

Annual Report 2024

ASX:OPL  
[www.opyl.ai](http://www.opyl.ai)



## Contents

---

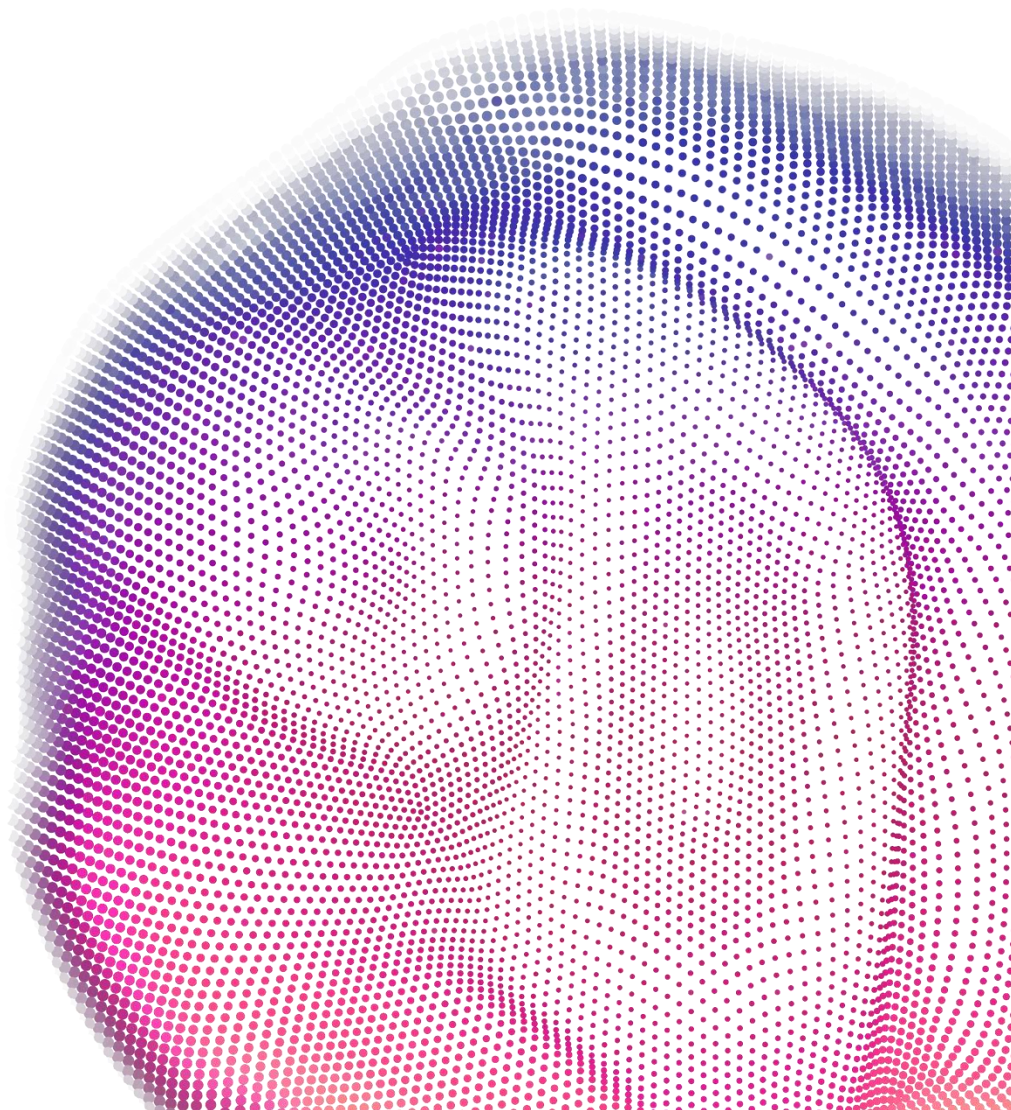
About Us	3
Chairman's letter	4
Corporate directory	7
Directors' report	6
Auditors' independence declaration	21
Statement of profit or loss and other income	23
Directors' declaration	52
Independent auditor's report	53
Shareholder information	56



## About Opyl

---

Opyl leads the way in transforming clinical trials through its advanced AI-driven platform, TrialKey. We specialise in designing, optimising, and predicting outcomes for clinical trials with unparalleled precision. TrialKey leverages real-world data to simulate and optimise trial designs for pharmaceuticals, medical devices, alternative therapies, and novel conditions, significantly boosting success probabilities across all phases. Our TrialGen module draws on extensive datasets to create the most effective trial designs, refine existing studies, and forecast trial success with over 90% accuracy. With its comprehensive global capabilities, TrialKey ensures efficient resource allocation, reduces costly amendments, and accelerates market entry for groundbreaking medical advancements. Transform your clinical trial strategy with Opyl, the driving force behind TrialKey.





## Chairman's Letter

---

Dear Stakeholders,

It is with great pleasure that I present the annual report for Opyl Limited (ASX: OPL) for the financial year ending 2024. This year has been transformative, marked by significant advancements in our AI-driven clinical trial optimisation and success prediction platform, TrialKey, along with key leadership transitions. Since stepping into the role of Opyl Executive Chair on 30 April 2024, I am honoured to lead our talented team through this exciting period of growth and innovation.

Over the past year, we've focused on building brand awareness and educating the market about the novel capabilities of AI in clinical trial design and success prediction. Our proactive marketing initiatives and active participation in industry events have significantly increased interest in and engagement with our flagship product, TrialKey. This has resulted in a strong sales pipeline, bolstered by high-value leads identified through our comprehensive sales outreach. By leveraging the TrialKey platform, we've engaged in insightful discussions around potential trials, demonstrating TrialKey's predictive power and study impact analysis. This progress positions us strongly for future growth and revenue generation.

We have forged strategic partnerships to accelerate our growth and expand our global footprint. The establishment of a Biotech Fund with L39 Capital, harnessing TrialKey's predictive capabilities, is set to create new revenue streams and solidify our position in the biotech investment sector. The Fund's target of \$100 million in assets under management within 36 months underscores the market's confidence in our technology. The Memorandum of Understanding (MOU) with the Xco Consortium lays the groundwork for a joint venture to exclusively market and distribute TrialKey in EMEA and North America, allowing us to focus on the Asia-Pacific region. This partnership is poised to drive substantial revenue growth, with a projected USD 1 million cash payment upon successful due diligence and ambitious sales targets of USD 4 million by the third year.

The launch of 'TrialGen' on 3 June 2024 marked a significant leap forward in automating clinical trial protocol design. This AI-powered tool streamlines the design process, saving valuable time and resources for pharmaceutical companies, biopharmaceutical firms, and CROs. Recent upgrades, including grading for inclusion/exclusion criteria and endpoints, have further enhanced its value proposition. We are committed to continuous innovation, with future developments focused on integrating compound/molecule feature creation to further refine TrialKey's predictive accuracy and solidify its position as an indispensable tool in clinical trial design and strategy.

Our active presence at prestigious industry events and extensive media coverage across podcasts and influential publications have significantly amplified our brand visibility and established Opyl as a thought leader in the field.





## Chairman's Letter

---

As we enter FY2025, we are filled with optimism and excitement. Our strategic priorities include the ongoing enhancement and optimisation of TrialGen and TrialKey, with a focus on expanding features, increasing dataset reliability, and incorporating cutting-edge AI capabilities. The potential finalisation of the joint venture with the Xco Consortium represents a major step towards unlocking substantial sales and revenue growth. We will also continue to prioritise strategic sponsorships and media engagements to further elevate our brand and drive lead generation.

TrialKey stands as a beacon of innovation, empowering biopharma and medtech companies to navigate the complexities of clinical trials with confidence and precision. By harnessing the power of machine learning and vast datasets, TrialKey delivers invaluable insights into trial feasibility, design optimisation, and success prediction. It enables users to proactively identify and mitigate potential risks, leading to improved trial outcomes and accelerated development of life-saving therapies. With its ability to analyse complex data at an unprecedented scale and generate actionable recommendations, TrialKey is not just predicting the future of clinical trials; it's shaping it.

With unwavering confidence in our strategic direction and the transformative power of our AI-driven solutions, we are poised to accelerate medical advancements and shape the future of healthcare. We remain dedicated to delivering innovative solutions that drive efficiency, reduce costs, and improve success rates in clinical trials, ultimately benefiting patients worldwide.

I extend my deepest gratitude to our shareholders, employees, and partners for their support and belief in Opyl's mission. Together, we are forging a path towards a brighter tomorrow where groundbreaking therapies reach patients faster and more efficiently.

Sincerely,

A handwritten signature in black ink, appearing to read "Saurabh Jain".

Saurabh Jain

Executive Chairman

**Opyl Limited**

**ABN 71 063 144 865**

**Annual Report - 30 June 2024**

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

**Corporate Directory**

Directors	Mark Ziirsen - Non-Executive Director (Resigned on 30 April 2024) Megan Robertson - Non-Executive Director (Resigned on 4 September 2023) Damon Rasheed - Executive Director Mark Simari - Non-Executive Director (Appointed on 4 September 2023) Antanas Guoga - Non-Executive Director (Appointed on 4 September 2023) Saurabh Jain - Chair and Executive Director (Appointed on 30 April 2024)
Company Secretary	David Lilja
Notice of annual general meeting	The details of the annual general meeting of Opyl Limited are: to be determined
Registered office and principal place of business	Level 10, 99 Queen Street Melbourne, VIC 3000, Australia
Share register	Automic Pty Ltd Level 5, 126 Phillip Street Sydney NSW 2000, Australia Telephone: +1300 288 664 (within Australia); +61 2 9698 5414 (outside Australia) Email: hello@automic.com.au
Auditor	William Buck Level 20, 181 William Street Melbourne VIC 3000, Australia
Solicitor	Cornwalls Level 4, 300 Collins Street Melbourne VIC 3000, Australia  Montgomery Pacific LLP 150 Spear Street, Suite 800 San Francisco, CA 94105, USA
Bankers	Westpac Banking Corporation Level 13 109, St Georges Terrace Perth WA 6000, Australia  First Republic Bank 44, Montgomery Street San Francisco, CA 94104, USA
Stock exchange listing	Opyl Limited shares are listed on the Australian Securities Exchange (ASX code: OPL)
Website	<a href="http://www.opyl.ai">www.opyl.ai</a>
Corporate Governance Statement	<a href="http://www.opyl.ai/investors">www.opyl.ai/investors</a>

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

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

**Directors**

The following persons were directors of the company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mark Ziirsen - Non-Executive Director	(resigned on 30 April 2024)
Megan Robertson - Non-Executive Director	(resigned on 4 September 2023)
Damon Rasheed - Executive Director	
Mark Simari - Non-Executive Director	(appointed 4 September 2023)
Antanas Guoga - Non-Executive Director	(appointed 4 September 2023)
Saurabh Jain - Chair and Executive Director	(appointed on 30 April 2024)

**Principal activities**

Opyl is a new generation Australian digital health company that applies artificial intelligence (AI) to improving clinical trials and predicting outcomes. Our platforms deliver targeted insights that make clinical trials more efficient, easier to design, and more predictable, saving time and reducing costs for medical researchers. Our key offering for biopharma, medtech, government and healthcare organisations are TrialKey (clinical trial predictive analytics and protocol design) and TrialGen (AI-powered tool streamlines clinical trial design process).

**Dividends**

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



### **Review of operations**

The loss for the Group after providing for income tax amounted to \$3,130,374 (30 June 2023: loss of \$1,726,335).

As at 30 June 2024, Opyl had a cash position of \$374,645 (2023: \$452,877), accounts and other receivables of \$7,714 (2023: \$219,136) that will be collected in July 2024, and external borrowings of \$nil (2023: \$300,000).

Revenues were lower (35.6%) during the full-year period against the 30 June 2023 comparative period, as a result of divestment of Opin to Trial Screen Pty Ltd. This divestment reflects Opyl's strategic focus on refining its portfolio and concentrating resources on the further development of TrialKey.

#### *Operational progress*

The operating loss for the period of \$3,130,374 was marking a notable deterioration in comparison to the prior period, being \$1,726,335 (81.3%) primarily as a result of non-cash share incentive based payments relating to new executive incentives, broker options, bridging loan interests converted options and bridging loan attached options (totalling \$1,110,955 compared to \$176,454 in the prior period).

The key drivers of this variance are outlined below:

- R&D income tax incentives of \$530,581 being \$76,096 (12.5%) lower than the prior period.
- An increase in consulting contractor costs by \$354,834 (415.8%) being attributable to the appointment of an Interim CEO and now Executive Chair, Mr Saurabh Jain, former Head of Opin, Dr Hugo Stephenson and additional expenditure in relation to investor relations.
- R&D costs were up by \$26,294 (10.5%) in line with the continued and planned investment in TrialKey.
- Corporate compliance and management costs were up by \$35,320 (131.2%) attributable to the payments of the US tax compliance services.
- These increases were partially offset by a reduction in employee costs, which decreased by \$285,877 (20.8%).

During the period, the Group successfully completed four placements, raising cash proceeds totalling of \$2,009,359 before costs, helping to strengthen the balance sheet and provide vital funds to support the company's development.as follows:

a) On 7 July 2023, 7,250,000 fully paid ordinary shares were issued at a price of \$0.03 each, totalling \$217,500 (before costs). This placement was completed in June 2023. \$187,500 received by 30 June 2023, and the remaining balance, \$30,000, was received on 3 July 2023.

b) On 18 December 2023, 19,200,000 shares were issued at a price of \$0.03 each, totalling \$576,000 (before costs).

c) On 18 January 2023, the company raised an additional \$547,158 (before costs) through the issuance of 18,238,594 shortfall shares at \$0.03 per share under the shortfall facility of the rights issue, which closed on 15 January 2024.

d) On 8 February 2024, the company raised a further \$886,201 (before costs) through a shortfall top-up facility (Top-Up Offer) and Partial Underwriting, issuing 24,873,355 shares for \$746,201 and 4,666,666 shares for \$140,000, respectively, at \$0.03 per share.

During the period, in lieu of cash payment, the Group further strengthened its cash flow by settling \$490,785 of liabilities through the issuance of equity shares as follows:

a) On 1 December 2023, the company issued shares for the following settlements as approved at the company's Annual General Meeting (AGM) on 29 November 2023:

- Outstanding Director fees to Mark Ziirsén, Damon Rasheed, and Antanas Guoga: 913,585 shares, totalling \$29,357;
- Consulting fees for Zappli Pty Ltd: 2,017,895 shares at \$0.03 each, totalling \$60,728; and
- Conversion of a bridging loan: 10,000,000 shares at \$0.03 each, totalling \$300,000.

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

b) On 13 February 2024, the company issued 429,185 shares at a price of \$0.05 each, totalling \$20,000, to Aurum Data Pty Ltd as settlement for outstanding fees.

c) On 4 June 2024, the company issued a total of 1,371,975 shares, totalling \$40,700 to Mark Ziirsén, Damon Rasheed, and Antanas Guoga as settlement for outstanding director fees. This was approved at the company's General Meeting (GM) on 27 May 2024.

d) During the period, the company issued shares for the settlements of outstanding liabilities to Vesparum Capital Pty Ltd:

- On 13 February 2024, the company issued 340,909 shares at \$0.04 each, totalling \$15,000;
- On 14 March 2024, the company issued 300,335 shares at \$0.05 each, totalling \$15,000; and
- On 5 April 2024, the company issued 213,748 shares at \$0.05 each, totalling \$10,000.

Since November 2023, Mr. Saurabh Jain has served as Interim Chief Executive Officer and joined the board as Executive Chair on 30 April 2024. He played a key role in the market launch of Trialkey.ai in January, focusing on sales and marketing efforts to drive revenue growth for the platform.

On 30 January 2024, the company issued 833,333 shares at \$0.04 per share as a result of Mr. Jain exercising the vested performance rights granted to him on 11 December 2023, totalling \$33,333.

Full details of movements in share capital for the year are detailed in note 12 to the financial statements.

Opyl completed the sale of its Opin asset to Dr. Hugo Stephenson on 31 May 2024, now rebranded as Trial Screen, following shareholder approval at the General Meeting (GM). The divestment marks a substantial improvement in Opyl's monthly cashflow, expected to be approximately \$700k per annum based on the previous cash burn rate, effectively extending its operational runway and facilitating intensified efforts towards propelling growth for TrialKey.ai.

**First Contract Secured:** TrialKey has secured its first contract with Brain Vector, valued at up to A\$30,000, for providing trial optimisation services. This milestone validates the TrialGen platform's effectiveness and underscores Opyl's commitment to advancing clinical research.

**Launch of Trial Gen:** Opyl has launched 'Trial Gen' by TrialKey, an innovative AI-powered tool that enhances our existing platform by automating clinical trial protocol design, significantly improving efficiency and success rates for pharmaceutical companies, biopharmaceutical firms, and Contract Research Organisations (CROs).

**Marketing Initiatives:** In June 2024 quarter, TrialKey significantly boosted its visibility through high-profile events like the Digital Health Festival and Global Clinical Trials Connect—our first international event—alongside extensive media coverage, enhancing our global growth and connections with key industry contacts in pharmaceutical and clinical research sectors.

*Business risks*

- **Operating losses:** the consolidated entity is not currently profitable and will continue to incur operating losses until such time as its revenues grow to a level sufficient to offset its growing expenditures. There can be no assurance that expected revenue growth will be achieved, or even if it is, that it will result in the group being profitable. Consideration needs to be given to the considerable risks and challenges that are encountered by early-stage medical technology companies in their early commercialisation.
- **Adequacy of funding:** the consolidated entity is not yet in a position to generate sufficient positive operating cash flow, and nor does it have sufficient capital to fully fund the development and commercialisation of its businesses. Accordingly, in the near term, the group is reliant on securing equity, debt, or other funding (e.g. licensing) within acceptable timelines or of a sufficient amount and on terms acceptable to it. However, there can be no assurances given that future funding will be available as and when required or on terms that are acceptable.
- **Government R&D funding and incentives:** R&D and other incentives are a critical source of funding for the consolidated entity. No assurance can be given that future funding will continue to be available from the R&D tax incentive program or that the group will continue to access it. Losing access to R&D refunds would adversely impact the group's financial performance, delay or stop the development of the group's technology platforms and business expansion, and likely require the raising of additional capital

*Share-based payments*

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

During the year, the consolidated entity granted options over ordinary shares in the company to certain key management personnel of the consolidated entity and other employees. The options are issued for nil consideration and are granted in accordance with performance guidelines established by the Nomination and Remuneration Committee, as adopted by the company during the 29 November 2023 Annual General Meeting (AGM). Details for the options granted are as follows:

The company granted options to employees under its Employee Share Scheme with the fair value determined using a Black-Scholes model per the following:

- On 15 August 2023, 1,000,000 options were granted at an exercise price of \$0.04 totalling a fair value of \$44,302;
- On 15 September 2023, 1,000,000 options were granted at an exercise price of \$0.05 totalling a fair value of \$40,489;
- On 15 October 2023, 1,000,000 options were granted at an exercise price of \$0.04 totalling a fair value of \$38,997;
- On 15 November 2023, 1,000,000 options were granted at an exercise price of \$0.05 totalling a fair value of \$37,636;
- On 15 December 2023, 1,000,000 options were granted at an exercise price of \$0.04 totalling a fair value of \$29,689; and
- On 15 January 2024, 1,000,000 options were granted at an exercise price of \$0.04 totalling a fair value of \$25,368.

In addition to the above, on 1 December 2023, 1,200,000 options (Incentive Options) were granted to key management personnel at exercise prices of \$0.05, \$0.08, and \$0.10 totalling a fair value of \$41,118 which was determined using a Black-Scholes model.

On 11 December 2023, 5,833,393 performance rights options were granted to Interim Chief Executive Officer of the company totalling a fair value of \$220,929 which was determined using a combination of the Black-Scholes model and Monte Carlo model.

Further details of the options granted are set out on accompanying note 25 of the Annual report.

*Board and leadership changes*

Megan Robertson resigned as a director on 4 September 2023.

Following Megan Robertson's resignation from the Board of Directors, Mark Simari and Antanas Guoga were appointed individually as a director effective 4 September 2023.

Mark Ziirsén resigned from the Board of Directors on 30 April 2024.

Saurabh Jain, the current interim Chief Executive Officer joined the board as Executive Chair from 30 April 2024.

There were no other changes to the board or leadership team during the period.

**Significant changes in the state of affairs**

There were no significant changes to the consolidated entity's state of affairs during the financial year.

**Matters subsequent to the end of the financial year**

As announced on 8 July 2024, the company has partnered with L39 Capital Pty Ltd to launch an AI Biotech Fund using TrialKey technology. The company will receive \$25,000 in the first 12 months, under a perpetual license arrangement of TrialKey, aiming for \$100 million in funds under management within 36 months. The company will also gain a 19.9% equity stake and a 25% fee share of future fund revenue.

The aim of the Fund is to generate significant capital appreciation for investors and to serve as a proof of concept to demonstrate the value of TrialKey's predictive model in selecting successful biotech and pharmaceutical stocks. If successful, the fund will create significant value for Opyl and the owners of the Manager through performance fees via rapid growth in FUM or a potential sale, either to a third party or potentially to Opyl via a sale between the Parties to this Agreement.

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

As announced on 8 July 2024, the company has signed a Memorandum of Understanding (MOU) with the Xco consortium to expand into the EMEA and North American markets. The Joint Venture (JV) will focus on marketing and selling Opyl's TrialKey products. This agreement is contingent upon both parties successfully completing and being satisfied with the outcome of their due diligence on each other and the proposed Joint Venture. Opyl is also required to meet the service delivery metrics and service level agreements established by the Joint Venture; otherwise, a reduction in the agreed proportion of profit or revenue share from the Joint Venture entities for the specified period will be implemented.

Key terms include a three-month due diligence period, a \$1.5 million cash payment to Opyl, and a capital raise aiming for \$4.4-7.4 million within nine months. Opyl will hold a 20% equity stake in the JV, initially receive 20% of the first \$1.8 million in revenue, and 40% of revenue thereafter. Opyl will also appoint one director to the JV's board. Revenue targets are set at \$1.5 million in the first year, \$2.9 million in the second, and \$5.9 million in the third year.

On 22 July 2024, the company, entered into an R&D loan facility from EndPoint Capital Pty Ltd (Lender) for \$195,000 which is secured against the FY24 R&D claim based on prior successful experiences (Loans). The Loans require repayment on the earlier of:

- The date the R&D refund is received; or
- The maturity date, 30 November 2024

The interest rate is 16%, and is calculated and will be paid by the company to the Lender according to the following terms:

- Interest will be calculated and accrue in arrears on a daily basis at the applicable rate.
- If the Loan is repaid before the end of the term, the minimum amount of interest payable will be based on the Minimum Interest Period.
- Any accrued and unpaid interest will be capitalized and added to the Loan on the first day of each calendar month.

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

As announced on 22 August 2024, the company secured \$700,000 AUD through short-term loans agreements with a consortium of lenders. Funds to be allocated towards the continuous improvement of TrialKey, targeted marketing initiatives, and working capital.

These loans have three parts:

*Loans \$100k*

These Loans require repayment on the earlier of:

- receipt of Company's Research and Development (R&D) tax refund from the Australian Taxation Office (ATO) for the financial period ended 30 June 2025 ; or
- 31 December 2025.

Interests on the Loans will accrue at a rate of 1.5% per month and is payable by the Company to the Lenders in cash on a quarterly basis.

Options of 1,000,000 with an exercise price of \$0.03 and a maturity date of three years from the date of issue are to be issued pro-rata to the Lenders as part of the consideration for the Lenders providing the Loans to the Company. Shareholder approval for the issue of options will be obtained at the Company's AGM.

*Loans \$300k*

This includes \$200,000 from Antanas Guoga, the director of the Company, and \$100,000 from Peak Asset Management. Both loans are subject to the same terms outlined below:

These Loans require repayment on the earlier of:

- The Lender(s) convert the principal amount of a Loan into shares; or
- on the date that is 24 months after the date of the Agreement.

Interests on the Loans will accrue at a rate of 1.5% per month and is payable by the Company to the Lenders in cash on a quarterly basis.

These Loans contains the following terms subject to and conditional on shareholder approval at the Company's forthcoming AGM:

- Options of 3,000,000 with an exercise price of \$0.03 and a maturity date of three years from the date of issue are to be issued pro-rata to the Lenders as part of the consideration for the Lenders providing the Loans to the Company. Shareholder approval for the issue of options will be obtained at the Company's AGM; and
- The principal amount of the Loans will be converted into fully paid ordinary shares in the capital of the Company at a conversion price of \$0.02 per share ("Conversion Shares"). For every 2 Conversion Shares issued, the Lender will receive 1 free attaching option ("Conversion Options"). The Conversion Options shall have an exercise price of \$0.05 per share and a maturity date of three years from the date of issue. The issuance of the Conversion Shares and Conversion Options shall be subject to the Borrower obtaining shareholder approval to issue the Conversion Shares and Conversion Options at its next AGM.

*Drawdown Loan \$300k*

The Company has also secured a separate drawdown loan of \$300,000 AUD from Peak Asset Management, under a new loan agreement. This drawdown facility allows the Company to request funds up to the total facility amount. The loan is unsecured and carries an interest rate of 18% per annum, compounding daily and payable in full on the repayment date. The repayment date is set for the earlier of the occurrence of a Default Event, when the Company has sufficient working capital, or the Sunset Date in September 2025, unless prior alternative arrangements have been agreed upon. This drawdown facility provides additional financial flexibility for Opyl, enabling continued strategic investments in the growth and development of TrialKey.

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

**Likely developments and expected results of operations**

Likely developments in the operations of Opyl Limited and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to Opyl Limited.

**Environmental regulation**

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

**Information on directors**

Name:	Damon Rasheed
Title:	Executive Director
Experience and expertise:	Damon has more than 20 years' experience in the tech sector, including founding several successful start-ups. He is the founder of Rate Detective Group, one of Australia's largest financial comparison websites. He is also the co-founder of Advantage Data, a leading machine learning and AI consultancy business. His most recent venture is Aurum Data which has built a propriety AI model to value data and discover commercialisation strategies for data sets. He has sat on the boards of several private technology companies both in Australia and overseas.
	Damon's former roles include CEO of iBus Media Limited, one of the world's largest online media companies and as an economist assessing mergers at the Australian Competition and Consumer Commission (ACCC).
	Damon holds a Masters Degree in Commerce (Hons) and a Degree in Economics (Hons) majoring in statistics.
Other current directorships:	N/A
Former directorships (last 3 years):	N/A
Interests in shares:	4,247,546 ordinary shares
Interests in options:	1,220,009
Name:	Mark Simari (Appointed as Director on 4 September 2023)
Title:	Non-Executive Director
Experience and expertise:	Mark is an experienced and accomplished professional in the health industry and has over 14 years' Board experience in a diverse range of organisations. Mark was the former Managing Director and Co-Founder of Paragon Care (ASX: PGC) (between 2008 and 2018). He was instrumental in Paragon Care becoming one of the largest independent healthcare suppliers in the Australian and New Zealand Markets, creating a healthcare platform spanning across capital equipment, consumables, devices and service and maintenance.
Other current directorships:	Paragon Care (ASX: PGC)
Former directorships (last 3 years):	Tali Digital (ASX:TD1)
Special responsibilities:	Chair - Audit and Risk Committee
Interests in shares:	1,000,000 ordinary shares
Interests in options:	300,000
Name:	Antanas Guoga (Appointed as Director on 4 September 2023)
Title:	Non-Executive Director
Experience and expertise:	Antanas Guoga is a renowned investor, technology entrepreneur, philanthropist and former member of the European Parliament for Lithuania (2014-2019). Antanas has extensive technology sector experience across start-ups, business development, management, and venture capital and is a strong advocate for innovation and entrepreneurship. He is currently Chairman of Canadian-listed Cypherpunk Holdings Inc. (CSE: HODL, OTC: CYFRF) and a former Non-Executive Director of Echo IQ Limited (ASX: EIQ). During Antanas's time in the European Parliament, he was an instrumental member of the European People's Party Group and worked on a range of digital policies in the Internal Market and Consumer Protection Committee.
Other current directorships:	Cypherpunk Holdings Inc. (CSE: HODL, OTC: CYFRF)
Former directorships (last 3 years):	Echo IQ Limited (ASX: EIQ)
Interests in shares:	22,624,949 ordinary shares
Interests in options:	840,000



**Opyl Limited**  
**Directors' report**  
**30 June 2024**

Name:	Saurabh Jain (Appointed as Director on 30 April 2024)
Title:	Executive Chair
Experience and expertise:	In 1997, Saurabh founded Netpro Express, an internet service provider that was later acquired by Telstra. Since then, Saurabh has held various senior executive roles at Ventia, Cushman Wakefield and was previously CEO and Executive Director of Urbanise. Most recently, Saurabh joined the Spacetalk board where he stepped into the role of acting CEO before transitioning to the current leadership, at which point he stepped back into his prior role as Non-Executive Director.
	Saurabh brings over 25 years of experience across both ASX boards and private companies, leveraging his entrepreneurial and commercial acumen, a history of deep technical expertise and oversight over transformative organisational change. His experience will be critical in accelerating the commercialisation of TrialKey, and driving equity value uplift across the business. Saurabh holds a Bachelor of Engineering (Software Engineering), an Executive Master of Business Administration and a Master of Business Technology from the Australian Graduate School of Management, UNSW.
Other current directorships:	N/A
Former directorships (last 3 years):	N/A
Interests in shares:	833,333 ordinary shares
Interests in options:	N/A
Interests in performance rights:	5,000,000

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

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

**Company secretary**

David Lilja

David Lilja is a qualified accountant and experienced company secretary with over 20 years' within the professional services industry working across a wide range of industries. David will supply his services through his firm, DLK Advisory, which provides a breadth of support to its clients including outsourced CFO and company secretarial services.

**Meetings of directors**

The number of meetings of the company's board of directors ('the Board') held during the year ended 30 June 2024, and the number of meetings attended by each director were:

	Full Board		Audit and Risk Committee	
	Attended	Held	Attended	Held
Mark Ziirsen <sup>1</sup>	10	10	2	2
Megan Robertson <sup>2</sup>	2	2	1	1
Damon Rasheed	12	12	2	2
Mark Simari <sup>3</sup>	10	10	1	1
Antanas Guoga <sup>4</sup>	8	10	-	-
Saurabh Jain <sup>5</sup>	2	2	-	-

<sup>1</sup>Mark Ziirsen resigned effective 30 April 2024.

<sup>2</sup>Megan Robertson resigned effective 4 September 2023.

<sup>3</sup>Mark Simari appointed effective 4 September 2023.

<sup>4</sup>Antanas Guoga appointed effective 4 September 2023.

<sup>5</sup>Saurabh Jain appointed as effective chair effective 30 April 2024.

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

There were 12 meetings of directors held during the year ended 30 June 2024

### **Remuneration report (audited)**

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

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

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

- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

### **Principles used to determine the nature and amount of remuneration**

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

- Competitiveness and reasonableness
- Acceptability to shareholders
- Performance linkage / alignment of executive compensation
- Transparency
- Capital management

The company has structured an executive remuneration framework that is market competitive and complimentary to the reward strategy of the organisation.

Alignment to shareholders' and program participants' interests:

- Focuses on sustained growth in shareholder wealth
- Attracts and retains high calibre executives
- Rewards capability and experience
- Provides a clear structure for earning rewards

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

### *Non-executive directors remuneration*

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time receive advice from independent remuneration consultants to ensure non-executive director's fees and payments are appropriate and in line with the market.

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

ASX listing rules require the aggregate non-executive director's remuneration be determined periodically by a general meeting. The most recent determinations was at the Annual General Meeting held on 27 November 2015, where the shareholders approved a maximum annual aggregate remuneration of \$300,000.

*Executive remuneration*

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

The executive remuneration and reward framework has three components:

- base pay and non-monetary benefits
- share-based payments
- other remuneration such as superannuation and long service leave

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

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

The long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives over a period of three years based on long-term incentive measures. These include increase in shareholders' value relative to the entire market and the increase compared to the consolidated entity's direct competitors. The Nomination and Remuneration Committee reviewed the long-term equity-linked performance incentives specifically for executives during the year ended 30 June 2023.

*Voting and comments made at the Company's 2023 Annual General Meeting ('AGM')*

At the 2023 AGM, more than 99% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

**Details of remuneration**

*Amounts of remuneration*

Details of the remuneration of key management personnel of the Group are set out in the following tables.

The key management personnel of the company consisted of the following directors and other personnel of the company:

- Mark Ziirsen - Non-Executive Director - Resigned 30 April 2024.
- Megan Robertson - Non-Executive Director - Resigned 4 September 2023.
- Mark Simari - Non-Executive Director - Appointed 4 September 2023.
- Antanas Guoga - Non-Executive Director - Appointed 4 September 2023.
- Damon Rasheed - Executive Director.
- Saurabh Jain - Chair, Executive Director, and Chief Executive Officer - Appointed 30 April 2024.

	Short-term benefits		Post-employment benefits	Short-term benefits non-monetary	Long-term benefits and Long service leave	Share-based payments	
	Cash salary and fees	Cash Bonus	Super-annuation	and Annual leave		Equity-settled option <sup>6</sup>	Total
<b>30 June 2024</b>	\$	\$	\$	\$	\$	\$	\$
<i>Non-executive directors:</i>							
Mark Ziirsen <sup>1</sup>	206,667	-	22,767	-	-	16,628	246,062
Megan Robertson <sup>2</sup>	6,984	-	835	-	-	-	7,819
Mark Simari <sup>3</sup>	36,824	-	-	-	-	3,678	40,502
Antanas Guoga <sup>4</sup>	10,000	-	1,100	-	-	29,402	40,502
<i>Executive Directors:</i>							
Damon Rasheed	25,000	-	2,783	-	-	20,328	48,111
Saurabh Jain <sup>5</sup>	150,000	-	-	-	-	220,929	370,929
	<u>435,475</u>	<u>-</u>	<u>27,485</u>	<u>-</u>	<u>-</u>	<u>290,965</u>	<u>753,925</u>

<sup>1</sup> Mark Ziirsen resigned effective 30 April 2024.

<sup>2</sup> Megan Robertson resigned effective 4 September 2023.

<sup>3</sup> Mark Simari appointed effective 4 September 2023.

<sup>4</sup> Antanas Guoga appointed effective 4 September 2023.

<sup>5</sup> Saurabh Jain appointed as Interim CEO effective 15 November 2023, appointed as Executive Chair effective 30 April 2024.

<sup>6</sup> Share-based payments including incentive options, performance rights, and ordinary shares issued as part of director fee.

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

	Short-term benefits		Post-employment benefits	Short-term benefits non-monetary	Long-term benefits and Long service leave	Share-based payments	
	Cash salary and fees	Cash Bonus	Super-annuation	and Annual leave		Equity-settled option	Total
	\$	\$	\$	\$	\$	\$	\$
<b>2023</b>							
<i>Non-executive directors:</i>							
Julian Chick <sup>1</sup>	24,881	-	2,613	-	-	2,662	30,156
Megan Robertson	40,000	-	4,200	-	-	2,662	46,862
<i>Executive Directors:</i>							
Damon Rasheed	40,000	-	4,200	-	-	2,662	46,862
Mark Ziirsen	85,000	-	8,925	-	-	5,561	99,486
<i>Other Key Management Personnel:</i>							
Michelle Gallaher <sup>2</sup>	231,050	-	24,260	(5,065)	13,493	-	263,738
	<u>420,931</u>	<u>-</u>	<u>44,198</u>	<u>(5,065)</u>	<u>13,493</u>	<u>13,547</u>	<u>487,104</u>

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

Name	Fixed remuneration		At risk - LTI	
	30 June 2024	30 June 2023	30 June 2024	30 June 2023
<i>Non-Executive Directors:</i>				
Mark Ziirsen	93%	94%	7%	6%
Megan Robertson	100%	94%	-	6%
Mark Simari	91%	-	9%	-
Antanas Guoga	27%	-	73%	-
<i>Executive Directors:</i>				
Damon Rasheed	58%	94%	42%	6%
Saurabh Jain	40%	-	60%	-

<sup>1</sup> Julian Chick resigned effective 13 February 2023.

<sup>2</sup> Negative amount represents amount above annual leave accrued for the year. Remuneration received for the period 1 June 2023 to 30 June 2023 did not relate to responsibilities as a KMP person given her new role as General Manager Trial Key.

**Service agreements**

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

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

Name: Saruabh Jain  
Title: Executive Chair  
Agreement commenced: 15 November 2023  
Term of agreement: a) Remuneration: Fixed monthly salary \$20,000;  
  
b) Short-term incentives: No short-term incentives applicable.  
  
c) The original agreement, initially set for a 6-month term, has been extended until a new Chief Executive Officer assumes the role. The monthly remuneration remains unchanged

All other Terms of Agreement are as set out in the "*Details of remuneration*" of this Directors' report.

Name: Damon Rashed  
Title: Executive Director  
Agreement commenced: 20 September 2020  
Term of agreement: (a) Remuneration: Fixed annual salary \$40,000 plus statutory employer superannuation contribution;

(b) Short-term incentives: No short-term incentives applicable.

All other Terms of Agreement are as set out in the "*Details of remuneration*" of this Directors' report.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

As at 30 June 2024, no other key management personnel have any service agreement with the consolidated entity.

***Share-based compensation***

***Issue of shares***

Details of shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2024 are set out below:

Name	Date	Shares	Issue price	\$
Mark Ziirsen	01/12/2023	420,465	\$0.030	12,917
	04/06/2024	249,450	\$0.030	7,400
		-	\$0.000	-
Damon Rasheed	01/12/2023	420,465	\$0.030	12,917
	04/06/2024	374,175	\$0.030	11,100
		-	\$0.000	-
Antanas Guoga	01/12/2023	72,655	\$0.050	3,524
	04/06/2024	748,350	\$0.030	22,200
		-	\$0.000	-
Saurabh Jain	30/01/2024	833,333	\$0.040	33,333

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

*Options*

The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Mark Ziirsen	100,000	1/12/2023	1/12/2024	1/12/2028	\$0.050	\$0.035
	100,000	1/12/2023	1/12/2025	1/12/2028	\$0.075	\$0.034
	100,000	1/12/2023	1/12/2026	1/12/2028	\$0.100	\$0.033
	-				\$0.000	\$0.000
Damon Rasheed	100,000	01/12/2023	1/12/2024	1/12/2028	\$0.050	\$0.035
	100,000	01/12/2023	1/12/2025	1/12/2028	\$0.075	\$0.034
	100,000	01/12/2023	1/12/2026	1/12/2028	\$0.100	\$0.033
	-				\$0.000	\$0.000
Mark Simari	100,000	1/12/2023	1/12/2024	1/12/2028	\$0.050	\$0.035
	100,000	1/12/2023	1/12/2025	1/12/2028	\$0.075	\$0.034
	100,000	1/12/2023	1/12/2026	1/12/2028	\$0.100	\$0.033
	-				\$0.000	\$0.000
Antanas Guoga	100,000	1/12/2023	1/12/2024	1/12/2028	\$0.050	\$0.035
	100,000	1/12/2023	1/12/2025	1/12/2028	\$0.075	\$0.034
	100,000	1/12/2023	1/12/2026	1/12/2028	\$0.100	\$0.033

Options granted carry no dividend or voting rights.

*Performance Rights*

On 11 December 2023, 5,833,333 performance rights options were granted to the Interim CEO of the company to be settled in shares in 3 tranches. The initial term of service is 6 months, being the vesting period. Each Right will convert to one ordinary share in the Company during the performance period subject to achieving key milestones as agreed with the board.

As tranche 1 and tranche 2 only have non-market conditions, the fair value determined using a Black-Scholes model.

The 3rd tranche has market condition related to the recruitment of a successor Chief Executive Officer after 6 months initial term and non-market conditions is conditional on Opyl's share price trading above \$0.10 for a minimum of 15 consecutive trading days within a 5 year period from commencement of services. Accordingly, a Monte Carlo simulation of 100,000 simulations was conducted to obtain a theoretical distribution for the 15-day share price and was used to determine the percentile rank. This ranking outcome was weighted by the vesting condition and applied to the average price of the Rights realized in each ranking outcome. The total fair value was \$220,929 at 30 June 2024.

The weighted value of each Right as mentioned above, was then aggregated to arrive at the expected value of the Right.

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of Performance rights granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Saurabh Jain	1,666,667	11/12/2023	15/05/2024	15/12/2028	N/A	\$0.040
	3,333,333	11/12/2023	15/05/2024	15/12/2028	N/A	\$0.036

Tranche 1, the 833,333 performance rights were vested on 31 December 2023.

On 30 January 2024, the company issued 833,333 shares due to the exercise of tranche 1 performance rights.

There were no other performance rights issued over ordinary shares during the financial year.



**Additional information**

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

	2024 \$	2023 \$	2022 \$	2021 \$	2020 \$
Sales revenue	397,637	617,907	902,413	767,719	620,783
Loss after income tax	(3,130,374)	(1,726,335)	(2,085,550)	(1,143,432)	(934,904)

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

	2024	2023	2022	2021	2020
Share price at financial year end (\$)	0.025	0.022	0.047	0.180	0.087
Basic earnings per share (cents per share)	(1.834)	(2.156)	(3.835)	(2.831)	(6.785)
Diluted earnings per share (cents per share)	(1.834)	(2.156)	(3.835)	(2.831)	(6.785)

**Additional disclosures relating to key management personnel**

**Shareholding**

The number of shares in the company held during the financial year by each director and other members of key management personnel of the company, including their personally related parties, is set out below:

	Balance at the start of the year	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares<sup>1</sup></i>				
Damon Rasheed	328,334	3,919,212	-	4,247,546
Mark Simari <sup>2</sup>	-	1,000,000	-	1,000,000
Antanas Guoga <sup>3</sup>	-	22,624,949	-	22,624,949
Saruabh Jain <sup>4</sup>	-	833,333	-	833,333
	<u>328,334</u>	<u>28,377,494</u>	<u>-</u>	<u>28,705,828</u>

<sup>1</sup> As at 30 June 2024, Mark Ziirsen and Megan Robertson were no longer considered key management personnel, having resigned from the Board.

<sup>2</sup> Mark Simari appointed effective 4 September 2023.

<sup>3</sup> Antanas Guoga appointed effective 4 September 2023.

<sup>4</sup> Saurabh Jain appointed as Interim CEO effective 15 November 2023, appointed as executive chair effective 30 April 2024.

The additions of ordinary shares to key management personnel arose from the conversion of bridging loan, share-based payments and the purchase of on-market shares at market value.

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

*Option holding*

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the company, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Expired/ forfeited/ other	Balance at the end of the year
<i>Options over ordinary shares</i>				
Mark Ziirsen <sup>1</sup>	1,100,000	300,000	-	1,400,000
Megan Robertson <sup>2</sup>	600,000	-	-	600,000
Damon Rasheed	1,029,998	300,000	(109,989)	1,220,009
Mark Simari <sup>3</sup>	-	300,000	-	300,000
Antanas Guoga <sup>4</sup>	440,000	400,000	-	840,000
	<u>3,169,998</u>	<u>1,300,000</u>	<u>(109,989)</u>	<u>4,360,009</u>

	Vested options	Unvested options	Balance at the end of the year
<i>Options over ordinary shares</i>			
	-	-	-
Mark Ziirsen <sup>1</sup>	800,000	600,000	1,400,000
Megan Robertson <sup>2</sup>	200,000	400,000	600,000
Damon Rasheed	620,009	600,000	1,220,009
Mark Simari <sup>3</sup>	-	300,000	300,000
Antanas Guoga <sup>4</sup>	540,000	300,000	840,000
	<u>2,160,009</u>	<u>2,200,000</u>	<u>4,360,009</u>

<sup>1</sup> Mark Ziirsen resigned effective 30 April 2024.

<sup>2</sup> Megan Robertson resigned effective 4 September 2023.

<sup>3</sup> Mark Simari appointed effective 4 September 2023.

<sup>4</sup> Antanas Guoga appointed effective 4 September 2023.

During the financial year ended 30 June 2024, the consolidated entity did not employ or use the services of remuneration consultants.

*Other transactions with key management personnel and their related parties*

During the financial year ended 30 June 2024, RDI Consulting Pty Ltd and Zappli Pty Ltd have been engaged to develop software for a machine learning/artificial intelligence algorithm that can predict the likelihood of clinical trial passing its primary objective. A total of \$351,673 has been incurred.

	<b>30 June 2024</b>
	<b>\$</b>
RDI Consulting Pty Ltd	193,855
Zappli Pty Ltd	<u>157,818</u>
	<u><u>351,673</u></u>

As Damon Rasheed is a shareholder of RDI Consulting Pty Ltd, as such RDI Consulting Pty Ltd is considered a related party. RDI Consulting is a major shareholder of Zappli Pty Ltd, Zappli Pty Ltd is considered a related party.

**This concludes the remuneration report, which has been audited.**

**Shares under option and performance rights**

Unissued ordinary shares of Opyl Limited under option at the date of this report are as follows:

*Shares under option*

**Opyl Limited**  
**Directors' report**  
**30 June 2024**

Grant date	Expiry date	Exercise price	Number under option
15/12/2016	05/12/2026	\$1.200	42,480
06/02/2017	06/02/2027	\$0.800	6,000
20/03/2017	20/03/2027	\$2.500	14,916
01/04/2017	01/04/2027	\$0.600	60,000
27/11/2019	27/11/2024	\$0.300	20,000
27/11/2019	27/11/2024	\$0.300	20,000
27/11/2019	27/11/2024	\$0.300	20,000
10/12/2019	29/01/2024	\$0.800	2,335,000
07/11/2020	07/11/2025	\$0.300	400,000
07/11/2020	07/11/2025	\$0.500	400,000
07/11/2020	07/11/2025	\$0.750	400,000
26/07/2021	26/07/2024	\$0.250	90,000
10/09/2021	10/06/2027	\$0.300	500,000
10/12/2021	10/12/2026	\$0.300	400,000
10/12/2021	10/12/2026	\$0.500	400,000
10/12/2021	10/12/2026	\$0.750	400,000
26/07/2022	26/07/2025	\$0.043	580,000
10/12/2022	10/12/2027	\$0.027	600,000
10/12/2022	10/12/2027	\$0.025	400,000
10/12/2022	10/12/2027	\$0.024	400,000
03/01/2023	30/12/2026	\$0.022	666,663
15/08/2023	17/08/2028	\$0.040	1,000,000
15/09/2023	15/09/2028	\$0.050	1,000,000
15/10/2023	15/10/2028	\$0.050	1,000,000
15/11/2023	15/11/2028	\$0.040	1,000,000
01/12/2023	01/12/2026	\$0.030	12,250,000
01/12/2023	01/12/2028	\$0.050	400,000
01/12/2023	01/12/2028	\$0.080	400,000
01/12/2023	01/12/2028	\$0.100	400,000
15/12/2023	15/12/2028	\$0.040	1,000,000
15/01/2024	15/01/2029	\$0.040	1,000,000
04/06/2024	04/06/2027	\$0.050	5,000,000
04/06/2024	04/06/2027	\$0.050	5,000,000
			<u><u>37,605,059</u></u>

*Performance rights*

Grant date	Expiry date	Exercise price	Number under performance rights
11/12/2023	15/12/2028	N/A	1,666,667
11/12/2023	15/12/2028	N/A	3,333,333
			<u><u>5,000,000</u></u>

**Shares issued on the exercise of option and performance rights**

There were no ordinary shares of Opyl Limited issued on the exercise of options during the year ended 30 June 2024 and up to the date of this report.

The following ordinary shares of Opyl Limited were issued during the year ended 30 June 2024 and up to the date of this report on the exercise of performance rights granted:

	Exercise price	Number of shares issued
Date performance rights granted		
11 December 2023	\$0.000	833,333

#### **Indemnity and insurance of officers**

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

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

#### **Indemnity and insurance of auditor**

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

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

#### **Proceedings on behalf of the company**

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

#### **Non-audit services**

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

#### **Officers of the company who are former partners of William Buck**

There are no officers of the company who are former partners of William Buck.

#### **Auditor**

William Buck continues in office in accordance with section 327 of the Corporations Act 2001.

#### **Auditor's independence declaration**

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

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

On behalf of the directors



---

Saurabh Jain  
Executive Chair

29 August 2024

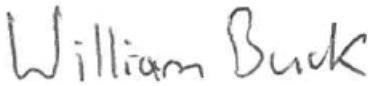
## Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

### To the directors of Opyl Limited

As lead auditor for the audit of Opyl Limited for the year ended 30 June 2024, 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 Opyl Limited and the entities it controlled during the year.



**William Buck Audit (Vic) Pty Ltd**

ABN 59 116 151 136



**R. P. Burt**

Director

Melbourne, 29 August 2024

**Opyl Limited**  
**Contents**  
**30 June 2024**

Consolidated statement of profit or loss and other comprehensive income	23
Consolidated statement of financial position	24
Consolidated statement of changes in equity	25
Consolidated statement of cash flows	26
Notes to the consolidated financial statements	27
Consolidated entity disclosure statement	51
Directors' declaration	52
Independent auditor's report to the members of Opyl Limited	53
Shareholder information	55

**General information**

The financial statements cover Opyl Limited as a consolidated entity. The financial statements are presented in Australian dollars, which is Opyl Limited's functional and presentation currency.

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

Level 10, 99 Queen Street  
Melbourne, VIC 3000, Australia

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 August 2024. The directors have the power to amend and reissue the financial statements.

**Opyl Limited**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the year ended 30 June 2024**

	<b>Note</b>	<b>30 June 2024</b>	<b>30 June 2023</b>
		<b>\$</b>	<b>\$</b>
Revenue from contracts with customers	4	397,637	617,907
Other income	5	534,439	606,963
<b>Expenses</b>			
Employee benefits expense	6	(1,085,937)	(1,371,814)
Depreciation and amortisation expense		(25,249)	(26,056)
Loss on disposal of assets		(12,047)	-
Corporate compliance and management		(62,232)	(26,912)
Finance costs	6	(426,460)	(2,101)
Occupancy costs		(47,212)	(55,266)
Administration		(977,006)	(957,878)
Consultancy costs		(440,170)	(85,336)
Research & development costs		(275,682)	(249,388)
Share based payments	6	(710,455)	(176,454)
<b>Loss before income tax expense</b>		<b>(3,130,374)</b>	<b>(1,726,335)</b>
Income tax expense		-	-
<b>Loss after income tax expense for the year attributable to the owners of Opyl Limited</b>		<b>(3,130,374)</b>	<b>(1,726,335)</b>
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive loss for the year attributable to the owners of Opyl Limited</b>		<b><u>(3,130,374)</u></b>	<b><u>(1,726,335)</u></b>
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	24	(1.834)	(2.156)
Diluted earnings per share	24	(1.834)	(2.156)

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



**Opyl Limited**  
**Consolidated statement of financial position**  
**As at 30 June 2024**

	<b>Note</b>	<b>30 June 2024</b>	<b>30 June 2023</b>
		<b>\$</b>	<b>\$</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	7	374,645	452,877
Trade and other receivables		7,714	219,136
Assets - Other		5,255	-
Total current assets		<u>387,614</u>	<u>672,013</u>
<b>Non-current assets</b>			
Other investment assets	8	2	-
Property, plant and equipment		17,982	14,347
Capitalised software development		-	23,222
Assets - Other		6,000	-
Total non-current assets		<u>23,984</u>	<u>37,569</u>
<b>Total assets</b>		<u>411,598</u>	<u>709,582</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	9	496,135	614,552
Borrowings	10	-	300,000
Employee benefits		5,483	155,002
Contract liabilities	11	-	30,476
Total current liabilities		<u>501,618</u>	<u>1,100,030</u>
<b>Non-current liabilities</b>			
Employee benefits		140	13,138
Total non-current liabilities		<u>140</u>	<u>13,138</u>
<b>Total liabilities</b>		<u>501,758</u>	<u>1,113,168</u>
<b>Net liabilities</b>		<u>(90,160)</u>	<u>(403,586)</u>
<b>Equity</b>			
Issued capital	12	22,501,913	19,918,235
Reserves	13	1,135,345	643,767
Accumulated losses		(23,727,418)	(20,965,588)
<b>Total deficiency in equity</b>		<u>(90,160)</u>	<u>(403,586)</u>

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

**Opyl Limited**  
**Consolidated statement of changes in equity**  
**For the year ended 30 June 2024**

	<b>Issued capital \$</b>	<b>Reserves \$</b>	<b>Accumulated losses \$</b>	<b>Total deficiency in equity \$</b>
Balance at 1 July 2022	19,271,401	366,683	(19,371,076)	267,008
Loss after income tax expense for the year	-	-	(1,726,335)	(1,726,335)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(1,726,335)	(1,726,335)
<i>Transactions with owners in their capacity as owners:</i>				
Proceeds for share capital issued during the year	770,391	-	-	770,391
Proceeds for share capital issued after report date (see note 12)	-	217,500	-	217,500
Cost of capital raise	(123,557)	-	-	(123,557)
Lapse of expired options	-	(131,823)	131,823	-
Vesting charge for share-based payments	-	191,407	-	191,407
Balance at 30 June 2023	<u>19,918,235</u>	<u>643,767</u>	<u>(20,965,588)</u>	<u>(403,586)</u>
	<b>Issued capital \$</b>	<b>Reserves \$</b>	<b>Accumulated losses \$</b>	<b>Total deficiency in equity \$</b>
Balance at 1 July 2023	19,918,235	643,767	(20,965,588)	(403,586)
Loss after income tax expense for the year	-	-	(3,130,374)	(3,130,374)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(3,130,374)	(3,130,374)
Proceeds for share capital issued during the year	2,750,977	(33,333)	-	2,717,644
Proceeds for share capital issued after report date (see note 12)	-	(217,500)	-	(217,500)
Cost of capital raise	(167,299)	-	-	(167,299)
<i>Transactions with owners in their capacity as owners:</i>				
Lapse of expired options	-	(368,544)	368,544	-
Vesting charge for share-based payments	-	1,110,955	-	1,110,955
Balance at 30 June 2024	<u>22,501,913</u>	<u>1,135,345</u>	<u>(23,727,418)</u>	<u>(90,160)</u>

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

**Opyl Limited**  
**Consolidated statement of cash flows**  
**For the year ended 30 June 2024**

	<b>Note</b>	<b>30 June 2024</b>	<b>30 June 2023</b>
		<b>\$</b>	<b>\$</b>
<b>Cash flows from operating activities</b>			
Receipts from customers		398,583	601,242
Government grants and incentives		530,581	606,677
Payments to suppliers and employees		(2,989,697)	(2,572,518)
Interest received		3,858	287
		<u>          </u>	<u>          </u>
Net cash used in operating activities	23	(2,056,675)	(1,364,312)
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment		(17,712)	(2,221)
		<u>          </u>	<u>          </u>
Net cash used in investing activities		(17,712)	(2,221)
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares	12	2,039,358	957,891
Share issue transaction costs		(189,166)	(74,815)
Proceeds from borrowings	10	150,000	150,000
Transaction costs related to borrowings		(4,037)	-
		<u>          </u>	<u>          </u>
Net cash from financing activities		1,996,155	1,033,076
		<u>          </u>	<u>          </u>
Net decrease in cash and cash equivalents		(78,232)	(333,457)
Cash and cash equivalents at the beginning of the financial year	7	452,877	786,334
		<u>          </u>	<u>          </u>
Cash and cash equivalents at the end of the financial year	7	<u>374,645</u>	<u>452,877</u>

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

**Note 1. Material accounting policy information**

The principle accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

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

**New or amended Accounting Standards and Interpretations adopted**

The 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.

**Basis of preparation**

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

*Historical cost convention*

The financial statements have been prepared under the historical cost convention.

*Critical accounting estimates*

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

**Going concern**

The financial report has been prepared on a going concern basis, which assumes continuity of normal business activities and the realisation of assets, and the settlement of liabilities in the ordinary course of business.

The consolidated entity has incurred a net loss after tax of \$3,130,374 and net cash outflows from operations of \$2,056,675 for the year ended 30 June 2024, and had working capital deficits of \$114,004 at 30 June 2024. The cash balance at 30 June 2024 was \$374,645. There were no borrowings as at 30 June 2024.

**Note 1. Material accounting policy information (continued)**

These conditions give rise to a material uncertainty that casts significant doubt upon the consolidated entity's ability to continue as a going concern and the company may be unable to realise its asset and discharge its liabilities in the normal course of business.

The directors believe that the consolidated entity will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of a range of factors including, but not limited to, the following:

- **First Contract Secured:** TrialKey has secured its first contract with Brain Vector, valued at up to A\$30,000, for providing trial optimisation services. This milestone validates the TrialGen platform's effectiveness and underscores Opyl's commitment to advancing clinical research.
- **Launch of Trial Gen:** Opyl has launched 'Trial Gen' by TrialKey, an innovative AI-powered tool that enhances our existing platform by automating clinical trial protocol design, significantly improving efficiency and success rates for pharmaceutical companies, biopharmaceutical firms, and Contract Research Organisations (CROs).
- **Marketing Initiatives:** This quarter, TrialKey significantly boosted its visibility through highprofile events like the Digital Health Festival and Global Clinical Trials Connect—our first international event—alongside extensive media coverage, enhancing our global growth and connections with key industry contacts in pharmaceutical and clinical research sectors.
- **Opin Divestment:** Opyl successfully divested Opin to Dr. Hugo Stephenson, now rebranded as Trial Screen, which subsequently received a \$1.2 million investment and a retained 20% stake. This move improves Opyl's financial position, reducing annual cash outflows by \$700k, and allows a stronger focus on advancing TrialKey.ai.
- **Establishment of a Biotech Fund:** Opyl has partnered with L39 Capital to launch a Biotech Fund utilising TrialKey technology, aiming to significantly enhance revenue streams and market positioning while demonstrating the transformative potential of AI in biotech investments. Opyl will receive \$25,000 as a setup cost and 25% of the funds fees.
- **Signing of a Memorandum of Understanding (MOU):** Opyl has signed a major strategic MOU with the Xco consortium to establish a joint venture for exclusive marketing, distribution, and sale of Opyl's TrialKey products in Europe, the Middle East, Africa, and North America.
- **R&D loan facility:** Opyl has entered an R&D loan facility from EndPoint Capital Pty Ltd for \$195,000. This loan is secured against the FY24 R&D claim, based on previous successful claims. Additionally, a consortium of lenders has provided another \$100,000 loan, which is secured against the FY25 R&D claim. See note 22 for further details.
- **Loans:** On August 22, 2024, Opyl secured an additional \$300,000 through a 24-month long-term loan agreement with a consortium of lenders, with an option for repayment through equity settlement. Of this amount, \$200,000 was provided by Antanas Guoga, Director of Opyl. Additionally, Opyl obtained \$300,000 in short-term financing from Peak Asset Management, with a Sunset Date in September 2025. Funds to be allocated towards the expansion and continuous improvement of TrialKey, targeted marketing initiatives, and working capital. See note 22 for further details.
- **Other opportunity:** Accessing government grants and incentives available to technology innovation companies like Opyl, beyond the R&D tax concession;
- **Cash management:** Monitoring, management and containment of discretionary costs, particularly for non-core parts of the business and streamlining operations; and
- The Directors further believe that, as has been demonstrated by its successful past track record, the consolidated entity has the capacity to raise additional capital or debt finance should it be required in the future. The company currently has its full placement capacity under both ASX Listing Rule 7.1 (15%) and 7.1A (10%) which it can utilise.

Should the consolidated entity be unable to implement the above strategies or source alternative funding, it may be necessary to realise some or all assets and discharge liabilities at amounts different from those stated in the financial statements.

No adjustments have been made to the recoverability and classification of assets and the amount and classification of liabilities that might be necessary should the consolidated entity be unable to continue as a going concern and meet its debts as and when they fall due.

**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 20.

The parent entity disclosure related to the legal parent entity, Opyl Limited.

**Note 1. Material accounting policy information (continued)**

**Principles of consolidation**

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

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvements 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.

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

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

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

**Revenue recognition**

*Rendering of services*

The consolidated entity primarily generates revenue from sale of its annual subscription services, which enable its customer to access an online platform that allows them to search and source user generated content. The consolidated entity also sells advertising and content services that are sold in a one-off basis rather than a subscription model.

The consolidated entity recognises subscription revenue over the subscription period (generally 1 year) on a straight-line basis. For contracts where the consolidated entity is able to provide advertising services for a specific contract period, advertising revenue is recognised ratably over the advertising term.

In relation to the revenue streams of the consolidated entity, the main revenue streams are recognised as follows:

**SaaS revenue** - This refers to SaaS platform that customers pay for in order to be compliant in how they market to consumers, gather data and respect consumer privacy. Revenue from the sale of annual subscription services, which enable customers to access an online platform that allows them to search and source user generated content, is recognised over the subscription period (generally 1 year) on a straight line basis. The performance obligation is satisfied over time. As at 30 June 2024, there is no deferred SaaS revenue as the consolidated group does not have any outstanding performance obligations.

**Retainer revenue** - For retainer contracts, revenue from its social media marketing agency arm is recognised when the performance obligations are satisfied at a point in time.

**Project revenue** - Project revenue is from ad-hoc projects. For project contracts, revenue is recognised when the performance obligations are satisfied over time.

*Interest*

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

*Other revenue*

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

**Note 1. Material accounting policy information (continued)**

**Contract liabilities**

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

**Government grants**

Government grants are recognised in the profit or loss on a systematic basis over the periods in which the Consolidated entity recognises, as expenses, the related costs for which the grants are intended to compensate.

**Current and non-current classification**

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

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

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

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

**Cash and cash equivalents**

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

**Investments and other financial assets**

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

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

*Financial assets at amortised cost*

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

*Impairment of financial assets*

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

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

**Note 1. Material accounting policy information (continued)**

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

**Trade and other payables**

Trade and other payables present liabilities for goods and services provided to the consolidated entity prior to year end that are unpaid and arise when the consolidated entity becomes obliged to make future payments in respect of the purchase of those goods and services. The amounts are unsecured and are usually paid within 30 days of recognition. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**Borrowings**

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

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

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

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

**Employee benefits**

*Short-term employee benefits*

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

*Other long-term employee benefits*

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

*Defined contribution superannuation expense*

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

*Share-based payments*

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

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

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



**Note 1. Material accounting policy information (continued)**

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

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

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

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

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

**Fair value measurement**

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

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

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

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

**Issued capital**

Ordinary shares are classified as equity.

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

**Earnings per share**

*Basic earnings per share*

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

**Note 1. Material accounting policy information (continued)**

*Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

**Note 2. Critical accounting judgements, estimates and assumptions**

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

*Share-based payment transactions*

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Binomial model, Black-Scholes model, Monte Carlo model, and Geometric Brownian model. The valuation models take 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.

*Recognition of financial asset*

Management has assessed the 20% shareholding investment held in Trial Screen Pty Ltd is a financial asset in light of the group having no significant influence being maintained through its shareholding. This reflects the group having no representation on the board, providing no resources and no strategic or policy making decision to Trial Screen Pty Ltd through to 30 June 2024.

*Non-recognition of deferred tax assets*

We apply management judgement to recognise a deferred tax asset and review its carrying amount at each reporting date. The carrying amount is only recognised to the extent that it is probable that sufficient taxable profit will be available in the future to utilise this benefit. Any amount unrecognised could be subsequently recognised if it has become probable that future taxable profit will allow us to benefit from this deferred tax asset.

*Non-recognition of research and development tax offset receivable*

For financial reporting purposes, the R&D tax offset is analogised as other income see note 5. A credit will be recognised within other income when the entity satisfies the criteria to receive the credit. The criteria is usually satisfied post reporting date upon lodgment of the Consolidated group's income tax return and as such management has opted to treat R&D tax refunds on a cash basis and recorded in the year they are received.

*Accrual of research and development grant credits*

The company is entitled to claim grant credits from the Australian Government in recompense for its research and development program expenditure. The program is overseen by AusIndustry, which is entitled to audit and/or review claims lodged for the past 4 years. In the event of a negative finding from such an audit or review AusIndustry has the right to rescind and claw back those prior claims, potentially with penalties. Such a finding may only occur in the event that those expenditures do not appropriately qualify for the grant program. In their estimation, considering also the independent external expertise they have contracted to draft and claim such expenditures, the directors of the company consider that such a negative review has a remote likelihood of occurring.

**Note 3. Operating segments**

*Identification of reportable operating segments*

Management has determined the operating segments based on the reports reviewed by the Board of Directors. During the year, the Group continued to operate in one geographical segment, Australia.

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2024**

**Note 4. Revenue from contracts with customers**

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
Retainer revenue	191,513	259,509
Project revenue	206,124	354,098
Other	-	4,300
	<u>397,637</u>	<u>617,907</u>
Revenue from contracts with customers	<u>397,637</u>	<u>617,907</u>

*Disaggregation of revenue*

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

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
<i>Timing of revenue recognition</i>		
Services transferred at a point in time	191,513	259,509
Services transferred over time	206,124	358,398
	<u>397,637</u>	<u>617,907</u>

**Major customer revenue contribution**

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
<b>Customers contributing more than 10% of revenue</b>		
Monash University	94,378	136,059
Murdoch Children's Research Institute	89,750	-
GlaxoSmithKline Australia Pty Ltd	51,307	-
BioCurate Pty Ltd	50,000	59,000
360biolabs	47,135	68,750
Bristol-Myer Squibb Australia Pty Ltd	38,720	83,750
Aspiring Trial Study Group	-	101,622
	<u>371,290</u>	<u>449,181</u>
Revenue amount	<u>371,290</u>	<u>449,181</u>
	<b>%</b>	<b>%</b>

*Percentage of total revenue*

Monash University	24%	22%
Murdoch Children's Research Institute	23%	-
GlaxoSmithKline Australia Pty Ltd	13%	-
BioCurate. Pty Ltd	13%	10%
360biolabs	12%	11%
Bristol-Myer Squibb Australia Pty Ltd	10%	14%
Aspiring Trial Study Group	-	16%

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2024**

**Note 5. Other income**

	30 June 2024	30 June 2023
	\$	\$
Interest income	3,858	286
R&D tax refund	530,581	570,077
Government Grants	-	36,600
	<u>534,439</u>	<u>606,963</u>
Other income		

**Note 6. Expenses**

	30 June 2024	30 June 2023
	\$	\$
Loss before income tax includes the following specific expenses:		
<i>Finance costs</i>		
Interest and finance charges paid/payable	<u>426,460</u>	<u>2,101</u>
<i>Share issue to key management personnel &amp; employees</i>		
Share based payments	<u>710,455</u>	<u>176,454</u>
<i>Superannuation expense</i>		
Defined contribution superannuation expense	<u>103,454</u>	<u>140,055</u>

**Note 7. Cash and cash equivalents**

	30 June 2024	30 June 2023
	\$	\$
<i>Current assets</i>		
Cash on hand	12	12
Cash at bank	<u>374,633</u>	<u>452,865</u>
	<u>374,645</u>	<u>452,877</u>

**Note 8. Other investment assets**

	30 June 2024	30 June 2023
	\$	\$
<i>Non-current assets</i>		
Other investments	<u>2</u>	<u>-</u>

Opyl holds a 20% share in Trial Screen Pty Ltd as part of the Asset Sale and Purchase Agreement in relation to the divestment of Opin asset. On disposal of the assets of Opin, the group recognised a loss on disposal of \$12,047. See note 2 with respect to judgements made in respect of consideration of shareholding in Trial Screen Pty Ltd as a financial asset.

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2024**

**Note 9. Trade and other payables**

	30 June 2024	30 June 2023
	\$	\$
<i>Current liabilities</i>		
Trade payables	236,932	194,067
Other payables and accruals	259,203	420,485
	<u>496,135</u>	<u>614,552</u>

**Note 10. Borrowings**

	30 June 2024	30 June 2023
	\$	\$
<i>Current liabilities</i>		
Short-term bridging loans	-	300,000
	<u>-</u>	<u>300,000</u>

Refer to note 15 for further information on financial instruments.

In June 2023, the company, entered into short-term bridging loan agreements with a consortium of lenders as part of the company's capital raise exercise, which it received aggregate funding of \$300,000 secured against the Company's assets (Loans). The Loans require repayment on the earlier of:

- receipt by the Company of its 2023 R&D refund from the ATO; or
- 30 September 2023.

In lieu of cash interest payments, the bridging Loans were contained to the following terms subject to and conditional on shareholder approval at the Company's AGM on 29 November 2023:

- 5,000,000 options with an exercise price of \$0.03 and a maturity date of three years from the date of issue are to be issued pro-rata to the Lenders in lieu of cash interest payments being paid on the Loans. Shareholder approval for the issue of options will be obtained at the Company's AGM; and
- One or more of the Lender(s) may elect to convert the principal amount of a Loan into shares at \$0.03 per share prior to 14 September 2023. If this election is made, shareholder approval for the conversion will be obtained at the Company's AGM.

The loans proceeds of \$150,000 was received by 30 June 2023, and the remaining balance fully received by 10 July 2023.

On 1 December 2023, the principal amount of the Loans have been converted into shares at \$0.03 per share.

On 1 December 2023, 5,000,000 options with an exercise price of \$0.03 and a maturity date of three years from the date of issue are issued pro-rata to the Lenders in lieu of cash interest payments being paid on the Loan.

**Note 11. Contract liabilities**

	30 June 2024	30 June 2023
	\$	\$
<i>Current liabilities</i>		
Contract liabilities	-	30,476
	<u>-</u>	<u>30,476</u>

*Unsatisfied performance obligations*

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was nil as at 30 June 2024 (30 June 2023: \$30,476) as is expected to be recognised as revenue in future periods as follows:

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2024**

**Note 11. Contract liabilities (continued)**

	30 June 2024	30 June 2023
	\$	\$
Within 6 months	-	29,610
6 to 12 months	-	866
12 to 18 months	-	-
18 to 24 months	-	-
	<u>-</u>	<u>30,476</u>

**Note 12. Issued capital**

	30 June 2024	30 June 2023	30 June 2024	30 June 2023
	Shares	Shares	\$	\$
Ordinary shares - fully paid	<u>170,714,634</u>	<u>80,065,065</u>	<u>22,501,913</u>	<u>19,918,235</u>

*Movements in ordinary share capital*

Details	Date	Shares	\$
Balance	1 July 2022	54,385,385	19,271,401
Issue of shares - placement	3 January 2023	9,666,667	290,000
Rights issue	15 February 2023	11,858,954	355,768
Issue of shares - shortfall placement	04 April 2023	4,154,059	124,622
Share issue cost		-	(123,556)
Balance	30 June 2023	80,065,065	19,918,235
Issue of shares - placement	7 July 2023	7,250,000	217,500
Issue of shares - equity settlement	1 December 2023	12,931,480	390,085
Issue of shares - placement	18 December 2023	19,200,000	576,000
Issue of shares - placement	18 January 2024	18,238,594	687,158
Issue of shares - exercise of performance rights	30 January 2024	833,333	33,333
Issue of shares - placement	8 February 2024	29,540,010	746,201
Issue of shares - equity settlement	13 February 2024	770,094	35,000
Issue of shares - equity settlement	14 March 2024	300,335	15,000
Issue of shares - equity settlement	5 April 2024	213,748	10,000
Issue of shares - equity settlement	4 June 2024	1,371,975	40,700
Share issue cost		-	(167,299)
Balance	30 June 2024	<u>170,714,634</u>	<u>22,501,913</u>

During the period, the company granted options to employees under its Employee Share Plan with the fair value determined using a Black-Scholes model per the following:

*Ordinary shares*

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

**Note 12. Issued capital (continued)**

On 7 July 2023, 7,250,000 fully paid ordinary shares were issued at a price of \$0.03 each, totalling \$217,500 (before costs). This placement was completed in June 2023. \$187,500 received by 30 June 2023, and the remaining balance, \$30,000, was received on 3 July 2023.

On 18 December 2023, 19,200,000 shares were issued at a price of \$0.03 each, totalling \$576,000 (before costs) .

On 18 January 2023, the company raised an additional \$547,158 (before costs) through the issuance of 18,238,594 shortfall shares at \$0.03 per share under the shortfall facility of the rights issue, which closed on 15 January 2024.

On 8 February 2024, the company raised a further \$886,201 (before costs) through a shortfall top-up facility (Top-Up Offer) and Partial Underwriting, issuing 24,873,355 shares for \$746,201 and 4,666,666 shares for \$140,000, respectively, at \$0.03 per share.

On 30 January 2024, the company issued 833,333 shares due to the exercise of performance rights, with a total value of \$33,333.

Additionally, the company issued the following shares in lieu of cash payment:

On 1 December 2023, the company issued shares for the following settlements as approved at the company's Annual General Meeting (AGM) on 29 November 2023:

- Outstanding Director fees to Mark Ziirsen, Damon Rasheed, and Antanas Guoga: 913,585 shares, totalling \$29,357;
- Consulting fees for Zappli Pty Ltd: 2,017,895 shares at \$0.03 each, totalling \$60,728; and
- Conversion of a bridging loan: 10,000,000 shares at \$0.03 each, totalling \$300,000.

On 13 February 2024, the company issued 429,185 shares at a price of \$0.05 each, totalling \$20,000, to Aurum Data Pty Ltd as settlement for outstanding fees. This is approved at the company's Annual General Meeting (AGM) on 27 May 2024.

On 4 June 2024, the company issued a total of 1,371,975 shares, totalling \$40,700 to Mark Ziirsen, Damon Rasheed, and Antanas Guoga as settlement for outstanding director fees.

During the period, the company issued shares for the settlements of outstanding liabilities to Vesparum Capital Pty Ltd:

- On 13 February 2024, the company issued 340,909 shares at \$0.04 each, totalling \$15,000;
- On 14 March 2024, the company issued 300,335 shares at \$0.05 each, totalling \$15,000; and
- On 5 April 2024, the company issued 213,748 shares at \$0.05 each, totalling \$10,000.

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.

*Capital risk management*

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, issue new shares or sell assets to reduce debt.

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

In order to maintain or adjust the capital structure, the 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 value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

**Note 13. Reserves**

	30 June 2024	30 June 2023
	\$	\$
Foreign currency reserve	(381,075)	(381,075)
Options reserve	1,516,420	807,342
Capital reserve	-	217,500
	<u>1,135,345</u>	<u>643,767</u>

*Foreign currency reserve*

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

*Option reserve*

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

*Capital reserve*

The reserve is used to recognise the value of funds received for shares not yet issued. In June 2023, the company completed a placement of 7,250,000 fully paid ordinary shares (Placement) at a price of \$0.03 per share to raise \$217,500 before costs. \$187,500 received by 30 June 2023, and the remaining balance, \$30,000, was received on 3 July 2023. The shares were issued in July 2023.

**Note 14. Dividends**

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

**Note 15. Financial instruments**

Financial instruments consist of cash and cash equivalents, receivables, and payables. Financial risk is measured at Board level and managed through cashflow forecasting techniques. The only material financial instrument risk exposures faced by the group are credit risk, market risk (namely interest rate risk), and liquidity risk.

**Market risk**

*Interest rate risk*

The consolidated entity's main interest rate risk arises from short-term borrowings. Borrowings obtained at variable rates expose the consolidated entity to interest rate risk. Borrowings obtained at fixed rates expose the consolidated entity to fair value risk. The policy is to maintain current borrowings at fixed rates, therefore not subject to any volatility in market interest rates.

**Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The company has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The company obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for expected credit losses of those assets, as disclosed in the statement of financial position and notes to the financial statements. The company does not hold any collateral.

The consolidated entity deemed its credit risk to be minimal as its financial assets are mainly cash held at financial institutions.

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



**Note 15. Financial instruments (continued)**

***Liquidity risk***

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

***Remaining contractual maturities***

All financial liabilities were payable within 60 days.

***Fair value of financial instruments***

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

**Note 16. Key management personnel disclosures**

***Compensation***

The aggregate compensation made to directors and other members of key management personnel of the company is set out below:

	<b>30 June 2024</b>	<b>30 June 2023</b>
	\$	\$
Short-term employee benefits	435,475	415,866
Post-employment benefits	27,485	44,198
Long-term benefits	-	13,493
Share-based payments including performance rights	290,965	13,547
	<u>753,925</u>	<u>487,104</u>

**Note 17. Remuneration of auditors**

During the financial year the following fees were paid or payable for services provided by William Buck, the auditor of the company.

	<b>30 June 2024</b>	<b>30 June 2023</b>
	\$	\$
Audit services		
Audit or review of the financial statements - William Buck	44,321	39,630

**Note 18. Contingent liabilities**

On 3 September 2021, the former CEO of the Group, Michelle Gallaher, signed an Executive Service Agreement with a bonus incentive condition. A bonus incentive of \$400,000 will be paid to the executive in the event of the Opyl share price trading \$1 for 10 or more consecutive days within the first 24 months of executing the agreement, so long as the Executive is employed at the company. The board has the option to pay the bonus in a combination of shares and cash to the value of \$400,000. The bonus is payable to the executive within 90 days if the bonus conditions being met or in the event of the business being acquired, or in the event of a complete takeover of the company. As at the reporting date of 30 June 2024, there is a very low probability that the market performance of the bonus incentive will be realised, as such the fair value of the bonus provision has not been included in the financial statements for the year ended 30 June 2024 (30 June 2023: \$Nil). The bonus conditions in place did not cease with the change of role and position for the former CEO.

Michelle Gallaher resigned on 31 August 2023 from her new role as General manager Trial Key. During this period, the bonus conditions were not met, and no bonus was paid.

The company had no other contingent liabilities as at 30 June 2024 (30 June 2023: \$Nil)

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2024**

**Note 19. Related party transactions**

*Parent entity*

Opyl Limited is the parent entity.

*Key management personnel*

Disclosures relating to key management personnel are set out in note 16 and the remuneration report included in the directors' report.

*Transactions with related parties*

During the financial year ended 30 June 2024, RDI Consulting Pty Ltd, and Zappli Pty Ltd have been engaged to develop software for a machine learning/artificial intelligence algorithm which can predict the likelihood of clinical trial passing its primary objective. A total of \$351,673 has been incurred.

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
RDI Consulting Pty Ltd	157,818	194,775
Zappli Pty Ltd	193,855	149,089

As Damon Rasheed is a shareholder of RDI Consulting Pty Ltd, as such RDI Consulting Pty Ltd is considered a related party. RDI Consulting Pty Ltd is a major shareholder of Zappli Pty Ltd, Zappli Pty Ltd is considered a related party.

*Receivable from and payable to related parties*

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

*Loans to/from related parties*

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

*Terms and conditions*

All transactions were made on normal commercial terms and conditions and at market rates.

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2024**

**Note 20. Parent entity information**

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

*Statement of profit or loss and other comprehensive income*

	30 June 2024	30 June 2023
	\$	\$
Loss after income tax	(2,432,016)	(1,075,033)
Total comprehensive income	<u>(2,432,016)</u>	<u>(1,075,033)</u>

*Statement of financial position*

	30 June 2024	30 June 2023
	\$	\$
Total current assets	351,091	566,544
Total non-current assets	2	23,222
Total assets	<u>351,093</u>	<u>589,766</u>
Total current liabilities	338,621	775,214
Total non-current liabilities	140	-
Total liabilities	<u>338,761</u>	<u>775,214</u>
Equity		
Issued capital	22,466,342	19,882,664
Options reserve	1,516,420	807,342
Accumulated losses	<u>(24,110,438)</u>	<u>(22,046,965)</u>
Total equity/(deficiency)	<u>(127,676)</u>	<u>(1,356,959)</u>

*Guarantees entered into by the parent entity in relation to the debts of its subsidiaries*

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

*Contingent liabilities*

Except for as disclosed in note 18, there are no further contingent liabilities for the parent entity 30 June 2023 (nil).

*Capital commitments - Property, plant and equipment*

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

*Significant accounting policies*

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following.

- Investments in subsidiaries are accounted for at cost, less impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

**Note 21. Interest in subsidiaries**

(a) Ultimate parent

Opyl Limited is the ultimate parent entity and the parent entity of the consolidation entity from a legal perspective. For accounting purposes, Opyl Limited is the deemed ultimate parent of the consolidated entity in line with reverse acquisition accounting.

(b) Corporate structure

The legal corporate structure of the consolidated entity is set out below;

**Note 21. Interest in subsidiaries (continued)**

Name	Principal place of business / Country of incorporation	Ownership of interest 2024 %	Ownership of interest 2023 %
Legal parent			
Opyl Limited	Australia	-	-
ShareRoot Inc	United States of America	100.00%	100.00%
ShareRoot (Australian Ops) Pty Ltd	Australia	100.00%	100.00%
Opyl Services (Formerly The Social Science Pty Ltd)	Australia	100.00%	100.00%
Ludomade, Inc	United States of America	100.00%	100.00%

**Note 22. Events after the reporting period**

As announced on 8 July 2024, the company has partnered with L39 Capital Pty Ltd to launch an AI Biotech Fund using TrialKey technology. The company will receive \$25,000 in the first 12 months, under a perpetual license arrangement of TrialKey, aiming for \$100 million in funds under management within 36 months. The company will also gain a 19.9% equity stake and a 25% fee share of future fund revenue.

The aim of the Fund is to generate significant capital appreciation for investors and to serve as a proof of concept to demonstrate the value of TrialKey's predictive model in selecting successful biotech and pharmaceutical stocks. If successful, the fund will create significant value for Opyl and the owners of the Manager through performance fees via rapid growth in FUM or a potential sale, either to a third party or potentially to Opyl via a sale between the Parties to this Agreement.

As announced on 8 July 2024, the company has signed a Memorandum of Understanding (MOU) with the Xco consortium to expand into the EMEA and North American markets. The Joint Venture (JV) will focus on marketing and selling Opyl's TrialKey products. This agreement is contingent upon both parties successfully completing and being satisfied with the outcome of their due diligence on each other and the proposed Joint Venture. Opyl is also required to meet the service delivery metrics and service level agreements established by the Joint Venture; otherwise, a reduction in the agreed proportion of profit or revenue share from the Joint Venture entities for the specified period will be implemented.

Key terms include a three-month due diligence period, a \$1.5 million cash payment to Opyl, and a capital raise aiming for \$4.4-7.4 million within nine months. Opyl will hold a 20% equity stake in the JV, initially receive 20% of the first \$1.8 million in revenue, and 40% of revenue thereafter. Opyl will also appoint one director to the JV's board. Revenue targets are set at \$1.5 million in the first year, \$2.9 million in the second, and \$5.9 million in the third year.

On 22 July 2024, the company, entered into an R&D loan facility from EndPoint Capital Pty Ltd (Lender) for \$195,000 which is secured against the FY24 R&D claim based on prior successful experiences (Loans). The Loans require repayment on the earlier of:

- The date the R&D refund is received; or
- The maturity date, 30 November 2024

The interest rate is 16%, and is calculated and will be paid by the company to the Lender according to the following terms:

- Interest will be calculated and accrue in arrears on a daily basis at the applicable rate.
- If the Loan is repaid before the end of the term, the minimum amount of interest payable will be based on the Minimum Interest Period.
- Any accrued and unpaid interest will be capitalized and added to the Loan on the first day of each calendar month.

**Note 22. Events after the reporting period (continued)**

As announced on 22 August 2024, the company secured \$700,000 AUD through short-term loans agreements with a consortium of lenders. Funds to be allocated towards the continuous improvement of TrialKey, targeted marketing initiatives, and working capital.

These loans have three parts:

*Loans \$100k*

These Loans require repayment on the earlier of:

- receipt of Company's Research and Development (R&D) tax refund from the Australian Taxation Office (ATO) for the financial period ended 30 June 2025 ; or
- 31 December 2025.

Interests on the Loans will accrue at a rate of 1.5% per month and is payable by the Company to the Lenders in cash on a quarterly basis.

Options of 1,000,000 with an exercise price of \$0.03 and a maturity date of three years from the date of issue are to be issued pro-rata to the Lenders as part of the consideration for the Lenders providing the Loans to the Company. Shareholder approval for the issue of options will be obtained at the Company's AGM.

*Loans \$300k*

This includes \$200,000 from Antanas Guoga, the director of the Company, and \$100,000 from Peak Asset Management. Both loans are subject to the same terms outlined below:

These Loans require repayment on the earlier of:

- The Lender(s) convert the principal amount of a Loan into shares; or
- on the date that is 24 months after the date of the Agreement.

Interests on the Loans will accrue at a rate of 1.5% per month and is payable by the Company to the Lenders in cash on a quarterly basis.

These Loans contains the following terms subject to and conditional on shareholder approval at the Company's forthcoming AGM:

- Options of 3,000,000 with an exercise price of \$0.03 and a maturity date of three years from the date of issue are to be issued pro-rata to the Lenders as part of the consideration for the Lenders providing the Loans to the Company. Shareholder approval for the issue of options will be obtained at the Company's AGM; and

- The principal amount of the Loans will be converted into fully paid ordinary shares in the capital of the Company at a conversion price of \$0.02 per share ("Conversion Shares"). For every 2 Conversion Shares issued, the Lender will receive 1 free attaching option ("Conversion Options"). The Conversion Options shall have an exercise price of \$0.05 per share and a maturity date of three years from the date of issue. The issuance of the Conversion Shares and Conversion Options shall be subject to the Borrower obtaining shareholder approval to issue the Conversion Shares and Conversion Options at its next AGM.

*Drawdown Loan \$300k*

The Company has also secured a separate drawdown loan of \$300,000 AUD from Peak Asset Management, under a new loan agreement. This drawdown facility allows the Company to request funds up to the total facility amount. The loan is unsecured and carries an interest rate of 18% per annum, compounding daily and payable in full on the repayment date. The repayment date is set for the earlier of the occurrence of a Default Event, when the Company has sufficient working capital, or the Sunset Date in September 2025, unless prior alternative arrangements have been agreed upon. This drawdown facility provides additional financial flexibility for Opyl, enabling continued strategic investments in the growth and development of

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2024**

**Note 22. Events after the reporting period (continued)**

TrialKey.

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

**Note 23. Reconciliation of loss after income tax to net cash used in operating activities**

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax expense for the year	(3,130,374)	(1,726,335)
Adjustments for:		
Depreciation and amortisation	25,249	26,056
Net loss on disposal of non-current assets	12,047	-
Share-based payments	1,110,955	176,454
Change in operating assets and liabilities:		
Decrease in trade and other receivables	226,245	84,722
Decrease/(increase) in prepayments	(11,255)	7,621
Increase/(decrease) in deferred revenue	(30,476)	(101,387)
Increase/(decrease) in trade and other payables	(259,066)	168,557
Net cash used in operating activities	<u>(2,056,675)</u>	<u>(1,364,312)</u>

**Note 24. Earnings per share**

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax attributable to the owners of Opyl Limited	<u>(3,130,374)</u>	<u>(1,726,335)</u>
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>170,714,634</u>	<u>80,065,065</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>170,714,634</u>	<u>80,065,065</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	(1.834)	(2.156)
Diluted earnings per share	(1.834)	(2.156)

The amount of the dilution is the average market price of ordinary shares during the period minus the issue price. Therefore, to calculate diluted earnings per share, potential ordinary shares are treated as consisting of both the following:

- a contract to issue a certain number of the ordinary shares at their average market price during the period. Such ordinary shares are assumed to be fairly priced and to be neither dilutive nor antidilutive. They are ignored in the calculation of diluted earnings per share.
- a contract to issue the remaining ordinary shares for no consideration. Such ordinary shares generate no proceeds and have no effect on profit or loss attributable to ordinary shares outstanding. Therefore, such shares are dilutive and are added to the number of ordinary shares outstanding in the calculation of diluted earnings per share.

As the consolidated entity is in a loss position at the end of the financial year, the options and performance rights on issue are not considered to be dilutive.

**Note 25. Share based payments**

A share option plan has been established by the consolidated entity and approved by shareholders at a general meeting, whereby the consolidated entity may, at the discretion of the Board of Directors, grant options over ordinary shares in the company to certain personnel of the consolidated entity. Share options are issued at nil consideration.

In addition, options may also be issued to advisers of the company for example to assist with capital raising activities.

During the period, the company granted options to employees under its Employee Share Plan with the fair value determined using a Black-Scholes model per the following:

- On 15 August 2023, 1,000,000 options were granted at an exercise price of \$0.04 totalling a fair value of \$44,302;
- On 15 September 2023, 1,000,000 options were granted at an exercise price of \$0.05 totalling a fair value of \$40,489;
- On 15 October 2023, 1,000,000 options were granted at an exercise price of \$0.04 totalling a fair value of \$38,997;
- On 15 November 2023, 1,000,000 options were granted at an exercise price of \$0.05 totalling a fair value of \$37,636;
- On 15 December 2023, 1,000,000 options were granted at an exercise price of \$0.04 totalling a fair value of \$29,689; and
- On 15 January 2024, 1,000,000 options were granted at an exercise price of \$0.04 totalling a fair value of \$25,368.

The fair value of the above awards were recognised on issue as there were no vesting conditions attached to the options.

On 1 December 2023, 1,200,000 options granted to key management personnel at exercise prices of \$0.05, \$0.08, and \$0.10 totalling a fair value of \$41,118 which was determined using a Black-Scholes model. A share-based expense of \$2,082 was recognised at 31 December 2023. The only vesting conditions that apply to the exercise of the Incentive Options is the passage of time, with one-third of the Incentive Options vesting 1 year from the issue date, a further one-third of the Incentive Options vesting 2 years from the issue date, and the final one-third of the Incentive Options vesting 3 years from the issue date.

On 1 December 2023, 7,250,000 options (Attaching Options) were granted to bridging loan lenders at an exercise price of \$0.03 totalling a fair value of \$237,030 which was determined using a Black-Scholes model. A finance cost of \$237,030 was recognised at 31 December 2023.

On 1 December 2023, 5,000,000 options (Loan Options) were granted to bridging loan lenders at an exercise price of \$0.03 totalling a fair value of \$163,469 which was determined using a Black-Scholes model. A finance cost of \$163,469 was recognised at 31 December 2023.

On 4 June 2024, 5,000,000 options (Broker Options) were granted at an exercise price of \$0.045 totalling a fair value of \$102,502 which was determined using a Black-Scholes model.

On 4 June 2024, 5,000,000 options (Broker Options) were granted at an exercise price of \$0.053 totalling a fair value of \$99,769 which was determined using a Black-Scholes model.

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



**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2024**

**Note 25. Share based payments (continued)**

Grant Date	Expiry Date	Exercise Price	Balance at the start of the year	Granted	Exercised	Expiry/ Forfeited/ Other	Balance at the end of the year
15/12/2016	05/12/2026	\$1.200	42,480	-	-	-	42,480
06/02/2017	06/02/2027	\$0.800	6,000	-	-	-	6,000
20/03/2017	20/03/2027	\$2.500	14,916	-	-	-	14,916
01/04/2017	01/04/2027	\$0.600	52,500	-	-	-	52,500
24/07/2018	24/07/2023	\$0.100	250,000	-	-	(250,000)	-
15/10/2018	18/09/2023	\$0.400	3,000	-	-	(3,000)	-
08/02/2019	08/02/2024	\$0.500	109,998	-	-	(109,998)	-
21/03/2019	21/03/2024	\$0.500	109,998	-	-	(109,998)	-
13/05/2019	13/05/2024	\$0.500	109,998	-	-	(109,998)	-
27/11/2019	27/11/2024	\$0.300	20,000	-	-	-	20,000
27/11/2019	27/11/2024	\$0.300	20,000	-	-	-	20,000
27/11/2019	27/11/2024	\$0.300	20,000	-	-	-	20,000
10/12/2019	29/01/2024	\$0.800	2,335,000	-	-	-	2,335,000
07/11/2020	07/11/2025	\$0.300	400,000	-	-	-	400,000
07/11/2020	07/11/2025	\$0.500	400,000	-	-	-	400,000
07/11/2020	07/11/2025	\$0.750	400,000	-	-	-	400,000
26/01/2018	26/01/2023	\$0.600	7,500	-	-	-	7,500
26/07/2021	26/07/2024	\$0.250	90,000	-	-	-	90,000
10/09/2021	10/09/2027	\$0.300	500,000	-	-	-	500,000
10/09/2021	10/09/2028	\$0.500	500,000	-	-	(500,000)	-
10/09/2021	10/09/2029	\$0.750	500,000	-	-	(500,000)	-
10/12/2021	10/12/2026	\$0.300	400,000	-	-	-	400,000
10/12/2021	10/12/2026	\$0.500	400,000	-	-	-	400,000
10/12/2021	10/12/2026	\$0.750	400,000	-	-	-	400,000
26/07/2022	26/07/2025	\$0.100	580,000	-	-	-	580,000
10/12/2022	10/12/2027	\$0.100	600,000	-	-	-	600,000
10/12/2022	10/12/2027	\$0.150	400,000	-	-	-	400,000
10/12/2022	10/12/2027	\$0.200	400,000	-	-	-	400,000
03/01/2023	30/12/2026	\$0.060	666,663	-	-	-	666,663
15/08/2023	17/08/2028	\$0.040	-	1,000,000	-	-	1,000,000
15/09/2023	15/09/2028	\$0.050	-	1,000,000	-	-	1,000,000
15/10/2023	15/10/2028	\$0.050	-	1,000,000	-	-	1,000,000
15/11/2023	15/11/2028	\$0.040	-	1,000,000	-	-	1,000,000
01/12/2023	01/12/2026	\$0.030	-	12,250,000	-	-	12,250,000
01/12/2023	01/12/2028	\$0.050	-	400,000	-	-	400,000
01/12/2023	01/12/2028	\$0.075	-	400,000	-	-	400,000
01/12/2023	01/12/2028	\$0.100	-	400,000	-	-	400,000
15/12/2023	15/12/2028	\$0.040	-	1,000,000	-	-	1,000,000
15/01/2024	15/01/2029	\$0.040	-	1,000,000	-	-	1,000,000
04/06/2024	04/06/2027	\$0.045	-	5,000,000	-	-	5,000,000
04/06/2024	04/06/2027	\$0.053	-	5,000,000	-	-	5,000,000
			<u>9,738,053</u>	<u>29,450,000</u>	<u>-</u>	<u>(1,582,994)</u>	<u>37,605,059</u>

Weighted average exercise price	\$0.466	\$0.041	\$0.000	\$0.516	\$0.131
---------------------------------	---------	---------	---------	---------	---------

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

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2024**

**Note 25. Share based payments (continued)**

Grant date	Expiry date	2024 Number	2023 Number
15/12/2016	05/12/2026	42,480	42,480
06/02/2017	06/02/2027	6,000	6,000
20/03/2017	20/03/2027	14,916	14,916
01/04/2017	01/04/2027	60,000	60,000
24/07/2018	24/07/2023	-	250,000
15/10/2018	18/09/2023	-	3,000
08/02/2019	08/02/2024	-	109,998
21/03/2019	21/03/2024	-	109,998
13/05/2019	13/05/2024	-	109,998
27/11/2019	27/11/2024	60,000	60,000
10/12/2019	29/01/2024	2,335,000	2,335,000
07/11/2020	07/11/2025	1,200,000	1,200,000
26/07/2021	26/07/2024	90,000	90,000
10/09/2021	10/09/2027	500,000	500,000
10/09/2021	10/09/2028	-	500,000
10/09/2021	10/09/2029	-	500,000
10/12/2021	10/12/2026	1,200,000	1,200,000
26/07/2022	26/07/2025	580,000	580,000
10/12/2022	10/12/2027	600,000	600,000
10/12/2022	10/12/2027	400,000	400,000
10/12/2022	10/12/2027	400,000	400,000
01/03/2023	30/12/2026	666,663	666,663
15/08/2023	17/08/2028	1,000,000	-
15/09/2023	15/09/2028	1,000,000	-
15/10/2023	15/10/2028	1,000,000	-
15/11/2023	15/11/2028	1,000,000	-
01/12/2023	01/12/2026	12,250,000	-
01/12/2023	01/12/2028	400,000	-
01/12/2023	01/12/2028	400,000	-
01/12/2023	01/12/2028	400,000	-
15/12/2023	15/12/2028	1,000,000	-
15/01/2024	15/01/2029	1,000,000	-
04/06/2024	04/06/2027	5,000,000	-
04/06/2024	04/06/2027	5,000,000	-
		<u>37,605,059</u>	<u>9,738,053</u>

The weighted average remaining contractual life of options outstanding at the end of the financial year was 2.79 years (30 June 2023: 2.97 years).

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

**Note 25. Share based payments (continued)**

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
15/08/2023	17/08/2028	\$0.05	\$0.04	140.00%	-	3.87%	\$0.044
15/09/2023	15/09/2028	\$0.05	\$0.50	140.00%	-	3.87%	\$0.040
15/10/2023	15/10/2028	\$0.04	\$0.05	140.00%	-	3.87%	\$0.039
15/11/2023	15/11/2028	\$0.04	\$0.04	140.00%	-	3.87%	\$0.038
01/12/2023	01/12/2026	\$0.04	\$0.03	140.00%	-	3.87%	\$0.033
01/12/2023	01/12/2028	\$0.04	\$0.05	140.00%	-	3.87%	\$0.035
01/12/2023	01/12/2028	\$0.04	\$0.07	140.00%	-	3.87%	\$0.034
01/12/2023	01/12/2028	\$0.04	\$0.10	140.00%	-	3.87%	\$0.033
15/12/2023	15/12/2028	\$0.03	\$0.04	140.00%	-	3.87%	\$0.030
15/01/2024	15/01/2029	\$0.03	\$0.04	140.00%	-	3.87%	\$0.025
04/06/2024	04/06/2027	\$0.03	\$0.05	140.00%	-	3.87%	\$0.021
04/06/2024	04/06/2027	\$0.03	\$0.05	140.00%	-	3.87%	\$0.020

*Performance rights*

On 11 December 2023, 5,833,393 performance rights options were granted to the Interim CEO of the company to be settled in shares in 3 tranches. The initial term of service is 6 months, being the vesting period. Each Right will convert to one ordinary share in the Company during the performance period subject to achieving key milestones as agreed with the board.

As tranche 1 and tranche 2 only have non-market conditions, the fair value determined using a Black-Scholes model.

The 3rd tranche has market condition related to the recruitment of a successor Chief Executive Officer after 6 months initial term and non-market conditions is conditional on Opyl's share price trading above \$0.10 for a minimum of 15 consecutive trading days within a 5 year period from commencement of services. Accordingly, a Monte Carlo simulation of 100,000 simulations was conducted to obtain a theoretical distribution for the 15-day share price and was used to determine the percentile rank. This ranking outcome was weighted by the vesting condition and applied to the average price of the Rights realized in each ranking outcome. The total fair value was \$220,929 at 30 June 2024.

The weighted value of each Right as mentioned above, was then aggregated to arrive at the expected value of the Right.

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of Performance rights granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Saruabh Jain	833,333	11/12/2023	31/12/2023	15/12/2028	N/A	\$0.040
	1,666,667	11/12/2023	15/05/2024	15/12/2028	N/A	\$0.040
	3,333,333	11/12/2023	15/05/2024	15/12/2028	N/A	\$0.036

Tranche 1 performance rights were vested on 31 December 2023.

On 30 January 2024, the company issued 833,333 shares due to the exercise of tranche 1 performance rights.

**Opyl Limited**  
**Consolidated entity disclosure statement**  
**As at 30 June 2024**

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
Opyl Limited	Body corporate	Australia	-	Australia
ShareRoot Inc	Body corporate	United States of America	100.00%	United States of America
ShareRoot (Australian Ops) Pty Ltd	Body corporate	Australia	100.00%	Australia
Opyl Services (Formerly The Social Science Pty Ltd)	Body corporate	Australia	100.00%	Australia
Ludomade, Inc	Body corporate	United States of America	100.00%	United States of America

**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 Group 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.

**Opyl Limited**  
**Directors' declaration**  
**30 June 2024**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Accounting Standards AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- The financial statements also comply with International Financial Reporting Standards as disclosed in note 1.
- the attached financial statements and notes give a true and fair view of the company's financial position as at 30 June 2024 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

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

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

On behalf of the directors



---

Saurabh Jain  
Executive Chair

29 August 2024

## Independent auditor's report to the members of Opyl Limited

### Report on the audit of the financial report



#### Our opinion on the financial report

In our opinion, the accompanying financial report of Opyl Limited (the Company) and its subsidiaries (the Group) in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year 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 2024,
- the consolidated statement of profit and 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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

## 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.

<b>1. Appropriateness of revenue recognition</b>	<p><b>Area of focus</b> (refer also to note 4)</p> <p>The group's revenue is generated through bespoke contracts with customers related mainly to project and retainer income.</p> <p>This area is a Key Audit Matter as each revenue stream requires a bespoke revenue recognition model which requires judgement by management in identifying performance obligations, the allocation of the transaction price and the satisfaction of performance obligations over time or at a point in time in accordance with AASB 15 <i>Revenue from Contracts with Customers</i> ('AASB 15').</p>	<p><b>How our audit addressed the key audit matter</b></p> <p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>— The evaluation of revenue recognition policies for all material sources of revenue to assess if revenue is recognised in accordance with AASB 15;</li> <li>— Performing test of detail through a sample of the revenue from customers recognised during the period through agreeing to contracts and customer pricing;</li> <li>— Examining a sample of contracts to assess the fulfilment of performance milestones relevant to material revenue contracts;</li> </ul> <p>In-addition, we also examined key disclosures relating to the recognition of revenue in the financial statements as disclosed in Note 4.</p>
<b>2. Share-based payment transactions</b>	<p><b>Area of focus</b> (refer also to notes 6 and 25)</p> <p>During the year, the Group issued a number of equity settled share-based payments in the form of options to suppliers, employees and performance rights to Key Management Personnel and met the definition AASB 2 <i>Share Based Payments</i>.</p> <p>Some of these share-based payment arrangements have vesting terms connected with market and non-market performance conditions.</p> <p>The Group engaged an independent specialist to appraise the fair value of certain share-based payment arrangements and recognised the vesting charge apportioned over the service condition.</p>	<p><b>How our audit addressed the key audit matter</b></p> <p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>— Verifying the key terms of the equity settled share-based payments to letters of offer to the instrument holders and approved board minutes;</li> <li>— Assessing the appropriateness of the determination of the grant date;</li> <li>— Assessing the fair value of the share-based payments based on the Group's valuation by agreeing the inputs to underlying support, reviewing the assumptions used for reasonableness and evaluating the accuracy of calculations; and</li> </ul>

This area is a Key Audit Matter as valuation of these instruments in accordance with AASB 2 *Share Based Payments* is inherently complex and subject to significant management estimates and judgement in valuing the share-based payment instrument

- Reviewing the attributes of the vesting conditions and ensuring that the expense is recorded over the appropriate vesting period.

We also assessed the appropriateness of disclosures in Note 15 relating to these items in the financial report.

### 3. Accounting for asset disposal

#### Area of focus (refer also to note 2 and 8)

During the year, the Group entered into a contract to dispose of the assets related to its Opin product.

Following obtaining shareholder approval for the disposal of the Opin assets, the group executed the sale and received consideration of \$2 and 20% shareholding in a third party entity, Trial Screen Pty Ltd.

The key risks in accounting for the transaction included:  
determining whether the sale of Opin should be accounted for in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations*; and determining whether the new investment in Trial Screen Pty Ltd should be accounted for as an equity investment in accordance with AASB 128 *Investment in Associates*, or if the investment is a financial asset in accordance with AASB 9 *Financial Instruments*.

This is a Key Audit Matter due to the accounting for the transaction requiring judgement by the Group including assessing the significance of Opin operations and consideration of significant influence of Trial Screen Pty Ltd as at 30 June 2024.

#### How our audit addressed the key audit matter

Our audit procedures included:

- Reviewing the terms and conditions of the sale agreement between Opyl and the buyer;
- Agreeing the consideration received to relevant support
- Agreeing the loss recorded on disposal of the assets;
- Reviewing management's judgement and evidence that Opin did not meet the definition of a discontinued operation as per AASB 5 *Non-current Assets Held for Sale and Discontinued Operations*;
- Reviewing and obtaining support with respect to Opyl Ltd's consideration of significant influence including Board representation, use of Opyl Ltd resources and ability to strategically influence the third party.
- Reviewing the appropriateness of the 20% shareholding being presented as a financial asset in accordance with AASB 9 *Financial Instruments*.

We assessed the reasonableness of note disclosure with respect to the judgement applied in concluding on the Group's accounting treatment.



## Other information

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

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

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

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

## Responsibilities of the directors for the financial report

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

- 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 has 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/admin/file/content102/c3/ar1\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf)

This description forms part of our auditor's report.

## Report on the Remuneration Report



### Our opinion on the Remuneration Report

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

### What was audited?

We have audited the Remuneration Report included in pages 11 to 18 of the directors' report for the year ended 30 June 2024

## 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 Audit (Vic) Pty Ltd**

ABN 59 116 151 136

**R. P. Burt**

Director

Melbourne, 29 August 2024

**Opyl Limited**  
**Shareholder information**  
**30 June 2024**

The shareholder information set out below was applicable as at 30 June 2024.

**Distribution of equitable securities**

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

	Ordinary shares		Options over ordinary shares	
	Number of holders	% of total shares issued	Number of holders	% of total options issued
1 to 1,000	83	0.01	-	-
1,001 to 5,000	156	0.30	3	0.04
5,001 to 10,000	118	0.56	9	0.17
10,001 to 100,000	267	5.56	29	4.12
100,001 and over	130	93.57	25	95.67
	<b>754</b>	<b>100.00</b>	<b>66</b>	<b>100.00</b>
Holding less than a marketable parcel	<b>432</b>	<b>1.50</b>	<b>17</b>	<b>0.42</b>

**Equity security holders**

	Ordinary shares	
	Number held	% of total shares issued
Antanas Guoga	22,624,949	13.25
Niv Dagan	22,403,515	13.12
Irwin Biotech	20,752,710	12.16
Balmain Resources	12,806,217	7.50
SCINTILLA STRATEGIC INVESTMENTS LIMITED	7,000,000	4.10
CERTANE CT PTY LTD (L39 CAPITAL A/C)	6,740,000	3.95
Damon Rasheed	4,247,546	2.49
MARYTON AUSTRALIA PTY LTD	3,966,667	2.32
Joel Webb	3,725,000	2.18
DLK INVESTMENTS GROUP PTY LTD (THE DLK INVESTMENTS UNIT A/C)	3,033,380	1.78
GILSMITH SMSF PTY LTD (GILSMITH PTY LTD SF A/C)	2,664,105	1.56
SANDHURST TRUSTEES LTD (EQUIT INV DRAGONFLY A/C)	2,413,000	1.41
SOUTHAM INVESTMENTS 2003 PTY LTD (WARWICKSHIRE INVESTMENT A/C)	2,373,965	1.39
DAVSAM PTY LTD (ROSEMAN RETIREMENT FUND A/C)	1,607,652	0.94
NETWEALTH INVESTMENTS LIMITED (WRAP SERVICES A/C)	1,273,499	0.75
RIP OPPORTUNITIES PTY LTD (PIR SUPER FUND A/C)	1,250,000	0.73
KYRIACO BARBER PTY LTD	1,180,365	0.69
ETHEREAL CONSULTING PTY LTD	1,166,620	0.68
Mark Simari	1,000,000	0.59
MR TREVOR KJELL GIACOMETTI (LINLONG INVESTMENT A/C)	1,000,000	0.59
BVB CUSTODIAN PTY LTD (BVB A/C)	1,000,000	0.59
MR PAVEL MUZIKANT	1,000,000	0.59
MR MARK ZIIRSEN	956,226	0.56
	<b>126,185,416</b>	<b>73.92</b>

**Opyl Limited**  
**Shareholder information**  
**30 June 2024**

*Twenty largest unquoted equity security holders*

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

	<b>Options over ordinary shares</b>	
	<b>Number held</b>	<b>% of total options issued</b>
Antanas Guoga	6,573,333	17.48
DR HUGO STEPHENSON	6,000,000	15.96
CERTANE CT PTY LTD (L39 CAPITAL A/C)	5,666,663	15.07
Irwin Biotech	3,416,667	9.09
MARYTON AUSTRALIA PTY LTD	2,000,000	5.32
ROUSE EQUITIES PTY LTD (ROUSE INVESTMENT A/C)	1,750,000	4.65
INTERPRAC FINANCIAL PLANNING PTY LTD	1,500,000	3.99
MR MARK ZIIRSEN	1,400,000	3.72
MR ALEX FABBRI & MRS ROMAYNE FABBRI (ALEX FABBRI SUPER FUND A/C)	1,250,000	3.32
Damon Rasheed	1,220,000	3.24
SCINTILLA STRATEGIC INVESTMENTS LIMITED	1,000,000	2.66
DR JULIAN CHICK & DR VIOLETA TARICEVSK (TRAICEVSKI-CHICK S/F A/C)	900,000	2.39
MEGAN ROBERTSON PTY LTD (MEGAN ROBERTSON P/L S/F A/C)	600,000	1.60
MICHAEL CHARLES VAUGHAN HOLLAND	500,000	1.33
MICHELLE GALLAHER	500,000	1.33
MR MARAT BASYROV	320,000	0.85
Mark Simari	300,000	0.80
DDPEVCIC (WA) PTY LTD (DOMINIC FAMILY A/C)	233,333	0.62
SCINTILLA STRATEGIC INVESTMENTS LIMITED	166,667	0.44
GE EQUITY INVESTMENTS PTY LTD	166,667	0.44
ANNA CHEN	130,000	0.35
EMMA GALLAHER	130,000	0.35
MELISSA ADAMSKI	130,000	0.35
SANLAM PRIVATE WEALTH PTY LTD (WESTBOURNE LONG SHORT A/C)	125,000	0.33
	<b>35,978,330</b>	<b>95.68</b>

*Unquoted equity securities*

There are no unquoted equity securities.

**Opyl Limited**  
**Shareholder information**  
**30 June 2024**

	Number on issue	Number of holders
UNL OPTIONS EXP 10YRS GRANT DAY @ \$1.20	42,480	4
UNL OPTIONS EXP 06/02/27@ \$0.80	6,000	1
UNL OPTIONS EXP 20/03/27@ \$2.50	14,916	3
UNL OPTIONS EXP 01/04/27@ \$0.60	52,500	4
UNL OPTIONS EXP 26/01/28 @ \$0.60	7,500	1
UNL OP EXP 10/12/24 @ \$0.30	60,000	3
UNL OP EXP 10/12/24 @ \$0.80	2,335,000	28
UNL OP EXP 10/12/25 @ \$0.30	400,000	4
UNL OP EXP 10/12/25 @ \$0.50	400,000	4
UNL OP EXP 10/12/25 @ \$0.75	400,000	4
UNL OPT @ \$0.25 EXP 26/07/2024	90,000	3
UNL OPT @ \$0.30 EXP 10/09/2027	500,000	1
UNL OP EXP 10/12/26 @ \$0.30	400,000	4
UNL OP EXP 10/12/26 @ \$0.50	400,000	4
UNL OP EXP 10/12/26 @ \$0.75	400,000	4
UNL OPT EXP 26/07/25 @ \$0.10	580,000	7
UNL OPT@ \$0.10 EXP 10/12/2027	600,000	4
UNL OPT @ \$0.15 EXP 10/12/2027	400,000	4
UNL OPT @ \$0.20 EXP 10/12/2027	400,000	4
UNL OPT @ \$0.06 EXP 30/12/2026	666,663	1
UNL OPT @ \$0.04 EXP 17/08/2028	1,000,000	1
UNL OPT @ \$0.05 EXP 15/09/2028	1,000,000	1
UNL OPT @ \$0.05 EXP 15/10/2028	1,000,000	1
UNL OPT @ \$0.04 EXP 15/11/2028	1,000,000	1
UNL OPT @ \$0.03 EXP 01/12/2026	12,250,000	4
UNL DIRECTOR OPT @ \$0.05 EXP 01/12/2028	400,000	4
UNL DIRECTOR OPT @ \$0.075 EXP 01/12/2028	400,000	4
UNL DIRECTOR OPT @ \$0.1 EXP 01/12/2028	400,000	4
UNL OPT @ \$0.04 EXP 15/12/2028	1,000,000	1
UNL OPT @ \$0.04 EXP 15/01/2029	1,000,000	1
UNL OPT @ \$0.045 EXP 04/06/2027	5,000,000	5
UNL OPT @ \$0.0525 EXP 04/06/2027	5,000,000	5
	<b>37,605,059</b>	<b>124</b>

**Substantial holders**

Substantial holders in the company are set out below:

	Ordinary shares % of total shares issued	
	Number held	
Antanas Guoga	22,624,949	13.25
Niv Dagan	22,403,515	13.12
Irwin Biotech	20,752,710	12.16
Balmain Resources	12,806,217	7.50
SCINTILLA STRATEGIC INVESTMENTS LIMITED	7,000,000	4.10

**Opyl Limited**  
**Shareholder information**  
**30 June 2024**

	<b>Options over ordinary shares</b>	
	<b>Number held</b>	<b>% of total options issued</b>
Antanas Guoga	6,573,333	17.48
DR HUGO STEPHENSON	6,000,000	15.96
CERTANE CT PTY LTD (L39 CAPITAL A/C)	5,666,663	15.07
Irwin Biotech	3,416,667	9.09
MARYTON AUSTRALIA PTY LTD	2,000,000	5.32

**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.

*Options*

All quoted and unquoted options do not carry any voting rights