mr Jonathan Adams	-	-	-	-	-	-	-
Other KMP							
Mr George Vlachodimitropoulos	1,700,000	-	-	(1,700,000)	-	-	-
Mr Theo Antonopoulos	1,000,000	-	-	(1,000,000)	-	-	-
Mr Peter Hildebrandt	-	-	-	-	-	-	-
Dr Samaneh Sarraf Shirazi	-	-	-	-	-	-	-
Total	**147,700,000**	**-**	**-**	**(27,700,000)**	**120,000,000**	**120,000,000**	

a) 10,000,000 options granted on 16 June 2020 lapsed on 30 September 2024.

b) 15,000,000 options granted on 16 June 2020 lapsed on 30 September 2024.

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Share-based Compensation continued

(b) Options and Rights continued

30 June 2024	Balance at Start of the Year	Granted as Compensation	Options Exercised	Net Change Other	Balance at End of the Year	Vested and Exercisable	Unvested
Directors							
Mr Nicholas Smedley	70,000,000	30,000,000	-	(30,000,000) (a)	70,000,000	70,000,000	-
Mr Marjan Mikel	75,000,000	30,000,000	-	(30,000,000) (b)	75,000,000	75,000,000	-
Mr Brad Snow	-	-	-	-	-	-	-
Mr Brian Leedman	-	-	-	-	-	-	-
Other KMP							
Mr George Vlachodimitropoulos	2,500,000	-	-	(800,000)	1,700,000	1,700,000	-
Mr Theo Antonopoulos	3,000,000	-	-	(2,000,000)	1,000,000	1,000,000	-
Mr Peter Hildebrandt	2,000,000	-	-	(2,000,000)	-	-	-
Dr Samaneh Sarraf Shirazi	-	-	-	-	-	-	-
Total	**152,500,000**	**60,000,000**	**-**	**(64,800,000)**	**147,700,000**	**147,700,000**	

a) 30,000,000 options granted on 16/06/2020 have been cancelled. In 01 May 2024, 30,000,000 have been granted.
b) 30,000,000 options granted on 16/06/2020 have been cancelled. In 01 May 2024, 30,000,000 have been granted.

The Directors and other Key Management Personnel are subject to service agreements with normal commercial terms and conditions. The key terms of these agreements are set out below:

Duration	On-going term
Periods of Notice Required to Terminate	In the case of: • Marjan Mikel, one months' notice of termination by the employee and the Company; • Peter Hildebrandt, one months' notice of termination by the employee and the Company; • Samaneh Shirazi, one months' notice of termination by the employee and the Company;
Fixed Remuneration	• Nicholas Smedley, $245,455 annual director fee exclusive of GST • Marjan Mikel, $428,306 annual salary and minimum superannuation • Peter Hildebrandt, $235,000 annual salary and minimum superannuation • Samaneh Shirazi, $176,458 annual salary and minimum superannuation

Directors' Report continued

30 June 2025

Remuneration Report (Audited) continued

Other transactions with Key Management Personnel

The Group had the following transactions with Even More Capital, of which Nicholas Smedley is a Director.

	2025 $	2024 $
Capital advisory costs	189,200	312,532
Loan related payables	-	268,959
Travel related costs	5,172	6,899
Total	**194,372**	**588,390**

This is the end of the Audited Remuneration Report.

This director's report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

Mr Nicholas Smedley
Executive-Chairman

Dated this 28th day of August 2025
Melbourne, Australia

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 to the Directors of Vitasora Health Limited (formerly Respiri Limited) and Controlled Entities

WilliamBuck
ACCOUNTANTS & ADVISORS

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

To the directors of Vitasora Health Limited (formerly known as Respiri Limited)

As lead auditor for the audit of Vitasora Health Limited (formerly known as Respiri Limited) for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been:

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

— no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Vitasora Health Limited (formerly known as Respiri Limited) and the entities it controlled during the year.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

A. A. Finnis
Director
Melbourne, 28 August 2025

Level 20, 181 William Street, Melbourne VIC 3000 +61 3 9824 8555 vic.info@williambuck.com
williambuck.com.au

Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2025

Revenue	Note	2025 $	2024 $
Operating revenue	3	**3,093,889**	456,914
Other income		**611,282**	581,603
Total income		**3,705,171**	1,038,517
Expenses			
Consulting, employee and director	4	**(8,858,043)**	(3,908,544)
Share-based payment	20	**(1,171,925)**	(537,236)
Depreciation		**(59,465)**	(64,033)
Corporate administration		**(2,894,141)**	(2,795,572)
Marketing and promotion		**(194,373)**	(173,391)
Finance expenses		**-**	(65,015)
Research and development		**(241,397)**	(137,132)
Travel		**(359,728)**	(482,984)
Device cost		**(29,905)**	(3,857)
Loss before income tax for the year		**(10,103,806)**	(7,129,247)
Income tax expense	5	**(1,236)**	-
Loss after income tax for the year		**(10,105,042)**	(7,129,247)
Other comprehensive income, net of income tax Items that may be reclassified to the profit or loss			
Exchange differences on translation of foreign operations		**(641,452)**	(43,508)
Total comprehensive loss for the year		**(10,746,494)**	(7,172,755)
Loss attributable to: Members of the parent entity		**(10,105,042)**	(7,129,247)
Total comprehensive loss attributable to: Members of the parent entity		**(10,746,494)**	(7,172,755)
Basic loss per share (cents)	9	**(0.72)**	(0.70)
Diluted loss per share (cents)	9	**(0.72)**	(0.70)

Statement of Financial Position

As At 30 June 2025

	Note	2025 $	2024 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		**394,240**	762,874
Trade and other receivables	10	**1,521,902**	253,138
Inventories	12	**2,883,969**	2,751,565
Other assets	13	**535,010**	266,863
TOTAL CURRENT ASSETS		**5,335,121**	4,034,440
NON-CURRENT ASSETS			
Plant and equipment		**11,975**	21,708
Right-of-use assets		**45,568**	95,278
Intangible assets	14	**13,011,046**	2,039,490
TOTAL NON-CURRENT ASSETS		**13,068,589**	2,156,476
TOTAL ASSETS		**18,403,710**	6,190,916
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	15	**3,200,732**	1,937,431
Lease liabilities		**57,418**	58,980
Employee benefits		**252,652**	201,358
Other financial liabilities		**126,353**	1,176,563
Contract liabilities		**24,754**	51,765
TOTAL CURRENT LIABILITIES		**3,661,909**	3,426,097
NON-CURRENT LIABILITIES			
Lease liabilities		**-**	57,419
Employee benefits		**73,900**	70,460
TOTAL NON-CURRENT LIABILITIES		**73,900**	127,879
TOTAL LIABILITIES		**3,735,809**	3,553,976
NET ASSETS		**14,667,901**	2,636,940
EQUITY			
Issued capital	16	**162,922,654**	140,545,172
Reserves	17	**2,515,821**	3,702,720
Accumulated losses		**(150,770,574)**	(141,610,952)
TOTAL EQUITY		**14,667,901**	2,636,940

Statement of Changes in Equity

For the Year Ended 30 June 2025

2025	Issued Capital $	Option Reserve $	Foreign Translation Currency Reserve $	Accumulated Losses $	Total $
Balance at 1 July 2024	140,545,172	3,746,782	(44,062)	(141,610,952)	2,636,940
Loss after income tax expense for the year	-	-	-	(10,105,042)	(10,105,042)
Other comprehensive income for the year, net of tax	-	-	(641,452)	-	(641,452)
Total comprehensive loss for the period	-	-	(641,452)	(10,105,042)	(10,746,494)
Transactions with Equity holders in their capacity as Equity holders					
Shares issued	22,887,924	(554,197)	-	-	22,333,727
Capital raising costs	(510,442)	-	-	-	(510,442)
Options issued	-	954,170			954,170
Expiry of Share Based Payments	-	(945,420)	-	945,420	-
Balance at 30 June 2025	162,922,654	3,201,335	(685,514)	(150,770,574)	14,667,901

2024	Issued Capital $	Option Reserve $	Foreign Translation Currency Reserve $	Accumulated Losses $	Total $
Balance at 1 July 2023	132,099,603	6,780,376	(554)	(138,052,535)	826,890
Loss after income tax expense for the year	-	-	-	(7,129,247)	(7,129,247)
Other comprehensive income for the year, net of tax	-	-	(43,508)	-	(43,508)
Total comprehensive loss for the period	-	-	(43,508)	(7,129,247)	(7,172,755)
Transactions with Equity holders in their capacity as Equity holders					
Shares issued	9,779,534	-	-	-	9,779,534
Capital raising costs	(1,333,965)	-	-	-	(1,333,965)
Options issued	-	455,939	-	-	455,939
Expiry of Share Based Payments	-	(3,570,830)	-	3,570,830	-
Share-based payment expense	-	81,297	-	-	81,297
Balance at 30 June 2024	140,545,172	3,746,782	(44,062)	(141,610,952)	2,636,940

Statement of Cash Flows

For the Year Ended 30 June 2025

	Note	2025 $	2024 $
CASH FLOWS FROM OPERATING ACTIVITIES:			
Receipts from customers		**1,662,954**	130,994
Payments to suppliers and employees (inclusive of GST)		**(11,450,684)**	(7,357,506)
Interest received		**8,838**	3,559
Grant income		**-**	36,600
R&D tax refund		**611,282**	545,003
Net cash used in operating activities	19	**(9,167,610)**	(6,641,350)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payment for purchase of business		**-**	(1,887,077)
Cash and cash equivalents acquired	14	**1,126,489**	-
Net cash used in investing activities		**1,126,489**	(1,887,077)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issues of securities		**7,721,059**	8,808,757
Proceeds from exercise of options		**198,472**	-
Capital raising costs		**(257,178)**	(559,852)
Borrowings		**-**	880,000
Net cash provided by financing activities		**7,662,353**	9,128,905
Net increase/(decrease) in cash and cash equivalents held		**(378,768)**	600,478
Cash and cash equivalents at beginning of year		**762,874**	146,162
Effects of exchange rate changes on cash and cash equivalents		**10,134**	16,234
Cash and cash equivalents at end of financial year		**394,240**	762,874

Notes to the Financial Statements

For the Year Ended 30 June 2025

1. Material Accounting Policy Information

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

Corporate Information

Vitasora Health Limited is a listed public company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Stock Exchange.

The addresses of its registered office and principal place of business are disclosed in company details.

The principal activities of the Company are the research, development and commercialisation of medical devices, and the production of mobile health applications. The Company is a for-profit company.

The financial report of Vitasora Health Limited (the Company) for the year ended 30 June 2025 was authorised for issue in accordance with a resolution of the Directors on 28th August 2025.

Statement of Compliance

The financial report covers Vitasora Health Limited as a consolidated entity consisting of Vitasora Health Limited and the entities it controlled during the year.

The financial report complies with Australian Accounting Standards, as issued by the Australian Accounting Standards and with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board (IASB).

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.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 2.

Going Concern Basis

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

As disclosed in the financial statements, the Group incurred a loss of $10,105,042 (2024: loss of $7,129,247) and had net cash outflows from operating activities of $9,167,610 (2024: negative operating cash outflows of $6,641,350) for the year ended 30 June 2025.

The Directors believe that there are reasonable grounds to believe that the Group will be able to continue as a going concern, after consideration of the following factors.

- As described in note 14, based on the recent uptake in patient numbers revenue is expected to grow significantly over the next financial year assisting the Group's cash flow position. For years 2–5 of the model revenue growth has been assessed at 45% per annum on average.
- The Group has prepared budgets and cash flow forecast for the next 12 months from the date of this report which indicate the Group will have a positive cash balance during this period. The cash flow forecasts include further capital raising over the next 12 months.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

Going Concern Basis continued

- As described in note 21, the Group secured firm commitments to raise $11 million through a placement to sophisticated, professional, and institutional investors. The first tranche of A$3.72 million was successfully received in the second week of July. The second tranche is expected to settle following the Extraordinary General Meeting (EGM) anticipated in September 2025. Additionally, A$688k cash received in June 2025 was converted into equity on 8th July 2025.
- The Directors believe that there are reasonable grounds to expect that the Group has the capacity to raise capital. The Group has a strong track record of accessing capital when it is required to advance its portfolio.

The above factors indicate the existence of a material uncertainty which may cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Accordingly, the Directors believe that the Group will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Group does not continue as a going concern.

(a) Business combinations

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

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

(b) Basis for consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) (referred to as "the Company" in these financial statements). Control is achieved where the consolidated entity 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 consolidated entity. They are de-consolidated from the date that control ceases.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation. In the separate financial statements of the Company, intra-group transactions ('common control transactions') are generally accounted for by reference to the existing book value of the items. Where the transaction value of common control transactions differ from their consolidated book value, the difference is recognised as a contribution by or distribution to equity participants by the transacting entities.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those policies applied by the parent entity. Subsidiaries are accounted for at cost in the parent entity.

The results of subsidiaries acquired or disposed of during the year are included in profit or loss from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

(c) Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value on a 'weighted average' basis. The cost of inventories comprises cost of purchase and costs incurred in bringing inventories to their present location and condition. Cost of purchased inventories is determined after deducting rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated selling costs.

The Company periodically evaluates the condition and age of inventories and makes provisions for slow moving inventories accordingly.

If in a particular period production is not at normal capacity, the costs of inventories does not include additional fixed overheads in excess of those allocated based on normal capacity. Such unallocated overheads are recognised as an expense in Profit or Loss in the period in which they are incurred. Furthermore, cost of inventories does not include abnormal amounts of materials, labour or other costs resulting from inefficiency.

(d) Plant and equipment

Plant and equipment is stated at cost, less accumulated depreciation and impairment.

Cost includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Profit or Loss during the financial period in which they are incurred.

Depreciation

The depreciable amount of all plant and equipment is depreciated on a straight-line basis commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable asset are shown below:

Fixed asset class	Depreciation rate
Furniture and Fittings	6-15%
Computer Equipment	15-33%
Medical Equipment	15%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in profit or loss.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

(e) Intangibles

Intellectual property

The amortisation period and method for an intangible asset are assessed for impairment annually. If the expected useful life of the asset is different from the previous estimates, the amortisation shall be changed accordingly. Such changes are accounted for as changes in accounting estimates.

Goodwill

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

Software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use, over their useful life.

(f) Foreign currency transactions and balances

Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are retranslated at the rates prevailing at the reporting date. Non-monetary items that are measured in terms of historical cost are not retranslated. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined.

Exchange differences arising on the translation of monetary items are recognised in Profit or Loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in Profit or Loss.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

(f) Foreign currency transactions and balances continued

Group companies

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the Statement of Financial Position. These differences are recognised in the Profit or Loss in the period in which the operation is disposed.

(g) Employee benefits

Share-based payments

Share-based compensation benefits are provided to employees via the Vitasora Health Limited Employee Option Plan and an employee share scheme.

The fair value of options granted under Vitasora Health Limited Option Share Plan is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at the grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date was determined using an option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date and the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

(h) Revenue and other income

The revenue recognition policies for the principal revenue streams of the Group are:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Interest

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets. All revenue is stated net of the amount of goods and services tax (GST).

Sale of goods

Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

(h) Revenue and other income continued

R&D Tax Concession Refunds

R&D Tax concession refunds are recorded as revenue for the year when received, rather than when expenditure was incurred.

Revenue recognised over time

Revenue is recognised in accordance with AASB 15 Revenue from Contracts with Customers when control of goods or services is transferred to a customer at an amount that reflects the consideration to which the entity expects to be entitled.

For certain contracts involving research and development services, collaborative development agreements, or customisation of mobile health applications, revenue is recognised over time when one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided as the Group performs;
- The Group's performance creates or enhances an asset that the customer controls as it is created or enhanced;
- The asset being developed has no alternative use to the Group, and the Group has an enforceable right to payment for performance completed to date.

(i) New or amended Accounting Standards and Interpretations adopted

The consolidated entity 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.

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

(j) Critical Accounting Estimates and Judgments

The preparation of the financial statements requires the Directors and 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 estimates and underlying assumptions are continually evaluated. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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:

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees and consultants 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 the Black Scholes model taking into account the terms and conditions upon which the instruments were granted. 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.

Business combination

As discussed in note 1, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

Impairment of intangibles

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

2. Parent entity

The following information has been extracted from the books and records of the parent entity and has been prepared in accordance with the accounting standards.

	2025 $	2024 $
Statement of Financial Position		
Assets		
Current assets	**3,087,201**	3,749,480
Non-current assets	**7,665,309**	3,621,597
Total Assets	**10,752,510**	7,371,077
Liabilities		
Current liabilities	**1,380,488**	3,313,024
Non-current liabilities	**73,900**	57,419
Total Liabilities	**1,454,388**	3,370,443
Equity		
Issued capital	**150,255,649**	141,164,322
Accumulated losses	**(144,158,862)**	(141,141,622)
Reserves	**3,201,335**	3,977,934
Total Equity	**9,298,122**	4,000,634
Statement of Profit or Loss and Other Comprehensive Income		
Loss after income tax	**(4,735,531)**	(5,452,270)
Total comprehensive loss	**(4,735,531)**	(5,452,270)

Parent Entity Contingencies and Commitments
The parent entity does not have any contingent liabilities and commitments.

Parent Entity Guarantees in Respect of the Debts of its Subsidiaries
The parent entity has no guarantees in respect of its subsidiaries.

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the consolidated entity as disclosed in note 1.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

3. Operating Revenue

	2025 $	2024 $
Operating revenue		
Service Fees	**3,061,927**	354,732
Subscriptions Sales	**-**	39,916
Software fees	**23,124**	58,616
Other charges	**8,838**	3,650
Total Operating Revenue	**3,093,889**	456,914
Timing of revenue recognition		
At a point in time	**3,085,051**	453,264
Over time	**8,838**	3,650
	3,093,889	456,914

The group derives its sales revenue mostly from the service fees and software fees for use of the Wheezo and other devices.

	2025 $	2024 $
Other Income		
R&D concession (a)	**611,282**	545,003
Grant income	**-**	36,600
	611,282	581,603

a) The value of any claimable R&D tax concession refund with respect to eligible R&D expenditures incurred during the financial year 2025 has not yet been determined and have therefore not been included within the financial statements for financial year 2025.

4. Consulting, employee and director expenses

	2025 $	2024 $
Consulting expenses	**888,962**	472,462
Employee expenses	**7,323,739**	2,599,526
Director expenses	**645,342**	836,556
	8,858,043	3,908,544

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

5. Income Tax Expense

(a) The prima facie tax on loss from ordinary activities before the loss is reconciled to the income tax as follows:

	2025 $	2024 $
Loss before income tax	**(10,103,806)**	(7,129,247)
Tax	**25.00%**	25.00%
Income tax benefit calculated	**(2,525,952)**	(1,782,312)
Add:		
Tax effect of amounts which are not deductible in calculating income tax:		
Share-based payments expenses	**-**	121,145
Other expenses not deductible	**407,242**	672,015
Other non-assessable income	**(152,821)**	(136,250)
Other deductible items	**(194,703)**	(168,330)
Deferred tax assets relating to tax losses and temporary differences not recognised	**2,466,234**	1,293,732
Income tax paid by subsidiary for prior year	**1,236**	-
Income tax expense	**1,236**	-

(b) Unrecognised deferred tax assets and liabilities

	2025 $	2024 $
Deferred tax assets and liabilities are attributable to the following:		
Tax losses	**32,118,717**	29,556,016
Prepayments	**2,235**	(5,155)
Provision	**23,426**	61,232
Accrual	**(21,578)**	44,473
Income tax expense	**32,122,800**	**29,656,566**

(c) Components of tax expense

The components of tax expense comprise:

	2025 $	2024 $
Current tax	**-**	-
Deferred tax	**-**	-
Adjustment for prior period	**1,236**	
Income tax expense	**1,236**	**-**

Included in the total of deferred tax assets attributable to tax losses not recognised are tax losses in relation to operations in United States of America, and Australia. Tax losses in Australian entities alone of $47,830,435 (2024: $45,517,675) relate to losses generated from 22 November 2006 to 30 June 2025. The ongoing availability of these tax losses are subject to further review by the Company to ensure compliance with the relevant provisions of Australia Income Tax laws.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

6. Key Management Personnel Remuneration

The aggregate compensation made to Directors and other Key Management Personnel of the Consolidated entity is set out below:

	2025 $	2024 $
Short-term employee benefits	**1,492,262**	1,745,401
Long-term benefits	**10,750**	45,376
Post-employment benefits	**107,904**	133,690
Share-based payments (Note 20)	**-**	484,580
	1,610,916	**2,409,047**

7. Related Party Transactions

The Group's related parties comprise of subsidiaries and key management personnel.

Disclosures relating to key management personnel are set out in the remuneration report.

Other transactions with related parties

The Group had the following transactions with Even More Capital, of which Nicholas Smedley is a Director.

	2025 $	2024 $
Capital advisory costs	**189,200**	312,532
Loan related payables	**-**	268,959
Travel related costs	**5,172**	6,899
	194,372	**588,390**

8. Auditors' Remuneration

	2025 $	2024 $
Remuneration of Company's former auditor, RSM, for:		
auditing or reviewing the financial report of the Group	**-**	35,000
Remuneration of Company's auditor, William Buck, for:		
auditing or reviewing the financial report of the Group	**69,500**	37,000
Total	**69,500**	**72,000**

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

9. Loss per Share

	2025 $	2024 $
Basic loss per share (cents)	**(0.72)**	(0.70)
Diluted loss per share (cents)	**(0.72)**	(0.70)
(a) Net loss used in the calculation of basic and diluted loss per share	**(10,105,042)**	(7,129,247)
(b) Weighted average number of ordinary shares outstanding during the period used in the calculation of basic and diluted loss per share	**1,395,817,413**	1,017,630,698

Potential ordinary shares, including options, are excluded from the weighted average number of shares used in the calculations of basic loss per share as they are considered non-dilutive.

10. Trade and Other Receivables

	2025 $	2024 $
CURRENT		
Trade receivables (a)	**1,660,337**	324,630
Less: Allowance for expected credit losses	**(152,672)**	(90,580)
	1,507,665	234,050
Other receivables	**14,237**	19,088
	1,521,902	**253,138**

a) All amounts are short term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

Allowance for expected credit losses

Refer to Note 22(c) for more information on the Group's credit risk management policy.

11. Controlled Entities

	Principal place of business / Country of Incorporation	Percentage Owned (%)* 2025	Percentage Owned (%)* 2024
Parent Entity			
Vitasora Health Limited	Australia		
Subsidiaries of Vitasora Health Limited			
KarmelSonix Australia Pty Ltd	Australia	**100**	100
Respiri UK Limited	United Kingdom	**100**	100
Respiri USA Inc	United States of America	**100**	100
Access Managed Services LLC	United States of America	**100**	100

*The percentage of ownership interest held is equivalent to the percentage voting rights for all subsidiaries.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

12. Inventories

	2025 $	2024 $
CURRENT		
Prepaid materials and finished goods	**2,883,969**	2,751,565
	2,883,969	**2,751,565**

13. Other assets

	2025 $	2024 $
CURRENT		
Prepayments	**274,942**	20,622
Deposits	**25,131**	28,486
Unexpired interest	**8,832**	-
Share capital receivable	**120,000**	217,755
Accrued income	**106,105**	-
	535,010	**266,863**

14. Intangible assets

	Orb Health Software $	Access Telehealth Software $	Goodwill $	2025 Total $
Balance at beginning of the year	-	83,000	1,956,490	2,039,490
Intangible asset acquired in the acquisition of Orb Health	6,295,220	-	5,245,296	11,540,516
Effects of exchange rates changes	(322,931)	938	(246,967)	(568,960)
Total	**5,972,289**	**83,938**	**6,954,819**	**13,011,046**

	Orb Health Software $	Access Telehealth Software $	Goodwill $	2024 Total $
Balance at beginning of the year	-	-	-	-
Intangible asset acquired in the acquisition of Access Telehealth	-	83,000	1,956,490	2,039,490
Total	**-**	**83,000**	**1,956,490**	**2,039,490**

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

14. Intangible assets continued

Impairment assessment of intangible assets

All intangible assets are assessed at each reporting period for indicators of impairment. The Group operates in two operating segments and two cash generating units ("CGU's") being the Australian Medical Device CGU and the USA Medical Device Segment CGU. Intangible assets with an indefinite useful life are assessed for impairment under the USA Medical Device CGU as the intangibles were created following the acquisition of Access Managed Services LLC, which was completed in the prior year. In addition, intangible assets arising from the acquisition of Orb Health have also been allocated to the USA Medical Device CGU.

The recoverable amount of the cash-generating unit is determined based on value-in-use calculations. Value-in-use is calculated based on the present value of cash flow projections for the next five years. The cash flows are discounted using estimated discount rate based on Capital Asset Pricing Model adjusted to incorporate risks associated with the software development sector.

Management has based the value-in-use calculations on five-year budget forecasts of the USA Medical Devices business. Revenue has been projected on the below mentioned assumptions. Costs are calculated taking into account historical gross margins as well as estimated weighted inflation rates over the period which is consistent with inflation rates applicable to the locations in which the unit operates. Discount rates are post-tax and reflect risks associated with the medical device business.

The following assumptions were used in the value-in-use calculations:

a. Revenue growth for year 1 has been assessed at $7.7 million based on the significant growth revenues throughout the year ended 30 June 2025. For years 2–5 of the model revenue growth has been assessed at 45% per annum on average.

b. Projected cash flows have been discounted using a post-tax discount rate of 16.25%. The implied pre-tax discount rate is 20.3%. The Group has no third-party debt and is therefore not subject to borrowing costs and the beta used is based on market available data.

c. An annual growth rate of 2.5% has been estimated in the calculation of terminal value being in line with comparable market companies.

Based on the above assumptions, the recoverable amount of the cash generating unit has been determined to exceed its carrying amount as at 30 June 2025 and accordingly, no impairment loss has been recognised.

Sensitivity to changes in assumptions

The impairment model is most sensitive to the following assumptions:

- Revenue forecasts assumption; and
- Discount rate.
- A decrease in the revenue growth assumption to 40% in years 2–5 of the model would generate an impairment charge.
- A rise in the discount rate to 24.21% (Pre-Tax) would result in an impairment charge being recorded.

No other reasonable possible change in assumptions would result in an impairment charge being recognised.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

Business Combination

On 20 January 2025, Vitasora Limited (formerly Respiri Limited) completed the acquisition of the business and assets of Orb Health Inc. The acquisition was executed via an asset purchase agreement. The initial consideration was AU$ 12,667,005.

A deferred consideration may be payable in additional shares, contingent on Orb Health's revenue performance for the year ending 31 December 2025. If gross revenue equals or exceeds US$ 9,000,000, the deferred payment will be calculated at 2.75× gross revenue exceeding US$ 9,000,000; otherwise, at 2.25× gross revenue exceeding US$ 9,000,000.

From 20 January to 30 June 2025, the acquired business contributed revenue of AU$ 1.5 million and a loss after tax of AU$ 1.4 million to the Group. Had the acquisition occurred on 1 July 2024, the full-year contribution would have been revenue of AU$ 3.1 million and a loss after tax of AU$ 8.2 million.

The acquisition marks another significant step for Vitasora as it accelerates market commercialisation and business development. The transaction strengthens the Group's position in the connected and chronic care health market and is expected to deliver operational synergies and expanded service offerings in the United States.

The details of the business combination are as follows. These amounts have been provisionally accounted for in accordance with AASB 3 Business Combinations, and will be finalized within the next 12 months from the acquisition date. As part of this process, the Group is currently undertaking a detailed evaluation of the fair value of identifiable intangible assets acquired. This assessment is ongoing and may result in adjustments to the purchase price allocation once completed.

Fair value of purchase consideration:	**Shares issued**	**AUD $**
Shares	160,998,504	11,752,891
Additional shares	12,522,106	914,114
Contingent consideration*	-	-
Total purchase consideration		**12,667,005**

*Based on Orb Health's historical and projected EBITDA performance, the contingent earn out arrangement was assessed to have a 0% probability of being met and was therefore assigned a nil fair value.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

14. Intangible assets continued

Business Combination continued

	AUD $
Current Assets	
Cash	**1,126,489**
Total Current Assets	**1,126,489**
Non-Current Assets	
Other intangible assets	**6,295,220**
Total Non-Current Assets	**6,295,220**
Total Assets	**7,421,709**
Total Liabilities	**-**
Net Assets	**7,421,709**

	$
Cash forms part of transaction	**1,126,489**
Net Assets	**6,295,220**
Goodwill	**5,245,296**
Purchase consideration settled via issue of shares	**12,667,005**

Acquisition-related costs incurred in connection with the business combination were immaterial and have been expensed in the consolidated statement of profit or loss.

15. Trade and Other Payables

	2025 $	2024 $
CURRENT		
Trade payables	**2,804,000**	1,708,994
Accrued expenses	**396,732**	228,437
	3,200,732	**1,937,431**

Terms and conditions of the above financial liabilities:

- Trade payables are non interest bearing and are normally settled on between 30–45 day terms
- Accrued expenses are non-interest bearing

Refer to note 22(a) for more information on the Group's foreign currency risk management policy.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

16. Issued Capital

The Company has an unlimited authorised share capital of no par value ordinary shares.

	2025 No.	2025 $	2024 No.	2024 $
Fully paid ordinary shares				
Balance at beginning of the year	1,146,535,590	140,545,172	843,236,346	132,099,603
Shares issued during the year (a)	430,491,607	22,333,727	303,299,244	9,779,534
Options exercised during the year	-	554,197	-	-
Transaction costs relating to share issues (b)	-	(510,442)	-	(1,333,965)
Total issued capital	**1,577,027,197**	**162,922,654**	**1,146,535,590**	**140,545,172**

a) Cash received in June 2025, for 17.5 million of shares that were issued in 8th July 2025.
b) Total capital raising costs during the year amounted to $510k, of which $257k has been paid via cash.

During the year ended 30 June 2025, the Company issued the following securities:

Date	Details	No. of Shares	Issue Price $	Total Value $
6 Aug 2024	Issuance of ordinary shares via placement	73,233,334	0.0300	2,197,000
6 Aug 2024	Issuance of shares upon conversion of loan	36,666,667	0.0300	1,100,000
9 Aug 2024	Issuance of ordinary shares via placement	28,333,334	0.0300	850,000
3 Oct 2024	Shares issued in settlement of consulting fees related to capital raising	6,200,000	0.0300	186,000
29 Nov 2024	Issuance of ordinary shares via placement	35,555,555	0.0450	1,600,000
8 Jan 2025	RSHO: Option expiring 30-Jun-2025	284,190	0.0650	18,472
8 Jan 2025	RSHAG: Option expiring 31-Dec-2024 Ex 3c	6,000,000	0.0300	180,000
8 Jan 2025	Shares issued in settlement of consulting fees for services provided to the company related to capital raising	1,466,667	0.0450	66,000
21 Jan 2025	Initial consideration shares to acquire the Orb Business as approved by shareholders at the 06/01/25 EGM	160,998,504	0.0730	11,752,891
21 Jan 2025	Additional shares TRANCHE 1- Orb	7,155,489	0.0730	522,351
10 Mar 2025	Additional shares TRANCHE 2- Orb	5,366,617	0.0730	391,763
10 Mar 2025	Issuance of ordinary shares via placement Tranche 1	67,481,250	0.0400	2,699,250
15 May 2025	Issuance of ordinary shares to Director (a)	1,750,000	0.0400	70,000
30 June 2025	Share capital received in June 2025, for shares that were issued in July 2025	-	-	700,000
		430,491,607		**22,333,727**

a) The issuance of shares was funded through cash contributions from the Directors and is not included in the remuneration report.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

16. Issued Capital continued

During the year ended 30 June 2024, the Company issued the following securities:

Date	Details	No. of Shares	Issue Price $	Total Value $
23 Jun 2023	Issuance of shares under a March 2022 agreement, being the second tranche, with provider	1,850,000	0.033	61,940
4 Jul 2023	Issuance of ordinary shares via placement - Obsidian	15,000,000	0.0340	510,000
2 Aug 2023	Issuance of ordinary shares in lieu of fees payable to advisers	588,235	0.0340	20,000
9 Aug 2023	Issuance of ordinary shares via placement	73,529,240	0.0340	2,499,994
16 Aug 2023	Issuance of ordinary shares via placement	14,705,884	0.0340	500,000
17 Aug 2023	Issuance of ordinary shares in lieu of fees payable to advisers	24,787,942	0.0340	842,790
27 Sep 2023	Issuance of ordinary shares via placement	26,302,499	0.0340	894,285
29 Sep 2023	Issuance of ordinary shares via placement	11,932,795	0.0340	405,715
21 Nov 2023	Issuance of securities to former Director approved at 2023 AGM	800,294	0.0340	27,210
21 Nov 2023	Issue of securities to Director approved at 2023 AGM	882,353	0.0340	30,000
21 Nov 2023	Issuance of ordinary shares via placement	28,920,002	0.0300	867,600
18 Dec 2023	Issuance of ordinary shares via placement	17,333,334	0.0300	520,000
19 Dec 2023	Issuance of ordinary shares via placement	33,333,333	0.0300	1,000,000
18 Jun 2024	Issuance of ordinary shares via placement	53,333,333	0.0300	1,600,000
		303,299,244		**9,779,534**

Term and Conditions of Issued Capital

Ordinary Shares:

Ordinary shareholders have the right to receive dividends as declared and in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy at a meeting of the Company.

Options:

Option holders do not have the right to receive dividends and are not entitled to vote at the meeting of the Company until options are exercised into ordinary shares by payment of the exercise price. Options may be exercised at any time from the date they vest to their expiry date. Share options convert into ordinary shares on a one for one basis on the date they are exercised.

Capital Risk Management:

The consolidated entity's objective 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.

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

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as a value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investment in the short-term as it continues to develop its technologies.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

17. Reserves

	2025 No.	2025 $	2024 No.	2024 $
Options				
Balance at beginning of the year	217,700,000	3,746,782	238,500,000	6,780,376
Options issued during the year (a)	25,000,000	954,170	65,000,000	455,939
Expense recorded over vesting period	-	-	-	81,297
Options exercised/forfeited (b)	(6,000,000)	(554,197)	-	-
Options expired/lapsed (c)	(45,000,000)	(945,420)	(15,800,000)	(671,698)
Cancellation of options	-	-	(70,000,000)	(2,899,132)
Balance at end of the year	**191,700,000**	**3,201,335**	**217,700,000**	**3,746,782**
FX Reserve				
Balance at beginning of the year	-	(44,062)	-	(554)
Other comprehensive income for the year, net of tax	-	(641,452)	-	(43,508)
Balance at end of the year	-	(685,514)	-	(44,062)
Total Reserves	**191,700,000**	**(2,515,821)**	**217,700,000**	**3,702,720**

a) 25,000,000 unlisted options were issued to consultants on 8th January 2025.

b) 6,000,000 unlisted options granted to Former Director were exercised during the year

c) 45,000,000 unlisted Options issued to Directors and Consultants expired during the year

During the year ended 30 June 2025, the Company issued the following options:

Date	Details	No. of Options	Option fair value $	Total Value $
8 Jan 2025	Issue to Consultants	11,000,000	0.0323	355,152
8 Jan 2025	Issue to Consultants	5,000,000	0.0467	233,501
8 Jan 2025	Issue to Consultants	5,000,000	0.0406	203,182
8 Jan 2025	Issue to Consultants	4,000,000	0.0406	162,335
		25,000,000		**954,170**

Option Reserve:

The option reserve recognises the proceeds from the issue of options over ordinary shares and the expense recognised in respect of share based payments.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

18. Segment Reporting

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

Information reported to the Group's Chief Operating Decision Makers for the purposes of resource allocation and assessment of performance is more specifically focused on the geographical locations of the Group's operations.

The Group's reportable segments under AASB 8 are therefore as follows:

Australia

The Australia reportable segment activities include research, development and commercialisation of medical devices, and the production of Mobile Health applications in Australia

USA

The United States reportable segment, through the acquisition of Access Telehealth in August 2023 and Orb Health in January 2025, provides reportable segment activities such as broader value proposition and solution for managing all major chronic disease states including, but not limited to, Cardiovascular, Diabetes, Chronic Obstructive Pulmonary Disease (COPD) and Obesity.

Information regarding these segments is presented below. The accounting policies of the reportable segments are the same as the Group's accounting policies.

The Company had three customers in USA that each accounted for more than 10% of total revenue during period. Revenue from these customers totaled $1,866,090 (2024: $753,502) and represented 60% of total revenue for period.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

18. Segment Reporting continued

30 June 2025	Medical Devices Segment Australia $	Medical Devices Segment USA $	Corporate $	Total $
Segment Revenue				
External Sales	46,584	3,038,468	-	3,085,052
Other income	611,282	-	-	611,282
Total Segment Revenue	657,866	3,038,468	-	3,696,334
Interest revenue	-	-	8,838	8,838
Total Revenue	**657,866**	**3,038,468**	**8,838**	**3,705,172**
Segment Expenses	(148,869)	(8,405,888)	(5,194,756)	(13,749,513)
EBITDA	508,997	(5,367,420)	(5,194,756)	(10,053,179)
Segment depreciation expenses	-	-	(59,465)	(59,465)
Interest revenue	-	-	8,838	8,838
Finance costs	-	-	-	-
Profit/(loss) before income tax	**508,997**	**(5,367,420)**	**(5,245,383)**	**(10,103,806)**
Income tax expense	-	-	(1,236)	(1,236)
Profit/(loss) after income tax	**508,997**	**(5,367,420)**	**(5,246,619)**	**(10,105,042)**
Assets				
Segment assets	2,014,759	869,210	15,519,739	18,403,708
Total Assets	**2,014,759**	**869,210**	**15,519,739**	**18,403,708**
Liabilities				
Segment liabilities	-	-	3,735,808	3,735,808
Total Liabilities	**-**	**-**	**3,735,808**	**3,735,808**

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

18. Segment Reporting continued

30 June 2024	Medical Devices Segment Australia $	Medical Devices Segment Israel $	Corporate $	Total $
Segment Revenue				
External Sales	46,323	407,032	-	453,355
Other income	581,603	-	-	581,603
Total Segment Revenue	627,926	407,032	-	1,034,958
Interest revenue	-	-	3,559	3,559
Total Revenue	**627,926**	**407,032**	**3,559**	**1,038,517**
Segment Expenses	(137,832)	(1,468,355)	(6,432,529)	(8,038,716)
EBITDA	490,094	(1,061,323)	(6,432,529)	(7,003,758)
Segment depreciation expenses	-	-	(64,033)	(64,033)
Interest revenue	-	-	3,559	3,559
Finance costs	-	-	(65,015)	(65,015)
Profit/(loss) before income tax	**490,094**	**(1,061,323)**	**(6,558,018)**	**(7,129,247)**
Income tax expense	-	-	-	-
Profit/(loss) after income tax	**490,094**	**(1,061,323)**	**(6,558,018)**	**(7,129,247)**
Assets				
Segment assets	2,042,569	721,915	3,426,432	6,190,916
Total Assets	**2,042,569**	**721,915**	**3,426,432**	**6,190,916**
Liabilities				
Segment liabilities	-	-	3,553,977	3,553,977
Total Liabilities	**-**	**-**	**3,553,977**	**3,553,977**

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

19. Cash Flow Information

(a) Reconciliation of cash flow from operations with loss after income tax

	2025 $	2024 $
Net loss for the year	**(10,105,042)**	**(7,129,247)**
Non-cash flows in profit:		
depreciation	**59,465**	64,033
share-based payments	**1,171,925**	537,236
foreign exchange adjustments	**10,134**	16,233
other non cash revenue and expenses	**187,915**	8,821
Changes in assets and liabilities:		
(increase)/decrease in trade and other receivables	**(1,268,764)**	(205,894)
(increase)/decrease in other assets	**(268,146)**	(76,923)
(increase)/decrease in inventories	**(132,404)**	(129,921)
increase/(decrease) in trade and other payables	**1,263,299**	274,312
(decrease)/increase in other liabilities	**(85,992)**	-
Cash flows from operations	**(9,167,610)**	**(6,641,350)**

(b) Non-cash financing and investing activities

Please refer to Note 16 and 17 for further details regarding equity issued for nil cash consideration.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

20. Share-based Payments

(a) Employee share and option plan

Nil options were issued during the current year under ESOP.

(b) Fair value of share options granted in the year outside of the ESOP

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

No. of Options		Grant Date	Expiry Date	Share price at grant date $	Exercise price $	Expected volatility	Dividend yield	Risk free interest rate	FV at grant date $
11,000,000	(a)	08/01/2025	08/01/2027	0.075	0.100	91.96%	-	3.91%	355,152
5,000,000	(b)	08/01/2025	30/06/2028	0.075	0.080	91.96%	-	3.91%	233,501
5,000,000	(c)	08/01/2025	30/06/2028	0.075	0.120	91.96%	-	3.91%	203,182
4,000,000	(d)	08/01/2025	08/01/2027	0.075	0.065	91.96%	-	3.91%	162,335

Expected volatility is determined by historical performance of the share price.

The weighted average fair value of options granted during the financial year is $0.0382 (2024:$0.007)

a) Options have vested.

b) Options have vested.

c) Options have vested.

d) Options have vested.

(c) Movement in share options during the year

The following reconciles the share options outstanding at the beginning and end of the year:

	2025 No. of Options	2025 Weighted Average Exercise Price $	2024 No. of Options	2024 Weighted Average Exercise Price $
Outstanding at the beginning of the year	**217,700,000**	**0.20**	**238,500,000**	**0.18**
Granted	25,000,000	0.09	65,000,000	0.11
Exercised	(6,000,000)	0.08*	-	-
Expired/lapsed	(45,000,000)	0.19	(15,800,000)	0.39
Cancelled	-	-	(70,000,000)	0.10
Outstanding at year-end	**191,700,000**	**0.24**	**217,700,000**	**0.20**
Exercisable at year-end	**183,700,000**	**0.19**	**215,200,000**	**0.20**

*0.08 is the weighted average share price at the date of exercise

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

20. Share-based Payments continued

(d) Share options exercised during the year

During the year, 6,000,000 options were exercised.

(e) Share options outstanding at the end of the year

The options outstanding at 30 June 2025 had a weighted average exercise price of $0.24 (2024:$0.20) and a weighted average remaining contractual life between 0.5 to 5.5 years.

Exercise price range from $0.065 (2024: $0.03) to $0.3 (2024: $0.3) in respect of options outstanding at 30 June 2025.

(f) Share-based payments expense

	2025 $	2024 $
Share-based payments		
options issued to directors	**-**	484,581
options issued to suppliers (a)	**954,170**	52,655
share expense - others	**217,755**	-
	1,171,925	**537,236**

a) The Company issued 25,000,000 options to US consultants that were fully vested this year.

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

21. Events Occurring After the Reporting Date

Matters Subsequent to Reporting Period

Post year end, Vitasora secured firm commitments to raise $11 million through a placement to sophisticated, professional, and institutional investors. The first tranche of $3.72 million was successfully received in the second week of July 2025. The second tranche, which includes participation from directors and key investors, is expected to settle following the Extraordinary General Meeting (EGM) anticipated in September 2025.

Additionally, $0.7 million cash received in June 2025 was converted into equity on 8th July 2025.

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

22. Financial Risk Management

The Group holds the following financial instruments:

	2025 $	2024 $
Financial assets		
Cash and cash equivalents	**394,240**	762,874
Trade and other receivables	**1,521,902**	253,138
Total financial assets	**1,916,142**	**1,016,012**
Financial liabilities		
Trade and other payables	**3,200,732**	1,937,431
Other financial liabilities	**814,353**	1,176,563
Total financial liabilities	**4,015,085**	**3,113,994**

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

22. Financial Risk Management continued

(a) Foreign exchange risk

The Group engages in international purchase transactions and is exposed to foreign currency risk arising from various currency exposures, primarily with respect to the US dollar (USD). The parent has minimal exposure to foreign exchange risk as it does not hold any foreign currency cash reserves and only makes minor foreign currency payments. The Group does not make use of derivative financial instruments to hedge foreign exchange risk.

The carrying amount of the foreign currency denominated monetary assets and liabilities at the reporting date is as follows, all amounts in the table below are displayed in $AUD at year-end spot rates:

	2025 $	2024 $
Cash and trade and other receivables		
USD	1,643,518	-
GBP	15,724	35,566
	1,659,242	**35,566**
Trade and other payables		
CAD	(8,143)	(43,908)
GBP	-	(28,845)
USD	(2,140,149)	(262,985)
EUR	-	(1,606)
	(2,148,292)	**(337,344)**

Sensitivity Analysis

The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The Group's exposure to foreign currency changes for all other currencies is not material.

	2025 $	2024 $
Currency interest rates charged by ± 5% basis	**± (24,453)**	**± (15,089)**

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

22. Financial Risk Management continued

(b) Interest rate risk

The Group has no material exposure to interest rate risk via the financial assets and financial liabilities that it holds. Interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates.

The following table summarises the sensitivity of the Group's financial assets and financial liabilities to interest rate risk (against the implied 30 day bank bill rate). The table also represents the quantitative impact on the financial statements should the variation occur.

	Carrying amount $	Weighted average interest rate %	(3.70%) effect on profit after tax $	3.70% effect on profit before tax $
30 June 2025				
Financial assets				
Cash and cash equivalents	394,240	3.70	(14,567)	14,567
Total (decrease)/increase	**394,240**	**-**	**(14,567)**	**14,567**
30 June 2024				
Financial assets				
Cash and cash equivalents	762,874	4.33	(33,032)	(33,032)
Total (decrease)/increase	**762,874**	**-**	**(33,032)**	**(33,032)**

(c) Credit risk

The credit risk in respect of cash at banks and deposits is managed by only having accounts with major reputable financial institutions.

The Group continuously monitors the credit quality of customers based on regular review of the debtors. Where available, external credit ratings and/or reports on customers are obtained and used. The Group's policy is to deal only with credit worthy counterparties. The credit terms as negotiated with customers are subject to an approval process which forms part of the overall contract approval when signing up new customers and is usually 30 days. The ongoing credit risk is managed through regular review of ageing analysis, together with ongoing correspondences with customers, and by making provisions for doubtful debt.

	Current $	30 days $	60 days $	90 days and older $	Total $
Trade Receivable Aging					
Vitasora Health Limited	3,011	-	-	15,724	18,735
Respiri USA	525,747	137,685	111,442	559,772	1,334,646
Access Telehealth	33,605	14,310	11,106	247,935	306,956
Allowance for expected credit losses	-	-	-	(152,672)	(152,672)
	562,363	**151,995**	**122,548**	**670,759**	**1,507,665**

Notes to the Financial Statements continued

For the Year Ended 30 June 2025

22. Financial Risk Management continued

(d) Liquidity risk

Liquidity risk is the risk that the Group will not pay its debtors when they fall due. Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Group manages liquidity risk by maintaining sufficient bank balances to fund its operations and the availability of funding through committed credit facilities.

Management manages this risk by monitoring rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows. The table below analyses the Group's financial liabilities.

	0 to 12 months $	Maturing 1 to 3 years $	Total $
30 June 2025			
Trade and other payables	3,200,731	-	3,200,731
Lease liabilities	57,418	-	57,418
	3,258,149	**-**	**3,258,149**
30 June 2024			
Trade and other payables	1,937,431	-	1,937,431
Lease liabilities	58,980	57,419	116,399
	1,996,411	**57,419**	**2,053,830**

(e) Capital Risk Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain a capital structure that maximises shareholder value. In order to maintain or achieve an optimal capital structure, the Group may issue new shares or reduce its capital, subject to the provisions of the Group's constitution.

The capital structure of the Group consists of equity attributed to equity holders of the Group, comprising contributed equity and reserves disclosed in Notes 16 and 17. By monitoring undiscounted cash flow forecasts and actual cash flows provided to the Board by the Group's Management the Board monitors the need to raise additional equity from the equity markets.

Capital commitments

The group had no capital commitments as at 30 June 2025 (2024: nil).

Consolidated Entity Disclosure Statement

As at 30 June 2025

Entity Name	Entity Type	Place found / Country of Incorporation	Ownership Interest %	Tax Residency
Vitasora Health Limited	Body Corporate	Australia	N/A	Australia
KarmelSonix Australia Pty Ltd	Body Corporate	Australia	100	Australia
Respiri UK Limited	Body Corporate	United Kingdom	100	United Kingdom
Respiri USA Inc	Body Corporate	United States of America	100	United States of America
Access Managed Services LLC	Body Corporate	United States of America	100	United States of America

Vitasora Health Limited (the head entity) and its wholly owned Australian subsidiaries have formed an Income Tax Consolidated Group under tax consolidation regime.

Basis of preparation

This consolidated entity disclosure statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes information for each entity that was part of the Group as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

Determination of tax residency

Section 295 (3A)(vi) of the Corporation Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

Australian tax residency

The Group has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

Foreign tax residency

Where necessary, the Group has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with (see section 295(3A)(vii) of the Corporations Act 2001).

Partnerships and Trusts

None of the entities noted above were trustees of trusts within the Group, partners in a partnership within the Group or participants in a joint venture within the Group

Directors' Declaration

The directors of the Company declare that:

1. The financial statements and notes, as set out on page 30 to 61, and the remuneration disclosures that are contained within the Remuneration Report within the Directors' report, set out on pages 16 to 27, are in accordance with the Corporations Act 2001 and:
    a. In the directors' opinion there are reasonable grounds to believe the company will be able to pay its debts as and when they become due and payable;
    b. In the directors' opinion the financial statements and notes also comply with the International Financial Reporting Standards as disclosed in Note 1;
    c. In the directors' opinion the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity
    d. In the directors' opinion the attached consolidated entity disclosure statement and the information disclosed therein are true and correct; and
    e. The directors have been given the declaration required by s295A of the Corporations Act 2001.

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

On behalf of the Directors

Mr Nicholas Smedley
Executive-Chairman

Dated this 28th day of August 2025
Melbourne, Australia

Independent Audit Report to the members of Vitasora Health Limited (formerly Respiri Limited)

30 June 2025

William Buck
ACCOUNTANTS & ADVISORS

Independent auditor's report to the members of Vitasora Health Limited (formerly known as Respiri Limited)

Report on the audit of the financial report

Our opinion on the financial report

In our opinion, the accompanying financial report of Vitasora Health Limited (formerly known as Respiri Limited) (the Company) and its subsidiaries (the Group) is in accordance with the *Corporations Act 2001*, including:

— 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 then ended; and

— complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What was audited?

We have audited the financial report of 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 for the year then ended,

— the consolidated statement of changes in equity for the year then ended,

— the consolidated statement of cash flows for the year then ended,

— notes to the financial statements, including material accounting policy information,

— the consolidated entity disclosure statement, and

— the directors' declaration.

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 & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (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.

Level 20, 181 William Street, Melbourne VIC 3000 +61 3 9824 8555 vic.info@williambuck.com williambuck.com.au

Independent Audit Report to the members of Vitasora Health Limited (formerly Respiri Limited) continued

30 June 2025

William Buck
ACCOUNTANTS & ADVISORS

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report, which indicates that the Group incurred a net loss of $10,105,042 and cash outflow from operations of $9,167,610 during the year ended 30 June 2025. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. 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. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Business combination	**Area of focus (refer also to notes 1 & 14)**	**How our audit addressed the key audit matter**
	During the year the Group acquired the business and select assets from Orb Health Inc. ("Orb") on 20 January 2025 for initial consideration of $12.7 million, settled by issue of shares in the Company. The transaction also included a contingent component for the issue of additional shares if certain financial targets are achieved. Accounting for this transaction is complex and required significant judgements and estimates by management on the initial entries recorded, specifically to determine the fair value of the consideration paid and assets and liabilities acquired in the context of Australian Accounting Standards. As such this matter has been determined as a key area of focus for our audit.	Our audit procedures included: — Assessing that the acquired business meets the definition of a business under *AASB 3 – Business Combinations;* — Reviewing the sale and purchase agreement to understand the key terms and conditions of the acquisition, including the date that control passed to the Group; — Assessing the Group's determination of fair values of assets acquired at acquisition date; and — Assessing the estimation of contingent consideration included within the transaction noting that based on management's assessment no liability in respect of the contingent consideration has been recognised. We have also assessed the adequacy of the Group's disclosures in respect of the acquisition in the financial report.

Independent Audit Report to the members of Vitasora Health Limited (formerly Respiri Limited) continued

30 June 2025

WilliamBuck
ACCOUNTANTS & ADVISORS

Carrying value of goodwill	Area of focus (refer also to notes 1 & 14	How our audit addressed the key audit matter
	Included on the statement of financial position is an intangible asset balance of $13.0 million as at 30 June 2025, which relates to goodwill of $6.95 million and software assets totaling $6.05 million. In accordance with *AASB 136 – Impairment of assets* the Group is required to, at least annually, perform an impairment assessment of goodwill and intangible assets that have an indefinite useful life. For intangible assets with finite useful lives, the Group is required to review these for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable, and at least annually, review whether there is any change in their expected useful lives. Impairment is recognized when the carrying amount of the Cash Generating Unit ('CGU") exceeds its recoverable amount. As at 30 June 2025, the Group has not recorded an impairment charge. The accounting treatment to determine the carrying value of intangible assets is complex and requires significant judgment and has been a key area of focus for our audit.	Our audit procedures included: — A detailed evaluation of the Group's budgeting procedures upon which the forecast is based and testing the principles and integrity of the discounted future cash flow models; — Assessing the appropriateness of the Group's two Cash Generating Units ('CGU's') in line with how the Board and Chief Financial Decision Makers evaluate the performance of the Group and that the allocation of assets between the Group's two CGU's was appropriate and that all of the Groups' indefinite life intangible assets were apportioned to the US Medical Devices CGU; — Testing the accuracy of the calculation derived from the forecast model and assessing key inputs to the calculations such as revenue growth, terminal growth, gross margins; — Performing a review of the discount rate to confirm that the methodology used was appropriate; — Performing sensitivity analysis on the model noting that any change in the assumptions used would change the recoverable amount calculated by the Group; and — Performing market cross checks on comparing the Group's market capitalisation relative to its net asset position as at 30 June 2025. We also considered the adequacy of the Group's disclosures in the notes to the financial report.

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.

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.

Independent Audit Report to the members of Vitasora Health Limited (formerly Respiri Limited) continued

30 June 2025

William Buck
ACCOUNTANTS & ADVISORS

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:

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

- the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- 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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf

This description forms part of our auditor's report.

Independent Audit Report to the members of Vitasora Health Limited (formerly Respiri Limited) continued

30 June 2025

WilliamBuck
ACCOUNTANTS & ADVISORS

Report on the Remuneration Report

Our opinion on the Remuneration Report

In our opinion, the Remuneration Report of Vitasora Health Limited (formerly known as Respiri Limited), for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

What was audited?

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2025.

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.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

A. A. Finnis
Director
Melbourne, 28 August 2025

Additional Information for Listed Public Companies

30 June 2025

Equity security holders

Twenty largest quoted equity holders

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

Holder	Ordinary shares held	% of total shares issued
LEGACY OH HOLDINGS INC	173,520,610	10.10%
NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	79,685,230	4.64%
BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	71,039,179	4.13%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	68,194,324	3.97%
NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>	59,373,398	3.45%
THE TRUST COMPANY (AUSTRALIA) LIMITED <SBF A/C>	31,879,667	1.86%
CITICORP NOMINEES PTY LIMITED	26,847,791	1.56%
BT PORTFOLIO SERVICES LTD <ROONEY PENSION FUND A/C>	22,270,000	1.30%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	21,510,153	1.25%
BT PORTFOLIO SERVICES LIMITED <MR THIEN FOO KO A/C>	20,000,000	1.16%
BOND STREET CUSTODIANS LIMITED <BENRI2-V85380 A/C>	18,416,667	1.07%
MALLAMANDA PTY LTD <MALLAMANDA A/C>	18,032,352	1.05%
MR PETER KARL BRAUN	18,026,140	1.05%
BT PORTFOLIO SERVICES LTD <MISS LUCIA IPPOLITI A/C>	17,000,000	0.99%
BT PORTFOLIO SERVICES LTD <MR GABRIEL IPPOLITI A/C>	17,000,000	0.99%
MR ANDRE SZARUKAN + MS ROSE BRANISKA <THE A & R SUPER A/C>	16,384,575	0.95%
BOND STREET CUSTODIANS LIMITED <PRWEGR-D84265 A/C>	15,515,000	0.90%
BT PORTFOLIO SERVICES LIMITED <KRISHNAN ROODENRYS FSF A/C>	15,000,000	0.87%
HUGO HILL PTY LTD <HUGO HILL FAMILY A/C>	14,583,983	0.85%
SYSTEM ARCHITECTS INTERNATIONAL NOMINEES PTY LTD <SAI SUPER A/C>	14,500,000	0.84%

Unquoted equity securities

No unquoted shares.

Unquoted equity securities	Number on issue	Number of holders
Options over ordinary shares issued	191,700,000	20

Additional Information for Listed Public Companies continued

30 June 2025

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.

On-market Buy-backs

There is no current on-market buy-back in relation to the Company's securities.

Securities subject to voluntary escrow

There are 181,470,610 shares subject to voluntary escrow.

Distribution of equitable securities

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

	Number of Holders of ordinary shares
1 to 1,000	148
1,001 to 5,000	218
5,001 to 10,000	416
10,001 to 100,000	1,251
100,001 and above	845

Unmarketable Parcels

As at 18th August 2025 there were 1,111 unmarketable parcels on register.

Additional Information for Listed Public Companies continued

30 June 2025

SHAREHOLDER ENQUIRIES

Shareholders with enquiries about their shareholdings should contact the Share Register:

Computershare Investor Services Pty Ltd
Yarra Falls
452 Johnson Street
Abbostsford, Victoria, 3067

Telephone: +61 (0)3 9415 4000
Facsimile: +61 (0)3 9473 2500
Email: www.investorcentre.com/contact

CHANGE OF ADDRESS, CHANGE OF NAME, CONSOLIDATION OF SHAREHOLDINGS

Shareholders should contact the Share Registry via your Investor Centre portal.

REMOVAL FROM THE ANNUAL REPORT MAILING LIST

Shareholders who no longer wish to receive the Annual Report should notify the Share Registry via the shareholder's respective Investor Centre portal. These shareholders will continue to receive all other shareholder information.

TAX FILE NUMBERS

It is important that Australian resident shareholders, including children, have their tax file number or exemption details noted by the Share Registry.

CHESS (Clearing House Electronic Sub-register System)

Shareholders wishing to move to uncertified holdings under the Australian Stock Exchange (CHESS) system should contact their stockbroker.

UNCERTIFIED SHARE REGISTER

Shareholding statements are issued at the end of each month in which there is a transaction that alters the balance of your holding.

Corporate Directory

30 June 2025

AUSTRALIAN COMPANY NUMBER (ACN)

009 234 173

DIRECTORS

Mr Marjan Mikel	Appointed on 25th November 2019
Mr Nicholas Smedley	Appointed on 30th October 2019
Mr Jonathan Adams	Appointed on 24th February 2025

COMPANY SECRETARY

Mr Justin Mouchacca
Ms Nova Taylor

PRINCIPAL PLACE OF BUSINESS

Level 9, 432 St Kilda Road
Melbourne, Victoria
AUSTRALIA 3004
Telephone: +61 (0)3 9653 9160

SHARE REGISTRY

Computershare Investor Services Pty Ltd Yarra Falls
452 Johnston Street
Abbotsford, Victoria, 3067 Australia

Telephone: +61 (0)3 9415 4000
Facsimile: +61 (0)3 9473 2500

AUDITORS

William Buck Audit (Vic) Pty Ltd
Level 20, 181 William Street
Melbourne, Victoria, 3000
Australia

WEBSITE

www.vitasorahealth.com.au

SECURITIES QUOTED

Australian Securities Exchange
- Ordinary Fully Paid Shares (Code: VHL)

Vitasora Health Limited (formerly Respiri Limited) is a Public Company Limited by shares and is domiciled in Australia

REGISTERED OFFICE

Level 5, 485 La Trobe St.
Melbourne, Victoria
AUSTRALIA 3000

Telephone: +61 (0)3 9602 3366
Fax: +61 (0)3 9602 3606

SOLICITORS

Gadens Lawyers
Level 13, Collins Arch
447 Collins Street
Melbourne, Victoria, 3000 AUSTRALIA
Telephone: +61 (0)3 9252 2555
Fax: +61 (0)3 9252 2500

BANKERS

National Australia Bank (NAB)
330 Collins Street,
Melbourne, Victoria, 3000
Australia

Financial Statements

For the Year Ended 30 June 2025

vitasora.com.au