Appendix 4D
Half-year report

Name of the entity:	**Memphasys Limited**
ABN:	**33 120 047 556**

Half year ended ('current period')	Half year ended ('previous corresponding period')
31 December 2025	31 December 2024

Results for announcement to the market

$A'000

Sales from continuing operations	**Up**	**235%**	**to**	**12**
Profit (loss) from continuing activities after tax attributable to members	**Down**	**21%**	**to**	**(2,339)**
Net Profit (loss) for the period attributable to members	**Down**	**21%**	**at**	**(2,340)**

Dividends (distributions)	Amount per security	Franked amount per security
Final dividend	Nil	Nil
Previous corresponding period	Nil	Nil

Record date for determining entitlements to the dividend: N/A

Brief explanation of any of the figures reported above:

Refer to "Principal Activities and review of operations in the directors' report attached to the Appendix 4D"

NTA backing	**31 December 2025**	31 December 2024
Net tangible asset backing per ordinary security (cents)	**(0.20)**	(0.19)

Audit/Review Status

This report is based on accounts to which one of the following applies:(Tick one)

The accounts have been audited		The accounts have been subject to review	X
The accounts are in the process of being audited or subject to review		The accounts have not yet been audited or reviewed	

If the accounts have not yet been audited or subject to review and are likely to be subject to dispute or qualification, a description of the likely dispute or qualification:

The review report is an unqualified review opinion

Memphasys Limited and its controlled entities

ABN 33 120 047 556

Consolidated Financial Statements

For the half-year ended 31 December 2025

Memphasys Limited and its controlled entities

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For the half-year ended 31 December 2025

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Memphasys Limited and its controlled entities

Directors' Report

31 December 2025

The Directors present their report, together with the financial statements of Memphasys Limited (the Company) and its controlled entities (the Group), for the financial half-year ended 31 December 2025.

Directors

The names of the Directors of the Company in office at any time during or since the end of the interim period are:

Dr Lindley Edwards	Independent Non-Executive Chairman
Dr David Ali	Executive Director (resigned on 20 October 2025) and CEO (resigned on 31 December 2025)
Mr Paul Wright	Independent Non-Executive Director (resigned 10 September 2025)
Mr Michael Atkins	Independent Non-Executive Director (resigned 24 July 2025)
Mr Marjan Mikel	Independent Non-Executive Director (appointed 18 June 2025)
Mr Mathew Watkins	Independent Non-Executive Director (appointed 20 October 2025)

Review of Operations

Strategic Focus and Operational Overview

During the half-year ended 31 December 2025, Memphasys completed and executed a strategic transition to a pure play commercialisation model focused exclusively on the Felix™ System. This period marked the Company's shift from research led development to global commercial execution, driven by regulatory success, contracted sales, and the commencement of recurring revenue generation.

Across the September and December 2025 quarterly reporting periods, the Company realigned its operating structure, reduced annualised operating costs, and redeployed capital toward manufacturing readiness, direct sales execution, and regulatory acceleration to support near term revenue growth.

Felix™ System Commercialisation and Regulatory Progress

A major milestone was achieved during the December 2025 quarter as the Company strengthened its global regulatory position through multiple approvals and regulatory pathways.

UK regulatory approval was secured, enabling commercial activities within the United Kingdom, while the CE Mark transition pathway continued to progress, supporting ongoing compliance under the evolving EU Medical Device Regulation (MDR). In addition, TGA approval was secured in Australia.

Following these regulatory milestones, the Company transitioned into active global rollout, moving from market preparation into clinic-level execution under its go-direct sales model, with a focus on clinician training, account management, and the generation of recurring cartridge-based revenues.

Europe - First Long-Term Commercial Supply Agreement

During the December 2025 quarter, Memphasys executed a five-year European commercial supply agreement with **Centro Fertilità Assistita (CFA Italia)**, one of Italy's largest private fertility groups.

The agreement includes minimum purchase commitments of **7,500 Felix™ cartridge**s over the contract term, representing a minimum contractual value of approximately **A$925,000.**

Initial cartridge orders were received during the quarter ahead of the formal contractual trigger, contributing directly to invoiced revenue. The CE Mark approval received in December 2025 formally activates the entire agreement.

Review of Operations (continued)

Early engagement with CFA and its broader IVF clinic partner network has been encouraging, and the Company is confident that commercial execution will support volumes in excess of the minimum contractual commitments over time.

Middle East and North Africa (MENA)

The Company accelerated direct sales execution in the Middle East through in market engagement with International Technical Legacy (ITL) and IVF clinics across Qatar and the UAE.

During the December 2025 quarter:

- ITL placed an initial order for 500 Felix™ cartridges, and
- A repeat order for an additional 200 cartridges was received in January 2026 following CE Mark approval.

These orders were placed under the Company's exclusive five year MENA commercial agreement with ITL, which carries a minimum contractual value of approximately A$390,000.

Further initial orders from additional MENA countries are currently being finalised. The Company is encouraged by the rapid clinical acceptance of Felix™ in the region and anticipates that sales in MENA will exceed the minimum contracted volumes in Year 1.

India - Go-Direct Market Entry

Memphasys executed its first Indian supply agreement under its go-direct strategy with Andro Diagnostics, providing access to a network of more than 200 IVF clinics.

The agreement has an initial minimum value of approximately A$200,000 and positions the Company for rapid commercial activation following completion of the Indian CDSCO regulatory process, expected in mid 2026.

Japan - Recurring Utilisation and Repeat Orders

In Japan, Memphasys continued to progress recurring clinical utilisation of the Felix™ System. The Company secured repeat cartridge orders during the December 2025 quarter, contributing to invoiced revenues and demonstrating Felix™'s transition from initial adoption to ongoing routine clinical use within premium IVF networks.

Operational Efficiency and Organisational Alignment

During the half-year, the Company completed a detailed review of its operating and leadership structure to support its direct selling commercial model. Annual operating costs were reduced by approximately ~39%, materially lowering the Company's cost base and reducing cash burn.

One-off restructuring, termination and legal costs impacted the December 2025 quarter; however, the Company expects net operating cash outflows to reduce in subsequent quarters as these costs fall away and revenue generation increases. Average monthly cash burn following the December quarter is expected to be approximately $250,000.

Financial Performance

For the half-year ended 31 December 2025, the Group recorded a net loss after tax of $2,338,819 representing an improvement compared to a net loss of $2,966,917 in the prior corresponding period.

- Operating revenue of $12,406 was recognised during the period, reflecting the commencement of commercial invoicing following regulatory approvals and the activation of international commercial agreements.

Directors' Report
31 December 2025

Financial Performance (continued)

- Orders from Europe and the MENA region totalling $94,008, received in December, were recognised as contract liabilities at the reporting date, with revenue to be recognised upon shipment to the customer. An additional order from Japan amounting to $17,558, was received in January. All orders are scheduled for shipment in the March 2026 quarter. These represent the Company's initial international commercial sales.

- No impairment of intangible assets was recognised in the current reporting period, compared to an impairment of $896,400 recognised in the prior period, which related to the Equis Device - Sperm Separation Assets for which development has been paused.

- Employee benefits expenses increased by $248,921, from $389,782 to $638,703, primarily due to employee termination payments and restructuring costs incurred as the Company realigned its operating structure to support a direct-selling commercial model.

- Compliance, audit, tax and legal expenses increased by $281,868, from $158,318 to $440,186, reflecting higher legal and advisory costs associated with employee restructuring, recognition of prior-year audit costs and FY2025 tax advisory services.

- Depreciation and amortisation expenses decreased by $30,136 as certain property, plant and equipment were fully depreciated in the prior period, resulting in lower depreciation charges in the current period.

- Research and development expenses decreased by $457,465 due to reduced R&D activity as the Company transitioned its focus toward commercial execution.

During the period, the Company completed capital raising activities of $1.9 million in gross proceeds. Funds raised were applied to support ongoing operations and the commercialisation of the Felix™ System, including manufacturing readiness, regulatory activities and direct sales execution.

Rounding of amounts

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the Directors' report and in the financial report have been rounded to the nearest $1, unless otherwise specified.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 in relation to the review for the half-year is set out on page 4 of this report

Signed in accordance with a resolution of the Board of Directors:

Director: .....
Dr. Lindley Edwards
Non-Executive Chair

Dated this ..... 27 ..... day of ..... February 2026

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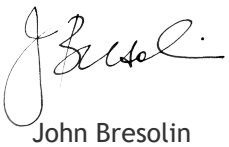
DECLARATION OF INDEPENDENCE BY JOHN BRESOLIN TO THE DIRECTORS OF MEMPHASYS LIMITED

As lead auditor for the review of Memphasys Limited for the half-year ended 31 December 2025, 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 review; and
2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Memphasys Limited and the entities it controlled during the period.



John Bresolin

Director

BDO Audit Pty Ltd

Sydney
27 February 2026

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of A.C.N. 050 110 275 Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit Pty Ltd and A.C.N. 050 110 275 Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the half-year ended 31 December 2025

	Note	Half-year 31 December 2025 $	Half-year 31 December 2024 $
Revenue and other income attributable to members of the parent			
Revenue	2	**12,406**	3,700
Grant income	2	**-**	321,644
Interest income	2	**1,505**	2,869
Expenses			
Direct cost		**(6,560)**	(2,482)
Other production cost		**(28,046)**	(48,111)
Employee benefits expense		**(638,703)**	(389,782)
Research and development expense		**(326,592)**	(784,057)
Depreciation and amortisation expense		**(299,952)**	(330,088)
Finance cost expense		**(210,795)**	(242,580)
Impairment expense	3	**-**	(896,400)
Marketing expense		**(18,261)**	(44,261)
Director's fees		**(132,480)**	(100,535)
Corporate consultant expense		**(123,900)**	(90,443)
Compliance, audit, tax and legal expense		**(440,186)**	(158,318)
Other expenses		**(127,255)**	(208,073)
Loss before income tax expense from continuing operations		**(2,338,819)**	(2,966,917)
Income tax expense		**-**	-
Loss after income tax expense from continuing operations		**(2,338,819)**	(2,966,917)
Net loss for the year attributable to members of the parent		**(2,338,819)**	(2,966,917)
Other comprehensive income / (expense)			
Items that will not be reclassified subsequently to profit or loss			
Net change in fair value of financial assets designated at fair value through other comprehensive income, net of tax		**(1,000)**	(3,000)
Total other comprehensive (expense)/income for the period		**(1,000)**	(3,000)
Total comprehensive loss for the period attributable to members of the parent		**(2,339,819)**	(2,969,917)
Earnings per share (EPS)		**Cents/share**	**Cents/share**
Basic loss per share		(0.11)	(0.19)
Diluted loss per share		(0.11)	(0.19)

The accompanying notes form part of these financial statements.

Memphasys Limited and its controlled entities

Consolidated Statement of Financial Position

As At 31 December 2025

	Note	As at 31 December 2025 $	As at 30 June 2025 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		**411,431**	298,302
Inventories		**252,395**	58,818
R&D tax rebate receivable		**-**	900,940
Other current assets		**87,793**	75,265
Trade and other receivables		**117,996**	-
TOTAL CURRENT ASSETS		**869,615**	1,333,325
NON-CURRENT ASSETS			
Financial assets at fair value through OCI		**12,001**	13,000
Plant and equipment		**250,501**	278,434
Intangible assets	3	**9,063,274**	9,298,001
Right-of-use assets		**253,765**	288,998
TOTAL NON-CURRENT ASSETS		**9,579,541**	9,878,433
TOTAL ASSETS		**10,449,156**	11,211,758
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		**726,633**	284,023
Contract liabilities		**94,008**	-
Interest-bearing liabilities	4	**4,068,256**	4,866,493
Lease liabilities		**44,851**	63,843
Other liabilities		**1,118,973**	1,162,500
Provisions for employee benefits		**114,312**	214,626
TOTAL CURRENT LIABILITIES		**6,167,033**	6,591,485
NON-CURRENT LIABILITIES			
Lease liabilities		**258,032**	272,069
Provisions for employee benefits		**2,585**	6,558
TOTAL NON-CURRENT LIABILITIES		**260,617**	278,627
TOTAL LIABILITIES		**6,427,650**	6,870,112
NET ASSETS		**4,021,506**	4,341,646
EQUITY			
Issued capital	5	**62,631,194**	60,613,256
Reserves		**3,203**	2,462
Accumulated losses		**(58,612,891)**	(56,274,072)
TOTAL EQUITY ATTRIBUTABLE TO THE MEMBERS OF THE PARENT		**4,021,506**	4,341,646

The accompanying notes form part of these financial statements.

Memphasys Limited and its controlled entities

Consolidated Statement of Changes in Equity

For the half-year ended 31 December 2025

2025

	Share Capital	Reserves	Accumulated losses	Total
	$	$	$	$
Balance at 1 July 2025	**60,613,256**	**2,462**	**(56,274,072)**	**4,341,646**
Loss for the period	**-**	**-**	**(2,338,819)**	**(2,338,819)**
Net change in fair value of financial assets designated at fair value through other comprehensive income, net of tax	**-**	**(1,000)**	**-**	**(1,000)**
Total comprehensive loss for the period	**-**	**(1,000)**	**(2,338,819)**	**(2,339,819)**
Transactions with owners in their capacity as owners:				
Issue of share capital	**2,111,457**	**-**	**-**	**2,111,457**
Transaction costs on share issue	**(93,519)**	**-**	**-**	**(93,519)**
Share-based payments	**-**	**1,741**	**-**	**1,741**
	2,017,938	**1,741**	**-**	**2,019,679**
Balance as at 31 December 2025	**62,631,194**	**3,203**	**(58,612,891)**	**4,021,506**

2024

	Share Capital	Reserves	Accumulated losses	Total
	$	$	$	$
Balance at 1 July 2024	57,280,290	(12,449)	(50,430,086)	6,837,755
Loss for the period	-	-	(2,966,917)	(2,966,917)
Net change in fair value of financial assets designated at fair value through other comprehensive income, net of tax	-	(3,000)	-	(3,000)
Total comprehensive loss for the period	-	(3,000)	(2,966,917)	(2,969,917)
Transactions with owners recorded directly in equity:				
Issue of share capital	2,454,600	-	-	2,454,600
Transaction costs on share issue	(307,168)	-	-	(307,168)
Share-based payments	-	59,680	-	59,680
Expired share options transferred to accumulated losses	-	(124,395)	124,395	-
	2,147,432	(64,715)	124,395	2,207,112
Balance as at 31 December 2024	59,427,722	(80,164)	(53,272,608)	6,074,950

The accompanying notes form part of these financial statements.

Memphasys Limited and its controlled entities

Consolidated Statement of Cash Flows

For the half-year ended 31 December 2025

	Half-year 31 December 2025	Half-year 31 December 2024
	$	$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from customers	**12,333**	3,700
Payments to suppliers and employees	**(1,780,431)**	(1,774,217)
Proceeds from government grants	**900,940**	1,118,973
Interest received	**1,723**	2,868
Interest paid	**(366,353)**	(28,112)
Net cash (used in)/provided by operating activities	**(1,231,788)**	(676,788)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Recoupment security deposit	**-**	31,200
Payments for plant and equipment	**(3,379)**	-
Payments for internal development	**-**	(454,461)
Net cash (used in)/provided by investing activities	**(3,379)**	(423,261)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issues of shares	**1,939,178**	2,350,864
Payment of share issue costs	**(93,519)**	(303,771)
Receipts of third-party loans	**159,000**	500,000
Repayments of third-party loans	**(638,338)**	(1,086,454)
Receipts of related party loans	**-**	450,000
Repayments of related party loans	**-**	(500,000)
Repayments of lease liabilities	**(18,025)**	(29,374)
Net cash provided by/(used in) financing activities	**1,348,296**	1,381,265
Net increase/(decrease) in cash and cash equivalents held	**113,129**	281,216
Cash and cash equivalents at beginning of year	**298,302**	235,052
Cash and cash equivalents at end of the half-year	**411,431**	516,268

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

For the half-year ended 31 December 2025

1 Statement of compliance

The half-year financial report is a general purpose financial report prepared in accordance with the Corporations Act 2001 and AASB 134: 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'. The half-year report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the most recent annual financial report.

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements.

(a) Basis of preparation

The half-year consolidated financial statements have been prepared on the basis of historical cost. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted. The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the Group's 2025 annual financial report for the financial year ended 30 June 2025. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

(b) Going Concern

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

The Directors note the following in relation to the financial affairs of the Group:

- The Group made a net loss for the half-year ended 31 December 2025 of $2,338,819 (31 December 2024: $2,966,917).
- For the half-year ended 31 December 2025 the Group had net cash outflows from operating activities of $1,231,788 (31 December 2024: $676,788) and net cash outflows from investing activities of $3,379 (31 December 2024: $423,261).
- At 31 December 2025, the Group had a deficit in working capital of $5,297,418 (30 June 2025: $5,258,160).
- At 31 December 2025, the Group had net assets of $4,021,506 (30 June 2025: $4,341,646), of which $9,063,274 comprises intangible assets (30 June 2025: $9,298,001).

The ability of the Group to continue as a going concern is dependent on its ability to:

a) Obtain additional funding in order to meet the Group's ongoing operational and commercialisation commitments;

b) Continue to defer repayment of its interest-bearing liability to Peters Investments Pty Ltd, amounting to approximately $4.1 million, beyond its current maturity date of 30 June 2026;

c) Generate sufficient cash inflows, including expected R&D tax incentive receipts and increasing commercial sales, to service working capital requirements; and

d) Success commercialise the Felix™ device and generate revenue through direct sales and licensing arrangements.

1 Statement of compliance (continued)

(b) Going Concern (continued)

The matters outlined above give rise to a material uncertainty which may cast significant doubt as to whether the Group will be able to continue as a going concern and, therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors have considered the Group's cash flow forecasts and funding position and believe that there are reasonable grounds to consider that the Group will be able to continue as a going concern, having regard to the following factors:

- Growth in commercial contracts, resulting confirmed shipped product orders and expected cash receipts in current quarter, which based on current projections is expected to result in the Company breaking even late in the next financial year. These contracts also demonstrate strong product-market fit;

- An increasing number of regulatory market approvals, including CE/MDR, TGA and UK CE/MDR expanding customer opportunities and opening new addressable markets;

- Continued support from existing shareholders and participation from new shareholders, as evidenced by the Company's recent successful capital raising;

- The Company has ongoing support from its broker, Lynx Advisors, including assistance with capital markets activities. This is further supported by MEM's proven ability to successfully raise funds from investors in the past, as demonstrated by prior completed capital raisings; and

- The Group executed an amendment deed with Peters Investments Pty Ltd to extend the maturity date of its existing convertible notes to 30 June 2026. The amendment does not change the principal amount outstanding or the existing conversion terms. A structured timetable for the cash repayment of accrued interest has been agreed.

- As further detailed in Note 7:

    a) On 2 February 2026, the Group announced the commencement of commercial ordering of Felix™ cartridges by Hamad Medical Corporation (Qatar) and the receipt of a follow-on order through ITL, indicating broader regional demand.

    b) On 6 February 2026, the Company announced a $0.8 million (before costs) share placement through the issue of 160,000,000 ordinary shares at $0.005 per share, with proceeds to support Felix™ commercialisation and working capital. The placement was successfully settled in February 2026.

    c) On 9 February 2026, the Company announced that its Felix™ System received approval from the Australian Therapeutic Goods Administration (TGA) and was included on the Australian Register of Therapeutic Goods (ARTG), enabling commercial sale and deployment of the Felix™ System in Australia.

The Directors are confident that it will be successful in relation to the matters discussed above, including the generation of some revenue from its Felix™ device, the deferral of current interest-bearing liabilities as well as the capital raise to enable the Group to meet its ongoing obligations. The Group has a good track record of raising capital from investors and shareholders.

Notes to the Financial Statements

For the half-year ended 31 December 2025

1 Statement of compliance (continued)

(b) Going Concern (continued)

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

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

2 Revenue and Other Income

Operating Revenue

	31 December 2025	31 December 2024
	$	$
Revenue	**12,406**	3,700
Total Revenue	**12,406**	3,700

Other Income

	31 December 2025	31 December 2024
	$	$
Interest income	**1,505**	2,869
Grant income	**-**	321,644
Total Other Income	**1,505**	324,513

3 Intangible assets – Research and development cost

	Humans ART - create	Humans ART - enhance	Membranes for Felix	Total
	$	$	$	$
As at 30 June 2025				
R&D capitalised costs:				
Cost	8,560,561	1,317,290	976,743	10,854,594
Amortisation	(1,407,510)	-	(149,083)	(1,556,593)
Net book value as at 30 June 2025	7,153,051	1,317,290	827,660	9,298,001
Capitalisation - Addition	-	-	-	-
Amortisation	(210,384)	-	(24,343)	(234,727)
Closing net book value as at 31 December 2025	6,942,667	1,317,290	803,317	9,063,274

Notes to the Financial Statements

For the half-year ended 31 December 2025

4 Interest-bearing Liabilities

	31 December 2025	30 June 2025
	$	$
Convertible note held by Peters Investments Pty Ltd	**4,068,256**	4,228,155
R&D loan – Secured	**-**	638,338
Total current interest-bearing liabilities	**4,068,256**	4,866,493

* On 30 December 2025, the Company entered into an amendment deed with Peters Investments Pty Ltd to extend the maturity date of the convertible notes to 30 June 2026. The Principal Amount and all outstanding interest and fees shall accrue interest at a rate of 8% per annum. All other terms and conditions of the convertible note agreements remain unchanged.

5 Share Capital

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

	31 December 2025		30 June 2025	
	No. of Shares	$	No. of Shares	$
Balance at the beginning of the period	**1,983,598,100**	**60,613,256**	1,382,748,156	57,280,290
Share issuances (a)	**703,603,303**	**2,111,457**	600,849,944	3,730,100
	2,687,201,403	**62,724,713**	1,983,598,100	61,010,390
Less: issue costs	**-**	**(93,519)**	**-**	(397,134)
Balance at the end of the period	**2,687,201,403**	**62,631,194**	1,983,598,100	60,613,256

a. Includes share capital received of $647 in December 2025, for shares that were issued in January 2026.

During the half-year, the Company issued the following securities:

			Issue price	Value
	Date	Number	$	$
Issue of new ordinary shares - 1 October 2025 placement	1-Oct-25	257,500,000	0.003	772,500
Unexercised entitlements formed part of the Shortfall Offer open for up to three months	10-Nov-25	180,460,810	0.003	541,382
Issuance of 6,666,667 Tranche 2 Placement Shares and 1,666,667 Placement options to a Director of the Company	11-Nov-25	33,333,333	0.003	100,000
Issuance of Tranche 1 and 2 Placement Options	19-Dec-25	6,666,667	0.003	20,000
Issuance of shares to Lindley Edwards and Michael Atkins in lieu of physical cash payment of Director fees	19-Dec-25	6,586,953	0.003	19,761
Issue of new ordinary shares - 30 December 2025 placement	30-Dec-25	193,055,540	0.003	579,167
Issuance of shares in lieu of cash payment for various services provided	31-Dec-25	26,000,000	0.003	78,000
Share capital received in December 2025, for shares that were issued in January 2026	31-Dec-25			647
				2,111,457

6 Segment Reporting

Although the Group has started commercialising Felix™, the operating results of this business have not been significant so far and therefore not being regularly reviewed by the entity management yet. As a result, the Group still only has one segment being Commercialisation of Intellectual Property.

7 Events Occurring After the Reporting Date

On 16 January 2026, the Group issued 32,340 fully paid ordinary shares upon the exercise of options at $0.02 per share.

On 2 February 2026, the Group announced the commencement of commercial ordering of Felix™ cartridges by Hamad Medical Corporation (Qatar) and the receipt of a follow on order through ITL, indicating broader regional demand.

On 6 February 2026, the Company announced a $0.8 million (before costs) share placement through the issue of 160,000,000 ordinary shares at $0.005 per share, with proceeds to support Felix™ commercialisation and working capital. The placement was successfully settled in February 2026.

On 9 February 2026, the Company announced that its Felix™ System received approval from the Australian Therapeutic Goods Administration (TGA) and was included on the Australian Register of Therapeutic Goods (ARTG), enabling commercial sale and deployment of the Felix™ System in Australia.

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

Memphasys Limited and its controlled entities

Directors' Declaration

In the Directors' opinion:

1. the financial statements and notes for the half-year ended 31 December 2025 are in accordance with the *Corporations Act 2001* and:

    a. comply with Australian Accounting Standard, AASB 134 Interim Financial Reporting, the Corporations Regulations 2001 and other mandatory reporting requirements for AASB 134 Interim Financial Reporting; and

    b. give a true and fair view of the financial position and performance of the consolidated group.

2. there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

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

Director ..... Dr. Lindley Edwards
Non-Executive Chair

Dated this 27 day of February 2026

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INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Memphasys Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Memphasys 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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, 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 accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001* including:

i. Giving a true and fair view of the Group's financial position as at 31 December 2025 and of its financial performance for the half-year ended on that date; and
ii. Complying with Accounting Standard AASB *134 Interim Financial Reporting and the 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 Company 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 the 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 the Company, would be the same terms if given to the directors as at the time of this auditor's review report.

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Material uncertainty relating to going concern

We draw attention to Note 1b in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

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 true and fair and 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. ASRE 2410 requires us to conclude whether 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 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.

BDO Audit Pty Ltd

John Bresolin
Director

27 February 2026

Corporate Directory

Directors

Lindley Edwards	Independent Non-Executive Chairman
Marjan Mikel	Independent Non-Executive Director
Mathew Watkins	Independent Non-Executive Director

Company Secretary
Stefan Ross
Vistra (Australia) Pty Limited

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