

1. Company details

Name of entity:	TALi Digital Limited
ABN:	53 108 150 750
Reporting period:	For the period ended 31 December 2025
Previous period:	For the period ended 31 December 2024

2. Results for announcement to the market

			\$
Revenues from ordinary activities and other income	up	98.4% to	72,834
Loss from ordinary activities after tax attributable to the owners of TALi Digital Limited	up	116.3% to	(570,848)
Loss for the period attributable to the owners of TALi Digital Limited	up	116.3% to	(570,848)

Dividends

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

Comments

The loss for the Company after providing for income tax amounted to \$570,848 (31 December 2024: \$263,945).

Deferred income increased to \$225,176 at 31 December 2025, reflecting customer receipts received in advance of service delivery. These revenues will be recognised in future periods as contractual obligations of the subscription are fulfilled.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	<u>2.09</u>	<u>0.06</u>

4. Control gained over entities

Not applicable.

5. Loss of control over entities

Not applicable.

6. Dividends

Current period

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

Previous period

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

7. Dividend reinvestment plans

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable.

10. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements were subject to a review by the auditors and the review report is attached as part of the Half Year Report.

11. Attachments

Details of attachments (if any):

The Half Year Report of TALi Digital Limited for the period ended 31 December 2025 is attached.

12. Signed

Authorised for release by the Board.

Signed  _____

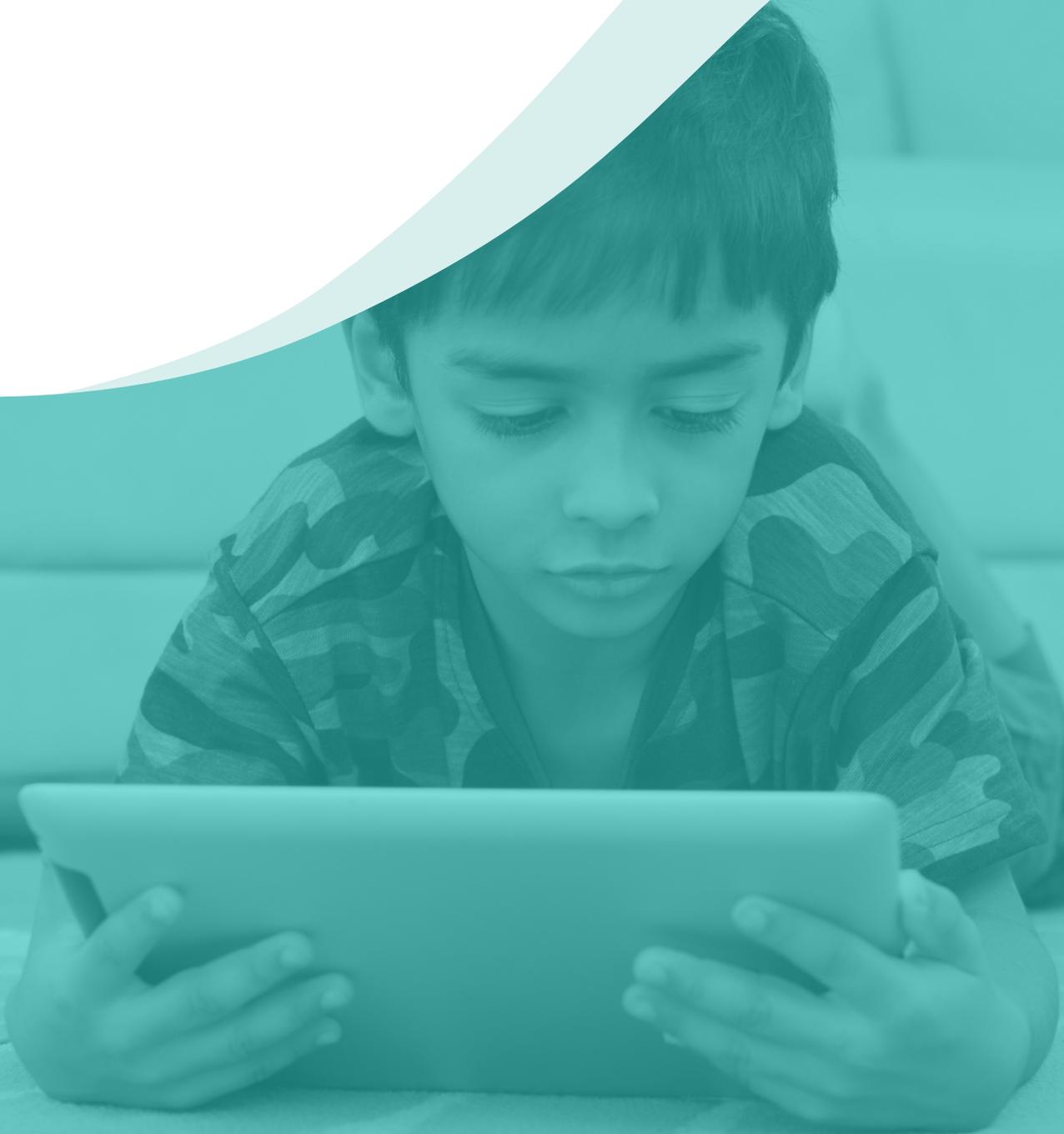
Mark Simari
Chair

Date: 19 February 2026

For personal use only



Half Year Report 31 December 2025



Directors	Mr Mark Simari (appointed 6 October 2022) Mr Stephen Munday (appointed 18 October 2022) Dr David Brookes (appointed 29 June 2020)
Company secretary	Mr Tim Luscombe (appointed 5 December 2022)
Registered office	Suite 1.01 117 Camberwell Road Hawthorn East, Victoria 3123
Principal place of business	Suite 1.01 117 Camberwell Road Hawthorn East, Victoria 3123
Share register	Automatic Registry Services Level 5, 126 Phillip Street Sydney, New South Wales 2000 Australia Telephone: 1300 288 64 Website: automatic.com.au Email: hello@automatic.com.au
Auditor	RSM Australia Partners Level 27, 120 Collins Street Melbourne VIC 3000 Australia
Stock exchange listing	TALi Digital Limited shares are listed on the Australian Securities Exchange.
ASX code	TD1
Website	www.talidigital.com

Directors' report	3
Auditor's independence declaration	5
Consolidated statement of profit or loss and other comprehensive income	6
Consolidated statement of financial position	7
Consolidated statement of changes in equity	8
Consolidated statement of cash flows	9
Notes to the consolidated financial statements	10
Directors' declaration	16
Independent auditor's review report to the members of TALi Digital Limited	17

For personal use only

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of TALi Digital Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the period ended 31 December 2025.

Directors

The following persons were directors of TALi Digital Limited during the whole of the financial period and up to the date of this report, unless otherwise stated:

Name and independence status

Mark Simari
Independent Executive Director & Chair

Stephen Munday
Independent Non-Executive Director

David Brookes
Independent Non-Executive Director

Period of office and special responsibilities

Appointed as Non-Executive Director & Chair on October 6, 2022. Appointed as Executive Chair on 16 August 2023. Previously Director from 2016 to 2020. Member of the Audit Committee and the reformed Remuneration and Nomination Committee.

Appointed October 18, 2022. Simultaneously Mr Munday was appointed the Chair of the Audit Committee and is also a member of the reformed Remuneration and Nomination Committee.

Appointed June 29, 2020. Simultaneously Dr Brookes was appointed the Chair of the Audit Committee which he subsequently resigned from on 18 October 2022. Remains a Member of the Audit Committee and is a member of the reformed Remuneration and Nomination Committee.

Principal activities

TALi Digital Limited (ASX: TD1) is a digital health company delivering diagnostic and therapeutic solutions to enhance attention cognitive function. The Company has built a patented platform technology with our first programs targeting cognitive attention skills during early childhood via an evidence-based screening tool (DETECT®) and training modules (TRAIN® and ReadyAttentionGo!). These programs are designed to be play-based interactions and can be complementary to existing therapy, placing TALi at the forefront of improving early intervention for childhood attention and concentration performance, which supports our vision to deliver a personalised digital experience to enhance cognitive care. A continuous innovation focus will see the Company deliver a series of product developments relevant to ADHD (Attention Deficit Hyperactivity Disorder) and ASD (Autism Spectrum Disorder).

In June 2025, TALi Digital expanded its portfolio with the acquisition of You Can Do It! Education (YCDI!), a leading Australian social-emotional learning program. YCDI! has reached over one million students and is aligned with the ACARA national curriculum. Recognised by Beyond Blue's Be You initiative, it provides evidence-based programs for children aged 3 to 18, self-paced tertiary online courses, professional development for educators, and parent education micro courses. These programs focus on five essential social-emotional skills: confidence, persistence, organisation, getting along, and resilience. This acquisition enhances TALi's presence in the education sector and underscores its dedication to delivering innovative and accessible solutions.

TALi is incorporated and domiciled in Australia, and with a registered office and principal place of business located at Suite 1.01, 117 Camberwell Road, Hawthorn East Vic 3123. Except as disclosed elsewhere in this Report, there have been no significant changes in the nature of these activities during the year.

Review of Operations

Operational overview

During the half-year ended 31 December 2025, TALi Digital Limited (ASX: TD1) completed its first six-month period following the acquisition of You Can Do It! Education (YCDI!), marking a strategic transition toward a scalable education-led digital platform business. The September 2025 quarter represented the first full quarter of ownership of YCDI!, with the December 2025 quarter focused on completing post-acquisition integration, digital transformation, and sales readiness ahead of the 2026 school year.

Key highlights

- Successful integration of YCDI! operations, including customer communications, operational handover, and systems consolidation following the June 2025 acquisition.
- Customer re-engagement campaign launched across more than 16,000 existing contacts, generating renewed engagement, new sales leads, and reactivated subscriptions.
- Migration of YCDI!'s digital courses to the CANVAS Learning Management System (LMS) completed, enhancing digital delivery, reporting capability, and user experience.
- Strategic education and wellbeing partnerships formalised with School of Play and Destination Happiness, expanding YCDI!'s reach across schools.
- Operating expenditure remained disciplined, with low operating cash burn maintained across both quarters, consistent with prior guidance.

Financial performance

For the six-month period ended 31 December 2025, the Group continued to invest in platform development, integration activity, and sales capability in preparation for the 2026 program rollout. Operating cash outflows reflected integration costs, digital platform migration, and corporate overheads associated with the expanded group structure. The Company maintained a stable cash position, supported by funds raised via the June 2025 placement and entitlement offer.

Merger and acquisition opportunities

The Board continues to assess selective merger and acquisition opportunities that complement the Company's education-focused digital platform strategy. All potential transactions are evaluated against strict strategic and financial criteria, with a focus on scalability, recurring revenue potential, and shareholder value creation.

Outlook

Following the successful completion of the YCDI! integration and digital transformation program, TALi enters 2026 with a strengthened operational foundation. The Board expects near-term focus to remain on revenue conversion, customer retention, and expansion of the YCDI! program suite, while maintaining disciplined cost control and balance sheet strength.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial half-year.

Matters subsequent to the end of the financial period

No matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Auditor's independence declaration

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

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Mark Simari
Chair

19 February 2026

RSM Australia Partners

Level 27, 120 Collins Street Melbourne VIC 3000
PO Box 248 Collins Street West VIC 8007

T +61 (0) 3 9286 8000
F +61 (0) 3 9286 8199

www.rsm.com.au

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of TALi Digital Limited for the half year ended 31 December 2025, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

RSM

RSM AUSTRALIA PARTNERS

A L Whittingham

A L WHITTINGHAM
Partner

Dated: 19 February 2026
Melbourne, Victoria

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Australia Partners ABN 36 965 185 036

Liability Ltd by a scheme approved under Professional Standards Legislation

TALi Digital Limited
Consolidated statement of profit or loss and other comprehensive income
For the period ended 31 December 2025



	Note	31 Dec 2025 \$	31 Dec 2024 \$
Revenue			
Revenue from continuing activities	6	66,830	-
Other income		180	135
Interest income		5,824	36,569
Total revenue and other income		<u>72,834</u>	<u>36,704</u>
Expenses			
Employee benefits and personnel expenses		(191,671)	(94,768)
Share based payments		(86,538)	(18,959)
Professional and consulting		(204,056)	(92,114)
Insurances		(38,434)	(60,678)
Corporate administration		(46,780)	(24,318)
Intellectual property		(945)	644
Sales and marketing		(33,454)	-
Other expenses		(30,719)	(10,456)
Cost of sales		(11,085)	-
Total expenses		<u>(643,682)</u>	<u>(300,649)</u>
Loss before income tax expense		(570,848)	(263,945)
Income tax expense		-	-
Loss after income tax expense for the period attributable to the owners of TALi Digital Limited		(570,848)	(263,945)
Other comprehensive income for the period, net of tax		-	-
Total comprehensive loss for the period attributable to the owners of TALi Digital Limited		<u>(570,848)</u>	<u>(263,945)</u>
		Cents	Cents
Basic loss per share	5	(1.27)	(0.80)
Diluted loss per share	5	(1.27)	(0.80)

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

	Note	31 Dec 2025 \$	30 Jun 2025 \$
Assets			
Current assets			
Cash and cash equivalents		1,251,876	1,291,599
Trade and other receivables		97,755	28,943
Inventories		22,955	25,460
Investments		4,635	4,455
Other current assets		89,203	-
Total current assets		<u>1,466,424</u>	<u>1,350,457</u>
Non-current assets			
Intangibles	7	<u>1,307,964</u>	<u>1,307,964</u>
Total non-current assets		<u>1,307,964</u>	<u>1,307,964</u>
Total assets		<u>2,774,388</u>	<u>2,658,421</u>
Liabilities			
Current liabilities			
Trade and other payables	8	228,965	269,938
Deferred income	9	225,176	3,532
Total current liabilities		<u>454,141</u>	<u>273,470</u>
Non-current liabilities			
Trade and other payables	8	<u>33,424</u>	<u>113,424</u>
Total non-current liabilities		<u>33,424</u>	<u>113,424</u>
Total liabilities		<u>487,565</u>	<u>386,894</u>
Net assets		<u>2,286,823</u>	<u>2,271,527</u>
Equity			
Issued capital	10	216,081,773	215,582,167
Reserves	11	406,357	564,692
Accumulated losses		(214,201,307)	(213,875,332)
Total equity		<u>2,286,823</u>	<u>2,271,527</u>

	Issued capital \$	Share-based payment reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2024	214,835,167	533,556	(213,218,447)	2,150,276
Loss after income tax expense for the period	-	-	(263,945)	(263,945)
Other comprehensive income for the period, net of tax	-	-	-	-
Total comprehensive loss for the period	-	-	(263,945)	(263,945)
Share-based payment transactions to directors	-	18,959	-	18,959
Balance at 31 December 2024	<u>214,835,167</u>	<u>552,515</u>	<u>(213,482,392)</u>	<u>1,905,290</u>

	Issued capital \$	Share-based payment reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2025	215,582,167	564,692	(213,875,332)	2,271,527
Loss after income tax expense for the period	-	-	(570,848)	(570,848)
Other comprehensive income for the period, net of tax	-	-	-	-
Total comprehensive loss for the period	-	-	(570,848)	(570,848)
Issue of shares	577,525	-	-	577,525
Transaction costs relating to rights issues and placements	(77,919)	-	-	(77,919)
Share-based payments	-	86,538	-	86,538
Reversal of share-based payment transactions from prior periods	-	(244,873)	244,873	-
Balance at 31 December 2025	<u>216,081,773</u>	<u>406,357</u>	<u>(214,201,307)</u>	<u>2,286,823</u>

	31 Dec 2025	31 Dec 2024
	\$	\$
Cash flows from operating activities		
Receipts from customers from continuing operations	213,511	-
Payments to suppliers and employees	(718,640)	(278,422)
Interest received	5,824	48,847
	<u>(499,305)</u>	<u>(229,575)</u>
Cash flows from investing activities		
Payments for purchase of business	(40,000)	-
Proceeds from disposal of investments	-	35,000
	<u>(40,000)</u>	<u>35,000</u>
Cash flows from financing activities		
Proceeds from issue of shares	577,526	-
Share issue transaction costs	(77,919)	-
	<u>499,607</u>	<u>-</u>
Net decrease in cash and cash equivalents	(39,698)	(194,575)
Cash and cash equivalents at the beginning of the financial period	1,291,599	2,122,383
Effects of exchange rate changes on cash and cash equivalents	(25)	77
	<u>1,251,876</u>	<u>1,927,885</u>

1. General information

The financial statements cover TALi Digital Limited as a Company consisting of TALi Digital Limited and the entities it controlled at the end of, or during, the period. The financial statements are presented in Australian dollars, which is TALi Digital Limited's functional and presentation currency.

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 18 February 2026.

2. Reporting entity

TALi Digital Limited (the 'Company') is a company domiciled in Australia. The condensed consolidated interim financial statements of the Company as at and for the six months ended 31 December 2025 comprise the Company and its subsidiary entities (together referred to as the "Group" and individually as "Group entities").

3. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 31 December 2025 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2025 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

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

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

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

4. Operating segments

Identification of reportable operating segments

Operating segments are based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and in determining the allocation of resources. It was determined by the Board of Directors that the consolidated entity had only one operating segment.

5. Loss per share

	31 Dec 2025	31 Dec 2024
	\$	\$
Loss after income tax attributable to the owners of TALi Digital Limited	<u>(570,848)</u>	<u>(263,945)</u>

5. Loss per share (continued)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	45,094,756	32,951,556
Weighted average number of ordinary shares used in calculating diluted earnings per share	45,094,756	32,951,556
	Cents	Cents
Basic loss per share	(1.27)	(0.80)
Diluted loss per share	(1.27)	(0.80)

The Consolidated entity had 3,000,516 options on issue as at 31 December 2025 (31 December 2024: 195,051,506) that are not considered to be dilutive due to the Consolidated entity being loss making.

6. Revenue from continuing activities

	31 Dec 2025 \$	31 Dec 2024 \$
Service revenue recognised over time ¹	42,427	-
Sales of goods transferred at a point in time ²	24,403	-
	<u>66,830</u>	<u>-</u>

¹Revenue from annual digital subscriptions is deferred to the balance sheet and released over the annual period where access to the resource is provided.

²Sale of goods refers to the sale of YCDI non-digital materials.

7. Intangibles

	31 Dec 2025 \$	30 Jun 2025 \$
<i>Non-current assets</i>		
Goodwill - at cost	1,307,964	1,307,964
Development - at cost	4,823,002	4,823,002
Less: Accumulated amortisation	(1,179,331)	(1,179,331)
Less: Impairment	(3,643,671)	(3,643,671)
	-	-
Intellectual property - at cost	1,149,074	1,149,074
Less: Accumulated amortisation	(796,389)	(796,389)
Less: Impairment	(352,685)	(352,685)
	-	-
Acquired licences - at cost	375,000	375,000
Less: Accumulated amortisation	(185,868)	(185,868)
Less: Impairment	(189,132)	(189,132)
	-	-
	<u>1,307,964</u>	<u>1,307,964</u>

7. Intangibles (continued)

Reconciliations of the written down values at the beginning of current financial period are set out below:

	Goodwill \$	Total \$
Balance at 1 July 2025	1,307,964	1,307,964
Balance at 31 December 2025	<u>1,307,964</u>	<u>1,307,964</u>

On 18 June 2025, YCDI Education Australia Pty Ltd, a wholly owned subsidiary of TALi Digital Ltd, acquired the business and assets of The Bernard Group Pty Ltd (see note 14).

During the year ended 30 June 2024, the Company fully impaired all intangible assets relating to the TALi products, the assets remained fully impaired at 31 December 2025.

Impairment testing

Goodwill acquired in a business combination is measured at cost less any accumulated impairment losses. Goodwill is not amortised but is subject to impairment testing on an annual basis or whenever there is an indication of impairment.

Under AASB136, paragraph 68, an asset's cash-generating unit is the smallest group of assets that includes the asset and generates cash inflows that are largely independent of the cash inflows from other assets (or groups of assets).

In testing whether goodwill is impaired it is to be allocated to each cash generating unit ('CGU'). In identifying the groups of assets that constitute a CGU it is the smallest group that generates largely independent cash inflows and cannot be larger than the Group's reportable operating segments before aggregation.

Acquisitions

Goodwill arising on the business combination amounting to \$1.3 million during the period ended 30 June 2025 is provisional and has been allocated to the YCDI CGU for impairment testing at 31 December 2025. Testing was performed to determine if there were any indicators of impairment for YCDI provisional goodwill based on the scope of AASB136.

YCDI CGU

The recoverable amount of the YCDI CGU provisional goodwill has been determined by a value-in-use calculation using a discounted cash flow model based on a 5-year projection period approved by management, together with a terminal value. Based on the discounted cash flow projections the recoverable amount of the CGU exceeds the carrying amount as at 31 December 2025.

Key assumptions used for the discounted cash flow projections for the CGUs:

- Revenue growth rate: 20.0%
- Pre-tax discount rate: 17.6%
- Terminal growth rate: 1.0%

Sensitivity

The directors have made judgements and estimates in respect of impairment testing of goodwill. Should these judgements and estimates not occur the resulting goodwill carrying amount may decrease. The sensitivities are as follows

- Revenue would need to decrease by more than 1% before goodwill would need to be impaired, with all other assumptions remaining constant.
- The discount rate would be required to increase by 0.4% before goodwill would need to be impaired, with all other assumptions remaining constant.

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

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

8. Trade and other payables

	31 Dec 2025 \$	30 Jun 2025 \$
<i>Current liabilities</i>		
Trade payables	26,934	122,678
Accruals and other payables	82,031	67,260
Consideration payable (YCDI acquisition)	120,000	80,000
	<u>228,965</u>	<u>269,938</u>
<i>Non-current liabilities</i>		
Consideration payable (YCDI acquisition)	33,424	113,424
	<u>262,389</u>	<u>383,362</u>

9. Deferred income

	31 Dec 2025 \$	30 Jun 2025 \$
<i>Current liabilities</i>		
YCDI annual subscriptions	225,176	3,532

10. Issued capital

	31 Dec 2025 Shares	30 Jun 2025 Shares	31 Dec 2025 \$	30 Jun 2025 \$
Ordinary shares - fully paid	46,727,478	4,095,155,625	216,081,773	215,582,167

The following movements in ordinary shares were recorded during the half-year ended.

	31 Dec 2025 Shares	30 Jun 2025 Shares	31 Dec 2025 \$	30 Jun 2025 \$
Balance brought forward as at 1 July	4,095,155,625	3,295,155,625	215,582,167	214,835,167
Issue of shares through rights issue and placements	577,525,940	800,000,000	577,525	800,000
Transaction costs relating to rights issue and placements	-	-	(77,919)	(53,000)
Equity consolidation ¹	(4,625,954,087)	-	-	-
Balance carried forward	<u>46,727,478</u>	<u>4,095,155,625</u>	<u>216,081,773</u>	<u>215,582,167</u>

¹On 11 November 2025 at the Annual General Meeting, the Shareholder approved a 100:1 share consolidation.

Ordinary shares

Terms and conditions of ordinary shares

Holders of ordinary shares are entitled to one vote per share at shareholders' meetings and to receive any dividends as may be declared. In the event of winding up of the Company, ordinary shareholders rank after all creditors and are fully entitled to any proceeds of liquidation. Ordinary shares have no par value.

11. Reserves

	31 Dec 2025	30 Jun 2025
	\$	\$
Share-based payments reserve	<u>406,357</u>	<u>564,692</u>

Share-based payments reserve

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

	31 Dec 2025	30 Jun 2025
	\$	\$
Opening balance	564,692	533,556
Share-based payment transactions	86,538	31,136
Reversal of share-based payment transactions to directors from prior periods	<u>(244,873)</u>	<u>-</u>
Closing balance	<u>406,357</u>	<u>564,692</u>

12. Dividends

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

13. Contingent assets and liabilities

There are no known significant contingent liabilities or contingent assets as at the date of this report.

14. Business combinations

Acquisition of YCDI Education business and assets

On 18 June 2025 TALi Digital through its wholly owned subsidiary acquired the assets and liabilities of YCDI Education for a total cash consideration of \$1,340,000. The transaction has been assessed to be a business combination under AASB3 wherein YCDI Education Australia Pty Ltd is the acquirer and YCDI! is the acquiree. The effective date of acquisition is 18 June 2025.

YCDI is Australia's leading online social-emotional learning, mental health program maximises the achievement and the wellbeing of children and adolescents and is a natural fit within TALi Digital business with potential overlapping customers in education and healthcare.

Given the timing of the acquisition the values identified in relation to the acquisition are provisional as at 31 December 2025. Thus, the net assets acquired may need to be subsequently adjusted with a corresponding adjustment to the provisional goodwill. The finalisation of the fair values of assets acquired and liabilities assumed will be completed within 12 months of the acquisition date, at the latest.

Provisional values of the assets acquired and liabilities assumed at the date of acquisition are as follows:

14. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value \$
Inventories	25,460
Net assets acquired	25,460
Goodwill	1,307,964
Acquisition-date fair value of the total consideration transferred	<u>1,333,424</u>
Representing:	
Cash paid or payable to vendor	1,140,000
Deferred consideration	<u>193,424</u>
	<u>1,333,424</u>

Provisional goodwill

The goodwill recognised is primarily attributed to the reputation of the YCDI brand which has built over years of operating in the field of youth mental health as well as expected synergies and other benefits from combining the assets and activities of YCDI and TALi. The goodwill is not deductible for income tax purposes.

15. Events after the reporting period

No matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Company's financial position as at 31 December 2025 and of its performance for the financial period ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Mark Simari
Chair

19 February 2026

RSM Australia Partners

Level 27, 120 Collins Street Melbourne VIC 3000
PO Box 248 Collins Street West VIC 8007

T +61 (0) 3 9286 8000
F +61 (0) 3 9286 8199

www.rsm.com.au

INDEPENDENT AUDITOR'S REVIEW REPORT
To the Members of TALi Digital Limited

Conclusion

We have reviewed the accompanying half-year financial report of TALi Digital Limited ("the Company") and its subsidiaries ("the Group") which comprises the consolidated statement of financial position as at 31 December 2025, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, notes comprising material accounting policy information and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Group is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Group's entity's financial position as at 31 December 2025 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the Auditor's Responsibilities for the Review 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 the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Company, would be in the same terms if given to the directors as at the time of this auditor's review report.

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Australia Partners ABN 36 965 185 036

Liability limited by a scheme approved under Professional Standards Legislation

Responsibility of the Directors' for the Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Group's entity's financial position as at 31 December 2025 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



RSM AUSTRALIA PARTNERS



A L WHITTINGHAM
Partner

Dated: 19 February 2026
Melbourne, Victoria