

Graphene Manufacturing Group Ltd

ACN 614 164 877

**Annual Report for the years ended
30 June 2026 and 2025**

Contents

	Page
Corporate information	3
Directors' report	4
Auditor's independence declaration	19
Consolidated statement of profit or loss and other comprehensive loss	20
Consolidated statement of financial position	21
Consolidated statement of changes in equity	22
Consolidated statement of cash flows	23
Notes to the consolidated financial statements	24
Consolidated Entity Disclosure Statement	69
Directors' declaration	70
Independent auditor's report to the members	71

Corporate information

Graphene Manufacturing Group Ltd is a limited company incorporated and domiciled in Australia, and whose shares are publicly traded on the TSX Venture Exchange (the “**TSXV**”) and is quoted on Frankfurt Stock Exchange under trading symbol “OGF” and traded over the counter on the OTCQX® Best Market (the “**OTCQX**”).

Directors

Craig Nicol
Robert Galyen
Andrew Small
Jack Perkowski

Registered office

Graphene Manufacturing Group Ltd
5/848 Boundary Road
Richlands QLD 4077
Australia

Principal place of business

Graphene Manufacturing Group Ltd
5/848 Boundary Road
Richlands QLD 4077
Australia

Share registrar and transfer agent

Computershare Investor Services Inc.
510 Burrard Street
Vancouver BC V6C 3B9
Canada

Auditors

BDO Audit Pty Ltd
Level 18, 360 Queen Street
Brisbane QLD 4000
Australia

Graphene Manufacturing Group Ltd
Directors' Report
For the year ended 30 June 2026

Directors' report

The directors present their report together with the consolidated financial statements of Graphene Manufacturing Group Ltd (“**GMG**” or the “**Company**”) for the financial year ended 30 June 2026 and the auditor's report thereon.

Directors

The directors of the Company at any time during or since the end of the financial year are:

Name, role and independence status	Experience and special responsibilities	Director Since
Craig Nicol <i>Founder, Managing Director & Chief Executive Officer (CEO), not independent</i>	Craig Nicol has a career of over 23 years in delivering large scale innovation including leading multi-billion-dollar gas and LNG value chains in Australia and Asia Pacific and managing sales and marketing teams across Asia Pacific working for the Shell plc Group of companies. He has a Bachelor of Engineering Degree in Manufacturing Systems (Honours) and a bachelor's degree in Business Marketing from the Queensland University of Technology. He is a Member of the Australian Institute of Company Directors (AICD) and is also a Director and Chair of the Board of Directors of the Australian Graphene Industry Association (AGIA).	10 August 2016
Robert Galyen <i>Non-Executive Director, independent</i>	Robert is a highly experienced executive in the battery energy storage world and science/engineering-based communities. Robert was previously the Chief Technology Officer (CTO) of Contemporary Amperex Technology Company Limited (CATL). CATL is widely known as the largest lithium-ion battery manufacturer in the world – supplying electric vehicles and high-efficiency storage systems. He serves on multiple Committees of Directors and Technical Advisory Boards.	1 July 2023
Andrew Small <i>Non-Executive Director, independent</i>	Andrew was a Founder and Director of Innogence, a SAP Business Intelligence consultancy in Australia which following significant growth was acquired by the Japanese multinational company NTT Data. Andrew has supported and invested in GMG since 2017, remains a significant shareholder of the Company and is committed to actively supporting the Company's drive to deliver on its plans and set it up for the next stage of maturity. Andrew has a Bachelor of Engineering (Manufacturing Systems) and a Bachelor of Business (Marketing) from Queensland University of Technology.	31 July 2023
Jack Perkowski <i>Non-Executive Director, independent</i>	Jack Perkowski founded ASIMCO Technologies in 1994, and from 1994 to 2008, served as the Chairman of ASIMCO's Board of Directors and the company's Chief Executive Officer. Under his leadership, ASIMCO became one of the most important players in China's automotive components industry and gained a reputation for developing local management and integrating a broad-based China operation into the global economy. ASIMCO was later sold to Bain Capital in 2010 and is still regarded as one of the most successful automotive component manufacturing companies in China. Prior to moving to China, John worked for twenty years on Wall Street where he was the head of Investment Banking at Paine Webber, a major securities firm that was eventually acquired by UBS in 2000. After leaving ASIMCO, he founded JFP Holdings, a merchant banking firm focused on China, where he now serves as Chairman.	7 September 2023

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
 (continued)

Company secretary

Company Secretary

Ms Anjana Reddy was appointed to the position of Company Secretary on 22 August 2022 and is based in Brisbane, Australia. Ms Reddy has broad legal, compliance, commercial, human resources and risk experience across a number of industries and has held the position of Company Secretary in both private and public sectors.

Corporate Secretarial Services

Ms Emily Davis and Ms Lisa Thompson of Meraki Corporate Services ("**MCS**"), based in Vancouver Canada, were appointed as corporate secretary on 21 September 2022. MCS have over 40 years of combined experience providing corporate compliance and corporate secretarial services for public companies, operating in multiple jurisdictions across the mining, energy and technology sectors.

Directors' meetings

The number of directors' meetings (including meetings of committees of directors) and number of meetings attended by each of the directors of the Company, who were eligible to attend during the financial year, were as follows:

	Meeting of committees ⁽ⁱ⁾			
	Board Meetings	Remuneration	Technical Advisory	Audit
Number of meetings held:	1	0	0	4
Number of meetings attended as Formal Committee Members:				
Craig Nicol	1	0	0	0
Robert Galyen	1	0	0	4
Andrew Small	1	0	0	4
Jack Perkowski (Chair)	1	0	0	4

⁽ⁱ⁾ Only non-executive directors are formal members of Board sub-committee meetings but all directors were eligible to attend all meetings held.

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
(continued)

Committee membership

As at the date of this report, the Company had an audit committee, and a remuneration committee.

Members acting on the committees of the board during the financial year were:

Audit	Remuneration	Technical Advisory
Jack Perkowski ⁽ⁱ⁾	Andrew Small ⁽ⁱ⁾	Robert Galyen ⁽ⁱ⁾
Andrew Small	Robert Galyen	Craig Nicol
Robert Galyen	Jack Perkowski	Doug Hargreaves

⁽ⁱ⁾ Designates the chair of the committee during the 2026 financial year

Directors' interests

The relevant interest of each director in the shares and options, warrants and restricted share units ("RSU") over such instruments issued by the Company, as notified by the Directors in accordance with S205G(1) of the *Corporations Act 2001*, at the date of this report is as follows:

Director	Ordinary shares	Options over ordinary shares	Warrants over ordinary shares	RSU over ordinary shares
Craig Nicol	11,982,340	-	120,000	547,195
Robert Galyen	44,898	700,000	-	46,917
Andrew Small	5,328,188	-	-	77,290
J Perkowski	124,461	700,000	-	36,522

Principal activities

GMG is a clean-technology company which seeks to offer energy saving products and solutions and energy storage products, enabled by our proprietary in-house manufactured graphene production process.

GMG has developed a proprietary production process to decompose natural gas (i.e. methane) into its elements, carbon (as graphene), hydrogen and some residual hydrocarbon gases. This process produces high quality, low cost, scalable, 'tuneable' and low contaminant graphene suitable for use in clean-technology applications. The Company's present focus is to de-risk and develop commercial scale-up capabilities, and secure market applications.

There were no other significant changes in the nature of the activities of the Company during the year.

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
(continued)

Operating and financial review

Overview of the Company

The Company's loss from ordinary activities after income tax for the year amounted to \$29,794,141 (2025 restated loss: \$8,691,850) and is mainly due to:

- A year to date loss on the change in fair value of warrants \$14,652,586 (2025: \$821,174) due to the significant increase in the Company's share price from C\$0.60 on 30 June 2025 to C\$2.38 at 30 June 2026.
- Total other income primarily being the refundable R&D tax offset of \$1,941,126 (2025: \$1,997,992), and no income (2025: \$2,475,000) recognised from the Rio Tinto Joint Development Agreement (JDA);
- Revenue of \$724,152 (2025: \$237,672) consisting of sales and installation of THERMAL-XR® energy saving products and direct web sales of G® Lubricant;
- \$5,378,688 increase of operating expenses to \$18,146,131 (2025: \$12,767,443) as the Company shifts focus from research and development into operations.

Shareholder returns

At 30 June	2026	Restated 2025
Loss for the year	\$29,794,141	\$8,691,850
Basic and diluted loss per share (\$)	(0.2487)	(0.0883)
Share price	C\$2.38	C\$0.60
Dividends paid	-	-

Investments for future performance

The Company recently announced it completed the construction and started up the Company's Generation 2.0 Graphene Manufacturing Technology Plant (the "Gen 2.0 Plant") which is expected to produce 10 tonnes of graphene per annum once remaining works are completed and the Gen 2.0 Plant is optimised. It was started up on schedule before the end June 2026. Once fully complete and optimised the Gen 2.0 Plant is expected to be largely self-powered from standalone energy generation that utilizes renewable sources, an energy storage system and hydrogen enriched natural gas provided by tail gas power generation.

The Company has made tangible commercial progress with THERMAL-XR®. It holds an exclusive distribution arrangement with Nu-Calgon Wholesaler, Inc. covering the United States, Canada, Mexico and the Caribbean, and has appointed distributors in Singapore and Thailand, to serve HVAC-R markets across Asia-Pacific. Following clearance from the U.S. Environmental Protection Agency, the Company shipped its first bulk order of THERMAL-XR® coating to Nu-Calgon in mid-2026, and we regard the North American HVAC-R coating market as the largest in the world. THERMAL-XR® has passed a 30,000-hour salt-spray corrosion test (ASTM B117).

Direct-to-market sales are expanding in Australia, Europe and Asia, utilising a European and Southeast Asian sales team established to target fleet operators and lubricant distributors. US distribution discussions are now underway (subject to EPA product registration). The patent application for G®LUBRICANT has been granted in the USA for 20 years, accepted in Europe and allowed in China, applications are progressing through country-level examination in approximately 20 countries.

During the year the Company has continued to progress the development of its battery development and SUPA G® products. The Company's collaboration with the USA's Indiana Battery Innovation Centre (BIC) is designed to progress the battery technology readiness level to BTRL 7-8 (cell production process development) and customer cell testing and testing SUPA G® with lithium-ion batteries to validate performance improvements.

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
 (continued)

Review of financial condition

GMG has generated limited revenue to date. Cash expenses mainly relate to capital growth initiatives, R&D activities and other operational expenses. Capital raised has been mainly used to fund the development of the Company's proprietary graphene powder production technology (Gen 2.0), graphene enhanced products and solutions, and plant and equipment and expenses for developing, testing, manufacturing and marketing these products. Development of G+AI Battery technology, production and commercialisation planning has been an increasing focus area for GMG's employees and intended use of current cash resources.

Revenue in the near term is targeted to be generated from Thermal-XR® and G® Lubricant. Growth in customer demand for these and other product offerings, and timing for commercialisation of G+AI Batteries, will influence the future funding requirements for GMG. The Company is now working through the process to commence global distribution of these products, including packaging and labelling to address country-specific requirements for sales to commence. Important first sales at scale have recently been secured and the Company's efforts to widen potential market segments is finding positive reception providing strong encouragement for continued sales focus targeting notable near-term revenues.

As at June 30, 2026, cash and cash equivalents amounted to \$9,935,927, an increase of \$2,519,366 from a year earlier. Operating cash outflows of \$12,164,788 together with \$1,428,397 spend on acquisitions of plant, equipment and intellectual property rights as part of the planned business growth, were offset primarily by gross proceeds of A\$7,600,000 raised from the Bought deal in September 2025, \$2,029,159 of R&D tax incentive received, as well as \$8,882,183 from the exercise of warrants (\$8,469,095) and options (\$413,088).

Management believes GMG has sufficient cash to meet its objectives in the short to medium term. To date, the Company has relied on funding from limited sales, equity investors and R&D incentives. There is no guarantee that revenue generated by the business will be sufficient to fund the business for a longer period of time. While there can be no assurance that adequate funding will be available in the future, or on terms that are favourable to the Company, the Company remains very positive about its future prospects.

Although the operating and investing cash flow for FY25 and FY26 were negative, it is assumed that the Company has neither the intention nor the need to liquidate any of its assets to discharge its liabilities and commitments in the normal course of business. Though not guaranteed, Management believes that investors will continue to support the business to fund its expansion and development of products and solutions until the business becomes profitable.

Review of principal businesses

GMG is focused on four critical objectives:

1. Produce Graphene & Improve/Scale Production Process.
2. Build Revenue from Energy Savings Products.
3. Develop Next-Generation Battery.
4. Develop Supply Chain, Partners & Project Execution Capability.

Business Objective 1: Produce Graphene & Improve/Scale Production Process

The Company recently announced it completed the construction and started up the Company's Generation 2.0 Graphene Manufacturing Technology Plant (the "Gen 2.0 Plant") which is expected to produce 10 tonnes of graphene per annum once remaining works are completed and the Gen 2.0 Plant is optimised. The Gen 2.0 Plant is expected to deliver substantially lower costs of production and an increase in graphene quality. Once it is operating, the Company plans to replicate and establish other modular production units (Gen 2.1 technology) in Australia, Canada and the US to: enable scaled production for potential sales, diversify and lower its production risks, and reduce operating costs.

GMG has successfully maintained its ISO 9001:2015 certification for an internationally recognised standard for quality management systems. The Company has been certified as a Verified Graphene Producer by the Advanced Carbons Council through rigorous in-person facility inspections and world-class material characterisation.

Business Objective 2: Build Revenue from Energy Savings Products

THERMAL-XR®

THERMAL-XR® COATING SYSTEM is a unique method of improving the conductivity of corroded heat exchange surfaces and maintaining the performance of new units at peak levels. The process coats and protects heat exchange surfaces while improving and rebuilding the lost corroded thermal conductivity and increasing the heat transfer rate by leveraging the physics of GMG Graphene resulting in an efficiency improvement and a reduction in energy use.

THERMAL-XR® can also protect both RTPF coils (round tube plate fin) and MCHC coils (microchannel) from accelerated corrosion damage, thereby extending the life of the coil and reducing energy consumption. GMG's Thermal-XR® is a fully patented technology in Australia and is progressing through the international Patent Cooperation Treaty process.

During the year, the patent for THERMAL-XR® ENHANCE was granted in Australia and the Company received REACH registration in Europe, enabling THERMAL-XR® to be marketed and sold in Europe. As previously announced, the Company received its Consent Order from the EPA authorising the export, distribution, sale, use and disposal of THERMAL-XR® in the United States.

In addition to the Nu Calgon distribution agreement, the Company is now implementing distribution agreements in other parts of the world and in other market segments, including Europe, Southeast Asia, Mexico and the LNG industrial market. Focus is now on manufacturing a quality product that can be distributed to different locations and market segments on a global basis.

G@LUBRICANT

G@LUBRICANT is a graphene liquid concentrate additive designed to enhance the performance of diesel and petrol engines by reducing friction at the nanoscale. The product is added to any mineral or synthetic engine oil at a dosage of 1:100 (1% of G@LUBRICANT to 99% engine oil), resulting in a final graphene concentration in the oil of approximately 1:10,000 — a concentration verified to date to be safe for engine seals, sensors, and catalytic converters.

The patent application for G@LUBRICANT is progressing through to country level — where GMG is currently applying in 20 countries for the in-country patent. In March 2026, a patent was accepted for grant in Europe and in April 2026, a patent was granted in the United States and allowed in China.

Direct-to-market sales launched last year in Australia are now beginning to expand into Canada, China, Europe, Mexico, the United Kingdom and Southeast Asia through newly established sales teams targeting fleet operators and lubricant distributors. The Company continues to pursue commercial adoption through customer testing, product demonstrations and distribution activities.

US distribution discussions are underway, subject to EPA product registration. The Company is seeking authorisation to manufacture, distribute, sell, use and dispose of graphene, graphene coatings, lubricants and fluids across multiple industries in the United States. This application is in addition to our existing authorisation for THERMAL-XR®, and is expected to take up to twelve months with the EPA.

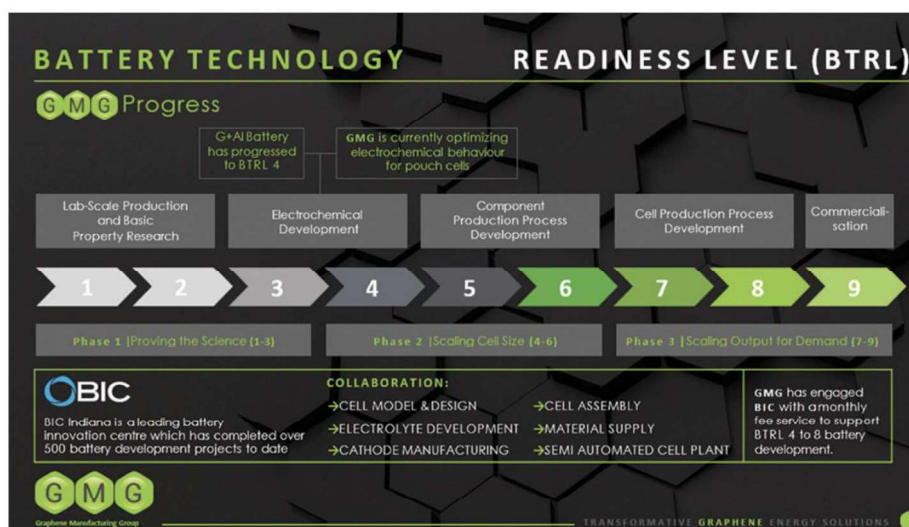
Business Objective 3: Develop Next-Generation Battery

The Company is currently optimising the G+Al Battery pouch cell electrochemistry — which is a standard battery development process step (see figure below). The Company has developed significant knowledge regarding the electrochemistry of the pouch cells since achieving the targeted 1 Ah cell capacity in February 2024. The challenges that the G+Al Battery are showing through this phase of its maturation are very similar to other battery chemistries that have been developed into mass production — including lithium-ion batteries.

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
 (continued)

The performance of the pouch cells will be communicated upon successfully producing a repeatable and 3rd party tested battery pouch cell.

The battery technology readiness level of the Graphene Aluminium-Ion technology has progressed to Level 4 (see figure below). GMG is currently optimizing electrochemical behaviour for pouch cells via ongoing laboratory experimentation. Through collaboration with the Indiana BIC, it is anticipated that the battery technology readiness will progress to BTRL 7 and 8 since the equipment and process needed to make the Graphene Aluminium-Ion batteries is the same as those employed to make Lithium-Ion Batteries.

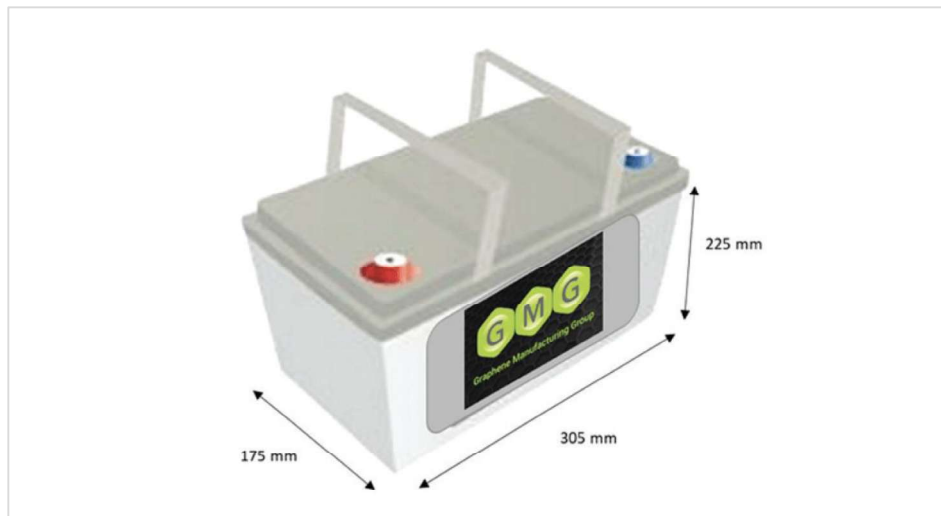


Source: "The Battery Component Readiness Level (BC-RL) Framework: A technology-specific development framework", Matthew Greenwood et al

The Company continues to see a broad range of applications for a completed GMG Graphene Aluminium-Ion Battery – utilising its ultra-high power-density and nominal energy density characteristics. Along with Rio Tinto, a range of global companies have confidentially expressed their interest in working with GMG in the following vertical sectors:

- Diesel engine replacement (high load and power requirements)
- Energy storage (in front of, or behind the meter, safety)
- Personal electronics (fast charging and long life)
- Aviation (including vertical take-off and landing)
- Electric Vehicles
- Rail
- Power tools (fast charging and long life)

The Company currently believe it will use a plastic battery pack design (see figure below), to hold the battery pouch cells – reducing weight, cost and complexity relative to a using a metal case. Using a plastic battery pack may be possible if our battery does not require a thermal management system or the fireproofing precautions provided by a metal case in a lithium-ion battery.



The most recent 3rd party validated testing from the Indiana BIC showed the Company's G+AI battery achieved comparable results from a multi-layer pouch cell to premium battery chemistries such as lithium-titanate batteries (LTO batteries).

Business Objective 4: Develop Supply Chain, Partners & Project Execution Capability

GMG continues to focus on developing and strengthening its product value chain partnerships. The Company's ability to form long-lasting strategic partnerships is a key success factor, supporting its other production and product commercialisation Business Objectives.

GMG believes this approach will de-risk, position, and accelerate GMG's energy savings and G+AI Battery technology success.

Ongoing engagement between our current partners continued throughout the quarter. Additionally, non-disclosure agreements have been signed with several international, high profile potential customers across a wide range of industry segments to explore opportunities to collaborate, understand their application requirements and priorities for the subsequent development and commercial production of GMG's battery prototypes.

Review of prospects for future financial years

GMG's strategy has evolved over time. While GMG graphene may be suitable for a wide range of industries, GMG has narrowed its focus to target select applications and industries. GMG's management team ("Management") believes that focusing on downstream applications will provide a higher return on in-house graphene production. Also, the vertically integrated approach will enable it to build a long-term competitive advantage. In line with this approach, GMG's initial focus has been developing applications for energy savings and energy storage.

In the energy savings segment, GMG is currently focused on THERMAL-XR®, a graphene enhanced heating, ventilation, air conditioning and refrigeration ("HVAC-R") coating (or energy-saving paint); and G@LUBRICANT, a graphene enhanced lubricant additive that seeks to reduce fuel consumption and carbon emissions by reducing heat and internal friction in engines. As mentioned previously, GMG has commenced website sales, direct sales and distributor negotiations for both products to end customers in a number of countries and regions around the world, including Australia, the United Kingdom, Europe, China, Canada and the United States.

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
 (continued)

GMG and potential customers continue to undertake demonstrations on a range of HVAC-R coating projects as well as on large industrial applications to better understand the commercial opportunity of each considering mechanical, climatic, operational and economic circumstances of each. Similar demonstrations continue with respect to G@LUBRICANT. In both cases notable sales are targeted to follow from these demonstrations.

In the energy storage segment, GMG and the University of Queensland are working collaboratively with financial support from the Australian Government to progress further R&D and commercialization of G+Al Batteries. The Company is excited by its recent R&D breakthroughs and achievements, its growing integrated ability to repeatedly manufacture batteries in-house and accordingly is accelerating work on its strategic roadmap to the commercial development of G+Al Batteries.

GMG is listed on the TSX Venture Exchange ("TSX-V") under the ticker "GMG" and is quoted on Frankfurt Stock Exchange under trading symbol "0GF". On 27 February 2024, GMG began trading on the OTCQX® market under the symbol "GMGMF". GMG warrants trade on TSX-V under the ticker "GMG.WT.A".

Significant changes in the state of affairs

In the opinion of the directors there were no significant changes in the state of affairs of the Company that occurred during the financial year under review.

Dividends

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

Significant events after the balance date

With the exception of the matters noted below, no other matters or circumstances have occurred since the end of the reporting year ended 30 June 2026, which significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in this or subsequent financial years.

Since June 2026, there have been approximately A\$60,313 of warrants exercised.

On 7th July 2026 the Company granted Craig Nicol, Managing Director, immediately vested 3,000,000 Options with an exercise price of A\$3.40 and an expiry date of 7th July 2031

On 8 July 2026, our Board approved A\$1.2 million in capital expenditure for the next stage of design, engineering, and long-lead procurement for our Fulcrum Facility. The expenditure is discretionary and may be deferred, varied or cancelled at the Board's discretion. The facility is expected to have an annual production capacity of approximately 100 tons of graphene and be largely self-powered through standalone energy generation. The facility is also expected to assemble and commission up to 12 additional modular production units per annum, equivalent to an additional 240 tons of annual graphene production capacity.

In September 2026, the Company announced the closing of a non-brokered private placement with a private investor of US\$10,000,000 (A\$14,068,900) for 6,465,336 ordinary shares of the Company at a price of CA\$2.15 per ordinary share.

Likely developments and expected results of operations

The Company will continue its principal activities and strategy as disclosed in the 'Review of prospects for future financial years' for the foreseeable future.

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
 (continued)

Share options, warrants, and RSU.

Unissued shares under options

At the date of this report unissued ordinary shares of the Company under options are:

Grant date	Expiry date	Exercise price	Number of options
6 April 2020	5 April 2027	\$0.61	29,326
23 December 2020	22 December 2027	\$0.82	89,348
12 March 2021	10 March 2028	\$0.94	29,348
1 February 2024	1 February 2028	\$1.74	1,400,000
7 July 2026	7 July 2031	\$3.40	3,000,000
Total			4,548,022

No option holder has any right under the options to participate in any other share issue of the Company or any other entity, unless an option is exercised and the option holder is registered as a holder of shares, and then only to the extent that the registered holder of those shares would otherwise be entitled to participate as a member of the Company.

Unissued shares under warrants

At the date of this report unissued ordinary shares of the Company under share purchase warrants are:

Grant date	Expiry date	Exercise price	Number of warrants
30 November 2022	30 November 2026	C\$3.35	2,087,850
16 August 2023	16 August 2027	C\$2.20	1,014,706
7 May 2024	7 May 2028	C\$0.55	1,201,400
14 June 2024	14 June 2028	C\$0.55	579,600
20 March 2025	20 March 2028	C\$1.10	3,024,000
20 March 2025	20 March 2028	C\$0.80	101,430
3 September 2025	3 September 2028	C\$1.35	6,496,667
3 September 2025	3 September 2028	C\$0.90	536,666
26 January 2026	20 January 2030	C\$2.20	34,247
28 January 2026	28 January 2030	C\$2.20	5,266
23 April 2026	23 April 2030	C\$2.20	3,526
24 July 2026	24 July 2030	C\$2.20	3,525
6 August	6 August 2030	C\$2.20	1,275
Total			15,090,158

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
 (continued)

Unissued shares under RSU

At the date of this report unissued ordinary shares of the Company under share RSU agreements are:

Grant date	Expiry date	Number of RSU
14 September 2022	14 September 2027	8,770
20 September 2022	20 September 2027	106,027
14 October 2022	14 October 2027	4,984
20 October 2022	20 October 2027	23,018
21 October 2022	21 October 2027	6,984
22 January 2024	22 January 2028	231,501
12 February 2024	12 February 2028	26,591
14 March 2025	14 March 2027	27,784
14 March 2025	14 March 2029	951,838
7 October 2024	7 October 2027	194,415
18 May 2026	18 May 2030	760,605
20 May 2026	20 May 2028	76,985
Total		2,419,502

Shares issued on exercise of options, warrants, RSU

During or since the end of the financial year, the Company issued ordinary shares of the Company as a result of the exercise of options, warrants and RSU as follows (there are no amounts unpaid on the shares issued):

Share options		Warrants		RSU ⁽ⁱ⁾
Number of shares	Amount paid on each share	Number of shares	Amount paid on each share	Number of shares
556,890	\$0.51	53,600	\$1.13	327,275

(i) RSU have a nil exercise price.

Environmental regulation

The Company is committed to positively contributing to sustainable environmental solutions, both through our operations and through the products we develop and bring to market. Environmental impact assessments are guided by our Health, Safety and Environment Management System, which enables governance responsibilities to be fulfilled including Environmental Obligations and Environmental Best Practice Targets.

The Company has a documented Environmental Management Standard with performance requirements that include:

- Identification and assessment of potential and actual environmental effects of the Company's activities and operations
- Environmental risks addressed over the lifecycle of operations, recorded in risk registers and managed via the Risk Management Process
- Environmental risks controlled in accordance with regulatory requirements
- Assessment of environmental effects to ensure compliance with applicable Acts and Regulations
- Implementation of assessment-based environmental management plans
- Performance monitored through the measurement of environmentally relevant data

The Company operates under a development approval issued under The Planning Act 2016, with specific requirements relating to Pollution, Trade Waste, Water Waste, Noise and Dust. The Company's operations are in compliance with the operating limits of this approval, with no breaches or incidents reported.

The Company's approval to manufacture Graphene was issued by the Australian Industrial Chemicals Introduction Scheme (AICIS) on 5 July 2021. In February 2023, GMG received full and final approval from AICIS to scale and sell all GMG graphene products. The Company operates within the parameters of this approval, inclusive of annual reporting requirements.

Based on enquiries made, the Board is not aware of any significant breaches or compliance risks during the period covered by this report.

Sustainability statement

The Company is committed to a positive Environmental, Social and Governance (ESG) culture. Our strategic vision includes transparent reporting supported by a values-based governance model, with a focus on graphene-enabled solutions to society's most pressing sustainability challenges. Our products and services are specifically designed to support Energy Saving and Energy Storage outcomes at scale.

The Company has prioritised United Nations Sustainable Development Goals (SDGs) 7, 9, and 13, alongside key Environmental, Social (including Health, Safety and Quality), and Governance priorities.

A significant planned milestone for the coming financial year is the commissioning of independent, third-party Life Cycle Assessments (LCAs) to be conducted by Schneider Electric for three of GMG's core products: SUPA G® (battery technology), THERMAL-XR® ENHANCE (graphene thermal coating), and G®LUBRICANT (graphene engine oil additive). These LCAs will quantify the environmental profile of each product from raw material extraction through to end of life, providing verified data to underpin GMG's sustainability claims, support customer qualification requirements, and inform our Environmental Management System objectives. Findings will be integrated into product documentation, customer-facing communications, and future ESG disclosures upon completion.

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
 (continued)

The table below outlines GMG's ESG improvement themes and goals, updated to reflect both current commitments and the next phase of measurable targets.

Base	Category	Theme and Goal
Environment	Emissions	UN SDG13 – Take urgent action to combat climate change and its impacts
		Establish verified Scope 1 and Scope 2 emissions baseline and set quantified reduction targets
		Commission independent LCAs for SUPA G, Thermal-XR ENHANCE, and G Lubricant (Schneider Electric, planned for FY2026–27) to quantify environmental impact and customer-facing emissions savings
	Innovation	UN SDG9 – Build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation
Social	Resource Use	Develop and implement an Environmental Management System, with pathway to third party audit
		Establish baseline measurements for energy and water consumption across operations
	Community	Set annual reduction targets once baseline is confirmed
		UN SDG7 – Ensure access to affordable, reliable, sustainable and modern energy for all
	Product Responsibility	Develop quantified impact metrics for SDG7, including estimated energy savings and CO ₂ avoided through deployed GMG products
		Develop and maintain ISO 9001 Quality Management System certification
Governance	Workforce	Develop a product stewardship framework covering regulatory compliance, SDS obligations, and responsible end-of-life guidance across all operating markets
		Develop and implement a Health and Safety Management System, with pathway to third party audit
	Supply Chain	Establish workforce development metrics including training hours, safety performance, and employee wellbeing indicators
		Develop a supplier code of conduct to embed responsible sourcing standards across GMG's supply chain
Governance	CSR	Ensure accurate and transparent ESG reporting

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
 (continued)

Base	Category	Theme and Goal
		Align future reporting with a recognised international framework (GRI Standards or ISSB/IFRS S1–S2) to meet emerging regulatory disclosure requirements
Governance	CSR	Formalise ESG governance accountability with designated oversight responsibilities and a defined annual review cadence Conduct a structured stakeholder materiality assessment to inform future ESG goal-setting

We acknowledge that as a developing company, our ESG vision is progressive and at times challenging. We take pride in embedding these values into our culture as we grow, not as a compliance exercise, but as a genuine expression of what GMG exists to do: deliver materials technology that makes industries cleaner, more efficient, and more resilient. The planned commissioning of independent LCAs for our core products in the coming financial year reflects that commitment, and will provide the verified foundation from which to build and communicate GMG's environmental impact with confidence

Insurance of officers and indemnities

The Company has agreed to indemnify the directors and officers of the Company, both present and former where applicable, against liabilities for losses on account of any claim for wrongful acts or employment practice breaches. This includes defence costs incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company, and other payments arising from liabilities incurred by the officers in connection with such proceedings. It does not include certain exclusions including, but not limited to, liabilities that arise from any reckless, intentional, dishonest, fraudulent, criminal or malicious act or omission or any reckless, intentional, wilful violation or breach of any statute, regulation, contract or duty by the officers. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

Insurance Premiums

The directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability and legal expenses' insurance contracts, as such disclosure is prohibited under the terms of the contract.

Indemnification of auditors

The Company has not, during or since the end of the financial year, indemnified its auditors or agreed to indemnify the auditor, BDO Audit Pty Ltd ("**BDO**"), as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify BDO during or since the financial year.

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.

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

Graphene Manufacturing Group Ltd
Directors' report
For the year ended 30 June 2026
(continued)

Lead auditor's independence declaration

BDO were appointed auditors on 31 August 2020 and continue in office. The auditor's independence declaration is set out on page 19 and forms part of the directors' report for the financial year ended 30 June 2026.

Rounding

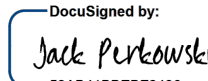
The Company is of a kind referred to in ASIC Legislative Instrument 2026/183, relating to the 'rounding off' of amounts in the directors' report. Amounts in the consolidated financial statements and directors' report have been rounded off to the nearest dollar in accordance with the instrument, unless otherwise stated.

This Directors' report is made out in accordance with a resolution of directors:

Signed by:

49637227466B491...
Craig Nicol
Managing Director and CEO

Brisbane
29 September 2026

DocuSigned by:

53AB41BBEBF2496...
Jack Perkowski
Chairman

Lambertville, New Jersey
29 September 2026

**Graphene Manufacturing Group Ltd
Auditor's Independence Declaration
For the years ended 30 June 2026 and 2025**



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Brisbane QLD 4000
GPO Box 457 Brisbane QLD 4001
Australia

**DECLARATION OF INDEPENDENCE BY N I BATTERS TO THE DIRECTORS OF GRAPHENE
MANUFACTURING GROUP LTD**

As lead auditor of Graphene Manufacturing Group Ltd for the year ended 30 June 2026, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Graphene Manufacturing Group Ltd and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'N I Batters', is written over a light gray dotted rectangular background.

N I Batters
Director

BDO Audit Pty Ltd

Brisbane, 29 September 2026

Graphene Manufacturing Group Ltd
Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the years ended 30 June 2026 and 2025

Consolidated Statement of Profit or Loss and Other Comprehensive Loss

	Note	2026 A\$	2025 A\$ Restated ⁽ⁱ⁾
Revenue	8	724,152	237,672
Other income	9(a)	2,280,424	4,659,095
Employee benefit expenses	9(b)	(5,931,860)	(4,163,387)
Professional and consulting fees		(4,630,465)	(2,632,646)
Depreciation and amortisation expense	9(c)	(1,504,141)	(1,826,906)
Travel expenses		(360,041)	(408,844)
Raw materials and production inputs		(442,308)	(178,233)
Occupancy and utilities expenses		(334,039)	(320,596)
Factory costs		(360,184)	(178,803)
Share based payments expense	26(a)	(999,105)	(1,398,836)
Other expenses	9(d)	(2,403,052)	(1,083,426)
Finance costs	9(e)	(1,180,936)	(575,766)
Loss on change in fair value of warrants	21(a)	(14,652,586)	(821,174)
Loss before income tax		(29,794,141)	(8,691,850)
Income tax expense	10	-	-
Loss for the year		(29,794,141)	(8,691,850)
Other comprehensive income		-	-
Total comprehensive loss for the year		(29,794,141)	(8,691,850)
Loss per share attributable to the ordinary equity holders of the Company:			
Basic and diluted (\$)	11	(0.25)	(0.09)
Weighted average number of ordinary shares outstanding (Basic and diluted)	11(a)	119,816,238	98,400,161

(i) Reference note 5 for details regarding the restatement of 2025 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

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

Graphene Manufacturing Group Ltd
Consolidated Statement of Financial Position
As at 30 June 2026 and 2025

Consolidated Statement of Financial Position

	Note	2026 A\$	2025 A\$ Restated ⁽ⁱ⁾	1 July 2024 A\$ Restated ⁽ⁱ⁾
ASSETS				
Current assets				
Cash and cash equivalents	12	9,935,927	7,416,561	3,690,745
Restricted cash	12	320,728	291,460	291,460
Trade and other receivables	13	486,531	116,974	133,664
Inventories	14	1,879,829	1,270,622	492,618
Research and development grants receivable		1,909,960	1,997,992	2,847,866
Other current assets	15	1,048,224	347,315	607,510
		15,581,199	11,440,924	8,063,863
Non-current assets				
Property, plant and equipment	16	4,261,734	3,647,641	4,242,604
Right-of-use assets	17	1,521,174	907,732	1,235,296
Intangible assets	18	1,039,060	1,223,975	1,695,447
		6,821,968	5,779,348	7,173,347
Total assets		22,403,167	17,220,272	15,237,210
LIABILITIES				
Current liabilities				
Trade and other payables	19	1,798,513	1,133,324	1,865,739
Contract liabilities	8	158,567	5,919	21,100
Lease liabilities	20	729,284	354,733	458,727
Borrowings		-	-	125,086
Financial liabilities	21	18,232,620	6,466,249	3,785,546
Employee benefit liabilities	22	334,297	249,366	185,962
Provisions	23	-	6,151	-
		21,253,281	8,215,742	6,442,160
Non-current liabilities				
Lease liabilities	20	744,617	419,260	767,722
Employee benefit liabilities	22	103,217	48,895	48,122
Provisions	23	593,920	556,900	250,000
		1,441,754	1,025,055	1,065,844
Total liabilities		22,695,035	9,240,797	7,508,004
Net assets / (liabilities)		(291,868)	7,979,475	7,729,206
EQUITY				
Share capital	24	71,365,380	51,248,870	43,928,522
Reserves	25	8,473,736	7,067,448	5,445,677
Accumulated losses		(80,130,984)	(50,336,843)	(41,644,993)
Total equity / (deficiency)		(291,868)	7,979,475	7,729,206

(i) Reference note 5 for details regarding the restatement of 2025 and 1 July 2024 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

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

Graphene Manufacturing Group Ltd
Consolidated Statement of Changes in Equity
For the years ended 30 June 2026 and 2025

Consolidated Statement of Changes in Equity

	Note	Share capital A\$	Reserves A\$	Accumulated losses A\$	Total equity A\$
Balance at 1 July 2025 – Previously reported		51,248,870	7,067,448	(49,407,903)	8,908,415
Correction of error (net of tax) ⁽ⁱ⁾		-	-	(928,940)	(928,940)
Restated total equity at the beginning of the financial year⁽ⁱ⁾		51,248,870	7,067,448	(50,336,843)	7,979,475
Loss for the year		-	-	(29,794,141)	(29,794,141)
Other comprehensive loss		-	-	-	-
Total comprehensive loss for the year		-	-	(29,794,141)	(29,794,141)
Transactions with owners of the Company					
Shares issued	24	3,381,856	-	-	3,381,856
Transaction costs on issued shares	24	(485,737)	-	-	(485,737)
Share options and warrants exercised	24	8,882,183	-	-	8,882,183
Share capital warrant premium	24	8,338,208	-	-	8,338,208
Share based payments and warrants	25	-	1,406,288	-	1,406,288
		20,116,510	1,406,288	-	21,522,798
Balance at 30 June 2026		71,365,380	8,473,736	(80,130,984)	(291,868)
 Balance at 1 July 2024 – Previously reported		 43,928,522	 5,445,677	 (40,834,243)	 8,539,956
Correction of error (net of tax) ⁽ⁱ⁾		-	-	(810,750)	(810,750)
Restated total equity at the beginning of the financial year⁽ⁱ⁾		43,928,522	5,445,677	(41,644,993)	7,729,206
Loss for the year (restated) ⁽ⁱ⁾		-	-	(8,691,850)	(8,691,850)
Other comprehensive loss		-	-	-	-
Total comprehensive loss for the year		-	-	(8,691,850)	(8,691,850)
Transactions with owners of the Company					
Shares issued	24	4,601,987	-	-	4,601,987
Transaction costs on issued shares	24	(894,436)	-	-	(894,436)
Share options and warrants exercised	24	2,749,637	-	-	2,749,637
Share capital warrant premium	24	863,160	-	-	863,160
Share based payments and warrants	25	-	1,621,771	-	1,621,771
		7,320,348	1,621,771	-	8,942,119
Balance at 30 June 2025 (restated)		51,248,870	7,067,448	(50,336,843)	7,979,475

(i) Reference note 5 for details regarding the restatement of 2025 and 1 July 2024 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

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

Graphene Manufacturing Group Ltd
Consolidated Statement of Cash Flows
For the years ended 30 June 2026 and 2025

Consolidated Statement of Cash Flows

	Note	2026 A\$	2025 A\$ Restated ⁽ⁱ⁾
Operating activities			
Receipts from customers (Inc. GST)		599,600	261,549
Payments to suppliers and employees (Inc. GST)		(15,078,022)	(8,990,012)
Research and development tax incentive received		2,029,159	2,847,866
Joint development income received		-	1,485,000
Interest received		335,905	32,140
Interest paid		(50,430)	(80,501)
Net cash from / (used in) operating activities	29	(12,163,788)	(4,443,958)
Investing activities			
Acquisition of property, plant and equipment		(1,173,297)	(191,686)
Acquisition of intangibles		(255,100)	(130,442)
Increase of term deposits held as security		(29,268)	-
Net cash from / (used in) investing activities		(1,457,665)	(322,128)
Financing activities			
Proceeds from issue of shares	24	3,381,856	4,601,987
Proceeds from issue of share warrants	21	5,451,993	2,722,689
Proceeds from exercise of share options	24	413,088	296,600
Proceeds from exercise of share warrants	24	8,469,095	2,453,037
Share and share warrant issue transaction costs		(913,571)	(1,097,240)
Repayment of borrowings		-	(125,086)
Payment of lease liabilities		(381,436)	(458,223)
Net cash from / (used in) financing activities		16,421,025	8,393,764
Net increase / (decrease) in cash and cash equivalents		2,799,572	3,627,678
Cash and cash equivalents at beginning of year		7,416,561	3,690,745
Net foreign exchange gain / (loss) on cash held		(280,206)	98,138
Cash and cash equivalents at end of year	12	9,935,927	7,416,561

(i) Reference note 5 for details regarding the restatement of 2025 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

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

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

1. Reporting entity

Graphene Manufacturing Group Ltd ("**GMG**" or the "**Company**") and its subsidiaries (collectively, the "**Group**") is a for-profit company primarily involved in the development of technology and manufacture of graphene powder and energy saving and energy storage solutions enabled by graphene. The Company is a limited liability company incorporated and domiciled in Australia, and whose shares are publicly traded on the TSX Venture Exchange (the "**TSXV**") and is quoted on Frankfurt Stock Exchange under trading symbol "OGF" and traded over the counter on the OTCQX® Best Market (The "**OTCQX**").

2. Basis of preparation

These general purpose consolidated 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 consolidated financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

The consolidated financial statements of the Company for the year ended 30 June 2026 and 2025 were authorised for issue in accordance with a resolution of the directors on 29 September 2026.

These consolidated financial statements have been prepared on a historical cost basis, except for those warrants held at fair value (refer to note 4(c)). Details of the Group's accounting policies are included in the relevant notes and Changes to material accounting policies are described in Note 6.

The consolidated financial statements are presented in Australian dollars (\$ or **A\$**), except for certain references to Canadian dollars (**C\$**) where specifically stated. References to "**k**" indicate thousands.

(a) Going concern

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

For the year ended 30 June 2026, the Group incurred a loss of \$29,794,141 (2025 restated loss: \$8,691,850) after income tax and net cash used in operating activities of \$12,163,788 (2025 restated: \$4,443,958). At 30 June 2026, the Group had net current liabilities of \$5,672,082 (June 2025: restated net current assets of \$3,225,182) and net liabilities of \$291,868 (30 June 2025 net assets: \$7,979,475). The net current liabilities position was primarily driven by the measurement of warrant liabilities at fair value in accordance with IFRS13.

The ability of the Group to continue as a going concern is principally dependent upon current cash funding held and the ability to raise additional capital or secure other forms of financing, as and when necessary to meet the levels of expenditure required for the Group. This is required to continue its ongoing development and commercialisation of energy saving and energy storage solutions and to meet the Group's working capital requirements. In addition to this, the Group is dependent on the ability to commercialise its products to generate sustainable, sufficient operating cash flows.

These conditions give rise to material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

2. Basis of preparation continued

(a) Going concern continued

Whilst acknowledging these uncertainties, the Directors have concluded that the going concern basis of preparation of the consolidated financial statements is appropriate considering the following circumstances:

- As at 30 June 2026, the Group had cash and cash equivalents of \$9,935,927 (2025: \$7,416,561), which together with the funds which could be received from warrants and options is sufficient to meet the ongoing corporate costs and expected project expenditure in the short to medium term;
- As at the date of this report there are 4,548,022 options and 15,090,158 warrants on issue with exercise prices ranging from AUD\$0.55 to AUD\$3.40. If exercised these could raise up to \$35,890,691 in additional capital. Of these, 1,548,022 options and 13,002,308 warrants are considered “in the money”, amounting to potential proceeds of \$18,651,350;
- The Company believes that it will continue to be eligible for the Australian research and development tax incentive scheme with \$2,029,159 received in cash for the year ending 30 June 2025 and an expected \$1,909,960 to be received for the year ending 30 June 2026;
- Since June 2026, there has been approximately A\$60,313 of warrants exercised;
- In September 2026, the Company announced the closing of a non-brokered private placement with a private investor to for US\$10,000,000 (A\$14,068,900) for 6,465,336 ordinary shares of the Company at a price of CA\$2.15 per ordinary share.
- To the extent required, the Company has capacity under the TSXV Listing Rules to raise further funds through the issue or placement of securities and currently has a Base Shelf Prospectus readily available on SEDAR+ for this purpose.

Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial report. This financial report does not include any adjustments related to the recoverability and classification of recorded asset amounts or classification of liabilities and appropriate disclosures that may be necessary should the Group be unable to continue as a going concern.

3. Functional and presentation currency

These consolidated financial statements are presented in Australian dollars (\$ or A\$), except for certain references to Canadian dollars (C\$) where specifically stated. The Company’s functional and presentation currency is Australian dollars.

(a) Foreign currency transactions and balances

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

4. Use of judgements and estimates

In preparing these consolidated financial statements, management has made judgements and estimates that affect the application of the Group’s accounting policies and the reported amounts of assets, liabilities, revenue and expense. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

4. Use of judgements and estimates (continued)

(a) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Going concern (note 2(a)) – whether there are material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern;
- Inventories (note 14) – whether the net realisable is greater than the carrying value; consideration is made of current and forecast selling prices of the relevant products, together with physical examination of inventory for product obsolescence.

(b) Estimates

Information about assumptions and estimation uncertainties at 30 June 2026 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year are included in the following notes:

- Financial liabilities (note 21) – key assumptions underlying the basis of measurement of warrant liabilities, valued using the Black-Scholes option pricing model;

(c) Measurement of fair values

The Group has an established control framework with respect to the measurement of fair values for warrant liability. Management has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

Management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then Management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of the Standards, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair values of an asset or liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- *Level 1*: quoted prices in active markets for identical assets or liabilities (unadjusted).
- *Level 2*: observable direct or indirect inputs (as prices) for the asset or liability, other than Level 1 inputs.
- *Level 3*: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring the fair values is included in the following note 21 – financial liabilities.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

5. Prior year error - Restatement of prior period comparatives

It was determined that the treatment of transaction costs associated with warrants classified as financial liabilities at fair value through profit or loss was not in accordance with IFRS 9, paragraph 5.1.1.

Transaction costs directly attributable to the issue of these warrants were amortised over the life of the warrants, rather than being expensed immediately in the period incurred as required for financial liabilities measured at fair value through profit or loss.

This error resulted in an understatement of other expenses in the statement of profit or loss and other comprehensive income, an understatement of financial liabilities in the statement of financial position, and a corresponding understatement of accumulated losses and an understatement of basic/diluted losses per share.

The error has been corrected by restating each of the affected financial statement line items for the prior periods as follows:

(a) Consolidated Statement of Profit or Loss and Other Comprehensive Income – 30 June 2025

	As Previously Reported 30-Jun-25	Adjustment	Restated 30-Jun-25
	\$	\$	\$
Other expenses	(1,390,975)	(118,190)	(1,509,165)
Loss before income tax	(8,573,660)	(118,190)	(8,691,850)
Loss after tax	(8,573,660)	(118,190)	(8,691,850)
Total Comprehensive Loss	<u>(8,573,660)</u>	<u>(118,190)</u>	<u>(8,691,850)</u>
Basic and diluted loss per share	(0.0871)	(0.0012)	(0.0883)

(b) Consolidated Statement of Financial Position – 30 June 2025

	30June 2025 As Reported	Increase/ (decrease)	30 June 2025 Restated
Current liabilities			
Financial liabilities	5,537,309	928,940	6,466,249
	<u>7,286,802</u>	<u>928,940</u>	<u>8,215,742</u>
Total Liabilities	8,311,857	928,940	9,240,797
Net Assets	<u>8,908,415</u>	<u>(928,940)</u>	<u>7,979,475</u>
Equity			
Accumulated losses	(49,407,903)	(928,940)	(50,336,843)
Total Equity	<u>8,908,415</u>	<u>(928,940)</u>	<u>7,979,475</u>

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

5. Prior year error - Restatement of prior period comparatives (continued)

(c) Consolidated Statement of Financial Position – 1 July 2024

	1 July 2024 As Reported	Increase/ (decrease)	1 July 2024 Restated
Current liabilities			
Financial liabilities	2,974,796	810,750	3,785,546
	5,631,410	810,750	6,442,160
Total liabilities	6,697,254	810,750	7,508,004
Net Assets	8,539,956	(810,750)	7,729,206
Equity			
Accumulated losses	(40,834,243)	(810,750)	(41,644,993)
Total Equity	8,539,956	(810,750)	7,729,206

6. Changes in material accounting policies

(a) New standards, interpretations and amendments adopted

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2025 (unless otherwise stated). The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Lack of exchangeability – Amendments to IAS 21

The amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

These amendments have no effect on the measurement or presentation of any items in the consolidated financial statements of the Group.

(b) New standards, interpretations and amendments not yet effective

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB however are effective in future accounting periods that the Group has decided not to adopt early.

The following amendments are effective for the period beginning 1 January 2026:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)
- Annual Improvements to IFRS Accounting Standards – Volume 11

The following amendments are effective for the period beginning 1 January 2027:

- IFRS 18 *Presentation and Disclosure in Financial Statements*

The Group is currently assessing the impact of these new accounting standards and amendments. The Group does not expect any other accounting standards or amendments that are not yet effective to have a material impact on the Group, although changes to disclosures may be required.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

7. Operating segments

The Company's senior management represent the Chief Operating Decision Makers ("CODM"). The CODM analyses the company information as a whole and as such, have determined that the Company has only one operating segment. Revenue from the operations is not at a stage where there are multiple product lines with all sales coming from energy saving and energy storage solutions in Australia and Internationally. Assets are all based in Australia.

8. Revenue from contracts with customers

	A\$	A\$
Sale of goods ⁽ⁱ⁾	456,694	109,403
Services ⁽ⁱⁱ⁾	267,458	128,269
	724,152	237,672
Breakdown by geographical area		
Australia	334,516	134,424
USA	235,295	-
Rest of world	154,341	103,248
	724,152	237,672

- (i) Comprises of Thermal-XR and G-Lubricant product sales and includes \$223,862 of sales to the company's distributor of Thermal-XR in the USA. (2025: Includes \$42,200 of sales to the companies Singaporean Distribution and a \$24,335 to a Romanian Distributor).
- (ii) Comprises of Thermal-XR coating services and includes \$105,965 of sales to one major HVAC coating customer (2025: Includes \$54,190 of sales to one major HVAC coating customer).

(a) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services as follows:

Timing of revenue recognition

At a point in time	568,692	237,672
Over time	155,460	-
	724,152	237,672

(b) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

A\$	Note	2026	2025
Receivables, which are included in 'trade and other receivables'	13	412,804	89,933
Contract assets		-	-
Contract liabilities		(158,567)	(5,919)

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. Contract liabilities relate to the Group's ability to bill for work not yet performed at reporting date.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

8. Revenue from contracts with customers (continued)

(b) Contract balances (continued)

A\$	Contract assets		Contract liabilities	
	2026	2025	2026	2025
At 1 July	-	-	(5,919)	(21,100)
Revenue recognised from contracts in progress	21,193	-	-	-
Transfers from contract assets to trade receivables	(21,193)	-	-	-
Amounts included in contract liabilities that was recognised as revenue during the period	-	-	381,770	22,066
Unearned revenue recognised where performance obligation is pending completion	-	-	(534,418)	(6,885)
At 30 June	-	-	(158,567)	(5,919)

Accounting policy for contract balances

Contract assets

A contract asset is initially recognised for revenue earned from installation services because the receipt of consideration is conditional on successful completion of the installation. Upon completion of the installation and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Further information on the accounting policy for impairment of financial assets is detailed in note 27.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

(c) Performance obligations and revenue recognition

Revenue from contracts with customers is recognised by reference to each distinct performance obligation in the contract with the customer. Performance obligations are either transfer of ownership of product either at shipping, at arrival at buyer's premises depending on contract terms or the completion of application services.

Revenue from contracts with customers is measured at its transaction price, being the amount of consideration which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, net of goods and service tax, returns, rebates and discounts. Transaction price is allocated to each performance obligation on the basis of the relative standalone selling prices of each distinct good or services promised in the contract. Depending on the substance of the contract, revenue is recognised when the performance obligation is satisfied, which may be at a point in time or over time.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

8. Revenue from contracts with customers (continued)

(c) Performance obligations and revenue recognition (continued)

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of product/service	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition policies
Sale of goods – including Energy Savings products	Sales of products can be either to domestic (Australia) or international customers. Customer agreements may vary according to the terms of the individual sales contract, whereby transfer of control of the products to the customer may occur upon either shipment or delivery receipt. Invoices are generated on confirmation of order and revenue is recognised when control of goods is passed. Invoices are usually payable within 30 days. Sales distribution agreements entered into by the Company are for the purpose of accelerating commercialisation of the Company's products in the market, with prompt payment discounts available on payment terms, subject to conditions.	Revenue from the sale of goods is recognised when the Group has satisfied the performance obligations under the contract, which is typically at the point the customer obtains control of the products. Where a performance obligation is subject to delivery or receipt of goods, a corresponding adjustment to recognise the deferred revenue is recorded and included in contract liabilities.
Energy Savings Application Service	Application services apply to some Energy Savings products. Dependent on the size, scale and transportability of the equipment that the products are being applied to, the services may be carried out at the customer's or the Company's premises. As contracts vary according to the customer's requirements, and subject to the size of the project and contract term, all work in progress is monitored in accordance with the stage of service completion. Invoices are issued according to contractual terms and are usually payable within 30 days. Un-invoiced amounts are presented as contract assets.	For application services completed in one batch at GMG premises, revenue from the provision of services is recognised when the Company has satisfied the performance obligations under the contract, which is typically at the point the customer obtains control of the products. In some cases completed work is progressively returned to the customer or the work is performed at the client's premises, then revenue is recognised over time. For application services recognised over time, the "Output Method", which involves directly measuring the value of services delivered to the customer to date in proportion to the total services still to be provided under the contract is used to calculate a proportion of revenue to recognise. Where a performance obligation is subject to completion, a corresponding adjustment to recognise the deferred revenue is recorded and included in contract liabilities.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

8. Revenue from contracts with customers (continued)

(c) Performance obligations and revenue recognition (continued)

Warranty obligations

Some goods sold by the Group include standard warranties which require the Group to either replace or mend a defective product during the warranty period if the goods fail to comply with agreed-upon specifications. In accordance with IFRS 15, such warranties are not accounted for as separate performance obligations and hence no revenue is allocated to them. Instead, a provision is made for the costs of satisfying the warranties in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*.

For the years ended 30 June 2026 and 2025, no provision for warranty has been recognised as its impact is considered negligible to the consolidated financial statements. The Group will continue to reassess this in conjunction with the realisation of future sales.

9. Income and expenses

(a) Other income

	2026	2025
	A\$	A\$
Research and development tax incentive	1,941,126	1,997,992
Joint development income	-	2,475,000
Foreign exchange gains	-	144,517
Other income	3,393	9,446
Interest income	335,905	32,140
	2,280,424	4,659,095

Other income is recognised using the methods outlined below:

Research and development tax incentive

The Research and Development tax incentive represents a refundable tax offset of 43.5% for eligible expenditure in relation to R&D activities within the Group. Income is recognised in the financial year the eligible expenditure was incurred.

Joint development income

Joint development income relates to income received as a result of collaboration agreements where the Group has agreed to work collaboratively with another entity to develop or improve energy storage solutions over a period of time. Income is recognised on a straight-line basis over the collaboration period.

On 17 May 2023, GMG and Rio Tinto signed a binding Joint Development Agreement (“JDA”) where subject to the terms and conditions of the agreement, Rio Tinto will contribute technical and operational performance criteria and up to \$6 million, in exchange for preferential access rights, the first \$1.5M of this having been received in July 2023, with the balance paid quarterly. Income is recognised on a straight-line basis over the collaboration period as there are no specific expenditure budgets that is specified as part of the agreement.

Joint development income is included in Other Income as this is not income derived from the ordinary course of business and is Rio Tinto’s contribution made towards meeting the costs of jointly developing new energy storage solutions. Since 30 June 2025, no further receipts are expected from the collaboration agreement.

Interest income

Interest income is recognised using the effective interest method.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

9. Income and expenses (continued)

(b) Employee benefit expenses

	2026 A\$	2025 A\$
Wages and salaries	4,285,741	3,427,199
Post employment benefits	505,839	410,340
Other employment cost and taxes	1,140,280	325,848
	5,931,860	4,163,387

(c) Depreciation and amortisation expenses

	2026 A\$	2025 A\$
Depreciation expense		
Plant and equipment	432,484	578,154
Leasehold improvements	126,720	126,570
Right of use assets	504,922	694,231
	1,064,126	1,398,955
Amortisation expense		
Patents, trademarks and other rights	429,913	421,509
Computer software	10,102	6,442
	440,015	427,951
	1,504,141	1,826,906

(d) Other expenses

	2026 A\$	2025 A\$
Insurance	278,016	294,470
Testing and quality control	511,530	172,161
Filing fee expenses	42,642	52,446
Information technology expenses	315,493	168,080
Freight and courier	81,165	29,730
Marketing	514,638	94,993
Share registry expenses	49,897	40,159
Advertising	335,892	57,316
Subscriptions	108,729	58,574
Other operating expenses	165,050	115,497
	2,403,052	1,083,426

(e) Finance costs

	2026 A\$	2025 A\$ Restated ⁽ⁱ⁾
Interest expense – lease liabilities	50,430	76,455
Foreign exchange losses	279,750	54,541
Finance and other interest charges	15,740	19,031
Transaction costs – financial instruments	835,016	425,739
	1,180,936	575,766

(i) Reference note 5 for details regarding the restatement of 2025 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

10. Income tax expense

	2026 A\$	2025 A\$ Restated ⁽ⁱ⁾
Current tax	-	-
Income tax expense	-	-

(a) Numerical reconciliation of income tax benefit to prima facie tax payable

Loss before income tax	(29,794,141)	(8,691,850)
Tax at the Australian tax rate of 25%	(7,448,535)	(2,172,962)
Tax effect of amounts which are not taxable in calculating taxable income:		
Research and development expenditure	1,097,678	1,148,153
Share based payment expense	249,776	349,709
Sundry Items	449,307	(171,645)
R&D tax incentive	(485,282)	(499,498)
Change in fair value of warrants	3,663,147	205,294
Subtotal	(2,473,909)	(1,140,949)
Unrecognised tax losses and temporary differences movement	2,473,909	1,140,949
Income tax expense/(benefit)	-	-

(b) Tax losses

Unused tax losses for which no deferred tax asset has been recognised:		
Balance at beginning of the year:	25,185,184	19,566,698
Adjustment of prior year losses on lodgement of income tax return	(71,401)	-
Tax losses arising in the current year	10,601,093	5,618,486
Balance at end of the year	35,714,876	25,185,184
Potential tax benefit @ 25%	8,928,719	6,296,296
Capital losses	2,184,877	2,184,877

The unused tax losses were incurred by the Company and there is uncertainty on when the Company is likely to generate taxable income in the foreseeable future. No deferred tax asset has been recognised in respect of these losses.

Revenue and capital losses can be carried forward indefinitely to be utilised in future income years, subject to the Company continuing to satisfy either the continuity of ownership test (COT), or the business continuity test. Capital losses may only be offset against future capital gains. No deferred tax asset has been recognised in respect of the capital losses as it is not probable that future capital gains will arise against which they can be utilised.

See note 10(d)(ii) for information about recovery of deferred tax assets and significant judgements made in relation to them.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

10. Income tax expense (continued)

	2026 A\$	2025 A\$ Restated ⁽ⁱ⁾
(c) Unrecognised temporary differences		
Temporary differences for which deferred taxes have not been recognised:		
Section 40-880 (off balance sheet)	530,293	32,809
Fixed assets	(55,231)	(80,905)
Superannuation payable	34,454	25,098
Unrealised foreign exchange gains	67,652	(23,673)
Other accruals	26,861	22,454
Provision for employee entitlements	109,379	74,565
Provision for make good	148,480	140,763
Right of use assets	(380,294)	(226,933)
Lease liabilities	368,475	193,498
Deferred income	1,951	-
Revenue tax losses	8,928,719	6,296,296
Unrecognised deferred tax asset relating to the above temporary differences	9,780,739	6,453,972
	2026 A\$	2025 A\$ Restated ⁽ⁱ⁾
Unrecognised deferred tax asset relating to s40-880	335,992	404,238
Total unrecognised net deferred tax assets	10,116,731	6,858,210

(i) Reference note 5 for details regarding the restatement of 2025 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

(d) Income tax accounting policy

Income tax expense or benefit comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of the current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

(d) Income tax accounting policy (continued)

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investment in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if certain criteria are met.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

11. Earnings per share

Basic earnings or loss per share (“**EPS**”) calculations have been based on the following loss attributable to ordinary equity holders divided by the weighted average number of ordinary shares outstanding.

Diluted EPS calculations have been based on the following loss attributable to ordinary equity holders and weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

Due to the net loss recognised for the years, and the ongoing non-cash impact on profit and loss due to the change in the fair value of warrants, to ensure consistency and relevance of reporting, all outstanding stock options, warrants, broker warrants, restricted and performance share units were excluded from the calculation of diluted EPS due to their anti-dilutive effect.

	2026 A\$	2025 A\$
<i>In Australian dollars (\$) unless otherwise stated</i>		Restated ⁽ⁱ⁾
Basic and diluted EPS (\$)	(0.25)	(0.09)
Loss attributable to ordinary equity holders of the Company for basic earnings	(29,794,141)	(8,691,850)
Loss attributable to ordinary equity holders of the Company adjusted for the effect of dilution	(29,794,141)	(8,691,850)

(i) Reference note 5 for details regarding the restatement of 2025 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

	2026 Number	2025 Number
(a) Weighted average number of ordinary shares (“WANOS”)		
WANOS used in basic and diluted EPS	119,816,238	98,400,161
Items excluded from the diluted weighted average number of ordinary shares calculation as their effect would have been anti-dilutive:		
Stock options	2,104,912	3,035,483
Warrants	13,868,623	13,705,556
Broker warrants	1,296,422	1,208,515
Restricted and performance share units	2,784,883	2,874,897
	20,054,840	20,824,451

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

12. Cash, cash equivalents and restricted cash

	2026 A\$	2025 A\$
Cash at bank	9,935,927	7,416,561
	9,935,927	7,416,561
Restricted cash	320,728	291,460
	320,728	291,460

The Company holds term deposits with Commonwealth Bank of Australia totalling \$320,728 (2025: \$291,460). The deposits are subject to a charge in favour of Commonwealth Bank of Australia as security for bank guarantees issued on the Group's behalf in respect of leased premises. The deposits have a 12-month term which the Company arranges to be rolled over on maturity and will continue to be held until the relevant guarantee is released. The deposits are not available for the general use of the Group and will be released on expiry or cancellation of the relevant guarantee. The term deposits earn interest at prevailing market rates.

Beneficiary of guarantee	Premises	Guarantee held until	2026 A\$	2025 A\$
ESR [Palt] II Hold Trust	Units 4&5, 848 Boundary Road, Richlands, QLD	Expiry of lease: 30 June 2027	212,212	291,460
BD Property Investments QLD Pty Ltd	21 Fulcrum, Street, Richlands, QLD	Expiry of lease: 15 May 2029	108,516	-
			320,728	291,460

Accounting policy for cash and cash equivalents

For the purpose of presentation in the statement of cash flows, 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, and bank overdrafts.

Restricted cash comprises term deposits held as security for bank guarantees issued on behalf of the Group. These deposits have original terms of 12 months and are not available for the Group's general use until the related guarantees expire or are cancelled. Accordingly, they are presented separately from cash and cash equivalents.

13. Trade and other receivables

	2026 A\$	2025 A\$
Trade receivables	420,608	89,721
Expected credit losses	(7,804)	-
Other receivables	1,161	212
Goods and services tax receivable	72,566	27,041
	486,531	116,974

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

13. Trade and other receivables (continued)

Accounting policy for trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and are therefore all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

Further information regarding credit risk and impairment is provided in note 27.

14. Inventories

	2026 A\$	2025 A\$
Energy saving products	382,865	372,675
Graphene powder	995,902	236,489
Critical Spares	501,062	661,458
	1,879,829	1,270,622

Accounting policy for inventories

Inventory is recorded at the lower of cost and net realisable value. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense to the profit and loss in the period the write-down or loss occurs.

15. Other current assets

	2026 A\$	2025 A\$
Prepayments	1,025,860	347,315
Other assets	22,364	-
	1,048,224	347,315

Prepayments comprises mainly payments made in advance for insurance of \$284,262 related to the Company and its operations; deposits for media and advertising campaigns of \$272,641 and prepayment of inventory items yet to be received of \$138,955, balance comprises of other items individually immaterial.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

16. Property, plant and equipment

	Plant and equipment	Leasehold improvements	Capital work in progress (i)	Total
	A\$	A\$	A\$	A\$
Cost				
At 1 July 2025	4,206,473	771,891	1,406,283	6,384,647
Additions	-	-	1,173,297	1,173,297
Disposals	-	-	-	-
Transfers	274,126	-	(274,126)	-
At 30 June 2026	4,480,599	771,891	2,305,454	7,557,944
Accumulated depreciation				
At 1 July 2025	2,400,588	336,418	-	2,737,006
Depreciation	432,484	126,720	-	559,204
Disposals	-	-	-	-
At 30 June 2026	2,833,072	463,138	-	3,296,210
At 30 June 2026 Net Book Value	1,647,527	308,753	2,305,454	4,261,734
Cost				
At 1 July 2024	3,988,870	768,494	1,525,824	6,283,188
Additions	17,501	-	174,185	191,686
Disposals	(43,029)	-	-	(43,029)
Written off	-	-	(47,198)	(47,198)
Transfers	243,131	3,397	(246,528)	-
At 30 June 2025	4,206,473	771,891	1,406,283	6,384,647
Accumulated depreciation				
At 1 July 2024	1,830,736	209,848	-	2,040,584
Depreciation	578,154	126,570	-	704,724
Disposals	(8,302)	-	-	(8,302)
At 30 June 2025	2,400,588	336,418	-	2,737,006
At 30 June 2025 Net Book Value	1,805,885	435,473	1,406,283	3,647,641

(i) Capital work in progress contains spend on development of Gen 2 production plant which are not yet ready for use. Expected to be completed and ready for use in 2027 financial year.

Accounting policy for property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated using the diminishing value and straight-line methods to allocate the net cost of the assets over their estimated useful lives or, in the case of leasehold improvements, the shorter lease term as follows:

- Plant and equipment 1 - 10 years
- Leasehold improvements 1 - 20 years
- Right-of-use assets 3 – 6 years

The residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

16. Property, plant and equipment (continued)

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and any disposal proceeds are taken to profit or loss.

17. Right-of-use assets

	Buildings	Plant and equipment	Total
	A\$	A\$	A\$
Cost			
At 1 July 2025	2,044,928	86,835	2,131,763
Additions ⁽ⁱⁱ⁾	1,117,355	1,009	1,118,364
At 30 June 2026	3,162,283	87,844	3,250,127
Accumulated depreciation			
At 1 July 2025	1,190,867	33,164	1,224,031
Depreciation	487,049	17,873	504,922
Disposals	-	-	-
At 30 June 2026	1,677,916	51,037	1,728,953
At 30 June 2026 Net Book Value	1,484,367	36,807	1,521,174
Cost			
At 1 July 2024	2,002,093	81,068	2,083,161
Additions ⁽ⁱⁱⁱ⁾	360,900	5,767	366,667
Disposals	(318,065)	-	(318,065)
At 30 June 2025	2,044,928	86,835	2,131,763
Accumulated depreciation			
At 1 July 2024	832,644	15,221	847,865
Depreciation	676,288	17,943	694,231
Disposals	(318,065)	-	(318,065)
At 30 June 2025	1,190,867	33,164	1,224,031
At 30 June 2025 Net Book Value	854,061	53,671	907,732

- (i) Right-of-use ("ROU") asset recognised in accordance with the lease accounting policy as disclosed in note 20 in respect of the Company's head office and warehouse leased premises in Brisbane, Australia.
- (ii) Right of use assets of \$1,080,335 raised for new lease arrangement for additional warehouse and office space at 21 Fulcrum St.
In addition a reassessment of the make good for Unit 4 and Unit 5 Richlands Queensland was completed for the year ended 30 June 2026 and required an increase of \$37,020 to the make good provision and corresponding ROU asset, as disclosed in note 23.
- (iii) A reassessment of the make good for Unit 4 and Unit 5 Richlands Queensland was completed for the year ended 30 June 2025 and required an increase of \$360,900 to the make good provision and corresponding ROU asset, as disclosed in note 23.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

18. Intangible assets

	Patents, trademarks and other rights A\$	Computer software A\$	Capital work in progress ⁽ⁱ⁾ A\$	Total A\$
Cost				
At 1 July 2025	2,229,740	35,111	197,506	2,462,357
Additions	-	-	255,100	255,100
Disposals	-	-	-	-
Transfers	133,751	55,885	(189,636)	-
At 30 June 2026	2,363,491	90,996	262,970	2,717,457
Accumulated amortisation				
At 1 July 2025	1,216,960	21,422	-	1,238,382
Amortisation	429,913	10,102	-	440,015
At 30 June 2026	1,646,873	31,524	-	1,678,397
At 30 June 2026 Net Book Value	716,618	59,472	262,970	1,039,060
Cost				
At 1 July 2024	2,154,698	35,111	317,625	2,507,434
Additions	-	-	130,442	130,442
Disposals	(13,897)	-	(161,622)	(175,519)
Transfers	88,939	-	(88,939)	-
At 30 June 2025	2,229,740	35,111	197,506	2,462,357
Accumulated amortisation				
At 1 July 2024	797,007	14,980	-	811,987
Amortisation	421,509	6,442	-	427,951
Disposals	(1,556)	-	-	(1,556)
At 30 June 2025	1,216,960	21,422	-	1,238,382
At 30 June 2025 Net Book Value	1,012,780	13,689	197,506	1,223,975

(i) Capital works in progress as at 30 June are costs incurred to file global patents & trademarks relating to processes that are not yet enforceable.

Accounting policy for intangible assets
(a) Patents, trademarks and licences

Separately acquired patents, trademarks and other rights, including licences, are shown at historical cost. Trademarks, licences and customer contracts acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

(b) Computer software

Costs associated with maintaining software programmes and the company website are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets. Development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

18. Intangible assets (continued)

(c) Research and development

Research expenditure and development expenditure are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent year.

(d) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in profit or loss. The estimated useful lives for the current and comparative periods are as follows:

- Patents, trademarks and other rights 1 - 10 years
- Computer software 1 - 5 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

19. Trade and other payables

	2026	2025
	A\$	A\$
Trade payables	526,211	619,950
Accrued expenses	1,134,488	412,982
Other payables	137,814	100,392
	1,798,513	1,133,324

Refer to note 27 for further information on financial instruments.

Accounting policy for trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

20. Lease liabilities

	2026 A\$	2025 A\$
Maturity analysis of contractual undiscounted cash flows:		
Within one year	810,048	398,601
Between one and five years	796,339	439,340
More than five years	-	-
	1,606,387	837,941
Lease liabilities included in the statement of financial position:		
Current	729,284	354,733
Non-current	744,617	419,260
	1,473,901	773,993

Right-of-use asset and lease liability

In May 2026, the Company commenced a three-year lease of additional warehouse and office space at 21 Fulcrum Street, Richlands, Queensland. The lease includes two options to extend, each for a further three years. A lease liability of \$1,080,335 has been recognised along with a corresponding right-of-use asset, as disclosed in note 17.

Leases accounting policy

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

As a lessee

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

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

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

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payment that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

20. Lease liabilities (continued)

- the exercise price under a purchase option that the Company is reasonably certain to exercise. Lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets, as well as short-term leases, including for leased premises and portable office units. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The inclusion of leases within this election, is reassessed at each reporting date according to the current terms of the leases and taking into consideration the reasonable certainty of any assumptions which form part of that assessment.

21. Financial liabilities

	2026	2025
Note	A\$	A\$ Restated ⁽ⁱ⁾
Warrant liabilities:		
Traded warrants	900,450	396,983
Non-traded warrants	17,332,170	6,069,266
21(a)	<u>18,232,620</u>	<u>6,466,249</u>

Refer to note 26 for further information on financial instruments.

- (i) Reference note 5 for details regarding the restatement of 2025 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

Accounting policy for derivative financial liabilities

Derivatives are initially recognised at their fair value on the date the derivative contract is entered into and transaction costs are expensed. The Company's derivatives are subsequently re-measured at their fair value at each reporting date with changes in fair value recognised in profit or loss.

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to their host contracts.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

21. Financial liabilities (continued)

(a) Warrant liability

The Company has issued certain share purchase warrants (warrants attached to shares issued from capital raising) which have a fixed exercise price in Canadian dollars. As the functional currency of the Company is the Australian dollar, these warrants are considered a derivative as a variable amount of cash in the Company's functional currency will be received on exercise. The share purchase warrants were not issued for goods or services rendered. Accordingly, these warrants are classified and accounted for as a derivative financial liability at fair value through profit or loss.

The changes in the Company's outstanding warrant liability during the years ended 30 June 2026 and 2025 were as follows:

	2026	2025
	A\$	A\$ Restated ⁽ⁱ⁾
At 1 July	6,466,249	3,785,546
Issued during the year	5,451,993	2,722,689
Exercised	(8,338,208)	(863,160)
Expired	-	-
Fair value adjustment	14,652,586	821,174
At 30 June	18,232,620	6,466,249

Further details of the warrants issued are disclosed in note 24(e).

- (i) Reference note 5 for details regarding the restatement of 2025 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

Non-traded warrants

At 30 June 2026, the fair value of the non-traded warrants is determined using the Black-Scholes valuation method. This is classified as a Level 2 value measurement in the fair value hierarchy with no unobservable inputs. The following measures are inputs into the Black-Scholes model:

	30 June 2026	30 June 2025
Share price	C\$2.38	C\$0.60
Exercise price	C\$0.55 – C\$3.35	C\$0.55 – C\$3.35
Expected volatility	77.95%	159.75%
Expected life (years)	0.42 – 2.18	1.42 – 2.85
Risk-free interest rate	4.41%	3.21% - 3.26%

Traded warrants

At 30 June 2026, the fair value of traded warrants was based on the market price per warrant at the reporting date. For the Marketed Offering warrants issued on 16 August 2023 trading under the ticker of GMG-WT-A, the price was C\$0.87 per warrant at the end of the reporting period. This is classified as a Level 1 value measurement in the fair value hierarchy. No valuation techniques are applied to these warrants because the quoted prices in active markets provided the most reliable evidence of fair value and are used without adjustment.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

22. Employee benefit liabilities

	2026 A\$	2025 A\$
Liabilities for employee benefits below and comprise:		
Current liabilities		
Annual leave liability	334,297	249,366
Non current liabilities		
Long service leave liability	103,217	48,895
	437,514	298,261

Accounting policy for employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The annual leave liabilities are presented as current employee benefit obligations in the statement of financial position. The liabilities relating to wages and other employee related payables are presented as current other payables in the statement of financial position.

(b) Other long-term employee benefit obligations

The liabilities for long service leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. It is measured as the probability of expected payments to be made in respect of services provided by employees up to the reporting date. The liability is recognised as a non-current liability in the statement of financial position. Remeasurements as a result of experience adjustments are recognised in the profit or loss.

23. Provisions

	2026 A\$	2025 A\$
Lease Provision		
At 1 July	563,051	250,000
Raised during the year	37,020	360,900
Utilised	(6,151)	(47,849)
Released in year	-	-
At 30 June	593,920	563,051
Categorised as:		
Current	-	6,151
Non-current	593,920	556,900

Lease provision

A reassessment of the make good for Unit 4 and Unit 5 Richlands Queensland was completed for the year ended 30 June 2026 and 30 June 2025 and required an increase to the make good provision of \$37,020 and \$360,900 respectively with a corresponding increase to the right-of-use asset, as disclosed in note 17.

Restoration of the premise at Unit 6A Richlands Queensland occurred during the year ended 30 June 2025 as per the lease agreement. Complete transfer of the premise was not until July 2025.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

23. Provisions (continued)

Accounting policy for provisions

Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of a past event, it is probable the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

24. Share capital

	Note	2026 Number	2026 A\$	2025 Number	2025 A\$
Ordinary shares		125,793,939	71,365,380	107,939,244	51,248,870
(a) Movement in ordinary shares					
At 1 July		107,939,244	51,248,870	94,642,421	43,928,522
Shares issued – ATM	(i)	826,300	1,178,087	1,074,500	921,487
Shares issued – Bought Deal	(ii)	7,666,667	2,203,769	7,245,000	3,680,500
Share options exercised	(iii)	822,645	413,088	819,295	296,600
Warrants exercised	(iv)	7,995,398	16,807,303	4,038,500	3,316,197
RSUs exercised	(v)	543,685	-	119,528	-
Transaction costs for issued shares		-	(485,737)	-	(894,436)
At 30 June		125,793,939	71,365,380	107,939,244	51,248,870

(i) Share issue – ATM

On 2nd July 2026, the Company announced that during the quarterly period ended 30 June 2026, the Company issued a total of 193,500 Ordinary shares on the TSXV at an average price of C\$2.5704 per share under the ATM Program, providing gross proceeds of C\$497,369 (A\$503,766) and commissions of C\$14,921 (A\$15,113) were paid to the Agent.

On 1st October 2025, the Company announced that during the quarterly period ended 30 September 2025, the Company issued a total of 632,800 Ordinary shares on the TSX Venture Exchange ("TSXV") at an average price of C\$0.9553 per share under the at-the-market (ATM) Program, providing gross proceeds of C\$604,511 (A\$674,321) and commissions of C\$18,135 (A\$20,230) were paid to the Agent.

On 25th April 2025, the company further announced that during the quarterly period ended March 31, 2025, the Company issued a total of 866,500 Ordinary Shares on the TSXV at an average price of C\$0.7965 per share under the ATM Program, providing gross proceeds of C\$690,196 (A\$767,807) and commissions of C\$20,705 (A\$23,034) were paid to the Agent.

On 11th October 2024, the Company announced that during the quarterly period ended September 30, 2024, the Company issued a total of 208,000 Ordinary Shares on the TSXV at an average price of C\$0.6759 per share under the ATM Program, providing gross proceeds of C\$140,580 (A\$153,680) with commissions of C\$4,217 (A\$4,610) paid to the Agent.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

24. Share capital (continued)

(a) Movement in ordinary shares (continued)

(ii) Share issue – Bought Deal

On 3rd September 2025, GMG completed a bought deal offering of 7,666,667 units at a price of C\$0.90 per unit, for gross proceeds of C\$6,900,000 (A\$7,655,762). Each unit consisted of one common share and one warrant. The gross proceeds were allocated between share capital of C\$1,986,217 (A\$2,203,769) and a warrant liability C\$4,913,783 (A\$5,451,993). Each warrant entitles the holder to purchase one common share at an exercise price of C\$1.35 for a period of 36 months

(ii) Share issue – Bought Deal

On 20th March 2025, GMG completed a bought deal offering of 7,245,000 units at a price of C\$0.80 per unit, for gross proceeds of C\$5,796,000 (A\$6,403,189). Each unit consisted of one common share and one warrant. The gross proceeds were allocated between share capital of C\$3,331,493 (A\$3,680,500) and a warrant liability C\$2,464,507 (A\$2,722,689). Each warrant entitles the holder to purchase one common share at an exercise price of C\$1.10 for a period of 36 months.

(iii) Share options exercised

Shares issued upon the exercise of options allocated under the Stock Option Plan detailed in note 26(a).

(iv) Warrants exercised

Shares issued upon the exercise of warrants detailed in note 24(e). Warrants classified as financial liabilities under IAS 32 (failing the fixed-for-fixed test) were exercised during the year. In accordance with IFRS 9, the warrant liability was remeasured to fair value immediately prior to exercise, with fair value movements recognised in profit or loss. Upon exercise, the liability of \$8,338,208 (2025: \$863,160) was derecognised and transferred to share capital together with cash exercise proceeds, with no gain or loss arising on the equity issuance itself

(v) Restricted share units ("RSUs") exercised

Shares issued upon the exercise of RSUs detailed in note 26(e).

(b) Ordinary shares

Ordinary shares are classified as equity. Holders of these shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

Incremental costs directly attributable to the issue of ordinary shares or options are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is recognised in equity.

If attaching warrants are issued with shares and those warrants are classified as a financial liability, the proceeds from the issuance of the shares are allocated between share capital and the warrants. For warrants classified as financial liabilities, the fair value of the warrants is determined first, with the residual amount allocated to share capital.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

24. Share capital (continued)

(c) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting year but not distributed at the end of the reporting year.

(d) Capital management

For the purpose of the Company's capital management, capital includes share capital, options, warrants, restricted and performance share units and all other equity reserves.

The Company's objectives when managing capital are to:

- safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- maintain an optimal capital structure to reduce the cost of capital.

The Company sets the amount of capital it requires in proportion to risk. The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt, where applicable.

The Company is not funded by debt and therefore is not subject to externally imposed capital requirements that result in debt covenant ratio types of monitoring. Instead, the Company manages its capital, including shares, options, warrants, restricted and performance share units, together with the current and anticipated (reduction in tax payable) funding levels in order to achieve its stated objectives.

(e) Warrants

Warrants, including broker warrants, outstanding at the end of the year have the following expiry dates and exercise prices:

Issue date	Expiry date	Note	Exercise price	30 June 2026 Number	30 June 2025 Number
30 November 2022	30 November 2026	(i)	C\$3.35	2,087,850	2,091,850
16 August 2023	16 August 2027	(ii)	C\$2.20	1,014,706	1,014,706
16 August 2023	16 August 2026	(iii)	C\$1.70	35,687	121,765
7 May 2024	7 May 2028	(iv)	C\$0.55	1,211,400	3,354,000
14 June 2024	14 June 2028	(v)	C\$0.55	579,600	579,600
20 March 2025	20 March 2028	(vi)	C\$1.10	3,058,000	7,245,000
20 March 2025	20 March 2028	(vii)	C\$0.80	101,430	507,150
3 September 2025	3 September 2028	(viii)	C\$1.35	6,496,667	-
3 September 2025	3 September 2028	(ix)	C\$0.90	536,666	-
26 January 2026	26 January 2030	(iii)	C\$2.20	34,247	-
28 January 2026	28 January 2030	(iii)	C\$2.20	5,266	-
23 April 2026	23 April 2030	(iii)	C\$2.20	3,526	-
Total				15,165,045	14,914,071

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

24. Share capital (continued)

(e) Warrants

(i) Warrants – Bought Deal Offering

These warrants were issued in connection with the Bought Deal Offering On 30 November 2022. A total of 2,091,850 warrants were issued entitling the holder to purchase one Ordinary Share at C\$3.35 at any time until 30 November 2026.

(ii) Warrants – Marketed Offering

Warrants were issued in connection with the public Offering made on 16 August 2023, including exercise in full of the over-allotment option (the “Offering”). A total of 2,029,412 Offering Units were sold at a price of C\$1.70 per Offering Unit (the “Offering Price”) for gross proceeds of approximately C\$3,450,000 (A\$3,961,704). Each Offering Unit is comprised of one ordinary share in the capital of the Company (each, an “Ordinary Share”) and one-half of an Ordinary Share purchase warrant (each, an “Offering Warrant”). Each Offering Warrant entitles the holder to purchase one Ordinary Share at C\$2.20 at any time until 16 August 2027.

The TSX Venture Exchange also accepted for listing the 1,014,706 Offering Warrants underlying the Offering Units issued pursuant to the Offering. GMG share warrants trade on TSXV under the ticker “GMG.WT.A”.

(iii) Broker Warrants – Marketed Offering

In reference to the Offering made on 16 August 2023 (note 24(e)(ii)) the Company paid the Underwriters a cash commission equal to 6% of the gross proceeds of the Offering, C\$207,000 and issued to the Underwriters 121,765 (“Compensation Warrants”). Each Compensation Warrant is exercisable into a unit, at an exercise price of C\$1.70 per unit until 16 August 2026.

As at 30 June 2026, 86,078 compensation warrants had been exercised, 43,039 second level compensation warrants were issued and subject to the exercise of the remaining first level warrants, a further allocation of 17,843 warrants may be issued in accordance with the Offering Unit terms as disclosed in (note 24(e)(ii))

(iv) Warrants – Marketed Offering

Warrants were issued in connection with the marketed public Offering of units made on 7 May 2024, including exercise in full of the over-allotment option (the “Offering”). A total of 8,280,000 Units were sold at a price of C\$0.42 per Unit for gross proceeds of approximately C\$3,477,600 (A\$3,842,750). Each Unit is comprised of one ordinary share of the Company each (“Ordinary Share”) and one ordinary share purchase warrant each (“Warrant”).

Each Warrant shall entitle the holder to purchase one ordinary share of the Company (a “Warrant Share”) at an exercise price of C\$0.55 per Warrant Share at any time until 7 May 2028, subject to adjustment in certain events. The Offering was completed pursuant to an underwriting agreement dated 30 April 2024, between the company and Ventum Financial Corp. (formerly PI Financial Corp.) (the “Underwriter”).

(v) Broker Warrants – Marketed Offering

In connection with the Offering disclosed in note 24(e)(iv), the Company paid the Underwriters a cash commission equal to 7% of the gross proceeds of the Offering C\$243,432 and issued to the Underwriters 579,600 (“Compensation Warrants”). Each Compensation Warrant is exercisable into a unit, at an exercise price of C\$0.42 per unit until 7th May 2028. Upon the exercise of these warrants, a further allocation of 579,600 warrants was issued in accordance with the Offering Unit terms as disclosed in note 24(e)(iv).

(vi) Warrants – Bought Deal

Warrants were issued in connection with the Offering as disclosed in note 24(a)(iii).

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

24. Share capital (continued)

(e) Warrants (continued)

(vii) Broker Warrants – Bought Deal

In connection with the Offering as disclosed in note 24(a)(iii), the Company has paid to the Underwriters a cash commission equal to 7% of the gross proceeds of the Offering C\$405,720 and issued to the Underwriters 507,150 ("Compensation Warrants"). Each Compensation Warrant is exercisable into a unit, at an exercise price of C\$0.80 per Unit until March 20, 2028.

(viii) Warrants – Bought Deal

7,666,667 warrants were issued in connection with the Offering as disclosed in note 24(a)(ii).

(ix) Brokers Warrants-Marketed Offering

Second level compensation warrants issued upon exercise of underlying compensation warrants of 536,666 as disclosed in note 24 (a)(ii).

The number and weighted average exercise price ("WAEP") of warrants, which are all exercisable, were as follows:

	2026 WAEP	2026 Number	2025 WAEP	2025 Number
Outstanding at 1 July	\$1.50	14,914,071	\$1.60	13,469,051
Issued	\$1.47	8,246,372	\$1.20	7,752,150
Exercised	\$1.06	(7,995,398)	\$0.61	(4,038,500)
Expired ⁽ⁱ⁾	-	-	\$2.91	(2,268,630)
Outstanding at 30 June	\$1.55	15,165,045	\$1.50	14,914,071

- (i) Warrants expiring on September 2, 2024, consisted of 1,994,100 traded warrants and 18,515 compensation warrants both from the September 2021 Marketed Offer and 187,500 non traded warrants, and 5,760 Finders warrants both from the September 2021 Private Placement. Warrants expiring on 30 November 2024, consisted of 62,755 compensation warrants from the November 2022 Bought Deal Offer.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

25. Reserves

	2026 A\$	2025 A\$
Share-based payment reserve	6,790,607	5,791,502
Warrants reserve	1,683,129	1,275,946
	8,473,736	7,067,448

(a) Movements in reserves

	Share-Based Payment A\$	Warrants A\$	Total A\$
At 30 June 2025	5,791,502	1,275,946	7,067,448
Stock option plan expense	163,402	-	163,402
RSUs expense	835,703	-	835,703
Warrants issued	-	407,183	407,183
	999,105	407,183	1,406,288
At 30 June 2026	6,790,607	1,683,129	8,473,736
At 30 June 2024	4,392,666	1,053,011	5,445,677
Stock option plan expense	354,526	-	354,526
RSUs expense	1,044,310	-	1,044,310
Warrants issued	-	222,935	222,935
	1,398,836	222,935	1,621,771
At 30 June 2025	5,791,502	1,275,946	7,067,448

(b) Share-based payments reconciliation

		Stock Options A\$	RSU A\$	Total A\$
Balance at 1 July 2025		1,278,760	4,512,742	5,791,502
Stock options vested/(forfeited)	(i)	163,402	-	163,402
RSU vested/(forfeited)	(ii)	-	835,703	835,703
At 30 June 2026		1,442,162	5,348,445	6,790,607
Balance at 1 July 2024		924,234	3,468,432	4,392,666
Stock options vested/(forfeited)	(i)	354,526	-	354,526
RSU vested/(forfeited)	(ii)	-	1,044,310	1,044,310
At 30 June 2025		1,278,760	4,512,742	5,791,502

(i) The cost of options issued under the stock Option Plan are recognised according to their vesting period.

(ii) The cost of RSU's issued under the share incentive plan are recognised in accordance with their vesting period.

25. Reserves (continued)

(c) Nature and purpose of reserves

Share-based payments reserve

The share-based payments reserve is used to recognise:

- the grant date fair value of options issued to employees but not exercised;
- the grant date fair value of shares issued to employees; and
- the grant date fair value of deferred shares granted to employees but not yet vested.

Warrants reserve

Warrants reserve is used to recognise the fair value of compensation warrants issued to brokers in exchange for services rendered.

26. Share-based payments

(a) Stock option plan and Share Incentive Plan

Amendments to the stock option plan (established 19 September 2018) and the Share Incentive Plan (established 25 November 2021) were approved by resolutions of shareholders on 25 November 2022. The plans are designed to provide eligible participants with an opportunity to share in the ownership of the Company in order to:

- promote the long-term success of the Company;
- provide a strategic, value based reward for eligible persons who make a key contribution to that success;
- align eligible persons' interests with the interests of the Company's shareholders; and
- promote the retention of eligible participants.

Eligible participants under each plan are any director, executive officer, employee or consultant of the Company as decided upon by the board to be eligible under the terms of the respective plan.

Options and RSUs may be granted on commercial terms approved by the board, which may include but are not limited to vesting conditions based on length of service and performance of the eligible participant, or the Company's share price. Participation in each plan is at the board's discretion.

Options and RSUs are granted under the respective plan for no consideration and carry no dividend or voting rights. Upon exercise or settlement, each option, RSU is convertible into one ordinary share.

(b) Restricted share units ("RSUs")

Equity settled

Under the terms of the share incentive plan ("**Share Incentive Plan**") the Board of Directors may, from time to time, grant to directors, executive officers, employees and consultants, RSUs in such numbers and on such terms as determined by the board. RSUs granted under the Share Incentive Plan, are exercisable into ordinary shares for no additional consideration, after the vesting conditions specified within the terms of each participants' agreement are met.

The fair value of RSUs was determined based on the Company's share price on the date of grant.

The RSUs vest in one to three tranches with vesting conditions based on time over a one to three-year period.

Share-based payments expense related to the RSUs are recorded over the respective one to three-year vesting period and the amount is adjusted at each reporting period to reflect the number of RSUs expected to vest.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

26. Share-based payments (continued)

(c) Reconciliation of outstanding share options

Share options, granted as share based payments, outstanding at the end of the year have the following expiry dates and exercise prices:

Grant date	Expiry date	Exercise price	30 June 2026 Number	30 June 2025 Number
6 November 2018	4 November 2025	\$0.36	-	367,245
15 March 2019	13 March 2026	\$0.61	-	75,000
20 March 2019	18 March 2026	\$0.61	-	29,326
2 December 2019	30 November 2026	\$0.42	440,000	440,000
6 April 2020	5 April 2027	\$0.61	29,326	29,326
21 April 2020	20 April 2027	\$0.61	-	85,000
23 December 2020	22 December 2027	\$0.82	206,238	480,238
12 March 2021	10 March 2028	\$0.94	29,348	29,348
1 July 2023	30 June 2026	\$1.90	-	100,000
1 February 2024	1 February 2028	\$1.74	1,400,000	1,400,000
Total			2,104,912	3,035,483

The number and weighted average exercise price ("WAEP") of share options representing share-based payments, were as follows:

	2026 WAEP	2026 Number	2025 WAEP	2025 Number
Outstanding at 1 July	\$1.26	3,035,483	\$0.91	5,149,348
Granted	-	-	-	-
Exercised	\$0.50	(822,645)	\$0.36	(819,295)
Lapsed	\$1.84	(107,326)	\$0.42	(328,666)
Forfeited	\$0.79	(132,000)	\$0.42	(965,904)
Reinstated ⁽ⁱ⁾	\$0.36	131,400	-	-
Outstanding at 30 June	\$1.37	2,104,912	\$1.26	3,035,483
Exercisable at 30 June	\$0.97	1,628,912	\$0.95	2,097,483

- (i) As provided for in the stock option plan, the directors have exercised their discretion to reinstate 131,400 options which had forfeited during the year.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

26. Share-based payments (continued)

(d) Reconciliation of outstanding broker warrants

Broker warrants, issued as share based payments, outstanding at the end of the year have the following expiry dates and exercise prices:

Issue date	Expiry date	Exercise price	30 June 2026 Number	30 June 2025 Number
16 August 2023	16 August 2026	C\$1.70	35,687	121,765
14 June 2024	14 June 2028	C\$0.55	579,600	579,600
20 March 2025	20 March 2028	C\$0.80	101,430	507,150
3 September 2025	3 September 2028	C\$0.90	536,666	-
26 January 2026	26 January 2030	C\$2.20	34,247	-
28 January 2026	28 January 2030	C\$2.20	5,266	-
23 April 2026	23 April 2030	C\$2.20	3,526	-
Total			1,296,422	1,208,515

The number and weighted average exercise price ("WAEP") of broker warrants, issued as share based payments which are all exercisable, were as follows:

	2026 WAEP	2026 Number	2025 WAEP	2025 Number
Outstanding at 1 July	\$0.86	1,208,515	\$1.04	788,395
Issued	\$1.10	579,705	\$0.88	507,150
Exercised	\$1.06	(491,798)	-	-
Expired	-	-	\$2.89	(87,030)
Outstanding at 30 June	\$0.82	1,296,422	\$0.86	1,208,515

Further details in respect of broker warrants held at reporting date are provided in note 24(e).

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

26. Share-based payments (continued)

(e) Reconciliation of outstanding RSUs

RSUs, granted as share based payments, outstanding at the end of the year, have the following expiry dates:

Grant date	Expiry date	Plan Type	30 June 2026 Number	30 June 2025 Number
20 October 2021	20 October 2025	RSU	-	10,532
14 September 2022	14 September 2027	RSU	43,850	61,390
14 September 2022 ⁽ⁱⁱ⁾	14 September 2027	RSU	-	17,540
20 September 2022	20 September 2027	RSU	106,027	106,027
14 October 2022	14 October 2027	RSU	4,984	4,984
20 October 2022	20 October 2027	RSU	23,018	65,737
21 October 2022	21 October 2027	RSU	6,984	6,984
13 July 2023	13 July 2028	RSU	-	57,098
22 January 2024	22 January 2028	RSU	261,705	384,456
12 February 2024	12 February 2028	RSU	26,591	39,021
12 February 2024	12 February 2026	RSU	-	161,225
7 October 2024	7 October 2027	RSU	388,830	388,830
14 March 2025	14 March 2027	RSU	27,784	111,789
14 March 2025	14 March 2029	RSU	1,057,520	1,459,284
18 May 2026	18 May 2030	RSU	760,605	-
20 May 2026	20 May 2028	RSU	76,985	-
Total			2,784,883	2,874,897

(i) The vesting conditions as outlined in note 26 (b)

(ii) The expiry dates for 17,540 RSUs granted on 14 September 2022, with an original expiry date of 14 September 2027 were accelerated to 14 October 2025

The number and weighted average share price ("WASP") of RSUs were as follows:

	2026 WASP ⁽ⁱ⁾	2026 Number	2025 WASP ⁽ⁱ⁾	2025 Number
RSUs				
Outstanding at 1 July	\$1.31	2,874,897	\$2.28	1,130,406
Granted	\$2.30	837,590	\$0.84	2,002,137
Exercised	\$1.53	(543,685)	\$2.50	(119,528)
Expired or forfeited	\$1.38	(383,919)	\$1.43	(138,118)
Outstanding at 30 June	\$1.55	2,784,883	\$1.31	2,874,897
Exercisable at 30 June	\$1.66	854,622	\$2.49	514,737

(i) Further details of fair value measurement are included in note 26 (f) & (g).

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

26. Share-based payments (continued)

(f) Fair values of options and warrants granted

The assessed fair value of options granted during the year ended 30 June 2026 was nil (2025: nil). The assessed fair value of warrants issued during the year ended 30 June 2026 was \$407,183 (2025: \$222,935).

The fair value of options at grant date is determined using a Black-Scholes Model (BSM) that takes into account the exercise price, the term of the option, the market price of a share at grant date and expected price volatility of the underlying share, the risk-free interest rate for the term of the option and the volatilities of certain peer group companies.

Options are granted for no consideration and vested options are exercisable until the expiry date which is between two to seven years after grant date. The expected price volatility is based on the historic volatility of certain peer group companies, and since the listing of the Company's traded warrants, the implied volatility of the Company's shares calculated by reference to those warrants.

Compensation Warrants

For the Compensation Warrants issued on 03 September 2025 and 20 March 2025 the Black Scholes (BS) methodology has been used to determine the fair value.

The fair value of Compensation Warrants issued during the year ended 30 June 2026 and 2025, were calculated using the following assumptions:

	Compensation Warrants Issued 3 September 2025 ⁽ⁱ⁾	Compensation Warrants Issued 20 March 2025 ⁽ⁱⁱ⁾
On initial recognition		
Share price at grant date	C\$0.88	C\$0.75
Exercise price	C\$0.90	C\$0.80
Term	3 years	3 years
Risk-free rate	3.51%	3.75%
Dividend yield	-	-
Volatility (rounded)	138%	81%

- (i) 536,666 broker warrants were issued on 3 September 2025 in respect of the Bought Deal Offering completed as detailed in note 24(a)(ii)
- (ii) 507,150 broker warrants were issued on 20 March 2025 in respect of the Bought Deal Offering completed as detailed in Note 24(a)(iii)

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

26. Share-based payments (continued)

(g) Fair values of RSUs granted

The assessed fair value of RSUs granted during the year ended 30 June 2026 was \$1,926,457 (2025: \$1,680,226) and is based on the Company's share price on the date of grant.

The RSUs vest in one to three tranches with vesting conditions based on time over a one to three-year period.

Share-based payments expense related to the RSUs are recorded over the respective one to three-year vesting period and the amount is adjusted at each reporting period to reflect the number of RSUs expected to vest.

The fair value of RSUs granted during the years ended 30 June 2026 and 2025, were calculated at the grant date based on the following weighted average assumptions:

On initial recognition	RSUs	
	30 June 2026	30 June 2025
Share price at grant date	\$2.54-\$2.47 (i)	\$0.67 - \$0.88 (ii)

- (i) RSUs granted during the year ended 30 June 2026 in accordance with employment agreement terms and the Share Incentive Plan and are measured at grant date.
- (ii) RSUs granted during the year ended 30 June 2025, in accordance with employment agreement terms and the Share Incentive Plan and measured at grant date

(h) Share-based payments accounting policy

Share-based compensation benefits are provided to employees via a stock option plan and the Share Incentive Plan. Shares and warrants may be provided to service providers as share based payments.

Options and warrants

The fair value of options granted under the stock option plan, and warrants issued, is recognised as a share based payments expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted and warrants issued:

- including any market performance conditions (e.g. the entity's share price); and
- excluding the impact of any service based vesting conditions (for example, remaining an employee of the entity for a period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied, where applicable. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Where warrants are issued without vesting conditions attached, the total expense is recognised upon issue.

26. Share-based payments (continued)

(h) Share-based payments accounting policy (continued)

Restricted share units ("RSUs")

The Company grants to directors, executive officers, employees and consultants, RSUs in such numbers and for such terms as determined by the board. RSUs granted under the Company's Share Incentive Plan, are exercisable into common shares for no additional consideration, after the vesting conditions specified within the terms of each participants' agreement are met.

RSUs are measured at fair value on the date of grant and the corresponding share-based payment is recognised in profit or loss, over the vesting period, as applicable.

In addition to service conditions, RSUs may have performance-based vesting conditions. Market conditions, such as a target share price upon which vesting is conditioned, is included in the fair value assessment of the share-based payment at grant date.

Vesting conditions, other than market conditions, are included in the measurement of the transaction amount by adjusting the number of equity instruments included, so that ultimately, the cumulative value of the share-based payment shall be based on the number of equity instruments that eventually vest.

Shares

The fair value of shares issued as share-based compensation for goods or services rendered, is measured based on the value of those goods or services provided, expensed at the time of share issue. No shares were issued as share-based compensation during the year ended 30 June 2026 and 30 June 2025.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

27. Financial Instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Company becomes party to the contractual provisions of the financial instrument. No financial assets and financial liabilities have been offset and presented in the statement of financial position. The Company has derivative financial liabilities that are recorded at fair value through profit or loss (“FVTPL”). The remaining categories of financial assets and financial liabilities are reported at amortised cost:

	2026 A\$	2025 A\$ Restated ⁽ⁱ⁾
Financial assets		
Cash and cash equivalents	9,938,927	7,416,561
Restricted cash	320,728	291,460
	<u>10,259,655</u>	<u>7,708,021</u>
 Financial assets at amortised cost		
Trade and other receivables	486,531	116,974
Research and development grants receivables	1,909,960	1,997,992
	<u>2,396,491</u>	<u>2,114,966</u>
	<u>12,653,146</u>	<u>9,822,987</u>
 Financial liabilities		
Liabilities at amortised cost		
Trade and other payables	(664,025)	(720,343)
Lease liabilities	(1,473,901)	(773,993)
	<u>(2,137,926)</u>	<u>(1,494,336)</u>
 Liabilities at FVTPL ⁽ⁱⁱ⁾		
Traded warrants	(900,450)	(396,983)
Non-traded warrants	(17,332,170)	(6,069,266)
	<u>(18,232,620)</u>	<u>(6,466,249)</u>

⁽ⁱ⁾ Reference note 5 for details regarding the restatement of 2025 figures as a result of an error in the accounting treatment of transaction costs associated with warrants

⁽ⁱⁱ⁾ The fair value of traded and non-traded warrants is measured on the basis described in note 21.

Risk	Exposure arising from	Measurement	Management
Market risk – interest rate	No sensitivity analysis has been conducted on the basis that the only financial instrument held by the Company that would be impacted by a change in interest rates is cash, and a +/-1% change would result in an immaterial impact on the loss for the year.	Not applicable	Cash held by reputable bank.
Credit risk	The maximum exposure to credit risk at reporting date in relation to each class of recognised financial assets is the gross carrying amount of those assets.	Not applicable	No collateral is held as security and no credit enhancements relate to financial assets held by the Company.
Liquidity risk	Ongoing management of working capital and material commitments which arise through leasing arrangements.	Not applicable	Cashflow management

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

27. Financial Instruments (continued)

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It is the Company's policy to require customers to make payment in advance for goods and services supplied unless otherwise agreed in writing. All sales contracts are assessed locally to determine the credit worthiness of the customer before entering contracts.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with minimum rating "A" are accepted. The Company's cash and deposits are primarily held with the Commonwealth Bank which meet the minimum rating requirement.

Impairment

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's objective when managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Company's functional currency.

The Company is exposed to foreign exchange risk, however, at present, this risk is relatively low as revenue is limited and most expenses are denominated in Australian dollars. However, in the past, the Company has sourced funding from investors and will increasingly source capital equipment from overseas. Because of the short-term nature of these foreign currency exposures to date and low level of associated risk, the Company has not considered it necessary to enter into any currency hedging transactions.

More recently the Company has become exposed to currency risk relating to the financial liability required by IFRS to be recognised in relation to certain warrants with exercise prices denominated in Canadian dollars. As there is no cash obligation associated with this liability, the Company considers the associated currency risk to be low

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

27. Financial Instruments (continued)

The following table details the remaining contractual maturity for non-derivative financial liabilities.

	Within 1 Year	Between 1 - 5 years	More than 5 years	Total Contractual Cash Flows	Carrying Amount
30 June 2026	\$	\$	\$	\$	\$
Trade and other payables	1,798,513	-	-	1,798,513	1,798,513
Lease liabilities	810,048	796,339	-	1,606,387	1,473,901
30 June 2025					
Trade and other payables	1,133,324	-	-	1,133,324	1,133,324
Lease liabilities	398,601	439,340	-	837,941	773,993

28. Related parties

Parent Entity

The ultimate Parent Entity is Graphene Manufacturing Group Ltd.

Subsidiaries and associates

GMG North America LLC is 100% owned subsidiary incorporated in the state of Delaware on 31 October 2024.

The subsidiary is currently dormant and held no assets or liabilities during the financial year.

Key management personnel compensation

		2026 A\$	2025 A\$
Short-term employee benefits	(i)	1,450,447	1,244,877
Post-employment benefits	(ii)	39,371	774
Other long-term benefits	(i)	148,329	125,468
Share-based payments	(iii)	783,460	1,071,175
Total key management personnel compensation		2,421,607	2,442,294

- (i) In accordance with IAS 19 *Employee Benefits*, annual leave is classified as short-term employee benefits and long service leave provision is classified as other long term employee benefit.
- (ii) Superannuation is only applicable for the period in which the directors and non-executive directors are paid as employees, rather than in a consulting capacity.
- (iii) The fair value of the options is calculated at the date of grant using the Black Scholes option-pricing model and allocated to each reporting period evenly over the period from grant date to vesting date. The value disclosed is the portion of the fair value of the options recognised as an expense in each reporting period.

There were no loans to key management personnel and their related parties for the reporting years ended 30 June 2026 and 2025.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

28. Related parties (continued)

Transactions with other related parties

	2026	2025
	A\$	A\$
The following transactions occurred with related parties:		
<i>Purchase of services</i>		
Compensation paid to close family members of directors	164,402	137,650
Consulting services	-	20,385
<i>Amounts owing to related parties at 30 June</i>		
Galyen Energy, LLC	59,108	59,108

Robert Galyen is a director and shareholder of Galyen Energy, LLC which provided battery consulting services of \$20,385 in the year ended 30 June 2025. Total amount owing as at 30 June 2025 to Galyen Energy LLC includes amount owed as at 30 June 2024.

Compensation in the form of directors' fees for all non-executive directors are paid either directly to the directors, or their director-related entities.

(a) Terms and conditions

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

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

29. Reconciliation of cashflows from operating activities

	2026	2025
	A\$	A\$
		Restated ⁽ⁱ⁾
Loss for the year	(29,794,141)	(8,691,850)
Adjustments for:		
Depreciation and amortisation	1,504,141	1,826,906
Share-based payments – share plan	999,105	1,398,836
Write off of tangible capital work in progress	-	47,198
Write off of intangible capital work in progress	-	161,622
Loss on disposal of property, plant and equipment	-	47,067
Net finance costs	1,105,624	331,048
Change in fair value of warrants	14,652,586	821,174
Unrealised foreign exchange movement	9,598	(3,447)
Change in operating assets and liabilities:		
Change in make good provision	(37,020)	(360,900)
Change in trade and other receivables	(369,557)	16,691
Change in research and development grants receivable	88,032	849,874
Change in contract assets	-	-
Change in inventories	(609,207)	(778,004)
Change in other current assets	(700,909)	260,195
Change in trade and other payables	665,190	(732,415)
Change in provisions and employee benefits liabilities	170,122	377,228
Change in contract liabilities	152,648	(15,181)
Net cash outflow from operating activities	(12,163,788)	(4,443,958)
(a) Non-cash investing and financing activities		
Share-based payments charged to share issue costs:		
Warrants issued	407,183	222,935
Increase to ROU Asset and Lease Liabilities	1,081,344	5,767

⁽ⁱ⁾ Reference note 5 for details regarding the restatement of 2025 figures as a result of an error in the accounting treatment of transaction costs associated with warrants.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

29. Reconciliation of cashflows from operating activities (continued)

(b) Cash and non-cash movements in liabilities arising from financing activities

	Opening balance A\$	Non-Cash		Cash	Closing balance A\$
		Additions A\$	Other adjustments A\$	Lease payments A\$	
Borrowings					
Lease liabilities					
At 30 June 2026	773,993	1,081,344	-	(381,436)	1,473,901
At 30 June 2025	1,226,449	-	5,767	(458,223)	773,993
	Opening balance A\$	Non-Cash		Cash	Closing balance A\$
		Fair Value Adjustment A\$	Premium booked on exercise A\$	Proceeds from Issue A\$	
Warrant Liability					
At 30 June 2026	6,466,249	14,652,586	(8,338,208)	5,451,993	18,232,620
At 30 June 2025 restated	3,785,546	821,174	(863,160)	2,722,689	6,466,249

30. Commitments

The Company has a supply agreement with BOC Limited for the exclusive supply of industrial liquid nitrogen. The agreement commenced 1 November 2023 for a minimum term of five years with automatic 12-month extensions thereafter unless terminated by either party on at least six months' written notice prior to an expiration date. The agreement includes a monthly equipment rental charge of \$1,200 (plus GST). Pricing is subject to annual review. Gas cylinders and storage vessels remain the property of BOC Limited at all times.

31. Contingencies

The Company had no contingent liabilities as at 30 June 2026 and 30 June 2025.

Graphene Manufacturing Group Ltd
Notes to the consolidated financial statements
For the years ended 30 June 2026 and 2025

32. Auditors' remuneration

The auditor of Graphene Manufacturing Group Ltd is BDO Audit Pty Ltd.

	2026 A\$	2025 A\$
Audit and review of financial statements – current year ⁽ⁱ⁾	415,000	179,225
Audit and review of financial statements – prior years ⁽ⁱ⁾	200,439	2,412
Other assurance services – current year ⁽ⁱⁱ⁾	175,994	23,435
Other assurance services – prior years	-	3,484
	791,433	208,556

- (i) The increase in audit and review fees reflects an expansion in the scope and extent of audit procedures performed during the year, including procedures performed in respect of financial statements for earlier financial years.
- (ii) Other assurance services consisted of reviews of additional reports produced by the Company for capital raising activities.

33. Subsequent events

Since June 2026, there have been approximately A\$60,313 of warrants exercised.

On 7th July 2026 the Company granted Craig Nicol, Managing Director, immediately vested 3,000,000 Options with an exercise price of A\$3.40 and an expiry date of 7th July 2031.

On 8 July 2026, our Board approved A\$1.2million in capital expenditure for the next stage of design, engineering, and long-lead procurement for our Fulcrum Facility. The expenditure is discretionary and may be deferred, varied or cancelled at the Board's discretion. The facility is expected to have an annual production capacity of approximately 100 tons of graphene and be largely self-powered through standalone energy generation. The facility is also expected to assemble and commission up to 12 additional modular production units per annum, equivalent to an additional 240 tons of annual graphene production capacity.

In September 2026, the Company announced the closing of a non-brokered private placement with a private investor of US\$10,000,000 (A\$14,068,900) for 6,465,336 ordinary shares of the Company at a price of CA\$2.15 per ordinary share.

34. Other material accounting policies

The Company has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, unless otherwise stated.

(a) Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

34. Other material accounting policies (continued)

(b) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except:

- When the GST incurred on a sale or purchase of assets or services is not payable to nor recoverable from the taxation authority, in which case the GST is recognised as part of the revenue or the expense item or as part of the cost of acquisition of the asset, as applicable.
- When receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of the receivables or payables in the statement of financial position. Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as part of operating cash flows.

Graphene Manufacturing Group Ltd
Consolidated entity disclosure statement

For the years ended 30 June 2026 and 2025

Consolidated Entity Disclosure Statement

Entity Name	Type of entity	Trustee, partner or participant in joint venture	% of share capital held	Country of incorporation	Australian resident	Foreign jurisdiction(s) in which the entity is a resident for tax purposes (according to the law of the foreign jurisdiction)
Graphene Manufacturing Group Limited	Body Corporate	-	N/A	Australia	Yes	N/A
GMG North America LLC	Body Corporate	-	100%	United States of America	No	N/A

Basis of Preparation

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the *Corporations Act 2001*, reflecting the amendments to section 295(3A)(vi) and (vii) which clarify the definition of foreign resident as being an entity that is treated as a resident of a foreign country under the tax laws of that foreign country. The CEDS includes certain information for each entity that was part of the consolidated entity at the end of the financial year in accordance with AASB 10 *Consolidated Financial Statements*.

Determination of Tax Residency

Section 295(3B)(a) of the *Corporations Act 2001* defines Australian resident as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. Section 295(3A)(a)(vii) requires the determination of tax residency in a foreign jurisdiction to be based on the law of the foreign jurisdiction relating to foreign income tax.

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

Australian tax residency

The consolidated entity 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 consolidated entity has used independent tax advisers in foreign jurisdictions to assist in determining tax residency in those foreign jurisdictions and ensure compliance with applicable foreign tax legislation.

Graphene Manufacturing Group Ltd
Independent auditor's report
For the years ended 30 June 2026 and 2025

Directors' declaration

In the opinion of the directors of Graphene Manufacturing Group Limited (the Company)

- (a) The consolidated financial statements and notes set out on pages 20 to 68 are in accordance with the Corporations Act 2001 including:
 - (i) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001, which, as stated in accounting policy note 2 to the financial statements, constitutes compliance with International Financial Reporting Standards; and
 - (ii) giving a true and fair view of the Company's financial position as at 30 June 2026 and of its performance for the financial year ended on that date.
- (b) subject to the matters disclosed in Note 2a, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- (c) the consolidated entity disclosure statement required by section 295(3A) of the Corporations Act is true and correct.

The directors have been given the declarations as required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial and Commercial Officer, for the financial year ended 30 June 2026.

This declaration is made in accordance with a resolution of the directors.

Signed by:



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Craig Nicol

Managing Director and CEO

Brisbane

29 September 2026

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Jack Perkowski

Chairman

Lambertville, New Jersey

29 September 2026

INDEPENDENT AUDITOR'S REPORT

To the members of Graphene Manufacturing Group Ltd

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Graphene Manufacturing Group Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive loss, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2026 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to Note 2(a) in the consolidated financial statements, which indicates that the Entity incurred a net loss of \$29,794,141 during the year ended 30 June 2026 and, as at that date, the Entity's total liabilities exceeded its total assets by \$291,868. As stated in Note 2(a), these events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of matter

We draw attention to Note 5 to the consolidated financial report, which describes that certain comparative information presented for the year ended 30 June 2025 has been restated. Our audit opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information obtained at the date of this auditor's report is information included in the Directors' report, 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 on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

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

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

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

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

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

Auditor's responsibilities for the audit of the Financial Report

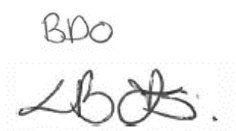
Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that 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 (<http://www.auasb.gov.au/Home.aspx>) at:

https://www.auasb.gov.au/media/apzlw0y/ar3_2024.pdf

This description forms part of our auditor's report.

BDO Audit Pty Ltd



N I Batters

Director

Brisbane, 29 September 2026