



VENUS METALS
CORPORATION LIMITED

ABN 99 123 250 582

ANNUAL REPORT
2025

CORPORATE DIRECTORY

DIRECTORS

Peter Charles Hawkins
Non-Executive Chairman

Matthew Vernon Hogan
Managing Director

Selvakumar Arunachalam
Executive Director

Simon Coxhell
Non-Executive Director

COMPANY SECRETARY
Patrick Tan

REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS

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ASX CODE: VMC

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REVIEW OF OPERATIONS

During the year 2024/25, Venus Metals Corporation Ltd (VMC, Venus or the Company) carried out exploration activities on its diverse portfolio of projects (**Figure 1**) focusing mainly on Gold, Base Metals and Vanadium-Titanium and Lithium (VMC-IGO Farm-In and JV)

The highlights of the exploration activities are summarised below:



Figure 1. VMC Project location plan.

1. SANDSTONE (BELLCHAMBERS) GOLD PROJECT

The Sandstone Gold Project is located within tenement E57/984 (125km²; 90% VMC). The Bellchambers mining area, is located about 23km southwest of the town of Sandstone (Figure 2) and is 70km by road northeast from the Youanmi Gold Project being advanced by Rox Resources Ltd.

Gold mineralisation is associated with all shear phases and anomalous gold being hosted in sheared meta-basalt and meta-sediments which include fine-grained psammatics, carbonaceous shales, pelites, banded cherts and cherty limonitic/magnetite BIF. Higher grades of gold mineralisation usually occur in zones of quartz/ironstone stockwork and quartz ironstone veins.

A total of 34 RC holes for 1,749 metres were drilled at the Bellchambers Gold deposit and Rangeview prospects (Figures 3-5) with the aim of confirming and infill drilling key areas of the known mineralisation within the Bellchambers Deposit. Intersections returned were in line with expectations and have further defined and outlined the known gold mineralised areas (ASX release 12 June 2025). **Bellchambers Mineral Resource Estimate (MRE) which currently stands at 754,000t @ 1.27 g/t Au for 30,800 ounces** (with 8,800 ounces as measured, 17,900 ounces indicated, and 4,500 ounces as inferred mineral resource category). The optimised pit resource is estimated as 19,130 ounces (with 8,730 ounces and 10,410 ounces as measured and indicated categories respectively for the MRE reported at 0.5 g/t Au and constrained by a A\$4,500/ounce) (refer ASX release 15 August 2025).

Metallurgical test work was completed on seven samples selected from recently drilled RC drillholes, specifically targeting fresh and oxidised zones within the main lode of the Bellchambers deposit. Testwork on the samples included head assays, gravity recovery, intense cyanide leach, and bottle-roll cyanide leach (48 h). Conditions were designed to provide both ultimate recovery potential and indicative plant performance. Overall **gold recoveries are high, ranging from ~90 % to ~99 %**, with oxide samples leaching very rapidly and sulphide samples achieving near-complete extraction over 16–24 hours. **Gravity recoverable gold is variable**, generally higher in oxides, indicating potential for a gravity circuit to capture a meaningful portion of gold prior to cyanide leaching.

Metallurgical testwork shows **Bellchambers ore is highly amenable to conventional processing via gravity recovery followed by cyanide leaching. Rapid and high recoveries confirm the mineralisation is non-refractory with minimal deleterious elements** (refer ASX release 25 August 2025).

The Company has also completed two diamond holes (for a total depth of 110.9m) (Figure 4) in the resource area and the core samples will be used for supplementary test work and geotechnical analysis.

Bellchambers Mining Lease M57/671 which covers the Bellchambers deposit has been granted (Figure 2) (ASX release 25 July 2025). A number of quotes are also being sought to address the various requirements for the successful development of a Mining Development and Closure Proposal (MDCP) leading to final approvals to mine. The grant of the mining lease is an important step leading to the potential development of the Bellchambers gold deposit.

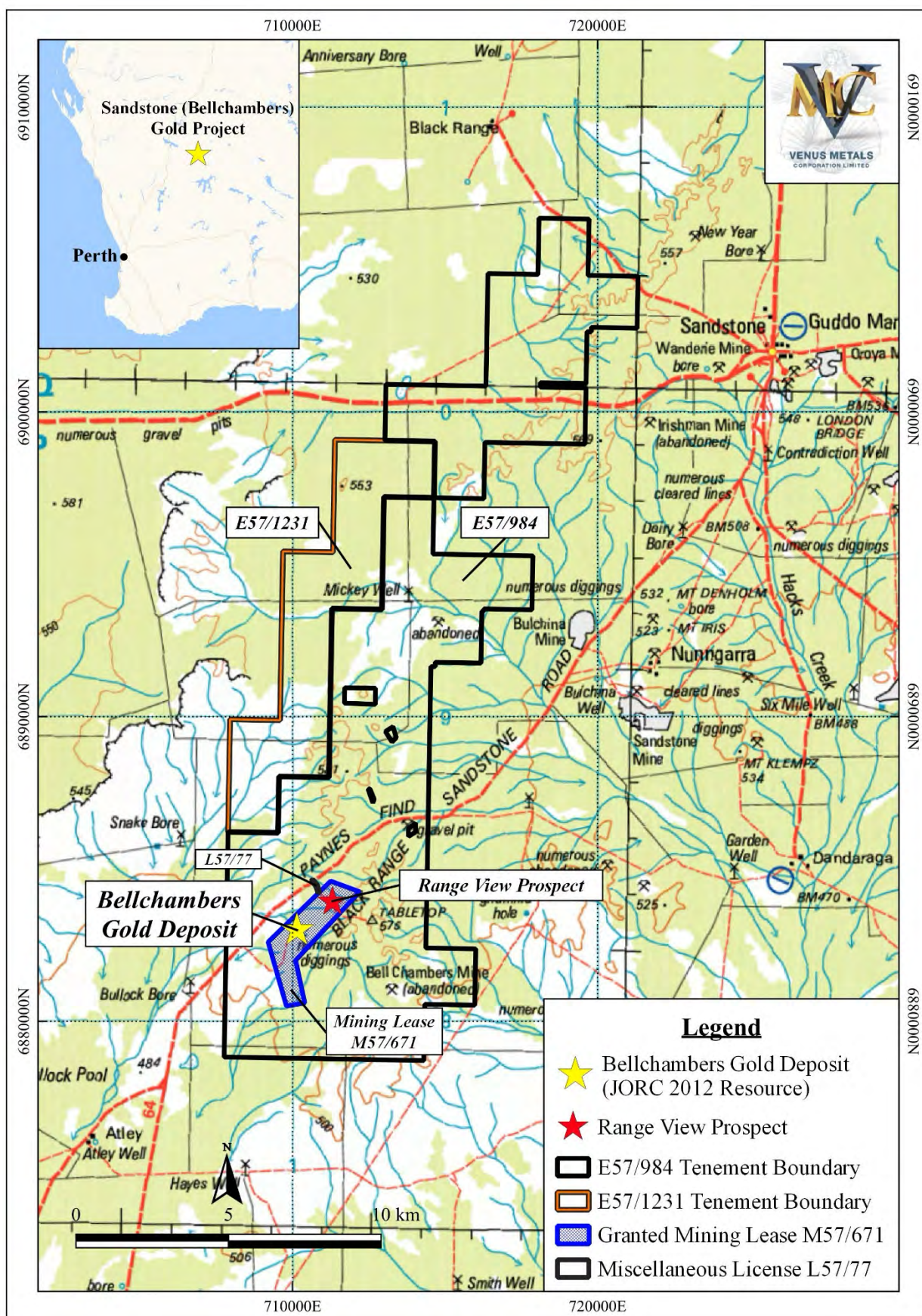
CSIRO Kick-Start Program Funded Hyperspectral Imaging Project:

A collaborative research project with CSIRO, Australia's national science agency, through its Kick-Start Program has commenced at the Sandstone (Bellchambers) Gold Project. This project aims to enhance exploration within the historic Bellchambers mining district by integrating advanced hyperspectral techniques. The research project will evaluate newly available hyperspectral satellite Earth Observation Imagery (EOI) and integrate it with HyLogger-3TM hyperspectral downhole imagery. This will be complemented by ground-truthing the existing geological surface data using handheld spectrometers (refer ASX release 1 May 2025).

The use of hyperspectral techniques at the satellite, drill-hole, and surface scale will provide a holistic 3-dimensional understanding of the mineralising system, enhancing the targeting of alteration mineralogy associated with gold and copper exploration.

Since 2019, a new generation of hyperspectral satellite sensors has enabled geologists to characterise the Earth's surface in unprecedented detail and create mineral maps that can be seamlessly integrated with other surface and subsurface geoscience data. This technology enables the mapping of bedrock and regolith, can help to identify potential mineralogical variations proximal to mineralisation, and can produce high-resolution hyperspectral mineral maps of alteration zones to guide exploration.

Recently drilled RC drill chips, and Diamond core samples will be used for the current CSIRO Kick-Start Program research study.



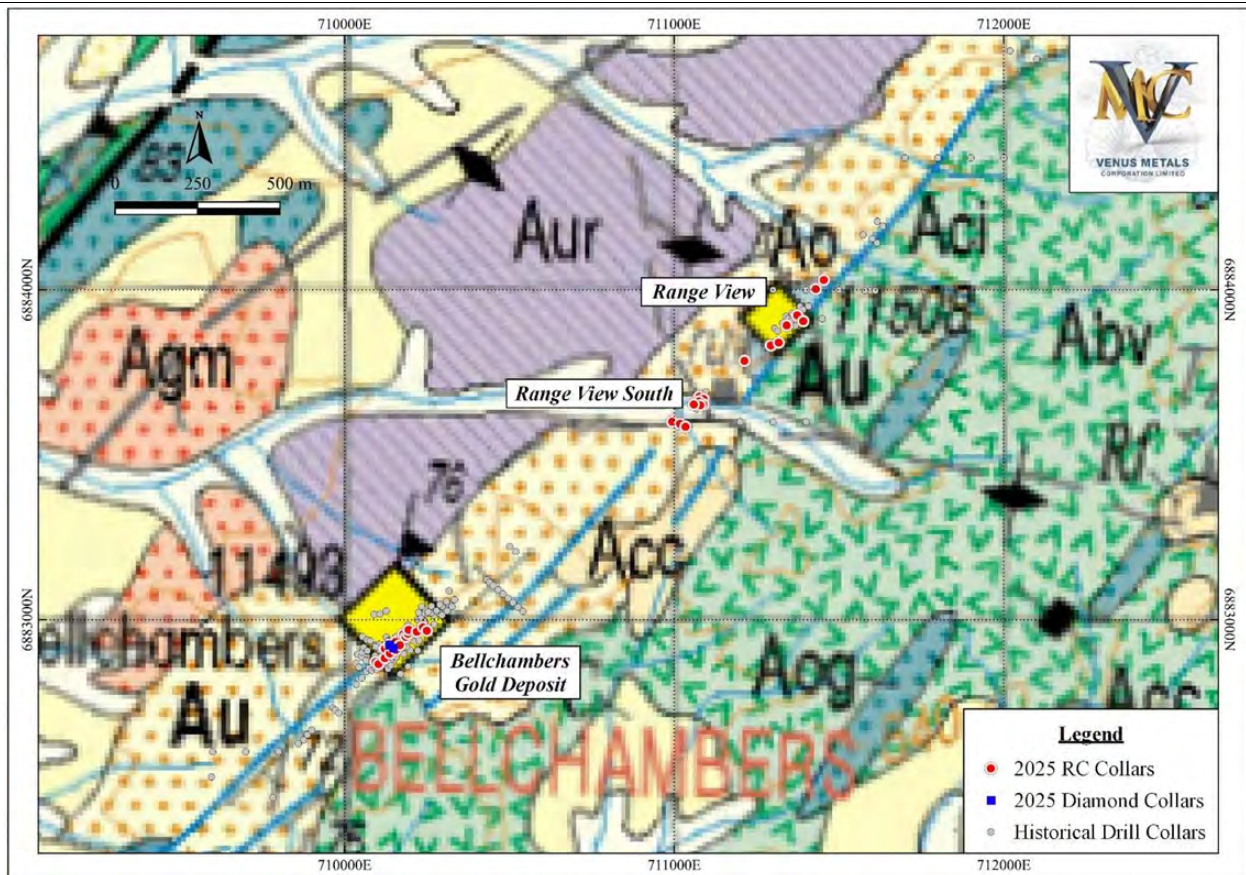


Figure 3. Sandstone (Bellchambers) Gold Project drillhole location plan on GSWA 1:250 000 geology map.

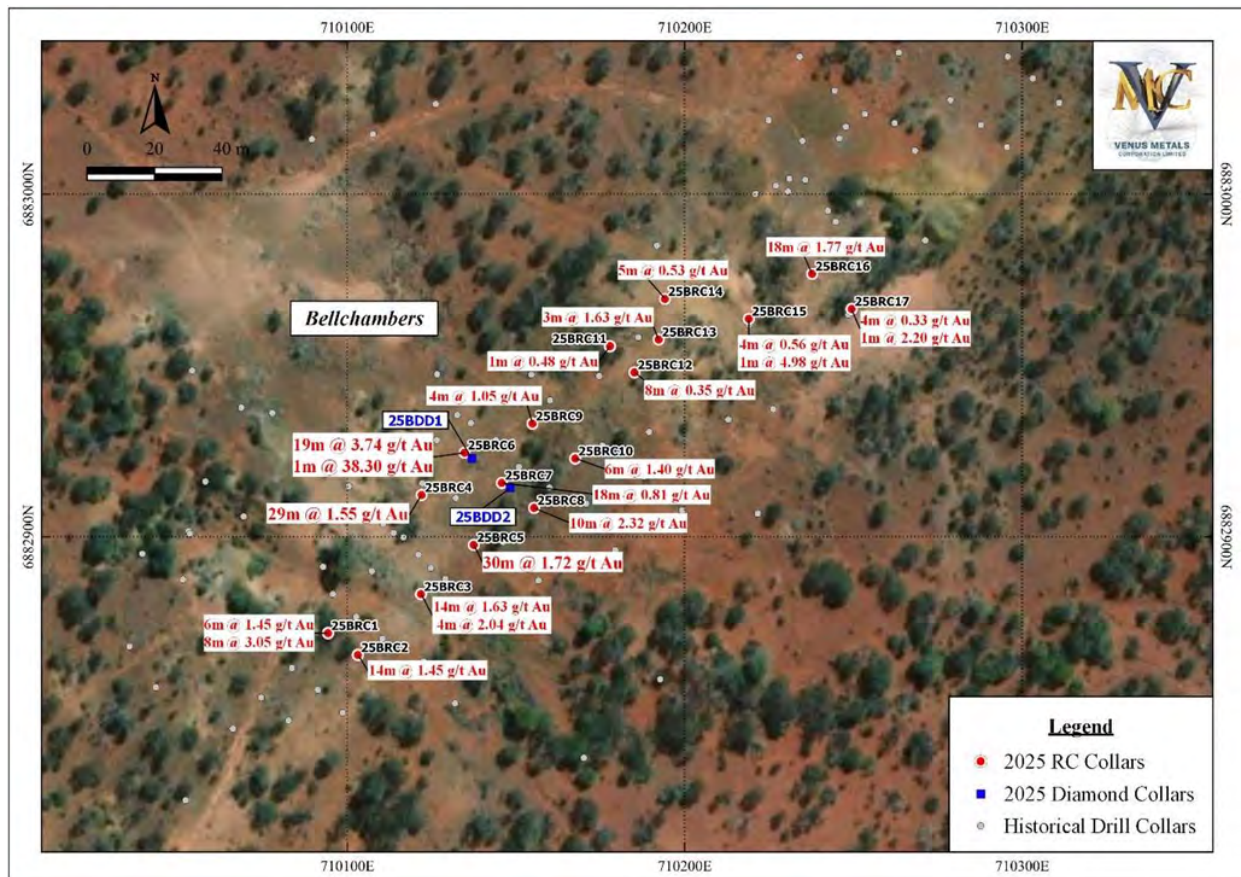


Figure 4. Drillhole collar location plan at Bellchambers on aerial imagery.

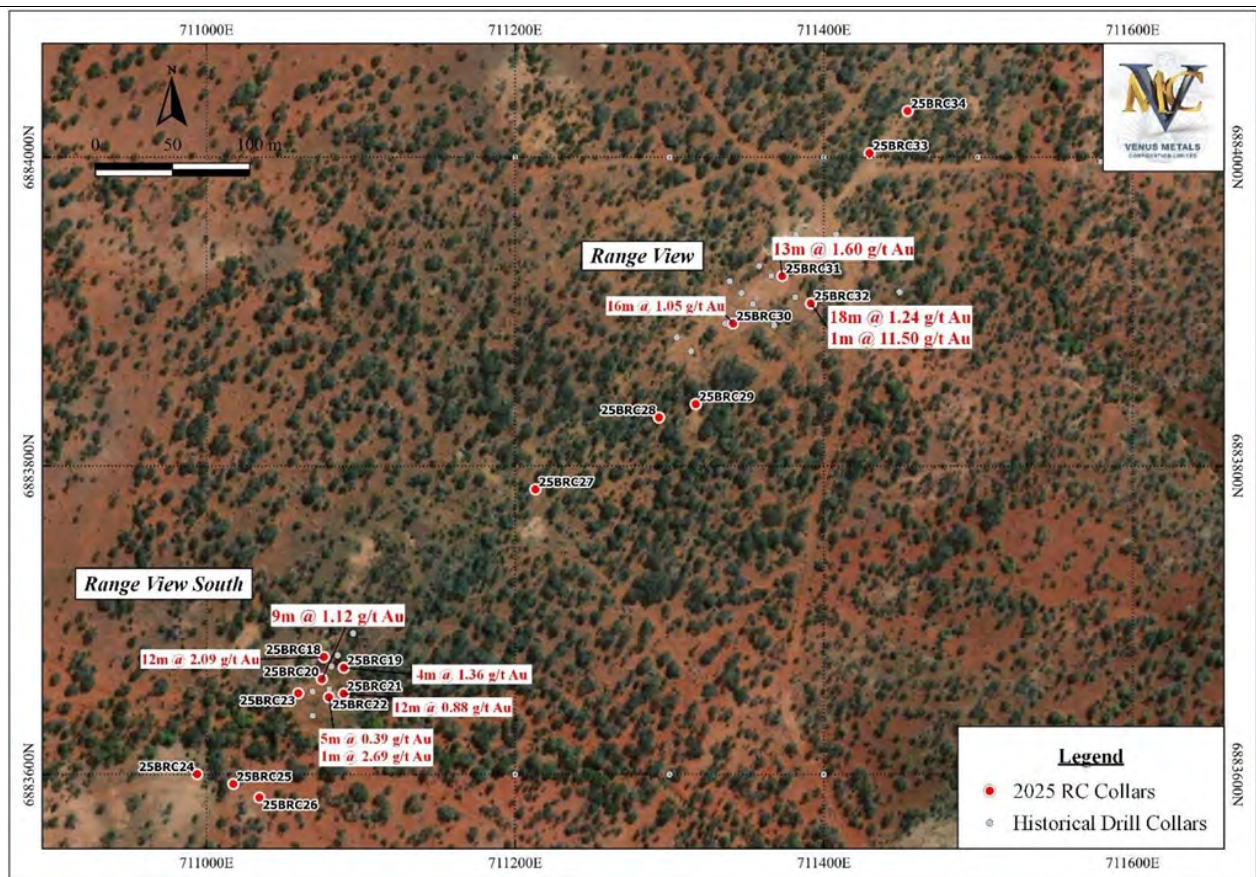


Figure 5. Drillhole collar location plan at Rangeview on aerial imagery.

2. HENDERSON GOLD PROJECT

The Henderson tenement E30/520 covers an approximately 202km² area in the central section of the Western Australian Yilgarn Craton and includes about 25km strike length of the Mt Ida/Ularring Greenstone Belt, historically known for its gold potential (Figure 6). The historical Hilltop Gold Mine is located in the southern section of the project area and is outlined by two parallel north-westerly trending lines of workings. The main production came from two shallow shafts at the centre of the Southern Line of workings (Figure 7).

Gold mineralisation at Hilltop occurs in a sequence of massive meta basalts. The mineralised zones are outlined by a steeply dipping and NW-SE trending fracture cleavage that appears most strongly developed in areas of mineralisation as outlined by the historical workings. The Northern Line of workings is defined by several north-westerly trending shallow open stopes and workings over a strike distance of approximately 125m (Figure 7). The open stopes are developed on sub-vertical to moderately NE dipping quartz veins within sheared mafic schist, with common biotite alteration halos developed adjacent to the quartz veins. Sampled quartz veins returned up to 6.4 g/t Au (Sample 24110014) (refer ASX 9 December 2024). Mullock heaps next to the workings are commonly quartz rich. At one location this quartz was observed to contain visible gold (sample 24110013).

The assay results highlight the gold-rich nature of the surface materials with most quartz-rich mullock samples assaying over 5 g/t Au and one sample from the Northern Line of workings returning **50.1 g/t Au** (sample 24110017). Two mullock samples collected near the main shaft at the Southern Line of workings returned up to **36.9 g/t Au** (sample 24110019A) (refer ASX release 9 December 2024), confirming the previously reported reconnaissance sampling that returned up to 77.2 g/t Au (refer ASX 9 September 2021). This style of gold mineralisation, characterised by shear-hosted auriferous quartz veins, shows geological similarities with other high-grade predominantly quartz hosted gold deposits in the Mt Ida/Ularring Greenstone Belt including the Mt Ida-Timoni gold mine and the First Hit gold mine (Figure 6).

RC drilling tested for gold mineralisation below old workings at the Hilltop Gold Mine (refer ASX 31 January 2025). In total seven holes for 402m were completed, targeting workings along both Southern and Northern Lines (Figure 7). Due to the steep terrain, the drilling was restricted to three areas that included the main shafts at Southern Line and an open stope at Northern Line where previous sampling returned up to 50.1 g/t Au from quartz-rich mullock (refer ASX 9 December 2024).

Two drillholes targeting the main shafts at Southern Line intersected a sub-vertical zone of gold mineralisation outlined in hole HBRC041 by **4m @ 10.3 g/t Au** from 24m, including 1m @ 25.1 g/t Au, and 2m @ 2.82 g/t Au from 50m in hole HBRC042. The gold mineralisation occurs within a broader zone, up to 10m wide, characterised by elevated arsenic and lead assays (refer ASX release 4 March 2025).

The drilling that targeted the Northern Line of workings did not delineate any significant gold mineralisation but identified a steeply northeasterly dipping zones, up to 3m wide, with anomalous arsenic and gold down-dip from quartz veins exposed in open stopes at surface. The drilling results further confirm a low-sulphur gold system with gold in high-grade quartz-rich samples likely to be present as free gold. The mineralisation is interpreted to relate to inclined, likely stacked, tension veins developed in relatively competent rock units, with higher gold grades encountered near cross-cutting north-westerly trending sub-vertical brittle-ductile fault zones that may have provided the main channel ways for mineralising fluids.

Sampling of quart-rich mullock from new sampling sites at the western end of the Southern Line of workings at Hilltop returned up to **17.8 g/t Au** which further confirms the high-grade nature of surface mullock reported previously (refer ASX 9 December 2024). Reconnaissance sampling and mapping of regional targets returned encouraging results for the Snake Hill area, located about 8km north from the Hilltop Gold Mine. Situated at the Ida Fault, this area is defined by clear gold geochemical anomalies in regional geochemical datasets (refer ASX releases 31 October 2024 and 8 May 2020). The area has been the target of historical exploration activities, as is evident from the presence of several historical workings but has attracted only limited drill testing. Sampling by Venus of mullock from some of the historical workings returned up to **14.03 g/t Au** (refer ASX release 4 March 2025).

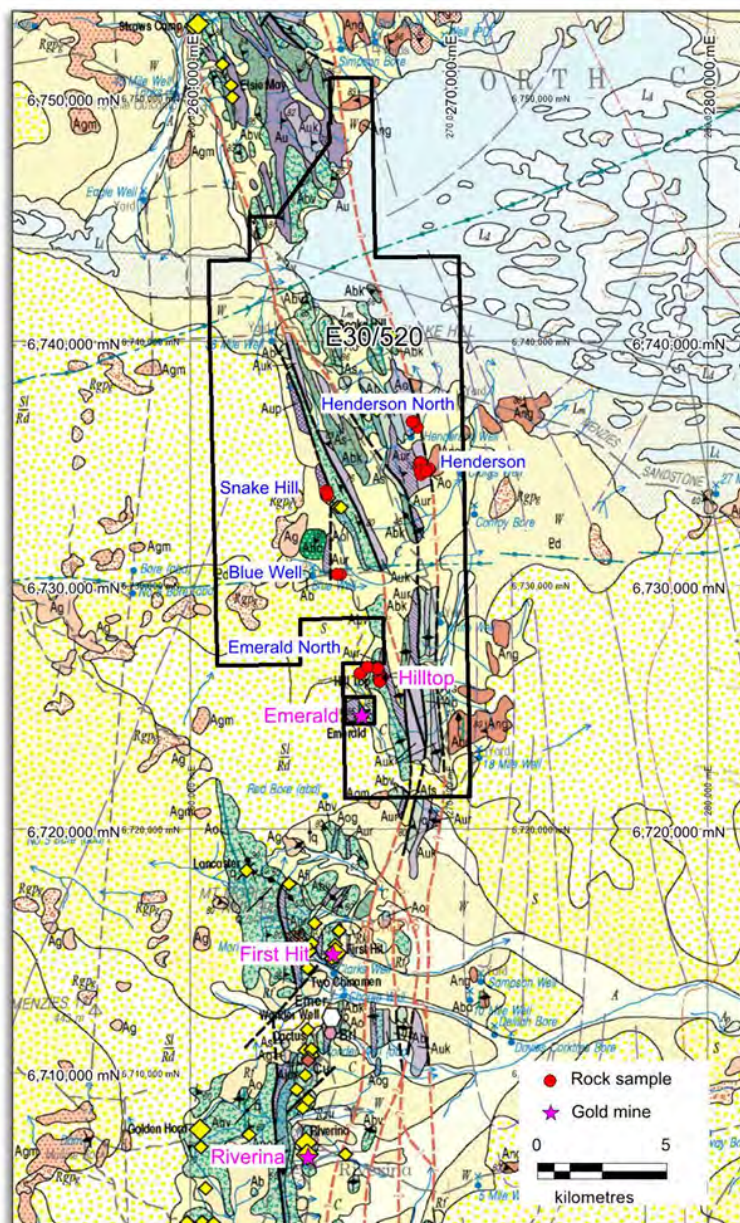


Figure 6. Henderson Gold Project tenement outline and location of rock chip sampling on GSWA 1:250 000 geology map.

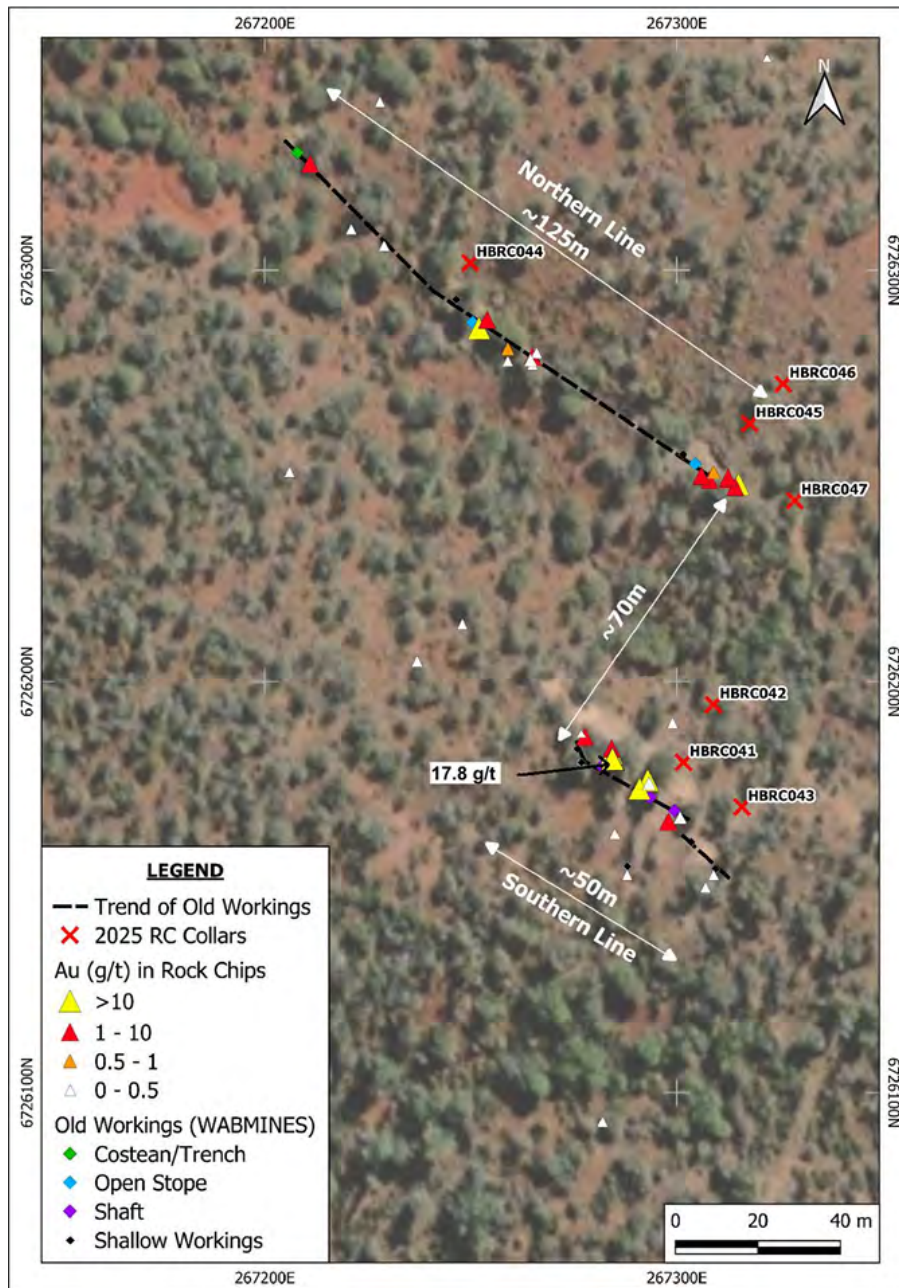


Figure 7. Hilltop Gold Workings showing the location of RC drillhole collars and rock chip samples.

3. YUINMERY CALCRETE DEPOSIT

Venus Metals, through its wholly owned subsidiary Redscope Enterprises Pty Ltd (“Redscope”), has identified a calcrete resource at Yuinmery located on a portion of exploration licence E57/1185 (Figure 8) over which it has the rights to explore for, and if warranted, mine calcrete under a split commodity arrangement with the tenement holder. At the request of Redscope, the tenement holder has applied for a mining lease M57/675 (replacement of M57/672, which covers all of cancelled Mining Lease M57/245, refer Figure 9) and over the additional area upon which the calcrete resource has been identified, and upon grant, Redscope or nominee has the exclusive right to carry out further feasibility work and to mine the calcrete resource (refer ASX 23 December 2024).

Widenbar & Associates Pty Ltd (“Widenbar”) was commissioned to produce a JORC 2012 compliant Mineral Resource Estimate (“MRE”) for the Yuinmery Calcrete Deposit (refer Appendix 1 of ASX release 23 December 2024). The Mineral Resource has been classified in the Measured and Indicated categories, in accordance with the 2012 Australasian Code for Reporting of Mineral Resources and Ore Reserves (JORC Code). The current resource estimate is summarised below in Table 1.

Table 1. Yuinmery Calcrete Total Resource Estimate

Cut-off	Class	Volume	Tonnes	Density	Acid Cons*	%
None	Measured	92,050	262,343	2.85	5.82	96%
None	Indicated	4,000	11,400	2.85	5.53	4%
None	Total	96,050	273,743	2.85	5.80	100%

*Acid neutralising capacity (Widenbar Associates, December 2024).

Historical Mining lease M57/245 within tenement E57/1185 covers part of a calcrete deposit within an ephemeral drainage delta on the western end of Lake Noondie (Figure 8). Calcrete was mined in 1996 and 1997 and transported to the Youanmi Gold Mine for acid neutralisation in the gold extraction process.

The Yuinmery Calcrete Deposit (with **Measured Resource of 262,343 tonnes**) is located approximately 30km via road from Youanmi Gold Project being developed by Rox Resources Ltd (RXL) may well be an option for RXL to consider as a source of supply of Calcium Carbonate for acid neutralisation in the production circuit proposed at the Youanmi Gold Project (refer RXL ASX release 13 November 2024). It may also be required for acid neutralisation purposes at VMC's Youanmi Critical Mineral Project in the future (refer VMC announcement 18th December 2024).

Drilling in the north-eastern corner of M57/245 approximately 500m from the existing pit was carried out in 1997 by Gold Mines of Australia ("GMA"); 448 RAB holes were drilled (to 2m depth), with 376 samples tested for acid neutralising capacity (Wamex report A51311, Figure 9). The drill samples collected by GMA for analysis of the lime content were of approximately one kilogram over a two-metre drill interval and were submitted to the Youanmi Gold Mine laboratory for testing of their acid neutralising capacity. The volume of acid solution titrated and the final pH were recorded. An acid volume of at least 4 ml is considered adequate for use in the Youanmi mill (standard quicklime response is between 10 and 11.2).

A royalty of 83 cents per tonne will be payable to the tenement holder in respect of any calcrete mined from the mining lease area (refer ASX release 23 December 2024).

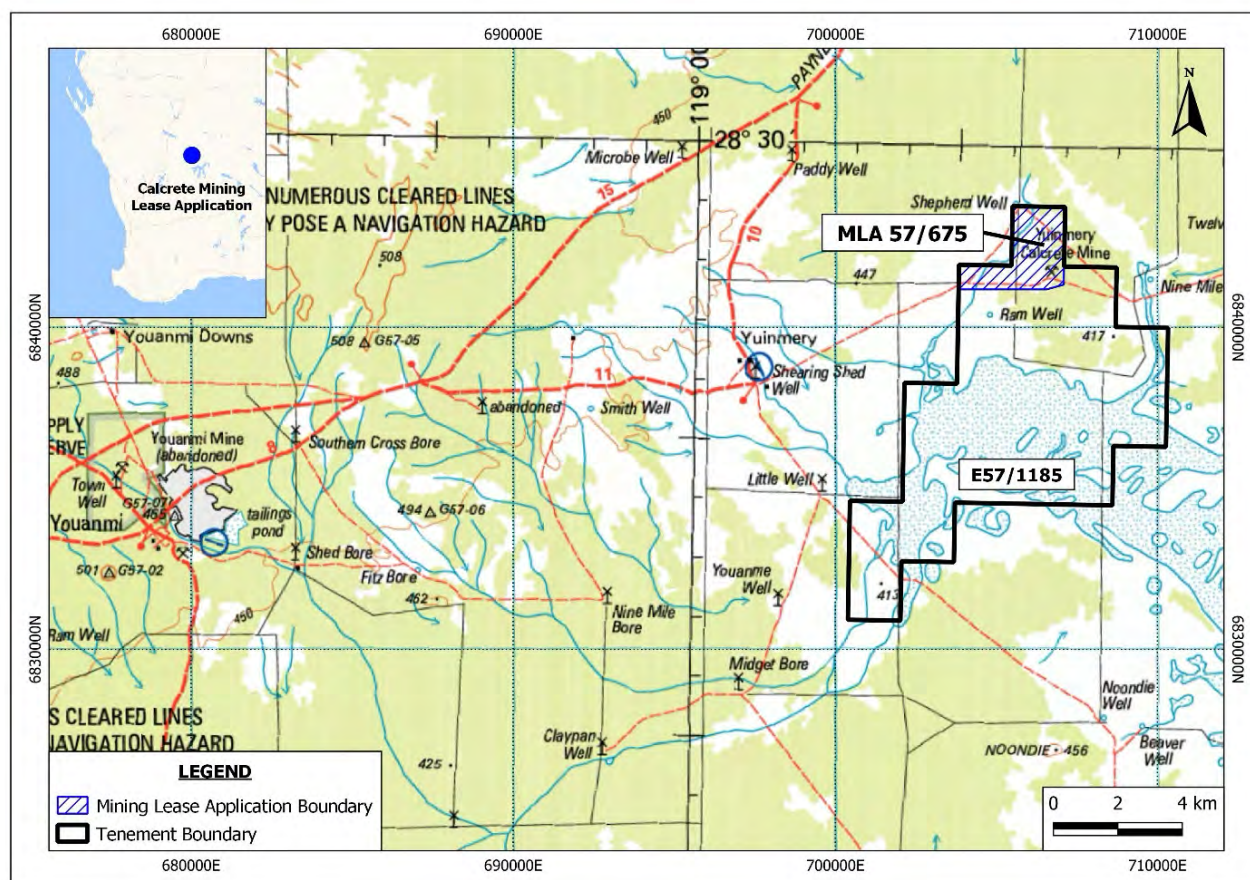


Figure 8. Yuinmery Calcrete Deposit location on topography map.

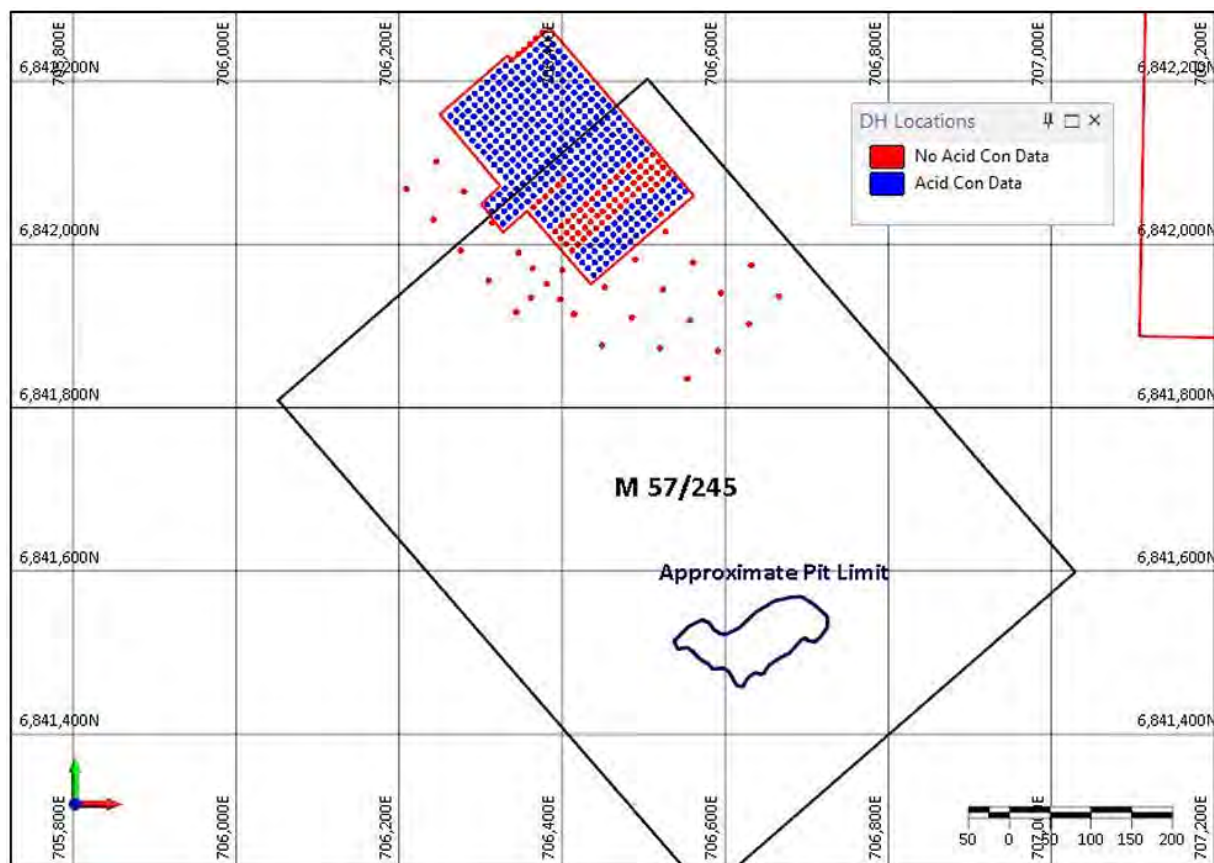


Figure 9. Drill hole locations and historical mining lease M57/245.

4. YOUANMI VANADIUM-TITANIUM-IRON DEPOSIT

The Vanadium-Titanium-Iron deposit is located at the Exploration licence 57/986 (117.7 km²) (90% Venus) in the Midwest region of Western Australia (Figure 10). The tenement area falls within Youanmi Intrusive Complex in the Southern Cross province of Archean Yilgarn Craton of WA. The tenement covers a substantial strike length of the Youanmi intrusive gabbroic complex that has intruded the poorly exposed Youanmi greenstone sequences. The Youanmi Intrusion occupies an oval-shaped area about 25km north-south by 10km east-west, bounded by marginal greenstone lithologies and granitic rocks.

Venus Metals has applied for a Mining Lease covering the Youanmi Titanium-Vanadium-Iron JORC 2012 Oxide Resource of 134.7 million tonnes grading 0.34% V₂O₅, 6.27% TiO₂ and 21.33% Fe (Table 2; refer to ASX release 20 March 2019).

Table 2. Youanmi Vanadium Oxide Resource Estimate

Resource	Cut-off	Tonnes	V ₂ O ₅	TiO ₂	Fe
Classification	V ₂ O ₅ %	(Millions)	%	%	%
Measured	0.1	31.55	0.33	5.87	21.21
Indicated	0.1	54.37	0.33	6.28	21.30
Inferred	0.1	48.82	0.36	6.53	21.45
Total	0.1	134.73	0.34	6.27	21.33

A comprehensive hydrometallurgical study was conducted by the Hydrometallurgy Research Group (HRG) at Murdoch University, Western Australia, to develop an integrated process flow sheet for the extraction of vanadium, iron and titanium. Tests indicate that a blended composite raw material grading 0.66% V₂O₅ and 44.38% Fe₂O₃ can be upgraded through a simple concentrating process to 1.07% V₂O₅ and 65.3% Fe₂O₃. Notably, low acid consumption is achieved after a 70% acid recovery by a novel process. A provisional patent application for the Youanmi oxide ore process has been lodged and accepted with IP Australia (refer to ASX release 11 May 2022).

The Youanmi V-Ti-Fe Mining Lease application M57/676 (replacement of M57/670) covers approximately 1,035 hectares within E57/986, including areas considered deemed prospective for the identification of additional resources (Figure 10).

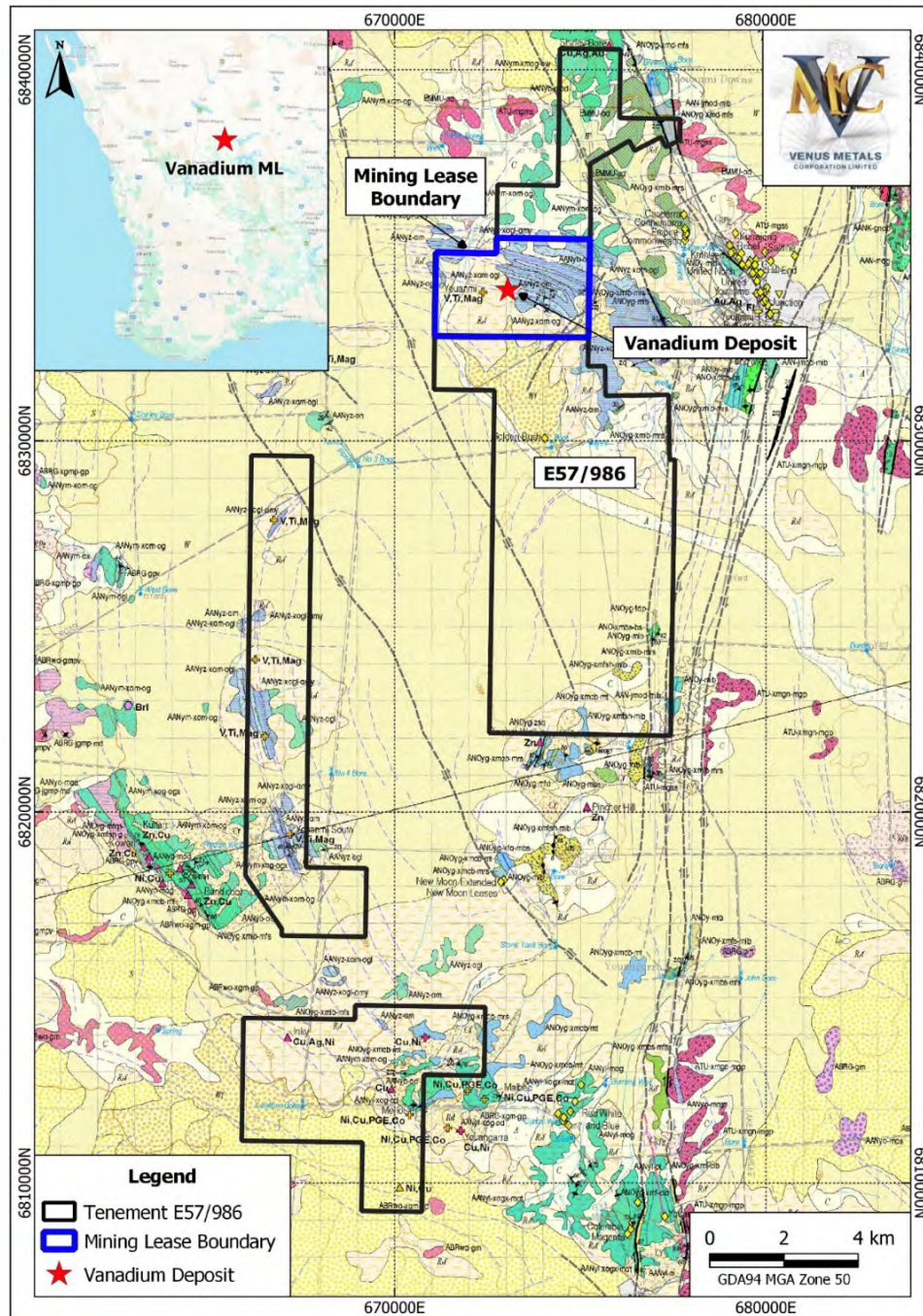


Figure 10. Location of Ti-V-Fe mining lease application M57/676 (1,035Ha) on GSWA 100k geology ma

5. YOUANMI PINCHER NORTH BASE METALS PROJECT

The Pincher Well volcanogenic massive sulphide (VMS) Trend is located 600km north-northeast of Perth and forms part of Venus Metal's Youanmi base metals project. The tenements E57/986 and E57/1019 hosting the Trend are situated 15km southwest of the Youanmi Gold Mine and processing plant. The Youanmi region is well serviced by significant infrastructure associated with historical and ongoing mining operations in the region. The Pincher Dome VMS Trend covers more than 5km of strike and hosts a number of known Zinc and Copper prospects including the Linda and Franca Gossans, PW17 Zinc discovery and a substantial body of Zinc mineralisation at Pincher North Dome (Figure 11).

A Diamond drilling program with EIS co-funded drilling grant (refer ASX releases 5 May 2025 and 23 June 2025) has been completed for 410.7m at VMC's Pincher Copper Project. Two diamond holes (total depth of 74.5m) were also completed for metallurgical test work at the Pincher North Dome shallow Zinc mineralization (Figure 11).

Detailed geological interpretations are in progress, with assays of selected samples to follow.

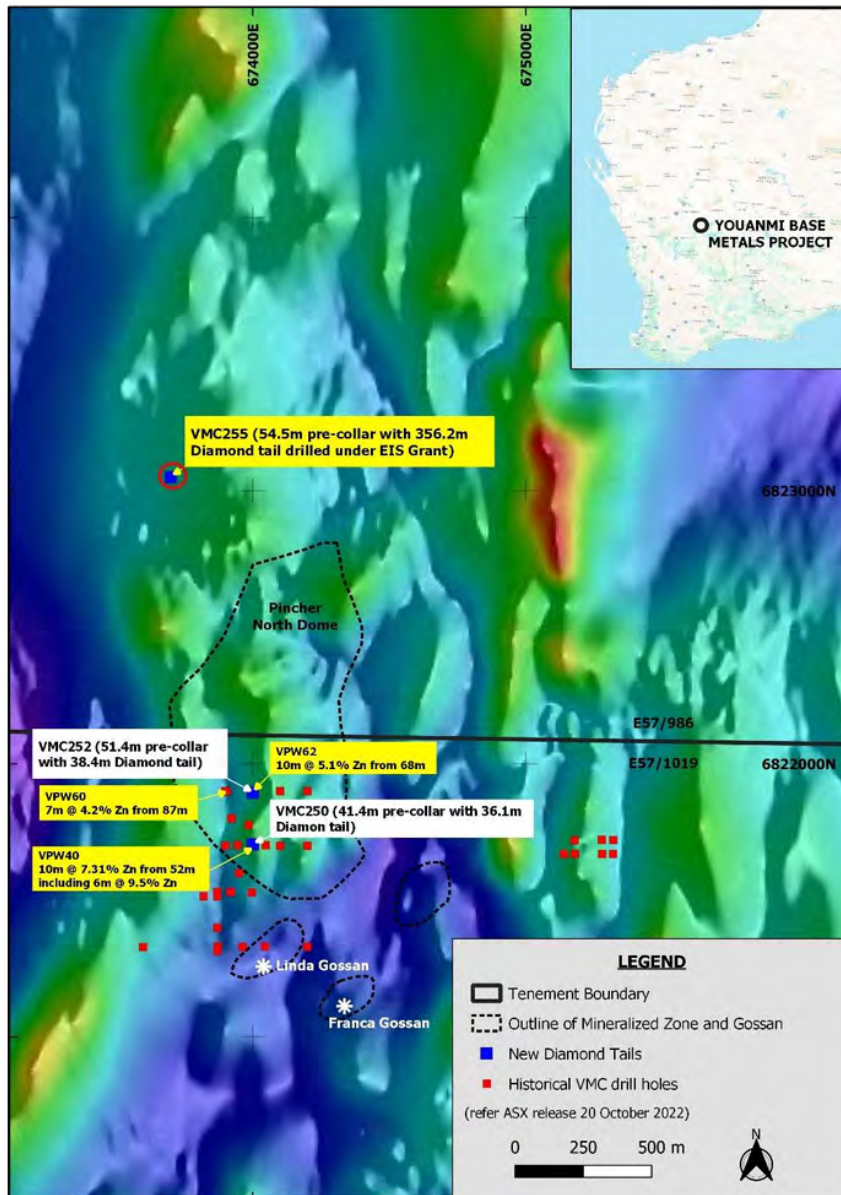


Figure 11. Pincher North Base Metals Project location of drillhole collars over aeromagnetic image (TMI-RTP).

6. BRIDGETOWN GREENBUSHES Li and Ni-Cu-PGE EXPLORATION PROJECT (VMC-IGO Farm-In and JV)

The Bridgetown-Greenbushes Project comprises five granted tenements: E70/5315, E70/5316, E 70/5620, E70/5712, and E70/6009 (Figure 12) and one ELA 70/5675. IGO and VMC entered into a Farm-In and Joint Venture agreement in June 2022, in which IGO manages the Project and can progressively acquire up to a 70% interest in the Project by incurring A\$6,000,000 of exploration expenditure on the tenements (refer ASX release 27 June 2022).

IGO have conducted a reconnaissance Phase 1 soil and stream sediment sampling program and continue to work through engaging with key stakeholders to gain access to freehold properties for a planned Phase 2 sampling program (Figure 13) (ASX release 17 September 2024).

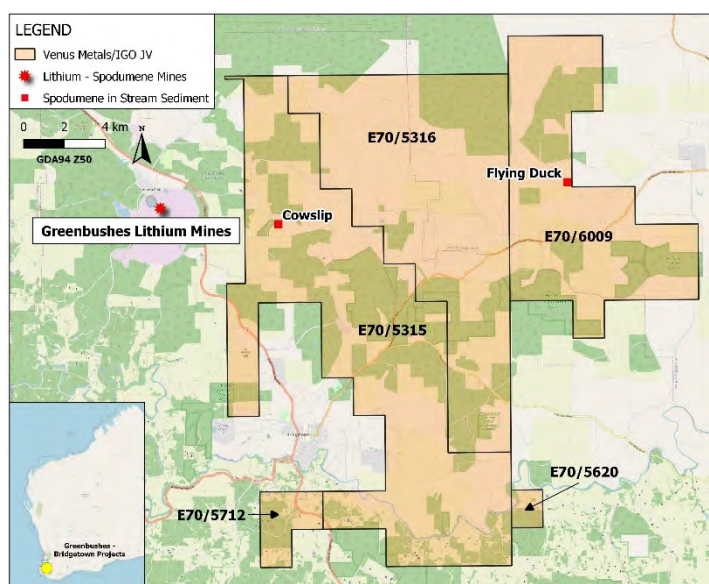


Figure 12. Location of Bridgetown-Greenbushes Project tenements.

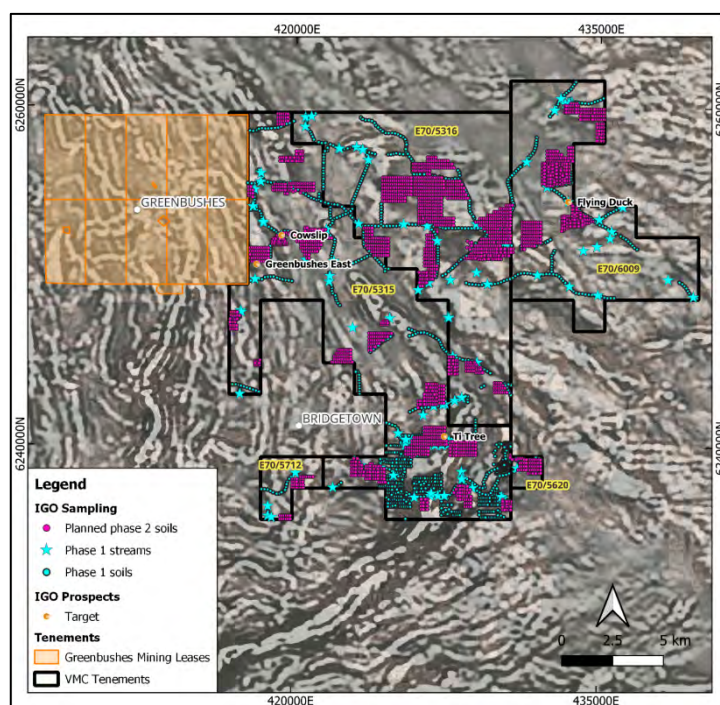


Figure 13. Phase 1 and planned Phase 2 surface sampling programs over regional RTP 1VD aeromagnetic data.

Mineralogical results from a roadside stream sediment sampling program across the entire project tenement package have generated two areas of interest, Cowslip (approximately five kilometres to the east of Greenbushes Mine) and Flying Duck. The mineralogy of each stream sediment sample was determined using automated TESCAN Integrated Mineral Analyser (TIMA) analysis. Spodumene grains were identified in two samples (SWT001519, SWT001547). Results from these two samples were also verified via Laser Induced Breakdown Spectroscopy (LIBS), confirming the chemical composition of spodumene in both samples as well as columbite-tantalite and cassiterite in one of the samples.

An extensive reconnaissance Phase 1 soil sampling programme (1588 samples) has been completed. Assay results show several anomalous areas defined by elevated Nb-Sn-Ta±W. Two areas, Ti Tree and Greenbushes East, have been selected for priority follow-up work (ASX release 17 September 2024) and exploration work is in progress by IGO.

Competent Person's Statement

The information in this report that relates to Exploration Results of Sandstone (Bellchambers) Gold Project is based on, and fairly represents, information and supporting documentation compiled by Mr. Simon Coxhell (CoxsRocks Pty Ltd), Non-Executive Director of Venus Metals Corporation Ltd, and a Member of the Australian Institute of Mining and Metallurgy. Mr. Coxhell has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Coxhell consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to the Bellchambers gold metallurgical testwork program was based on, and fairly represents, information and supporting documentation prepared by Mr. Scott Barry, who is a Member of the Australian Institute of Mining and Metallurgy. Mr. Barry is an external and independent consultant to the Company and has sufficient experience that is relevant to the activity that he is undertaking to qualify as Competent Person as defined in the JORC Code. Mr. Barry consented to the inclusion in this report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Bellchambers Gold, Youanmi Vanadium-Ti-Fe and Yuinmery Calcrete Projects Exploration Results, Mineral Resources or Ore Resources is based on information compiled by Mr Widenbar, who is a Member of the Australasian Institute of Mining and Metallurgy, is a full-time employee of Widenbar and Associates and produced the Mineral Resource Estimate based on data and geological information supplied by Venus. Mr Widenbar has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves. Mr Widenbar consents to the inclusion in this report of the matters based on his information in the form and context that the information appears.

The information in this report that relates to Henderson Gold Project Exploration Results, Mineral Resources or Ore Resources is based on information compiled by Dr F Vanderhor, Geological Consultant who is a member of The Australian Institute of Geoscientists (AIG). Dr Vanderhor has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Dr Vanderhor consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report has also been prepared by Mr Kumar Arunachalam, who is a Member of The Australasian Institute of Mining and Metallurgy and a full-time employee of the Company. Mr Arunachalam has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Arunachalam consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Forward-Looking Statements

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Venus Metals Corporation Limited planned exploration program and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may", "potential," "should," and similar expressions are forward-looking statements. Although Venus Metals Corporation Ltd believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

DIRECTORS' REPORT

Your Directors submit their report for the year ended 30 June 2025.

DIRECTORS

The names of Directors in office during the financial year and until the date of this report are as follows.

Directors were in the office for this entire period unless otherwise stated.

Peter Charles Hawkins
Matthew Vernon Hogan
Selvakumar Arunachalam
Simon Coxhell (appointed on 1 March 2025)
Barry Fehlberg (retired on 28 February 2025)

COMPANY SECRETARY

Patrick Tan

PRINCIPAL ACTIVITIES

The principal activity of the Group during course of the financial year was the exploration of mineral tenements and potential development of projects in Western Australia.

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

OPERATING RESULTS

The loss of the Group amounted to \$114,253 (2024: profit of \$29,466,094).

DIVIDENDS PAID OR RECOMMENDED

There has been no dividend has been declared or paid by the Company and the Directors do not, at present, recommend a dividend.

REVIEW OF OPERATIONS

For details on the Review of Operations refer to pages 2 to 14.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no other significant changes in the state of affairs of the Group that occurred during the financial year.

EVENTS SUBSEQUENT TO REPORTING DATE

There has not arisen any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Group, the results of those operations, or the state of affair of the Group, in the future financial years.

LIKELY DEVELOPMENTS

Other than likely developments contained in the "Review of Operations", further information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

ENVIRONMENTAL REGULATION

There were no known significant breaches of the Group's licence conditions or any environmental regulations to which it is subject to.

DIRECTORS' MEETINGS

Directors	Number eligible to attend	Number attended
Peter Hawkins	8	8
Matthew Hogan	8	8
Barry Fehlberg	8	4
Selvakumar Arunachalam	8	8
Simon Coxhell	2	2

INFORMATION ON DIRECTORS AND COMPANY SECRETARY

Peter Charles Hawkins

Non - Executive Director/Chairman (appointed 31 July 2019)

Qualifications

B Comm

Experience

Peter Hawkins was appointed to the Board on 31 July 2019 and has over 50 years diverse corporate experience. He has held numerous Managing Director or Partner level positions in several stockbroking firms and has been part of the successful establishment and growth of a number of public and private companies. He has served as the Chairman of the Stock Exchange Perth Limited as a member of the ASX national committee and has also served as Deputy Chairman of the West Australian TAB.

He was Chairman of the Diggers and Dealers conference and has also held Non-Executive Director positions of several publicly listed companies over the past decade.

Directorships Held in Other Listed Entities

In the past three years Mr Hawkins has not held directorships in any ASX listed companies.

Relevant Interest in Shares, Options and Performance Rights as at the date of this report

600,000 ordinary shares.

750,000 unlisted options ex-price \$0.1886 expiring 30/11/2025.

750,000 Tranche A performance rights expiring 24/11/2028.

DIRECTORS' REPORT

Matthew Vernon Hogan

Managing Director (appointed 22 December 2006)

Experience

Mr Matthew Hogan until February 2010 was the Executive Director and Chief Executive Officer of United Minerals Corporation NL (UMC), which successfully discovered the Railway direct shipping iron ore deposit in the Central Pilbara. In February 2010 UMC was acquired by BHP Billiton for \$204m through a scheme of arrangement.

Mr Hogan has over 25 years' experience in the stockbroking industry and was closely involved in bringing a number of company listings to the ASX, the underwriting of shareholder entitlement issues and corporate placements.

Mr Hogan has previously worked in the business services division of international accounting firm Ernst & Young.

Relevant Interest in Shares, Options and Performance Rights as at the date of this report

6,579,243 ordinary shares.
2,500,000 unlisted options ex-price \$0.1886 expiring 30/11/2025.
2,250,000 Tranche A performance rights expiring 24/11/2028.
2,000,000 Tranche B performance rights expiring 24/11/2028.

Directorships Held in Other Listed Entities

Mr Hogan was a Non-Executive Director in Rox Resources Limited (ASX: RXL) until 27 February 2025.

Selvakumar Arunachalam

Executive Director/General Manager (appointed 15 July 2011)

Qualifications

MAusIMM M.Sc (Geology), M.Tech (Hydrogeology), PG Dip in Geothermal Tech (NZ), Dip in Science (GIS) (NZ)

Experience

Mr Selvakumar Arunachalam has over 30 years' experience in geology in India, New Zealand and Australia.

Mr Arunachalam until February 2010 was also an employee of United Minerals Corporation NL.

Directorships Held in Other Listed Entities

Mr Arunachalam is currently a Non-Executive Director in Carbine Resources Limited (ASX: CRB).

Relevant Interest in Shares, Options and Performance Rights as at the date of this report

1,675,000 ordinary shares.
1,000,000 unlisted options ex-price \$0.1886 expiring 30/11/2025.
1,500,000 Tranche A performance rights expiring 24/11/2028.
1,000,000 Tranche B performance rights expiring 24/11/2028.

Simon Coxhell

Non- Executive Director (appointed 1 March 2025)

Qualifications

BSc, AusIMM

Experience

Mr Coxhell is a geologist with over 38 years of diverse experience encompassing all aspect of the resource sector including exploration, resource development, metallurgical considerations and mining. In addition, exposure to capital markets, fund raising and significant corporate experience over the last 23 years in senior executive appointments.

Relevant Interest in Shares, Options and Performance Rights as at the date of this report

150,000 ordinary shares.

Directorships Held in Other Listed Entities

Mr Coxhell is currently a Technical Director for Blaze Minerals Limited (ASX: BLZ).

Barry Fehlberg

Non- Executive Director (retired on 28 February 2025)

Qualifications

BSc (Hons), MAusIMM

Experience

Mr Fehlberg has 50 years of successful experience in exploration for gold, base metals, diamonds and iron ore.

Mr Fehlberg has been director of exploration for various ASX listed Companies since 1978, and during his career he has made numerous discoveries in all these commodities.

In 1980 he led the drilling team for Spargos Exploration N.L. that discovered the depth extensions of the Bellevue Gold mine which was successfully brought into production.

In more recent times, Mr Fehlberg led the exploration team as Technical Director that discovered the Railway Iron Ore deposit for United Minerals Corporation NL. This Company was taken over by BHP Billiton in 2010 in a \$204 million transaction.

Mr Barry Fehlberg is an Honours Geology graduate of the University of Adelaide (1968).

Relevant Interest in Shares, Options and Performance Rights as at date of retirement

6,785,000 ordinary shares (as at 28 March 2025)

Directorships Held in Other Listed Entities

In the past three years Mr Fehlberg has not held directorships in any ASX listed companies.

Patrick Tan

Company Secretary (appointed 1 July 2018)

Qualifications

B.Acc, FCPA

Experience

Patrick Tan has over 35 years of experience in accounting, taxation and company secretarial.

DIRECTORS' REPORT

REMUNERATION REPORT (Audited)

This report details the nature and amount of remuneration for each Director of the Group and for the Executives receiving the highest remuneration.

Remuneration Policy

The Group has a Remuneration Policy for determining the nature and amount of remuneration. The amount of emoluments for Board members of the Group is as follows.

The Group's remuneration policy for Executive Directors is designed to promote superior performance and long term commitment to the Group. Executives received a base remuneration which is market related.

The remuneration policy, setting the terms and conditions for the Executive Directors and other Senior Executives, was developed by the Board after seeking professional advice from independent external consultants.

The Board's policy reflects its obligation to align Executives' remuneration with Shareholders' interests and to retain appropriately qualified Executive talent for the benefit of the Group. The main principles of the policy are:

- reward reflects the competitive market in which the Group operates;
- individual reward should be linked to performance criteria; and
- Executives should be rewarded for both financial and non-financial performance.

Executives are also entitled to participate in the employee share and option arrangements.

The Non-Executive Director and employees receive a superannuation guarantee contribution required by the government, which is 12% from 1 July 2025 (2024:11.5%), and do not receive any other retirement benefits.

Group Performance, Shareholder Wealth and Director and Executive Remuneration

The remuneration policy has been tailored to increase goal congruence between Shareholders, Directors and Executives. There have been two methods applied in achieving this aim, the first being a performance-based bonus based on key performance indicators, and the second being the issue of options to the majority of Directors and Executives to encourage the alignment of personal and Shareholders' interests.

Employment Agreements

Remuneration and other terms of employment are formalised in employment agreements.

Peter Charles Hawkins – Non-Executive Director/Chairman

- Term of agreement – commenced 31 July 2019.
- Effective from 1 July 2025, Mr Hawkins' base salary was increased to \$40,000 per annum (2024-25: \$30,000 per annum).

Matthew Hogan – Managing Director

- Term of Consultancy Agreement dated 23 July 2024.
- Monthly fee of \$27,083 with effect from 1 July 2025 (23 July 2024 - 30 June 25: \$23,229) (exclusive GST).
- May be terminated by Mr Hogan by giving to the Company one months' notice in writing.
- May be terminated by the Company by giving 12 months' notice in writing to Mr Hogan.

Selvakumar Arunachalam – Executive Director

- On 21 November 2024, the Company entered into a new consultancy agreement with Sai Geological Consultants Pty Ltd (of which Mr Arunachalam is a director) which is on similar terms to the now-terminated employment agreement between Mr Arunachalam and the Company executed on 1 August 2019.
- Monthly fee of \$13,000 with effect from 1 July 2025 (21 Nov 2024 - 30 June 25: \$9,756) (exclusive GST).
- May be terminated by Mr Arunachalam or by the Company by giving one month's notice in writing.
- May be terminated by the Company by giving 12 months' notice in writing to Mr Arunachalam.

Simon Coxhell – Non-Executive Director

- Term of NED Consultancy Agreement dated 1 March 2025.
- Monthly fee from 1 March 2025 was \$2,500 and from 1 July 2025 monthly fee was revised to \$3,333 (exclusive GST).

Non-Executive Directors

Fees to Non-Executives Directors reflect the demands which are made on, and the responsibilities of, the Directors. Non-Executive Directors' remuneration consists of set fee amounts and statutory superannuation. Directors' base fees are presently up to \$40,000 per annum.

Non-Executives Directors' fees are determined within an aggregate directors' fee pool limit, which is periodically recommended for approval by shareholders. The total compensation for all Non-Executive Directors, last voted upon by shareholders at the 2010 AGM, is not to exceed \$250,000 per annum. There is no provision for retirement allowances for Non-Executive Directors apart from statutory superannuation. Non-Executive Directors are eligible to be granted options to provide a material additional incentive for their ongoing commitment and dedication to the continued growth of the Group.

DIRECTORS' REPORT

REMUNERATION REPORT (Audited) (continued)

Details of Remuneration for the year ended 30 June 2025 and 30 June 2024

	Year	Short Term		Post-employment	Share-based payments	Total	S300A(1)(e)(i) Proportion of remuneration performance related*
		Salary, fees and other cash benefits	Non-monetary benefits ⁽¹⁾	Superannuation Contribution	Shares & Options		
		\$	\$	\$	\$	\$	%
Key Management Person (Directors)							
Matthew Vernon Hogan	2025	278,748	-	-	-	278,748	Nil
	2024	390,772	28,077	29,682	665,000	1,113,531	Nil
Peter Charles Hawkins	2025	30,000	-	3,450	-	33,450	Nil
	2024	50,000	-	5,500	95,000	150,500	Nil
Barry Fehlberg (retired on 28 February 2025)	2025	20,000	-	2,300	-	22,300	Nil
	2024	50,000	-	5,500	380,000	435,500	Nil
Selvakumar Arunachalam	2025	160,936	11,986 ⁽²⁾	10,654	-	183,576	Nil
	2024	225,000	21,058	24,750	285,000	555,808	Nil
Simon Coxhell (appointed on 1 March 2025)	2025	56,446	-	-	-	56,446	Nil
	2024	-	-	-	-	-	Nil
Total	2025	546,130	11,986	16,404	-	574,520	
	2024	715,772	49,135	65,432	1,425,000	2,255,339	

⁽¹⁾ Movements in the KMP's annual and long service leave during the year.

* Nil % as the options do not have any performance related conditions.

⁽²⁾ Includes payments of \$5,608 for annual leave and \$6,378 for long service leave made to Mr Selvakumar following the cessation of his employment agreement on 21 November 2024.

DIRECTORS' REPORT

REMUNERATION REPORT (Audited) (continued)

Options awarded and vested during the year

Terms and Conditions for each Grant during the year

	Year	Awarded No.	Award date	Fair value per option at award date (\$)	Exercise price (\$)	Expiry date	No. unvested during the year	No. vested during the year
Key Management Person (Directors)								
Matthew Vernon Hogan	2025	-	-	-	-	-	-	-
	2024	-	-	-	-	-	-	-
Peter Charles Hawkins	2025	-	-	-	-	-	-	-
	2024	-	-	-	-	-	-	-
Barry Fehlberg (retired on 28 February 2025)	2025	-	-	-	-	-	-	-
	2024	-	-	-	-	-	-	-
Selvakumar Arunachalam	2025	-	-	-	-	-	-	-
	2024	-	-	-	-	-	-	-
Simon Coxhell (appointed on 1 March 2025)	2025	-	-	-	-	-	-	-
	2024	-	-	-	-	-	-	-
Total	2025	-	-	-	-	-	-	-
	2024	-	-	-	-	-	-	-

DIRECTORS' REPORT

REMUNERATION REPORT (Audited) (continued)

Performance rights awarded and vested during the year

Terms and Conditions for each Grant during the year

	Year	Awarded No.	Award date	Fair value per right at award date (\$)	Exercise price (\$)	Expiry date	No. unvested during the year	No. vested during the year
Key Management Person (Directors)								
Matthew Vernon Hogan	2025	-	-	-	-	-	-	-
	2024	4,250,000	24/11/2023	\$0.10	-	24/11/2028	4,250,000	-
Peter Charles Hawkins	2025	-	-	-	-	-	-	-
	2024	750,000	24/11/2023	\$0.10	-	24/11/2028	750,000	-
Barry Fehlberg (retired on 28 February 2025)	2025	-	-	-	-	-	-	-
	2024	750,000	24/11/2023	\$0.10	-	24/11/2028	750,000	-
Selvakumar Arunachalam	2025	-	-	-	-	-	-	-
	2024	2,500,000	24/11/2023	\$0.10	-	24/11/2028	2,500,000	-
Simon Coxhell (appointed on 1 March 2025)	2025	-	-	-	-	-	-	-
	2024	-	-	-	-	-	-	-
Total	2025	-	-	-	-	-	-	-
	2024	8,250,000	24/11/2023	\$0.10	-	24/11/2028	8,250,000	-

DIRECTORS' REPORT

REMUNERATION REPORT (Audited) (continued)

Options lapsed during the year

	Year	Awarded No.	Award date	Fair value per option at award date (\$)	Exercise price (\$)	Expiry date	No. lapsed during the year
Key Management Person (Directors)							
Matthew Vernon Hogan	2025	-	-	-	-	-	-
	2024	600,000	26/11/2020	\$0.1050	\$0.30	30/11/2023	600,000
Peter Charles Hawkins	2025	-	-	-	-	-	-
	2024	300,000	26/11/2020	\$0.1050	\$0.30	30/11/2023	300,000
Barry Fehlberg (retired on 28 February 2025)	2025	750,000⁽¹⁾	25/11/2022	\$0.0528	\$0.1886	30/11/2025	750,000
	2024	400,000	26/11/2020	\$0.1050	\$0.30	30/11/2023	400,000
Selvakumar Arunachalam	2025	-	-	-	-	-	-
	2024	500,000	26/11/2020	\$0.1050	\$0.30	30/11/2023	500,000
Simon Coxhell (appointed on 1 March 2025)	2025	-	-	-	-	-	-
	2024	-	-	-	-	-	-
Total	2025	750,000	25/11/2022	\$0.0528	\$0.1886	30/11/2025	750,000
	2024	1,800,000	26/11/2020	\$0.1050	\$0.30	30/11/2023	1,800,000

⁽¹⁾ Cancelled upon retirement on 28 February 2025.

For details of options lapsed in the current year refer to Note 18 below.

DIRECTORS' REPORT

REMUNERATION REPORT (Audited) (continued)

Performance Rights lapsed during the year

	Year	Awarded No.	Award date	Fair value per option at award date (\$)	Exercise price (\$)	Expiry date	No. lapsed during the year
Key Management Person (Directors)							
Matthew Vernon Hogan	2025	3,500,000	20/11/2019	\$0.19	-	20/12/2024	3,500,000
	2024	-	-	-	-	-	-
Peter Charles Hawkins	2025	500,000	20/11/2019	\$0.19	-	20/12/2024	500,000
	2024	-	-	-	-	-	-
Barry Fehlberg (retired on 28 February 2025)	2025	2,000,000	20/11/2019	\$0.19	-	20/12/2024	2,000,000
	2025	750,000 ⁽¹⁾	24/11/2023	\$0.10	-	24/11/2028	750,000 ⁽¹⁾
	2024	-	-	-	-	-	-
Selvakumar Arunachalam	2025	1,500,000	20/11/2019	\$0.19	-	20/12/2024	1,500,000
	2024	-	-	-	-	-	-
Simon Coxhell (appointed on 1 March 2025)	2025	-	-	-	-	-	-
	2024	-	-	-	-	-	-
Total	2025	7,500,000	20/11/2019	\$0.19	-	20/12/2024	7,500,000
	2025	750,000 ⁽¹⁾	24/11/2023	\$0.10	-	24/11/2028	750,000 ⁽¹⁾
	2024	-	-	-	-	-	-

⁽¹⁾ Cancelled upon retirement on 28 February 2025.

At the Company's 2019 annual general meeting, Shareholders approved the issue of Performance Rights to the Directors subject to the performance milestones related to Youanmi Gold Project. As the project was subsequently sold to Rox Resources Limited, consequently the performance rights have lapsed. Also refer to Note 6.

DIRECTORS' REPORT

REMUNERATION REPORT (Audited) (continued)

Options over equity instruments

The movement during the reporting period in the number of options over ordinary shares in the Company held, directly, indirectly or beneficially, by key management persons, including their related parties, is as follows:

	Balance 1 July 2024	Granted as compensation	Exer- cised	Net change Others ⁽¹⁾	Held at 30 June 2025	Vested during the year	Vested and exercisable at 30 June 2025
Directors							
M Hogan	2,500,000	-	-	-	2,500,000	-	2,500,000
P Hawkins	750,000	-	-	-	750,000	-	750,000
B Fehlberg ⁽²⁾	750,000	-	-	(750,000)	-	-	-
S Arunachalam	1,000,000	-	-	-	1,000,000	-	1,000,000
S Coxhell ⁽³⁾	-	-	-	-	-	-	-
	5,000,000	-	-	(750,000)	4,250,000	-	4,250,000
	Balance 1 July 2023	Granted as compensation	Exer- cised	Net change Others ⁽¹⁾	Held at 30 June 2024	Vested during the year	Vested and exercisable at 30 June 2024
Directors							
M Hogan	3,100,000	-	-	(600,000)	2,500,000	-	2,500,000
P Hawkins	1,050,000	-	-	(300,000)	750,000	-	750,000
B Fehlberg	1,150,000	-	-	(400,000)	750,000	-	750,000
S Arunachalam	1,500,000	-	-	(500,000)	1,000,000	-	1,000,000
	6,800,000	-	-	(1,800,000)	5,000,000	-	5,000,000

⁽¹⁾ Other changes represent options that were lapsed/expired.

Performance rights over equity instruments

The movement during the reporting period in the number of performance rights over ordinary shares in the Company held, directly, indirectly or beneficially, by key management persons, including their related parties, is as follows:

	Held at 1 July 2024	Acquired	On exercise of rights	Other change ⁽¹⁾	Held at 30 June 2025
Directors					
M Hogan	7,750,000	-	-	(3,500,000)	4,250,000
P Hawkins	1,250,000	-	-	(500,000)	750,000
B Fehlberg ⁽²⁾	2,750,000	-	-	(2,750,000)	-
S Arunachalam	4,000,000	-	-	(1,500,000)	2,500,000
S Coxhell ⁽³⁾	-	-	-	-	-
	15,750,000	-	-	(8,250,000)	7,500,000
	Held at 1 July 2023	Acquired	On exercise of options	Other change ⁽¹⁾	Held at 30 June 2024
Directors					
M Hogan	3,500,000	4,250,000	-	-	7,750,000
P Hawkins	500,000	750,000	-	-	1,250,000
B Fehlberg	2,000,000	750,000	-	-	2,750,000
S Arunachalam	1,500,000	2,500,000	-	-	4,000,000
	7,500,000	8,250,000	-	-	15,750,000

⁽¹⁾ Other changes represent performance rights that were acquired, expired, transferred or were forfeited during the year.

⁽²⁾ Retired on 28 February 2025

⁽³⁾ Appointed on 1 March 2025

DIRECTORS' REPORT

REMUNERATION REPORT (Audited) (continued)

Shareholdings of key management personnel

The movement during the reporting period in the number of shares in the Company held, directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

	Held at 1 July 2024	Acquired	On exercise of options	Other change ⁽¹⁾	Held at 30 June 2025
Directors					
M Hogan	4,920,056	1,657,851	-	-	6,577,907
P Hawkins	600,000	-	-	-	600,000
B Fehlberg (retired on 28 February 2025)	6,785,000	-	-	-	6,785,000 ⁽²⁾
S Arunachalam	1,675,000	-	-	-	1,675,000
S Coxhell (appointed on 1 March 2025)	-	-	-	150,000 ⁽³⁾	150,000
	13,980,056	1,657,851	-	150,000	15,787,907

	Held at 1 July 2023	Acquired	On exercise of options	Other change ⁽¹⁾	Held at 30 June 2024
Directors					
M Hogan	1,420,056	3,500,000	-	-	4,920,056
P Hawkins	100,000	500,000	-	-	600,000
B Fehlberg	4,675,000	2,000,000	-	110,000	6,785,000
S Arunachalam	175,000	1,500,000	-	-	1,675,000
	6,370,056	7,500,000	-	110,000	13,980,056

⁽¹⁾ Other change represents on and off-market trade.

⁽²⁾ Balance on retirement date

⁽³⁾ Balance on appointment date

End Remuneration Report

DIRECTORS' REPORT

Business Risks

The Group identified and actively manages the material risks and internal control systems. The risk framework is overseen by Executives and the Board of Directors. The framework assists the organization to identify, classify, document, manage and report on the risks facing the Group. The perceived likelihood and potential consequence of each risk are used to determine the risk level, which in turn determines the actions required to manage the risk and reporting obligations. The Board of Directors will ensure relevant risks have been recognised and perform oversight of the risk management systems.

The prospects of the Group in progressing their exploration and development projects and successfully operating mines may be affected by a number of factors. These factors are similar to most exploration and development companies moving the exploration phase and advancing projects into development and production. The risks described below are considered to have the greatest potential impact to the Group's ability to successfully execute its strategy, however additional or unknown risks not listed below may also have the ability to impair business operations.

A summary of the significant risks facing the entity include the following:

Government regulation

The Group's current and future exploration activities are subject to various laws and statutory regulations governing prospecting, development, production, taxes, royalty payments, labour standards and occupational health, mine safety, toxic substances, land use, water use, communications, land claims of local people and other matters, and to obtaining and maintaining the necessary titles, authorisations, permits and licences.

No assurance can be given that new laws, rules and regulations will not be enacted or that existing laws, rules and regulations will not be applied in a manner which could have an adverse effect on the Group's financial position and results of operations, or on the success of development projects. Any such amendments to current laws, regulations and permits governing operations and activities of mining, exploration and development projects, or more stringent implementation thereof, could have a material adverse impact on the Group's result of operations, financial condition and prospects. Failure to comply with any applicable laws, regulations or permitting requirements may result in enforcement actions against the Group, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Tenure, Native Title, Aboriginal Heritage and Land Claims risks

Interests in exploration and mining tenements in Australia are governed by state legislation and are evidenced by the granting of leases or licences. Each lease or licence is for a specific term and carries with it annual expenditure and reporting conditions as well as other conditions requiring compliance.

These conditions include the requirement, for exploration licences, for reduction in the area held under licence from time to time unless it is considered that special circumstances apply. Consequently, the Group could lose title to, or its interest in, its tenements if licence conditions are not met or if expenditure commitments are not met.

It is possible that, in relation to tenements in which the Group has an interest or may acquire such an interest, there may be areas over which legitimate native title rights exist or which are subject to native title claims made under the *Native Title Act 1993* (Cth). In such circumstances, the ability of the Group to progress from the exploration phase to the development and mining phases of the operation, may be adversely affected.

Further, it is possible that there will exist on the Group's mining tenements, areas containing sacred sites or sites of significance to Aboriginal people in accordance with their tradition that are protected under the *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth). As a result, land within the tenements may be subject to restrictions on exploration, mining or other uses and/or significant approval hurdles may apply.

Tenement Renewals

Renewal of tenements owned by the Group is made by way of application to the relevant department. There is no guarantee that a renewal will be automatically granted other than in accordance with the applicable state or territory mining legislation. In addition, the relevant department may impose conditions on any renewal, including relinquishment of ground.

Exploration and development risks

Exploration is a high-risk activity that requires large amounts of expenditure over extended periods of time. The Group's exploration activities will also be subject to all the hazards and risks normally encountered in the exploration of minerals, including climatic conditions, hazards of operating vehicles and plant, risks associated with operating in remote areas and other similar considerations. Conclusions drawn during exploration and development are subject to the uncertainties associated with all sampling techniques and to the risk of incorrect interpretation of geological, geochemical, geophysical, drilling and other data.

DIRECTORS' REPORT

Although the Group's activities are primarily directed towards exploration for mineral deposits and the possibility of third-party arrangements including joint ventures, partnerships, ore purchase arrangements or other third-party contracts, its activities also include the development of mineral deposits into mining operations. An ability to sustain or increase the current level of production in the longer term is in part dependent on the success of the Group's exploration activities and development projects.

The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. It is impossible to ensure that the exploration or development programs the Group plans will result in a profitable mining operation.

Commodity prices

The Group's future prospects and the company share price will be influenced by the prices obtained for the commodities produced and targeted in the Group's exploration and development programs. Commodity prices fluctuate and are impacted by factors including the relationship between global supply and demand for minerals, forward selling by producers, costs of production, geopolitical factors (including trade tensions), hostilities and general global economic conditions.

Commodity prices are also affected by the outlook for inflation, interest rates, currency exchange rates and supply and demand factors. These factors may have an adverse effect on the Group's production and exploration activities and any subsequent development and production activities, as well as its ability to fund its future activities. Further, rare earth products are not exchange traded commodities.

Occupational health and safety

Exploration activities may expose the Group's contractors to potentially dangerous working environments. Occupational health and safety legislation and regulations differ in each jurisdiction. If any of the Group's contractors suffers injury or death, compensation payments or fines may be payable and such circumstances could result in the loss of a licence or permit required to carry on the business. Such an incident may also have an adverse effect on the Group's business and reputation.

Environment

The Group's projects are subject to the environmental laws and regulations of Australia (including statutory rehabilitation obligations that the Group will need to comply with in the future and which may be material). While the Group proposes to comply with applicable laws and regulations and conduct its programs in a responsible manner with regard to the environment, there is the risk that the Group may incur liability for any breaches of these laws and regulations.

The Group is also unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Group's cost of doing business or affect its operations. There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Group to incur significant expenses and undertake significant investments which could have a material adverse effect on the Group's business, financial condition and performance.

Insurance

The Group maintains insurance to protect against certain risks. However, the Group's insurance will not cover all the potential risks associated with an exploration company's operations. The Group may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as loss of title to mineral property, environmental pollution, or other hazards as a result of exploration is not generally available to the Group, or to other companies in the mining industry on acceptable terms.

Reliance on key personnel

The Group is dependent on its directors and consultants to implement its business strategy. A number of factors including the departure of key management personnel or a failure to attract or retain suitable qualified key personnel, could adversely affect the Group's business strategy.

Access to and dependence on capital raisings

The Group's exploration activities require substantial expenditure going forward. The Group's objectives when managing capital is to safeguard its ability to continue as a going concern. Although the company believes that additional funding can be obtained via capital raising, no assurances can be made that appropriate funding will be available when required. If the Group is unable to obtain additional financing as required, it may be required to scale back its exploration and development program. As a result, the Group's ability to continue as a going concern may be diminished.

DIRECTORS' REPORT

SHARES ISSUED ON EXERCISE OF OPTIONS

During the year, there were no issue of shares on exercise of options.

OPTIONS AND PERFORMANCE RIGHTS

At the date of this report, the number of options and performance rights over ordinary shares in the Company are as follows:

Unlisted Options

Expiry date	Exercise price	Number of options
30-Nov-2025	\$0.1886	<u>17,100,000</u>

Unlisted Performance Rights

Expiry date	Exercise price	Number of rights
24-Nov-2028	Nil	<u>8,400,000</u>

These options and performance rights do not entitle the holder to participate in any share issue of the Company.

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

Indemnification

The Group has agreed to indemnify the following current directors of the Company, Mr P C Hawkins, Mr M V Hogan, Mr S Coxhell, and Mr S Arunachalam against all liabilities to another person (other than the Company or a related body corporate) that may arise from their position as directors of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

Insurance premium

Since the end of the previous financial year the Company has paid insurance premiums of \$20,290 in respect of directors' and officers' liability insurance for current directors, including senior executives of the Company. The insurance premiums relate to:

- costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever their outcome; and
- other liabilities that may arise from their position, with the exception of conduct involving a willful breach of duty or improper use of information or position to gain a personal advantage.

To the extent permitted by law, the Company has agreed to indemnify its auditors, Stantons, 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 Stantons during or since the financial year.

PROCEEDINGS ON BEHALF OF GROUP

No person has applied for leave of court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings.

The Group was not a party to any such proceedings during the year.

ENVIRONMENTAL LIABILITIES

There were no environmental liabilities at the date of this report.

NON-AUDIT SERVICES

During the year there were no non-audit services provided by the Group's auditor, Stantons.

LEAD AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration is set out on page 28 and forms part of the Directors' Report for the financial year ended 30 June 2025.

This report is made with a resolution of the Directors.



Matthew Vernon Hogan
Managing Director
Perth, Western Australia

29 September 2025

29 September 2025

Board of Directors
Venus Metals Corporation Limited
Unit 2, 8 Alvan St
Subiaco WA 6008
Australia

Dear Directors

RE: Venus Metals Corporation Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Venus Metals Corporation Limited.

As Audit Director for the audit of the financial statements of Venus Metals Corporation Limited for the year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours sincerely

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(An Authorised Audit Company)



Waseem Akhtar
Director

CORPORATE GOVERNANCE STATEMENT

Approach to Corporate Governance

The Group has adopted systems of control and accountability as the basis for the administration of corporate governance. Some of these policies and procedures are summarised in this statement. Commensurate with the spirit of the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles & Recommendations**), the Group has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Group's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Group's corporate governance practices depart from a recommendation, the Board has offered full disclosure and an explanation for the adoption of its own practice.

Further information about the Group's corporate governance practices may be found on the Group's website at www.venusmetals.com.au, under the section marked "Group - Corporate Governance".

The Group reports below on how it has followed (or otherwise departed from) each of the Principles & Recommendations during the financial year ended 30 June 2025 (**Reporting Period**).

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure
Principle 1 - Lay solid foundations for management and oversight			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Y	The Group has established the functions reserved to the Board, and those delegated to senior executives and has set out these functions in its Board Charter. The Charter is available on the Group's website at https://www.venusmetals.com.au/company/corporate-governance . The number of times the Board met during the Reporting Period is disclosed in the Directors' Report section above. In addition to formal Board and Board Committee meetings throughout the Reporting Period, members of the Board spent time with senior executives and other management personnel of the Company and engaged with other key stakeholders.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Y	The Board undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. The checks which are undertaken, and the information provided to shareholders are set out in the <i>Group's Policy and Procedure for the Selection and (Re) Appointment of Directors</i> which is disclosed on the Group's website.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Y	The Group has a written agreement with each director and senior executive setting out the terms of their appointment. The material terms of any employment, service or consultancy agreement the Group has entered into with any director or senior executive has been disclosed in accordance with ASX Listing Rule 3.16.4.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Y	The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board as outlined in the <i>Board Charter</i> , including preparation of meeting papers and meeting minutes.

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	N	The Board is responsible for establishing and monitoring on an annual basis the achievement against gender diversity objectives and strategies, including the representation of women at all levels of the organisation. The proportion of women employees in the whole organisation as at Reporting Period was approximately 1 out of 6 (16%). The Board acknowledges the absence of female participation on the Board of Directors. However, the Board has determined that the composition of the current Board represents the best mix of Directors that have an appropriate range of qualifications and expertise, can understand and competently deal with current and emerging business issues and can effectively review and challenge the performance of management. The Group has not set or disclosed measurable objectives for achieving gender diversity. Due to the size of the Group, the Board does not deem it practical to limit the Group to specific targets for gender diversity as it operates in a very competitive labour market where positions are sometimes difficult to fill. However, every candidate suitably qualified for a position has an equal opportunity of appointment regardless of gender, age, ethnicity or cultural background.
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Y	The Group recognizes the pivotal role that the Board has in the governance framework of the Group. Under the Board Charter, the Chairman is responsible for scheduling regular and effective evaluation of the Board's performance. An annual Board evaluation was completed in the Reporting Period.
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Y	The Group has developed its formal processes for the performance evaluation of senior executives in conjunction with the Nominations and Remuneration Committee. The Committee developed and agreed key performance measures for the Managing Director having regard to the Group's strategic, financial and operational objectives for the year. The evaluation is conducted at the time of the executive's annual remuneration review and involves an interview with the Managing Director to discuss performance against the senior executive's contract with the Group. The Managing Director also evaluates the performance of the senior executives on an ongoing basis via informal discussions about performance. A formal review of the Managing Director's and each senior executive's performance occurs at least annually and was undertaken in the Reporting Period.

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure
Principle 2 - Structure the board to be effective and add value			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	N	The Board has not established a separate Nomination Committee. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Nomination Committee. Accordingly, the Board performs the role of the Nomination Committee. Items that are usually required to be discussed by a nomination committee are marked as separate agenda items at Board meetings when required. When the Board convenes as the Nomination Committee it carries out those functions which are delegated to it in the Group's Nomination Committee Charter. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Nomination Committee by ensuring that the director with conflicting interests is not party to the relevant discussions. The full Board, in its capacity as the Nomination Committee, has held one meeting during the Reporting Period. The Board has adopted a Nomination Committee Charter which describes the role, composition, functions and responsibilities of the Nomination Committee. A copy of the Nomination Committee Charter is available on the Group's website at https://www.venusmetals.com.au/company/corporate-governance.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Y	The mix of skills and diversity for which the Board is looking to achieve in its membership is represented by the Board's current composition. The skill of each director is set out in the Directors' Report section in this Annual Report on pages 16-17.
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, or relationship of the type described in Box 2.3 of the ASX Corporate Governance Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Y	The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles & Recommendations. During the Reporting Period, the two independent directors of the Group were Mr Peter Hawkins and Mr Simon Coxhell. The Board has considered both Mr Hawkins and Mr Coxhell's independence that both are sufficiently independent because they are not a member of management, they are free of any business or other relationship that could materially interfere with the independent exercise of their judgement and consistently makes decisions that are in the best interests of the Group. Accordingly, the Board considers both Mr Hawkins and Mr Coxhell to be independent directors. The length of service of each director is set out in the Directors' Report pages 14-15.

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure
2.4	A majority of the board of a listed entity should be independent directors.	N	The Board does not have a majority of directors who are independent. The Board considers that its composition is appropriate for the Group's circumstances and includes an appropriate mix of skills and expertise relevant to the Group. The Group gives consideration to the balance of independence on the Board and will continue to review its composition in accordance with the Nomination Committee Charter.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Y	During the Reporting Period, the Group's independent Chair is Mr Peter Hawkins. The Board believes that Mr Hawkins is the most appropriate person for the position of Chair because of his industry experience and knowledge. The Board believes that Mr Hawkins makes decisions that are in the best interests of the Group. The Managing Director of the Group is Mr Matthew Hogan.
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	N	Given the size of the Group there is no formal induction process for new directors. Board considers that if any new director is to be appointed, that new director will be provided with a personalized induction dependent upon the skills, experience and knowledge of the Group that the new director possesses. All directors are expected to maintain and enhance their skills and knowledge so as to exercise their responsibilities and discharge their obligations to the Group. Directors are expected to participate in appropriate professional development activities.
Principle 3 - Instil a culture of acting lawfully, ethically and responsibly			
3.1	A listed entity should articulate and disclose its values.	Y	The Group has adopted a Code of Conduct which requires Directors, management and employees to deal with the Company's customers, suppliers, competitors and each other with honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates. The values set up in the Code of Conduct are inculcated across the Group's corporate group and supported by the standards and behaviours set out in the Group's Code of Conduct.
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Y	The Group has established a Code of Conduct as to the practices necessary to maintain confidence in the Group's integrity, the practices necessary to take into account its legal obligations and the reasonable expectations of its stakeholders, and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. A summary of the Group's Code of Conduct is available on the Group's website at https://www.venusmetals.com.au/company/corporate-governance .
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Y	The Group has introduced a Whistleblower Policy in December 2019, which reflects the amended Australian whistleblowing laws passed in February 2019 and effective 1 January 2020. The Whistleblower Policy is a practical tool for helping the Group identify non-compliant conduct that may not be uncovered unless there is a safe and secure means for disclosing such conduct. The Policy is available at https://www.venusmetals.com.au/company/corporate-governance .

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	Y	The Group's position on bribery and corruption are covered in the Group's Anti-Bribery and Corruption Policy and is available on the Group's website https://www.venusmetals.com.au/company/corporate-governance.
Principle 4 - Safeguard integrity in corporate reports			
4.1	The board of a listed entity should have an audit committee which: (a) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (b) is chaired by an independent director, who is not the chair of the board, and disclose: (c) the charter of the committee; (d) the relevant qualifications and experience of the members of the committee; and (e) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Y	The Board has established an Audit Committee and adopted an Audit Committee Charter which describes the role, composition functions and responsibilities of the Audit Committee. The members of the Audit Committee are Peter Hawkins (Chair), Simon Coxhell, Matthew Hogan, and the Company Secretary, Patrick Tan. All members of the Audit Committee consider themselves to be financially literate and have an understanding of the industry in which the Group operates. The details of qualifications and experience of each Committee member are detailed in the Directors Report above. The Group has established procedures for the selection, appointment and rotation of its external auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as recommended by the Audit Committee (or its equivalent). Candidates for the position of external auditor must demonstrate complete independence from the Group through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Group's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Audit Committee (or its equivalent) and any recommendations are made to the Board. The Group's Audit Committee Charter and the Group's Procedure for Selection, Appointment and Rotation of External Auditor are available on the Group's website.
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion the (a) financial records of the entity have been properly maintained and (b) financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Y	The Managing Director and Chief Financial Officer/Company Secretary declared in writing to the Board that the financial records of the Group for the financial year have been properly maintained, the Group's financial reports for the Reporting Period comply with accounting standards and present a true and fair view of the Group's financial condition and operation results. The statement is required annually.

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Y	The Group has implemented process to verify certain periodic corporate reports prepared and released during the Reporting Period, where those reports are not subject to audit or review by an external auditor, to satisfy itself that each report was materially accurate and balanced and provided investors. With appropriate information to make investment decisions. Such periodic corporate reports are drafted by staff with responsibility for, or expertise in, the subject matter and are verified, including by documenting the sources of information and consultation undertaken within the Group or with external parties. The Board or, where appropriate, Board committees, review and approve statutory and other periodic corporate reports prior to release to the market.
Principle 5 - Make timely and balanced disclosure			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX LR 3.1.	Y	The Group has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. A summary of the Group's <i>Policy on Continuous Disclosure</i> is disclosed on the Group's website https://www.venusmetals.com.au/company/corporate-governance.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Y	Copies of all material market announcements are provided to the Group's Board immediately after they have been made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Y	The Group releases a copy of materials for all new and substantive investor and analyst presentations to the ASX Market Announcement Platform ahead of such presentations. These presentations include results presentations as well as presentations given at the Group's Annual General Meeting, at investor days and to broker conferences.
Principle 6 - Respect the rights of security holders			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Y	The Group provides information about itself and its governance to security holders via the Investor Centre on its website at https://www.venusmetals.com.au/company/corporate-governance.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Y	The Group has implemented an investor relations program, which includes the Annual General Meeting to facilitate effective two-way communication with investors. The program is set out in the <i>Shareholder Communication Policy</i> at https://www.venusmetals.com.au/company/corporate-governance.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Y	The Group has in place a <i>Shareholder Communication Policy</i> which outlines the policies and processes that it has in place to facilitate and encourage participation at meeting of shareholders.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Y	The Group ensures that all substantive resolutions at meeting of security holders are decided by a poll rather than by a show of hands.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Y	Shareholders are given the option to receive communications from, and send communications to, the Group and its share registry electronically. The contact details of the Group and its share registry are available on the website. Further, shareholders may register to receive ASX Announcements through the website.

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure
Principle 7 - Recognise and manage risk			
7.1	The board of a listed entity should have a committee or committees to oversee risk, each of which: (a) has at least 3 members, a majority of whom are independent directors; and (b) is chaired by an independent director, and disclose: (c) the charter of the committee; (d) the members of the committee; and (e) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. If it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	N	The Board has adopted a Risk Management Policy, which sets out the Group's risk profile. Under the policy, the Board is responsible for approving the Group's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control. Under the policy, the Board delegates day-to-day management of risk to the Managing Director, who is responsible for identifying, assessing, monitoring and managing risks. The Managing Director is also responsible for updating the Group's material business risks to reflect any material changes, with the approval of the Board. In fulfilling the duties of risk management, the Managing Director may have unrestricted access to Group employees, contractors and records and may obtain independent expert advice on any matter he/she deems appropriate, with the prior approval of the Board. In addition, the following risk management measures have been adopted by the Board to manage the Group's material business risks: • the Board has established authority limits for management, which, if proposed to be exceeded, requires prior Board's approval; • the Board has adopted a compliance procedure for the purpose of ensuring compliance with the Group's continuous disclosure obligations; and • the Board has adopted a corporate governance manual which contains other policies to assist the Group to establish and maintain its governance practices. The Group considers the following categories of risk to have a material effect impact its business and hence are included in the Group's risk profile. • Financial reporting; • Operational; • Environmental; • Sustainability; • Occupational Health & Safety; • Ethical conduct; • Reputation; and • Legal and Compliance.
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Y	The Board has required management to design, implement and maintain risk management and internal control systems to manage the Group's material business risks. The Board also requires management to report to it confirming that those risks are being managed effectively. The Board has received a report from management as to the effectiveness of the Group's management of its material business risks for the Reporting Period. The Managing Director has provided assurance in writing to the Board that the Group's financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure						
			Monthly actual results are reported against budgets approved by the Directors and revised forecasts for the year are prepared regularly. All Directors, managers and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Group. Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Group. The Board has developed procedures to assist Directors to disclosed potential conflict of interest. Where the Board believes that a significant conflict exists for a director on a board matter, the director concerned does not receive the relevant board papers and is not present at the meeting whilst the item is considered. A summary of the Group's <i>Risk Management Policy</i> is available on the Group's website.						
7.3	A listed entity should disclose if it has an internal audit function, how the function is structured and what role it performs. If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	N	The Group does not have an internal audit function. To evaluate and continually improve the effectiveness of the Group's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Group's <i>Risk Management Policy</i> at https://www.venusmetals.com.au/company/corporate-governance.						
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Y	Using its risk management framework, the Board has identified the following risk categories – liquidity, strategic risk, operational, environmental, compliance, human capital, workplace, health and safety, financial reporting, market and commodity related. As the Group is not in production nor has any major operations, the Group has not identified any material exposure to any economic, environmental and/or social sustainability risks. <table><tr><th>Economic risk</th><th>Mitigation strategies</th></tr><tr><td>Market risk – movements in commodity prices</td><td>The group manages its exposure to market risk by monitoring market conditions and making decisions based on industry experience.</td></tr><tr><td>Future capital – cost and availability of funds to meet the Group's business needs</td><td>The Group monitors its cash reserves and manages its liquidity risk by monitoring its cash reserves and forecast spending. Management is cognisant of the future demands for liquid finance requirements to finance the group's current and future operations.</td></tr></table>	Economic risk	Mitigation strategies	Market risk – movements in commodity prices	The group manages its exposure to market risk by monitoring market conditions and making decisions based on industry experience.	Future capital – cost and availability of funds to meet the Group's business needs	The Group monitors its cash reserves and manages its liquidity risk by monitoring its cash reserves and forecast spending. Management is cognisant of the future demands for liquid finance requirements to finance the group's current and future operations.
Economic risk	Mitigation strategies								
Market risk – movements in commodity prices	The group manages its exposure to market risk by monitoring market conditions and making decisions based on industry experience.								
Future capital – cost and availability of funds to meet the Group's business needs	The Group monitors its cash reserves and manages its liquidity risk by monitoring its cash reserves and forecast spending. Management is cognisant of the future demands for liquid finance requirements to finance the group's current and future operations.								

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure
Principle 8 - Remunerate fairly and responsibly			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (A) the charter of the committee; (B) the members of the committee; and (C) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	Y	The Board has established a Remuneration Committee. The members of the Remuneration Committee are Peter Hawkins (Chair), Matthew Hogan and Simon Coxhell. During the year the Remuneration Committee has met to discuss the remuneration of the Executive Directors. The members of the Committee collectively have appropriate skills, and a sufficient understanding of the business and industry sector in which the Group operates, to discharge the Committee's mandate effectively.
8.2	A listed entity should separately disclose its policies and practices regarding (a) the remuneration of non-executive directors and (b) the remuneration of executive directors and other senior executives.	Y	Details of remuneration, including the Group's policy on remuneration, are contained in the "Remuneration Report" which forms of part of the Directors' Report above.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	N/A	The Group does not have an equity-based remuneration scheme, and this recommendation is therefore not applicable.
Principle 9 – Additional recommendations that apply only in certain cases			
9.1	Listed entity with a director who does not speak the language in which the board or security holder meetings are held or key corporate documents are written should disclosed the processes it has in place to ensure the directors understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	The Group does not have directors who do not speak English.
9.2	Listed entity established outside Australia should ensure that meetings of security holders are held at reasonable place and time.	N/A	The Group was established in Australia.

Principle	Corporate Governance Council Recommendation	Conform (Y/N)	Disclosure
9.3	Listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	N/A	The Group was established in Australia and holds its AGM in Australia. The Group's external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2025

	Note	2025 \$	2024 \$
Revenue	4	261,391	33,527
Other income	4	-	1,181
Profit on sale of fixed assets		-	2,450
Gain from sale of tenements	5	450,000	36,363,794
Loss on sale of listed investments		(102,391)	(99,984)
Employee benefit expenses	6	(845,953)	(2,552,194)
Exploration expense		(1,395,732)	(1,425,933)
Depreciation and amortisation expense		(61,494)	(79,690)
Changes in market value of shares		3,370,976	(125,000)
Share of loss – associate	26	(1,377,094)	(2,251,463)
Other expenses		(413,956)	(400,594)
(Loss) / Profit before income tax		(114,253)	29,466,094
Income tax	7	-	-
(Loss) / Profit for the year		(114,253)	29,466,094
Other comprehensive income		-	-
Income tax on other comprehensive income		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive (loss) / profit for the year		(114,253)	29,466,094
Net (loss) / profit attributable to:			
Owners of the Company		(114,253)	29,466,094
Net (loss) / profit for the year		(114,253)	29,466,094
Total comprehensive (loss) / profit attributable to:			
Owners of the Company		(114,253)	29,466,094
Total comprehensive (loss) / profit for the year		(114,253)	29,466,094
Earnings per share			
Basic (loss) / profit per share	9	(0.001)	0.155
Diluted (loss) / profit per share	9	(0.001)	0.155

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	Note	2025 \$	2024 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	11	290,152	701,968
Trade and other receivables	10	214,543	226,995
Financial assets at fair value through profit or loss	25	15,950,000	-
Prepayments		145,000	151,646
TOTAL CURRENT ASSETS		16,599,695	1,080,609
NON-CURRENT ASSETS			
Property, plant and equipment	12	131,789	167,220
Capitalised acquisition costs	13	120,700	120,700
Investment in associate	26	-	15,148,761
Intangibles	14	25,400,000	9,500,000
Right-of-use assets	15	24,198	48,395
TOTAL NON-CURRENT ASSETS		25,676,687	24,985,076
TOTAL ASSETS		42,276,382	26,065,685
CURRENT LIABILITIES			
Trade and other payables	16	374,017	306,889
Employee benefits	17	36,250	66,682
Lease liability - current	15	26,335	24,136
TOTAL CURRENT LIABILITIES		436,602	397,707
NON-CURRENT LIABILITIES			
Lease liability – non-current	15	-	26,336
TOTAL NON-CURRENT LIABILITIES		-	26,336
TOTAL LIABILITIES		436,602	424,043
NET ASSETS		41,839,780	25,641,642

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	Note	2025	2024
		\$	\$
Share capital	18	37,814,263	37,401,872
Reserves	18	29,606,873	13,706,873
Accumulated losses		(25,581,356)	(25,467,103)
TOTAL EQUITY		41,839,780	25,641,642

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2025

	Attributable to owners of the Company				
	Share Capital	Share base payment reserve	Revaluation Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$
As at 1 July 2024	37,401,872	5,246,873	8,460,000	(25,467,103)	25,641,642
Total comprehensive income for the year					
Loss for the year	-	-	-	(114,253)	(114,253)
Total comprehensive loss for the year	-	-	-	(114,253)	(114,253)
Transactions with owners recorded directly into equity					
<i>Contributions by and distributions to owners</i>					
Issue of ordinary shares	416,000	-	-	-	416,000
Transaction costs	(3,609)	-	-	-	(3,609)
Revaluation increase (Note 14)	-	-	15,900,000	-	15,900,000
Balance at 30 June 2025	37,814,263	5,246,873	24,360,000	(25,581,356)	41,839,780

	Attributable to owners of the Company				
	Share Capital	Share base payment reserve	Revaluation Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$
As at 1 July 2023	38,354,041	5,246,873	-	(41,481,550)	2,119,364
Total comprehensive income for the year					
Profit for the year	-	-	-	29,466,094	29,466,094
Total comprehensive profit for the year	-	-	-	29,466,094	29,466,094
Transactions with owners recorded directly into equity					
<i>Contributions by and distributions to owners</i>					
Issue of ordinary shares	1,555,000	-	-	-	1,555,000
Return of capital (Note 18)	(2,498,129)	-	-	-	(2,498,129)
Dividend	-	-	-	(13,451,647)	(13,451,647)
Transaction costs	(9,040)	-	-	-	(9,040)
Revaluation increase (Note 14)	-	-	8,460,000	-	8,460,000
Balance at 30 June 2024	37,401,872	5,246,873	8,460,000	(25,467,103)	25,641,642

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2025

	Note	2025 \$	2024 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Interest received		6,245	29,368
Cash paid to suppliers and employees		(1,471,691)	(1,458,550)
Exploration expenditure		(1,193,484)	(1,338,643)
Other income		250,000	-
Net cash flows used in operating activities	11 (b)	(2,408,930)	(2,767,825)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of plant and equipment		(1,865)	(25,216)
Acquisition of listed investments		(548,663)	(250,000)
Proceeds from sale of listed investments		2,047,851	150,017
Proceeds from sale of tenements		50,000	-
Net cash flows provided / (used) by investing activities		1,547,323	(125,199)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issues of shares (net of costs)		412,391	120,960
Payment of finance lease liability		(27,600)	(27,600)
Proceeds from repayment of loan		65,000	-
Net cash flows provided by financing activities		449,791	93,360
Net decrease in cash and cash equivalents		(411,816)	(2,799,664)
Cash and cash equivalents at 1 July		701,968	3,501,632
Cash and cash equivalents at 30 June	11(a)	290,152	701,968

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 1 Reporting entity

Venus Metals Corporation Limited (the "Company") is a company domiciled in Australia. The Company's registered address is at Unit 2, 8 Alvan Street, Subiaco, WA 6008, Australia. The consolidated financial statements of the Group as at and for the year ended 30 June 2025 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group Entities") and the Group's jointly controlled entities. The Group is a for-profit entity and primarily is involved in exploration for gold, copper, base metals, vanadium and lithium.

Note 2 Summaries of material accounting policies

(a) Basis of Preparation

The consolidated financial statements are a general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. The consolidated financial statements comply with International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board (IASB). The consolidated financial statements are presented in Australian Dollars (AUD).

Except for cashflow information, the consolidated financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

The consolidated financial statements were authorised for issue by the Board of Directors on 29 September 2025.

(b) Going concern

The financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation and extinguishment of liabilities in the ordinary courses of business.

For the year ended 30 June 2025 the Group recorded a loss of \$114,253 (2024: profit of \$29,466,094), cash outflow from operations \$2,408,930 (2024: \$2,767,825), working capital surplus of \$16,163,093 (2024: \$682,902 surplus) and net assets of \$41,839,780 (2024: \$25,641,642).

As at 30 June 2025, the Group held cash and cash equivalents of \$290,152. In addition, the Group maintained an investment in Rox Resources Limited, a listed entity, with a market value of \$15,950,000 as at 30 June 2025. This investment is readily realisable and provides a source of liquidity to support the Group's operational commitments and working capital requirements.

The Directors have prepared a cash flow forecast, which indicates that Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report.

As at the date of this report, the Group will be able to continue as a going concern by realisation its assets and extinguishing its liabilities in the normal course of business and at the amounts stated in the financial report.

No adjustments have been made in this report with regard to the recoverability or classification of recorded asset amounts or to the amounts on classification of liabilities that might be necessary should the group not be able to continue as a going concern. The consolidated financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation and extinguishment of liabilities in the ordinary course of business.

(c) New and Amended Accounting Standards Adopted by the Group

The Group has considered the implications of new and amended Accounting Standards which have become applicable for the current financial reporting period.

AASB 2022-5 Amendments to Australian Accounting Standard - Lease Liability in a Sale and Leaseback

AASB 2022-5 requires a seller-lessee to subsequently measure lease liabilities arising from a sale and leaseback transaction in a way that does not result in recognition of a gain or loss that relates to the right of use it retains.

The adoption of the amendment did not have a material impact on the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

AASB 2022-6 Amendments to Australian Accounting Standards - Non-current Liabilities with Covenants

AASB 2022-6 clarifies when liabilities should be presented as current or non-current in the statement of financial position, including the impact of covenants on that classification. The amendment requires additional disclosures about the risk that non-current liabilities could become payable within twelve months after the reporting period because of the difficulties with complying with the covenants.

The adoption of the amendment did not have a material impact on the financial statements.

AASB 2023-1 Amendments to Australian Accounting Standards - Supplier Finance Arrangements

AASB 2023-1 requires the disclosure of information about the Group's supplier finance arrangements and their effects on the Group's liabilities and cash flows.

The adoption of the amendment did not have a material impact on the financial statements.

(d) New and Amended Accounting Policies Not Yet Adopted by the Group

At the date of authorisation of the financial statements, the Group has not applied the following new and revised Australian Accounting Standards, Interpretations and amendments that have been issued but are not yet effective.

Effective for annual reporting periods beginning on or after 1 January 2027

AASB 18 replaces AASB 101 Presentation of Financial Statements.

It will not change the recognition and measurement of items in the financial statements but will affect presentation and disclosure in the financial statements, including introducing new categories and defined subtotals in the statement of profit or loss, requiring the disclosure of management-defined performance measures, and changing the grouping of information in the financial statements.

AASB 2024-2 Amendments to Australian Accounting Standards - Classification and measurement of financial Instruments

Effective for annual reporting periods beginning on or after 1 January 2026

AASB 2024-2 Amends AASB 9 Financial Instruments to introduce an option to derecognise financial liabilities settled through electronic transfer before the settlement date, clarifies how contractual cash flows should be assessed for financial assets with environmental, social and governance (ESG) and similar features, includes additional guidance in respect of non-recourse features and contractually linked instruments and amends specific disclosure requirements.

The Group is currently evaluating the expected impact of these amendments on the financial statements

(e) Material accounting policies

Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (Venus Metals Corporation Limited) and all of the subsidiaries. Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 20.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as "non-controlling interests". The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the consolidated statement of financial position and consolidated statement of comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Interests in Joint Arrangements

Joint arrangements represent the contractual sharing of control between parties in a business venture where unanimous decisions about relevant activities are required.

Separate joint venture entities providing joint venturers with an interest to net assets are classified as a "joint venture" and accounted for using the equity method.

Joint venture operations represent arrangements whereby joint operators maintain direct interests in each asset and exposure to each liability of the arrangement. The Group's interests in the assets, liabilities, revenue and expenses of joint operations are included in the respective line items of the consolidated financial statements.

Gains and losses resulting from sales to a joint operation are recognised to the extent of the other parties' interests. When the Group makes purchases from a joint operation, it does not recognise its share of the gains and losses from the joint arrangement until it resells those goods/assets to a third party.

Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (ie unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (ie the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

Valuation techniques

In the absence of an active market for an identical asset or liability, the Group selects and uses one or more valuation techniques to measure the fair value of the asset or liability. The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- **Market approach:** valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- **Income approach:** valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- **Cost approach:** valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Fair value hierarchy

AASB 13 requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1

Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2

Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3

Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

The Group would change the categorisation within the fair value hierarchy only in the following circumstances:

- (i) if a market that was previously considered active (Level 1) became inactive (Level 2 or Level 3) or vice versa; or
- (ii) if significant inputs that were previously unobservable (Level 3) became observable (Level 2) or vice versa.

When a change in the categorisation occurs, the Group recognises transfers between levels of the fair value hierarchy (i.e. transfers into and out of each level of the fair value hierarchy) on the date the event or change in circumstances occurred.

(f) Subsidiaries

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

(g) Jointly controlled operations

A jointly controlled operation is a joint venture by each venture using its own assets in pursuit of the joint operations. The consolidated financial statements include the assets that the Group controls and the liabilities that it incurs in the course of pursuing the joint operations, and the expenses that the Group incurs and its share of the income that it earns from the joint operation.

(h) Income tax

Income tax expense comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

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 the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and associates and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, 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 utilised. 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

(i) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the following:

- The cost of materials and direct labour,
- Any other costs directly attributable to bringing the assets to a working condition for their intended use,
- When the Group has an obligation to remove the assets or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located, and
- Capitalised borrowing costs.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment (calculated as difference between the net proceeds from the disposal and the carrying amount of the item) is recognised in profit or loss.

(ii) Subsequent costs

Subsequent expenditure is capitalised only when it is probable that the future economic benefits associated with the expenditure will flow to the Group. Ongoing repairs and maintenance are expensed as incurred.

(iii) Depreciation

Items of property, plant and equipment are depreciated from the date that they are installed and are ready for use, or in respect of internally constructed assets, from the date the asset is completed and ready for use.

The depreciable amount of all fixed assets including building and capitalised lease assets, but excluding freehold land, is depreciated on a reducing balance basis over their useful lives to the entity commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

<u>Class of Fixed Asset</u>	<u>Depreciation Rate</u>
Plant and equipment	40%
Computer equipment	40%
Motor vehicles	25%
Building improvements	40%

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of profit or loss. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to accumulated losses.

(j) Exploration and development expenditure

Exploration and evaluation costs are expensed as incurred. Acquisition expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis in determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

(k) Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial instruments (except for trade receivables) are measured initially at fair value adjusted by transactions costs, except for those carried "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss. Where available, quoted prices in an active market are used to determine the fair value. In other circumstances, valuation techniques are adopted. Subsequent measurement of financial assets and financial liabilities are described below.

Trade receivables are initially measured at the transaction price if the receivables do not contain a significant financing component in accordance with AASB 15.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement

Financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments, are classified into the following categories upon initial recognition:

- amortised cost;
- fair value through other comprehensive income (FVOCI); and
- fair value through profit or loss (FVPL).

Classifications are determined by both:

- The contractual cash flow characteristics of the financial assets; and
- The entities business model for managing the financial asset.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through other comprehensive income (Equity instruments)

The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding; and
- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling the financial asset.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI.

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under AASB 132 *Financial Instruments: Presentation* and are not held for trading.

Financial assets at fair value through profit or loss (FVPL)

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. The Group's financial assets at FVPL are disclosed in Note 25 to the financial statements.

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, gains and losses arising on changes in fair value are recognised in profit or loss.

Impairment

From 1 July 2019, the Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach permitted by AASB, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Derecognition

Derecognition refers to the removal of a previously recognised financial asset or financial liability from the statement of financial position.

Derecognition of financial liabilities

A liability is derecognised when it is extinguished (i.e. when the obligation in the contract is discharged, cancelled or expires). An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability is treated as an extinguishment of the existing liability and recognition of a new financial liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Derecognition of financial assets

A financial asset is derecognised when the holder's contractual rights to its cash flows expires, or the asset is transferred in such a way that all the risks and rewards of ownership are substantially transferred.

All of the following criteria need to be satisfied for derecognition of financial asset:

- the right to receive cash flows from the asset has expired or been transferred;
- all risk and rewards of ownership of the asset have been substantially transferred; and
- the Group no longer controls the asset (ie the Group has no practical ability to make a unilateral decision to sell the asset to a third party).

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of a debt instrument classified as at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

On derecognition of an investment in equity which was elected to be classified under fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

(l) Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects.

(m) Revenue recognition

Interest Income

Interest income is recognised using the effective interest method.

Government Grant

An unconditional government grant is recognised in the statement of profit or loss as other income when the grant becomes receivable. Grants that compensate the Group for expenses incurred are recognised in profit or loss as other income on a systematic basis in the same period in which the expenses are recognised.

Research and development tax incentives are recognised in the statement of profit or loss as other income when received or when the amount to be received can be reliably estimated.

(n) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Receivables and payables in the consolidated statement of financial position are shown inclusive of GST.

Cash flows are presented in the consolidated statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(o) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are generally paid within 30 days of recognition.

(p) Earnings per share

(i) Basic earnings per share

Basic earnings per share is determined by dividing net profits after income tax attributable to members of the Group, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares during the year.

(ii) Diluted earnings per share

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

(q) Critical accounting estimates and judgments

The Directors evaluated estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data obtained externally.

(i) Key Estimates – Impairment

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

(ii) Acquisition Costs

The Group is required to assess whether there has been an impairment of mineral acquisition costs capitalised.

(iii) Option and Performance Right Valuations

Estimating the fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or performance right, volatility and making assumptions about them.

The fair value is determined by a valuation using the Black Scholes Option Pricing Model, using the assumptions detailed in Note 19.

(r) Financial risk management objectives and policies

The Group's principal financial instruments comprise cash and cash equivalents and financial assets at FVPL.

The main risks arise from the Group's financial instruments are fair value interest rate risks and market risks. The Board reviews and agrees policies for managing this risk are summarised below.

Details of the significant accounting policies and methods adopted, including the criterion for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed elsewhere in Note 2 to the consolidated financial statements.

(i) Interest Risk

The Group's exposure to interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market rates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

(ii) Credit Risk

The Group does not have any material credit risk exposure to any single debtor under financial instruments.

(iii) Liquidity Risk

The Group manages liquidity risk by monitoring forecast cash flows.

(s) Interest in joint ventures

(i) Reimbursement of the joint venture operator's costs

When the Group, acting as an operator, receives reimbursement of direct costs recharges to the joint venture such recharges represent reimbursements of cost that the operator incurred as an agent for the joint venture and therefore have no effect on the consolidated statement of comprehensive income.

In many cases, the Group also incurs certain general overhead expenses in carrying out activities on behalf of the joint venture. As these costs can often not be specifically identified, joint venture agreements allow the operator to recover the general overhead expenses incurred by charging an overhead fee that is based on a fixed percentage of the total costs incurred for the year, often in the form of a management fee. Although the purpose of this recharge is very similar to the reimbursement of direct costs, the Group is not acting as an agent in this case. Therefore, the general overhead expenses and the overhead fee are recognised in the consolidated statement of comprehensive income as an expense and income respectively.

(ii) Jointly controlled assets

A jointly controlled asset involves joint control and offers joint ownership by the Group and other ventures of assets contributed to or acquired for the purpose of the joint venture, without the formation of a corporation partnership or other entity.

Where the Group's activities are conducted through jointly controlled assets, the Group recognises its share of jointly controlled assets, and liabilities it has incurred, its share of liabilities incurred jointly with other venturers, related revenue and operating costs in the consolidated financial statements and share of their production.

(iii) Jointly controlled entities

A jointly controlled entity is a corporation, partnership or other entity in which each venturer holds an interest. A jointly controlled entity operates in the same way as other entities, except that a contractual arrangement established joint control. A jointly controlled entity controls the assets of the joint venture earns its own income and incurs its own liabilities and expenses. Interests in jointly controlled entities are accounted for using the equity method.

Under the equity method, the investment in the joint venture is carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the joint venture. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The consolidated statement of comprehensive income reflects the Group's share of the result of operations of the joint venture. Where there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes and discloses this, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

The share of the joint venture net profit is shown on the face of the consolidated statement of comprehensive income. This is the profit attributable to venturers in the joint venture.

The consolidated financial statements of the joint controlled entities are prepared for the same reporting period as the Group. Where necessary, adjustments are made to bring the account policies in line with those of the Group.

(t) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flow at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

(u) Employees benefits

(i) Superannuation

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

(ii) Share-based payment transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 19.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

For cash-settled share-based payments, liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss for the year.

(v) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with AASB 112: *Income Taxes* and AASB 119: *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with AASB 2: *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with AASB 5: *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with AASB 139: *Financial Instruments: Recognition and Measurement* or AASB 137: *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

(w) Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

(x) Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred. subsequently measured at amortised cost using the effective interest method.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

(y) Intangible assets

Recognition and Measurement

Intangible assets are initially recognized at cost.

After initial recognition, an intangible asset are carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated amortisation and any subsequent accumulated impairment losses. Revaluations are made with such regularity that at the end of the reporting period the carrying amount of the asset does not differ materially from its fair value.

If an intangible asset's carrying amount is decreased as a result of a revaluation, the decrease shall be recognised in profit or loss. However, the decrease shall be recognised in other comprehensive income to the extent of any credit balance in the revaluation surplus in respect of that asset. The decrease recognised in other comprehensive income reduces the amount accumulated in equity under the heading of revaluation surplus.

Amortisation of intangibles assets

The royalty rights are amortized on a straight-line basis over the estimated life of the mine. Amortization begins when the mine goes into production.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

(z) Investment in associate

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting after initially being recognised at cost.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit or loss, and the group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment. Where the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. The equity method of accounting is discontinued once the Group no longer has significant influence over the investee.

(aa) Dividend

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

Note 3 Operating segments

The Group operates predominantly in the mineral exploration industry in Australia. For management purposes, the Group is organised into one main operating segment which involves the exploration of minerals in Australia. All of the Group's activities are interrelated and discrete financial information is reported to the Board (Chief Operating Decision Maker) as a single segment. Accordingly, all significant operating decisions are based upon analysis of the Group as one segment.

The financial results from this segment are equivalent to the financial statements of the Group as a whole.

Geographical information

The Group operates solely in one country, Australia

Note 4 Income

	2025	2024
	\$	\$
Interest income	11,391	33,527
Fee received ⁽¹⁾	250,000	-
Other income	-	1,181
	261,391	34,708

⁽¹⁾ The Group received the fee for the letter of agreement with IGO Limited executed on 29 July 2024 granting an extension of Stage 1 Farm-In and Joint Venture Agreement Bridgetown-Greenbushes Exploration Project from 31 December 2024 to 30 September 2025.

Note 5 Gain on sale of tenements

	2025	2024
	\$	\$
Consideration received ⁽¹⁾	450,000	31,900,000
Rox loan forgiven ⁽²⁾	-	6,697,051
Asset held for sale ⁽²⁾	-	(2,233,257)
Gain on sale of tenements	450,000	36,363,794

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 5 Gain on sale of tenements (continued)

- (1) In July 2024, the Group sold the tenements at Mangaroon for a consideration of \$450,000 comprising of cash \$50,000, 16,000,000 of ordinary shares in Dreadnought Resources Ltd (ASX: DRE) value at \$400,000 and 1% Gross Royalty on all minerals.
- (2) On 30 March 2023, the Group entered into an asset sale and purchase agreement with Rox Resources Limited (Rox), for Rox to acquire, subject to conditions precedent, for consideration of 110 million Rox shares at the deemed price of \$0.25 each, the Group's 30% interest in the OYG JV (Youanmi Gold Project) and all the Group's gold interest in their other joint ventures covering other regional areas in Youanmi.

The Company's shareholders approved the sale of the assets at the General Meeting on 23 June 2023.

All conditions precedent were satisfied on 7 July 2023 and the Company was issued the Rox shares on that day. The Company then distributed 55 million Rox shares as in-specie distribution to its shareholders on 12 July 2023, and the remaining 55 million of Rox shares were held by the Company in escrow for 12 months.

The company obtained a class ruling about the in-specie distribution of shares in Rox Resources Limited to shareholders of Venus Metals Corporation Limited. The in-specie distribution had a return of capital component of \$2,498,129 with the remaining value of \$13,451,647 being an unfranked dividend paid to the Company's shareholders.

As part of the agreement above:

- the amount owing by the Group to Rox at a value of \$6,697,051 was extinguished via a Deed of Forgiveness. The Group recorded the extinguished loan amount on the completion of transaction on 7 July 2023.
- \$2,233,257 relates to carrying amount of the Youanmi tenements derecognized on completion of transaction.

Note 6 Employee benefits expense

	2025	2024
	\$	\$
Wages and salaries	800,669	1,018,055
Compulsory social security contributions	45,284	109,139
Share-based payment transaction expense ⁽¹⁾	-	1,425,000
	845,953	2,552,194

- (1) At the Company's 2019 Annual General Meeting, shareholders approved the issue of Performance Rights to the Directors (or their respective nominee(s)) as part of the Directors' remuneration package and long-term incentives. Vesting of the Performance Rights is subject to the performance milestones, which is associated with the Youanmi Gold Project.

Pursuant to the Transaction Asset sale and purchase agreement, the Company has disposed of its interests in gold in the Youanmi Gold Project to Rox Resources Limited. Therefore, the Company considered it highly unlikely that the operational performance milestones of the Performance Rights will be met. Each of the Directors had undertaken significant work to progress the Company's projects since being granted the Performance Rights in 2019.

In recognition of this fact, and the likelihood that the milestones for the Performance Rights will no longer be able to be met, the Company had issued 7,500,000 fully paid ordinary shares at a deemed price of \$0.19 per share having value of \$1,425,000 to the Directors (or their respective nominee(s) who hold those Performance Rights) equivalent to their entitlements under the Performance Rights as if they had vested.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 7 Income tax

	2025 \$	2024 \$
(a) Numerical reconciliation of income tax expense to prima facie tax payable		
Accounting (loss) / profit before income tax	(114,253)	29,466,094
(Loss) / Profit from continuing operations before tax credit	(114,253)	29,466,094
Prima facie tax (benefit) / expense from ordinary activities at 25.0% (2024: 30.0%)	(28,563)	8,839,828
Tax effect of amounts which are not deductible / (taxable in calculating taxable income	1,285	(10,479,863)
Movement in unrecognised temporary differences	(526,877)	1,640,035
Tax effect of current year losses for which no deferred tax assets have been recognised	554,155	-
Income tax expense	-	-
	2025 \$	2024 \$
(b) Tax losses		
Revenue losses	7,074,405	5,019,716
Capital losses	309,203	-
Total	7,383,608	5,019,716
Potential tax benefit at 25.0% (2024: 30.0%)	1,845,902	1,505,915

The tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future profit will be available against which the Group can utilise the benefit.

(c) Deferred tax asset / (liability) not brought to account and carried forward in relation to:

	2025 \$	2024 \$
Tax losses	1,845,902	1,505,915
Section 40-880 deduction	84,312	134,814
Exploration acquisition costs	(267,186)	(318,209)
Prepayment	(36,250)	(45,494)
Provisions	21,142	42,519
Revaluation gain	(6,090,000)	(2,538,000)
Plant & Equipment	1,801	(8,487)
	(4,440,279)	(1,226,942)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 8 Related party disclosures

Key management personnel compensation

	2025	2024
	\$	\$
Short-term employee benefits	546,130	715,772
Post-employment benefits	16,404	65,432
Other costs	11,986	49,135
Share-based payments	-	1,425,000
	574,520	2,255,339

Information regarding individual directors' and executives' compensation and some equity instruments disclosures as required by Corporate Regulation 2M.3.03 is provided in the remuneration report section of the Directors' Report.

Apart from the details disclosed in this note, no director has entered into a material contract with the Company or the Group since the end of the previous financial year and there were no material contracts involving Director's interests existing at year-end.

Transactions with related parties

Transaction between each parent company and its subsidiary which are related parties of that Company are eliminated on consolidation and are not disclosed in this note.

Loan to key management personnel and their related parties

There are no loans made to directors or other key management personnel of the Company or the Group.

Key management personnel and director transaction

A number of key management persons, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities.

Zoe Hogan, daughter of Mr Matthew Hogan, is an employee of the Company. She received total remuneration inclusive of superannuation during the financial year of \$76,355 (2024: \$75,598) as Office Administrator.

Paul Hogan, brother of Mr Matthew Hogan, is an employee of the Company. He received total remuneration inclusive of superannuation during the financial year of \$100,350 (2024: \$111,000) as Health & Safety Officer and Logistic Manager.

There were no other transactions with related parties during the year.

Note 9 Loss per share

The calculation of basic and diluted loss per share for the years ended 30 June 2025 and 30 June 2024 were based on the following:

	2025	2024
	\$	\$
Net (loss) / profit attributable to ordinary equity holders of the Company	(114,253)	29,466,094
	2025	2024
	No.	No.
Weighted average number of ordinary shares used in calculating basic loss per share	194,502,453	189,656,354

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 9 Loss per share (continued)

	2025 \$	2024 \$
Basic (loss) / gain per share	(0.001)	0.155
Diluted (loss) / gain per share	(0.001)	0.155

Note 10 Trade and other receivables

	2025 \$	2024 \$
Other receivables	214,543	226,995

None of the receivables are past due or impaired.

Note 11 Cash and cash equivalents

(a) Cash and cash equivalents

	2025 \$	2024 \$
Cash at bank and on hand	290,152	701,968

(b) Reconciliation of cash flows from operating activities

	2025 \$	2024 \$
(Loss) / Profit for the year	(114,253)	29,466,094

Adjustments for:

- Loss on sale of listed investments	102,391	99,984
- Depreciation and amortisation	61,494	79,690
- Share-based payment transaction expenses	-	1,425,000
- Interest on lease	3,463	5,478
- Gain on sale of tenements	(250,000)	(36,363,794)
- Fair value (gain) / loss on revaluation of listed investments	(3,370,976)	125,000
- Share of loss – associate	1,377,094	2,251,463

Changes in:

- Prepayments	6,647	93,427
- Trade, other receivables and other assets	(47,403)	137,729
- Trade and other payables	(146,953)	7,161
- Employee benefits	(30,434)	(95,057)

Net cashflows used in operating activities	(2,408,930)	(2,767,825)
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 12 Property, plant and equipment

	Motor vehicles \$	Plant & equipment \$	Total \$
Cost			
Balance 1 July 2024	166,127	284,151	450,278
Additions	-	1,865	1,865
Disposals	-	-	-
Balance at 30 June 2025	166,127	286,016	452,143
Balance 1 July 2023	142,468	282,594	425,062
Additions	23,659	1,557	25,216
Disposals	-	-	-
Balance at 30 June 2024	166,127	284,151	450,278
Accumulated depreciation			
Balance 1 July 2024	100,441	182,617	283,058
Depreciation charge for the year	16,422	20,874	37,296
Disposal	-	-	-
Balance at 30 June 2025	116,863	203,491	320,354
Balance 1 July 2023	79,202	148,364	227,566
Depreciation charge for the year	21,239	34,253	55,492
Disposal	-	-	-
Balance at 30 June 2024	100,441	182,617	283,058
Carrying amounts			
At 30 June 2025	49,264	82,525	131,789
At 30 June 2024	65,686	101,534	167,220

Note 13 Capitalised acquisition costs

	2025 \$	2024 \$
Cost		
Balance at 1 July	120,700	3,102,133
Acquisition costs during the year	-	-
Cost reversed due to tenements sale	-	(2,981,433)
Balance at 30 June	120,700	120,700
Impairment		
Balance at 1 July	-	(2,981,433)
Impairment	-	-
Impairment reversed due to tenements sale	-	2,981,433
Balance at 30 June	-	-
Carrying amounts	120,700	120,700

The ultimate recoupment of capitalised acquisition costs carried forward is dependent on successful development and commercial exploitation or, alternatively, sale of the respective project areas.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 14 Intangibles

	2025 \$	2024 \$
Non-current assets		
Royalty rights ⁽¹⁾	9,500,000	1,040,000
Less: Accumulated amortization	-	-
Less: Impairment	-	-
Add: Revaluation increase ⁽²⁾	15,900,000	8,460,000
	25,400,000	9,500,000

Reconciliations of the intangible asset at the beginning and end of the current and previous financial year are set out below:

	2025 \$	2024 \$
Balance 1 July ⁽¹⁾	9,500,000	1,040,000
Additional at cost	-	-
Revaluation of assets ⁽²⁾	15,900,000	8,460,000
Impairment of assets	-	-
Amortisation expense	-	-
Balance 30 June	25,400,000	9,500,000

- ⁽¹⁾ The Group currently holds a 1% Net Smelter Royalty (NSR) related to the Youanmi Gold Project. The project is held 100% by Rox Resources Limited (Rox) with the Group holding a combined 1% NSR royalty on all gold production from the Youanmi Gold Mining Leases.

The 1% NSR is a combination of a 0.3% NSR purchased by the Group for approximately \$1.04 million and a 0.7% NSR acquired via execution of minerals royalty deed dated 30 June 2019 between Oz Younami Gold Pty Ltd, Rox Murchison Pty Ltd and the Company.

Post 31 December 2023, the Company decided to change accounting policy for royalty rights from the cost model to the revaluation model. In view of the change, the adoption of the new policy results in the financial statements providing reliable and more relevant information about the intangible assets in relation to royalty on the Group's financial position, financial performance or cash flows.

For the year ended 30 June 2024, the Group recorded a revaluation increase of \$8,460,000, which was based on an independent external valuation and discounted cash flow approach was used.

Following key assumptions were used in the doubly discounted cashflow calculations for the year ended 30 June 2024:

1. Deposit size: this has been determined based on the Rox's Pre-Feasibility Study announced in July 2024 and the mineral resource estimate announced in January 2024.
2. Time to first fills: 3 years; includes Completion of DFS, FEED Study, financing, approvals and construction
3. Production rate: 0.75Mtp.a. for a Mine life of ~7.7 years.
4. Discount rate: 6%
5. Plant recovery 92.6%
6. Discovery probability factor: 100%
7. Development probability factor: 60%.
8. Gold price: \$3,100/oz.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 14 Intangibles (continued)

- (2) For the financial year ended 30 June 2025, the Company engaged an independent external valuation firm to assess the fair value of the 1% royalty rights held by the Group. The valuation was performed using a doubly discounted cash flow approach.

The following key assumptions were used in the discounted cashflow calculations:

Key Assumptions Used in Value-In-Use Calculations:

1. Deposit size: this has been determined based on the Rox's PFS announced in July 2024 and the updated MRE announced in July 2025.
2. First gold production early in Q2 calendar year 2027, allows time for the Completion of DFS, FEED Study, financing, approvals FID and construction. Appropriate ramp up discounts for the first two years.
3. Production rate: 0.75Mtp.a.
4. 90% metallurgical recovery (based on recent ASX releases).
5. 10 years production.
6. Discount rate: 5%.
7. Gold Prices, spot gold price of A\$5,550, the consensus gold price (variable over the life of mine between A\$4,242/oz and A\$4,638/oz) and the price at the valuation date 30 June 2025, being A\$5,009.82/oz.
8. Discovery probability factor: 100% (completed PFS); and
9. Development probability factor: 75%

Note 15 Right-of-use assets and lease liability

The Group's lease portfolio includes the office lease. The average term of the lease is 3 years with option to extend for an additional 3 years. Where the option to extend is reasonably certain, this has been included in the calculation.

The original office lease dated 12 June 2020 was further extended for the period of 3 years commencing on 1 July 2023.

(a) Carrying value

	2025	2024
	\$	\$
Balance at inception of the lease	48,395	72,593
Accumulated depreciation	(24,197)	(24,198)
	24,198	48,395

(b) AASB related amounts recognised in the consolidated statement of profit or loss and other comprehensive income

	2025	2024
	\$	\$
Depreciation expense	24,197	24,197
Interest expenses (included in administrative expenses)	5,146	5,096
	29,343	29,293

(c) Total cash outflows for leases

	2025	2024
	\$	\$
Repayment of lease liability	27,600	27,600

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 15 Right-of-use assets and lease liability (continued)

(d) Option to extend or terminate

The Group uses hindsight in determining the lease term where contract contains option to extend or terminate the lease.

(e) Lease liability

	2025	2024
	\$	\$
Balance at 1 July	50,472	-
New lease	-	72,593
Less: Principal Repayments	(24,137)	(22,121)
	26,335	50,472
Current lease liability	26,335	24,136
Non-Current lease liability	-	26,336

(f) The maturity analysis of lease liabilities based on contractual undiscounted cash flows is shown in the table below:

	< 1 year \$	1-5 years \$	> 5 years \$	Total undiscounted lease liability \$	Lease liability included in the Consolidated Statement of Financial Position \$
30 June 2025					
Lease liability	26,335	-	-	-	26,335
30 June 2024					
Lease liability	24,136	26,336	-	-	50,472

Note 16 Trade and other payables

	2025	2024
	\$	\$
Trade payables	322,498	200,645
Accrued expenses	47,517	47,569
Other payables (including GST payable)	4,002	58,675
	374,017	306,889

Note 17 Employee benefits

	2025	2024
	\$	\$
Liability for annual leave	36,250	47,979
Liability for long service leave	-	18,703
	36,250	66,682

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 18 Capital and reserves

Share capital

	2025 \$	2024 \$
196,128,683 (2024: 189,728,683 fully paid ordinary shares)	37,814,263	37,401,872

	2025 No.	2024 No.	2025 \$	2024 \$
On issue at 1 July	189,728,683	181,578,683	37,401,872	38,354,041
Issued during the year ⁽¹⁾	6,400,000	8,150,000	416,000	1,555,000
Share issue costs	-	-	(3,609)	(9,040)
Return of capital	-	-	-	(2,498,129)
On issue at 30 June	196,128,683	189,728,683	37,814,263	37,401,872

⁽¹⁾ During the current year, 6,400,000 shares @ \$0.065 were issued to a Company's major shareholder QGold Pty Ltd.

Capital Management

Management controls the capital of the Group in order to maintain a sustainable debt to equity ratio, generate long-term shareholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital include ordinary share capital and financial liabilities, supported by financial assets.

The Group is not subject to any externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

Reserves

	2025 \$	2024 \$
As at 1 July	13,706,873	5,246,873
Revaluation increase (Refer to Note 14)	15,900,000	8,460,000
As at 30 June	29,606,873	13,706,873

Options

	2025 No.	2024 No.
As at 1 July	17,850,000	21,275,000
Issued during the year	-	-
Exercised during the year	-	(650,000)
Lapsed during the year	(750,000)	(2,775,000)
As at 30 June	17,100,000	17,850,000

Performance rights

	2025 No.	2024 No.
As at 1 July	16,650,000	7,500,000
Issued during the year ⁽¹⁾	-	9,150,000
Exercised during the year	-	-
Lapsed during the year	(8,250,000)	-
As at 30 June	8,400,000	16,650,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 18 Capital and reserves (continued)

Performance rights issued during the previous period:

- ⁽¹⁾ On 24 November 2023, the Company issued a total of 9,150,000 of performance rights, comprising of 6,150,000 unlisted Tranche A performance rights to both directors and employees and 3,000,000 unlisted Tranche B performance rights to directors - Refer to Note 19 below.

Nature and purpose of the share option reserve

Share-based payment reserve

The share option reserve is used to recognise the value of equity-settled share-based payment transactions provided to employees, including key management personnel, as part of their remuneration and the value of issued options issued during the year net of listing costs.

Note 19 Share-based payment arrangements

On 16 November 2023, the shareholders approved to issue 6,150,000 unlisted Tranche A Performance Rights at nil consideration each converting into one ordinary share on meeting the vesting conditions (at zero-exercise price, expiring five years from the date of issue, being 24 November 2028) to the Directors (or their nominees) and employees (or their nominees) as set out below.

Director/Employee	Number of Tranche A Performance Rights
Matthew Vernon Hogan & Zoe Louise Hogan <Hogan Superannuation Fund> (Mr Matthew Hogan's nominee)	2,250,000
Yafco Pty Ltd <3 Bear Superfund No 1> (Mr Barry Fehlberg's nominee)	750,000
Boronia Investments Pty Ltd (Mr Peter Hawkins' nominee)	750,000
Sai Jayam Family Trust A/C (Mr Selvakumar Arunachalam's nominee)	1,500,000
Jared Lange	200,000
Marine Manna Pty Ltd (Mr Patrick Tan's nominee)	400,000
Fop Vanderhor	300,000
Total	6,150,000

The Tranche A Performance Rights will vest based on:

- 50% of the original issue will vest on the Company announcing an ASX announcement of a Mineral Resource or Mineral Resources (reported in accordance with the JORC Code) estimated as at least 5 million tonnes at 1% Li20 or higher, in respect of any area the subject of the Youanmi Lithium Project. For the avoidance of doubt, the Mineral Resource(s) may be distributed over multiple pits/deposits.
- 25%* of the original issue will vest on the Company announcing a scoping study (in accordance with the JORC Code) in relation to the Youanmi Lithium Project being completed and announced to the ASX.
- 25% - 50%* of the original issue will vest on the Company announcing a PFS (in accordance with the JORC Code) in relation to the Youanmi Lithium Project being completed and announced to the ASX.

*If a PFS in relation to the Youanmi Lithium Project is completed and announced to the ASX prior to a scoping study, then 50% of Tranche A Performance Rights will vest upon a PFS being completed and announced to the ASX.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 19 Share-based payment arrangements (continued)

On 16 November 2023, the shareholders also approved to issue 3,000,000 unlisted Tranche B Performance Rights at nil consideration each converting into one ordinary share on meeting the vesting conditions (at zero-exercise price, expiring five years from the date of issue, being 24 November 2028) to the Directors (or their nominees) as set out below.

Director/Nominee	Number of Tranche B Performance Rights
Matthew Vernon Hogan & Zoe Louise Hogan <Hogan Superannuation Fund> (Mr Matthew Hogan's nominee)	2,000,000
Sai Jayam Family Trust A/C (Mr Selvakumar Arunachalam's nominee)	1,000,000
Total	3,000,000

The Tranche B Performance Rights will vest based on:

- a) 50% of the original issue will vest on the Company announcing an ASX announcement of the counterparty/counterparties in either of the Bridgetown Greenbushes Exploration Project farm-in/earn-in/joint venture or Henderson Nickel Lithium Project farm-in/earn-in/joint venture acquiring at least a 70% interest in, or incurring the requisite expenditure required to acquire at least a 70% interest in, the Bridgetown Greenbushes Exploration Project or Henderson Nickel Lithium Project (as applicable), pursuant to the terms of the relevant farm-in/earn in/joint venture agreement.
- b) 50% of the original issue will vest on the Company announcing an ASX announcement of:
 - i. a Mineral Resource or Mineral Resources (reported in accordance with the JORC Code) estimated as at least 5 million tonnes at 1% Li2O or 1.5 million tonnes at 2% NiEq for 30,000 tonnes of NiEq (which may be distributed over multiple pits/deposits); or
 - ii. a scoping study (in accordance with the JORC Code) being completed; or
 - iii. a preliminary feasibility study (PFS) (in accordance with the JORC Code) being completed,
 in respect of any area the subject of the Bridgetown Greenbushes Exploration Project or Henderson Nickel Lithium Project.

Inputs for measurement of grant date fair values

The fair value at grant date is measured using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. Expected volatility is estimated by considering historic average share price volatility.

The model inputs for the Unlisted Tranche A and Tranche B Performance Rights are:

Grant Date	Expiry Date	Exercise Price	Life of rights	Share price at grant date	Expected share price volatility	Dividend yield	Risk-free Interest rate	Fair value at grant date
16-Nov-23	24-Nov-28	n/a	5 Years	0.10	60%	-	4.1439%	10.0 cents

As per AASB 2.19 and 2.20, the non-market vesting conditions should be recognised by adjusting the number of Performance Rights based on the best available estimate of the number of Performance Rights that are expected to vest, according to the probability of meeting the vesting conditions.

As at the date of reporting 30 June 2025, the Company does not think each of the non-market based performance condition will be met. Therefore, no value of the Performance Rights has been recognised in the financial statement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 19 Share-based payment arrangements (continued)

Reconciliation of outstanding unlisted share options

The number and weighted average exercise prices (WAEP) of, and movements in, unlisted share options during the year are as follows:

	Number of options 2025	WAEP 2025	Number of options 2024	WAEP 2024
Outstanding at 1 July	17,850,000	\$0.19	21,275,000	\$0.21
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	(650,000)	\$0.20
Expired during the year	(750,000)	(\$0.19)	(2,775,000)	(\$0.30)
Outstanding at 30 June	17,100,000	\$0.19	17,850,000	\$0.19
Exercisable at 30 June	17,100,000	\$0.19	17,850,000	\$0.19

The options outstanding at 30 June 2025 have an exercise price of \$0.1886 (2024: \$0.1886) and weighted average remaining contractual life of 0.42 years (2024: 1.42 years).

The weighted average share price at the date of exercise for share options exercised in 2025 was \$0.1886 (2024: \$0.1886).

Directors, employees and consultants' expenses

The expenses recognised for directors, employees and consultants during the year is shown in the following tables:

	2025 \$	2024 \$
Expenses arising from equity-settled share-based transaction	-	1,425,000
Total expenses arising from share-based payment transactions	-	1,425,000

Note 20 Group entities

	Country of Incorporation	Ownership interest	
		2025	2024
Parent entity			
Venus Metals Corporation Limited			
Subsidiaries			
Redscope Enterprises Pty Ltd	Australia	100%	100%
Vanadium Power Corporation Pty Ltd ⁽¹⁾	Australia	NIL%	100%
Fortuna Battery Minerals Pty Ltd *	Australia	100%	100%

**Dormant during the year*

⁽¹⁾ Voluntary deregistered on 17 November 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 21 Capital commitments

In order to maintain current rights of tenure to exploration tenements, the Group is required to perform minimum exploration work to meet the minimum expenditure as specified by Department of Mines and Petroleum.

	2025	2024
	\$	\$
Contracted for but not provided and payable		
Less than one year	641,722	902,192
Between one and five years	744,743	1,038,581
	1,386,465	1,940,773

Note 22 Financial instruments

Financial risk management

Overview

The Group has exposure to the following risks arising from financial instrument:

- credit risk
- liquidity risk
- market risk (interest rate risk and other price risk)

The note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishing and oversight of the Group's risk management framework. The Board is responsible for developing and monitoring the Group's risk management policies. The policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at end of the reporting period are as follows:

	Carrying amount	
	2025	2024
	\$	\$
Cash and cash equivalents	290,152	701,968
Trade and other receivables	214,543	226,995
Financial assets at fair value through profit or loss	15,950,000	-
	16,454,695	928,963

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 22 Financial instruments (continued)

Trade and other receivables

The maximum exposure to credit risk for other receivables at the end of the reporting period by geographic region was as follows:

	Carrying amount	
	2025	2024
	\$	\$
Australia	214,543	226,995

Impairment losses

None of the Group's other receivables are past due (2024: nil).

Cash and cash equivalents

The Group held cash and cash equivalents of \$290,152 as at 30 June 2025 (2024: \$701,968), which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with a bank which is rated AA-, by S&P Global Ratings.

Liquidity risk

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

The following are the remaining contractual maturities at the end of the reporting period of financial liabilities, excluding the impact of netting agreements:

	Carrying amount	Contractual cash flows	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
30 June 2025							
Trade and other payables	374,017	(374,017)	(374,017)	-	-	-	-
Lease liability	26,335	(26,335)	(3,878)	(22,457)	-	-	-
	400,352	(400,352)	(377,895)	(22,457)	-	-	-
30 June 2024							
Trade and other payables	306,889	(306,889)	(306,889)	-	-	-	-
Lease liability	50,472	(50,472)	(3,878)	(20,258)	(26,336)	-	-
	357,361	(357,361)	(310,767)	(20,258)	(26,336)	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 22 Financial instruments (continued)

Interest rate risk

Profile

At the end of the reporting period the interest rate profile of the Group's interest bearing financial instruments as reported to the management of the Group was as follows:

	2025 \$	2024 \$
Variable rate instruments		
Financial assets	290,152	701,968
Financial liabilities	-	-
	290,152	701,968

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the end of reporting period would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity	
	100bp increase \$	100bp decrease \$	100bp increase \$	100bp decrease \$
30 June 2025				
Variable rate instruments	(2,902)	2,902	(2,902)	2,902
Cash flow sensitivity (net)	(2,902)	2,902	(2,902)	2,902
30 June 2024				
Variable rate instruments	(7,020)	7,020	(7,020)	7,020
Cash flow sensitivity (net)	(7,020)	7,020	(7,020)	7,020

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 22 Financial instruments (continued)

Fair values

Fair value versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the consolidated statement of financial position are as follows:

	30 June 2025		30 June 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
	\$	\$	\$	\$
Assets				
Cash and cash equivalents	290,152	290,152	701,968	701,968
Other receivables	214,543	214,543	226,995	226,995
Other financial assets	15,950,000	15,950,000	-	-
	16,454,695	16,454,695	928,963	928,963
Liabilities				
Trade and other payables	374,017	374,017	306,889	306,889
Lease liability	26,335	26,335	50,472	50,472
Other current liabilities	-	-	-	-
	400,352	400,352	357,361	357,361

Financial risk management objectives

The Group's corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including fair value interest rate risk and price risk), credit risk and liquidity risk.

Note 23 Contingent liabilities

Royalty payable under the Henderson Nickel-Lithium Project's tenement (E30/520)

- 1% Net Smelter Return royalty payable on base metals and precious metals mined, processed or sold from the tenement.

Royalty payable under the Bridgetown Greenbushes Li and Ni-Cu-PGE Project's tenements (E70/5315 & E70/5316)

- 1% Net Smelter Return royalty payable on minerals, base metals and or precious metals extracted and sold from the tenements.
- This tenement is currently formed part of the Farmin and Joint Venture Agreement with a subsidiary of IGO Limited.

Royalty payable under the Penny East Project's tenements (E57/1128)

- 1% gross smelter royalty payable in respect of any base metals and precious metals mined, processed or sold from the tenement.

No material losses are anticipated in respect of any of the above contingent liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2025

Note 24 Parent entity disclosures

As at, and throughout, the financial year ended 30 June 2025 the parent entity of the Group was Venus Metals Corporation Limited.

	2025 \$	2024 \$
Result of parent entity		
Profit for the year	1,064,203	29,472,910
Other comprehensive income	-	-
Total comprehensive profit for the year	1,064,203	29,472,910
Financial position of parent entity at year end		
Current assets	16,276,927	14,779,276
Non-current assets	69,897	78,395
Total assets	16,346,824	14,857,671
Current liabilities	436,601	373,571
Non-current liabilities	-	50,472
Total liabilities	436,601	424,043
Net assets (Liabilities)	15,910,223	14,433,628
Total equity of the parent entity comprising of:		
Share capital	37,504,585	37,092,193
Reserves	5,246,873	5,246,873
Accumulated losses	(26,841,235)	(27,905,438)
Total equity	15,910,223	14,433,628

Parent entity contingencies

Other than those disclosed, the parent entity has no other guarantees, capital commitments and contingent liabilities as at 30 June 2025 (2024: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 25 Financial assets at fair value through profit or loss

	2025	2024
	\$	\$
At the beginning of year	-	1,575,000
Revaluation loss	-	(125,000)
Classified as Investment in Associate	-	(1,450,000)
Amount reclassified from Investment in Associate to FVPL (Refer note 26) (Note-1)	12,939,025	-
Unrealized gain on change in accounting policy - 28 Feb 2025	620,976	-
Rox Resources Limited shares purchased during the period	548,663	-
Proceeds from sale of Rox Resources Limited shares	(1,104,266)	-
Realised gain on sale of shares - Rox Resources Limited	195,602	-
Unrealised gain due to revaluation at year end - Rox Resources Limited	2,750,000	-
Acquisition of Dreadnought Resources Limited shares	400,000	-
Sale proceeds from sale of Dreadnought Resources Limited shares	(200,000)	-
Loss on sale of Dreadnought Resources Limited shares	(200,000)	-
At the end of year (Note-2)	15,950,000	-

Note-1:

The investment in Rox Resources Limited ("Rox") was classified as an investment in an associate for the financial year ended 30 June 2024. This classification was based on the Group's 14.75% shareholding in Rox and the board representation of Matthew Hogan ("MH"), which collectively conferred significant influence. However, on 27 February 2025, MH resigned from Rox's board of directors, and as a result, the Group no longer retained significant influence over Rox. Accordingly, the investment was reclassified from an associate to a financial asset measured at fair value through profit or loss (FVPL).

Note-2:

The Group held 55,000,000 ordinary shares in Rox (ASX: RXL) at reporting date. The fair value of the equity securities was based on the ASX quoted market value at reporting date.

Fair Value Hierarchy

AASB 13: *Fair Value Measurement* requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1

Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2

Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3

Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

Valuation techniques

Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 25 Financial assets at fair value through profit or loss (continued)

- Market approach uses prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach converts estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach reflects the current replacement cost of an asset at its current service capacity.

The following tables provide the fair values of the Group's assets and liabilities measured and recognised on a recurring basis after initial recognition and their categorisation within the fair value hierarchy:

30 June 2025				
	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Recurring fair value measurements				
<i>Financial assets</i>				
Financial assets at fair value through profit or loss:				
– Australian listed shares	15,950,000	-	-	15,950,000
Total financial assets recognised at fair value on a recurring basis	15,950,000	-	-	15,950,000

30 June 2024				
	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Recurring fair value measurements				
<i>Financial assets</i>				
Financial assets at fair value through profit or loss:				
– Australian listed shares	-	-	-	-
Total financial assets recognised at fair value on a recurring basis	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 26 Investment in associate

As at the reporting date, the Group holds 55 million shares in Rox Resources Limited, representing a 7.51% ownership interest (2024: 14.74%). The investment was accounted for as an associate from 7 July 2023 to 27 February 2025, reflecting the Group's significant influence during that period. Effective 28 February 2025, following changes in ownership and governance, the investment was reclassified as a financial asset measured at fair value through profit or loss (FVPL).

	2025 \$	2024 \$
At the beginning of year	15,148,761	-
Consideration shares received against sale of OZ Youanmi – (Refer Note 5)	-	31,900,000
Investment during the year at cost	-	250,000
Return of capital	-	(2,498,129)
Dividend distribution to shareholders	-	(13,451,647)
Disposal during the year	(832,642)	(250,000)
Share of loss from associate – <i>Note 1 below</i>	(1,377,094)	(2,251,463)
Classified from Investment in Associate to FVPL - (Refer Note 25)	(12,939,025)	1,450,000
At the end of reporting year	-	15,148,761

Note 1:

Due to unavailability of relevant information relating to losses in stages based on the changes in shareholding throughout the year, share of loss in the Associate has been calculated using the below approach:

- 1) For the period July 2024 - 31 December 2024, information has been obtained from reviewed financial report of Rox Resources Limited for the period ended 31 December 2024 lodged with ASX.
- 2) For the period 1 January 2025 – 28 February 2025, information has been obtained from the audited financial report of Rox Resources Limited for the year ended 30 June 2025 lodged with ASX. Losses for the period 1 January 2025 – 28 February 2025 have been recalculated and a linear approach has been applied to determine the losses in stages based on the changes in shareholding throughout the year.

(a) Reconciliation of the Group's share of losses in Rox Resources Limited (per audited financial statements of Rox Resources Limited lodged with ASX, rounded to nearest thousand):

	2025 \$	2024 \$
Total loss for the year	18,183,000	13,699,000
Pre-Acquisition Losses	-	(37,000)
Post-Acquisition Losses	18,183,000	13,662,000
Share of loss from associate	(1,377,094)	(2,251,463)

The Group held 55 million shares 7.51% (2024: 14.74%) in Rox Resources Limited at reporting date. The Group adopted the accounting for Investment in Associates from 7 July 2023 till 27 Feb 2025. From 28 February 2025 this investment has been classified Fair Value Through Profit or Loss investment (FVPL).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2025

Note 26 Investment in associate (continued)

(b) Summarised Statement of Financial Position as per Rox Resources Limited's audited Financial Statements (per audited financial statements of Rox Resources Limited lodged with ASX, rounded to the nearest thousand):

	2025 \$	2024 \$
Current assets	50,813,000	6,850,000
Non-current assets	52,926,000	50,243,000
Total assets	103,739,000	57,093,000
	2025 \$	2024 \$
Current liabilities	2,059,000	2,898,000
Non-current liabilities	10,039,000	11,587,000
Total liabilities	12,098,000	14,485,000
Net assets	91,641,000	42,608,000

(c) Summarised Statement of Profit or Loss and Other Comprehensive Income as per Rox Resources Limited (per audited financial statements of Rox Resources Limited lodged with ASX, rounded to the nearest thousand):

	2025 \$	2024 \$
Revenue	644,000	80,000
Other gain	817,000	-
Expenses	(23,300,000)	(10,123,000)
Income tax benefit / (expense)	3,656,000	(3,656,000)
Loss for the year	(18,183,000)	(13,699,000)

Note 27 Auditor's remuneration

	2025 \$	2024 \$
Audit services		
<i>Auditors of the Group</i>		
Stantons		
Audit and review of financial statements	69,806	69,500

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2025

Note 28 Subsequent events

There has not arisen any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in the future financial years.

Consolidated entity disclosure statement

Name of entity	Type of entity	As at 30 June 2025			Place of business/ country of incorporation	Australia n resident or foreign resident	Foreign jurisdiction(s) of foreign residents
		Trustee, partner or participa nt in JV	% of share capit al 2025	% of share capital 2024			
Venus Metals Corporation Limited ⁽²⁾	Australian Public Company	-	100	100	Australia	Australia	-
Redscope Enterprises Pty Ltd	Australian Proprietary Company	-	100	100	Australia	Australia	-
Vanadium Power Corporation Pty Ltd ⁽¹⁾	Australian Proprietary Company	-	Nil	100	Australia	Australia	-
Fortuna Battery Minerals Pty Ltd*	Australian Proprietary Company	-	100	100	Australia	Australia	-

*Dormant during the year

⁽¹⁾ Voluntary deregistered on 17 November 2024.

⁽²⁾ Venus Metals Corporation Ltd is the ultimate parent entity. All the companies are members of the Group.

The determination of tax residency involves judgment as the determination of tax residency is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. In determining tax residency, the Group has applied the following interpretations:

- Australian tax residency**

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

- Foreign tax residency**

The Group has applied current legislation and where available judicial precedent in the determination of foreign tax residency. Where necessary, the Group has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with. At the reporting date, the Company did not have any consolidated entities with foreign residency.

DIRECTORS' DECLARATION

1. In the opinion of the Directors of Venus Metals Corporation Limited (the "Company"):
 - (a) The consolidated financial statements and notes, and the Remuneration Report in the Directors' Report are 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 2025 and its performance, for the financial year ended on that date, and
 - (ii) Complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001;
 - (b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable, and
 - (c) The information disclosed in the consolidated entity disclosure statement is true and correct.
2. The directors have been given the declarations required by section 295A of the *Corporations Act 2001* from the Managing Director for the financial year ended 30 June 2025.
3. The consolidated financial statements also comply with International Financial Reporting Standards as disclosed in note 2(a) to the consolidated financial statements.

Signed in accordance with a resolution of the Directors.



Matthew Vernon Hogan
Managing Director

Perth, Western Australia
29 September 2025

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
VENUS METALS CORPORATION LIMITED**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Venus Metals Corporation Limited (the "Company") and its subsidiaries ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group 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 2025 and of its financial performance for the year then ended; 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 the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be Key Audit Matters to be communicated in our report.

Key Audit Matters	How the matter was addressed in the audit
<i>Accounting for Investment in Rox Resources Limited</i> As outlined in Notes 25 and 26 of the consolidated financial statements, the Group assessed that as at 30 June 2024, it held significant influence over Rox Resources Limited ("Rox") and accordingly applied the equity method of accounting in accordance with AASB 128 <i>Investments in Associates and Joint Ventures</i> (AASB 128). Effective 28 February 2025, the Group's representative director resigned from Rox's board, and the Group's shareholding in Rox was less than 10%. Following this change, management determined that the Group no longer retained significant influence over Rox and reclassified the investment to be accounted for under AASB 9 <i>Financial Instruments</i> (AASB 9). This is a key audit matter due to: • The relative significance of the balance, which represents approximately 38% of the Group's total assets as at 30 June 2025. • The high level of judgement exercised by management in determining whether the Group retains significant influence over Rox, particularly in light of changes to board representation and ownership levels. • The significant impact arising from the change in accounting treatment — transitioning from equity accounting to fair value measurement — which necessitates careful evaluation of valuation methodologies and disclosure requirements under AASB 9.	Inter alia, our audit procedures included the following: i. Reviewing relevant supporting documentation to obtain an understanding of the transaction; ii. Verifying the Group's shareholding in Rox as at 30 June 2025, including management's calculation of ownership changes throughout the financial year; iii. Reviewing the application of equity accounting by management, including recognition of the Group's share of Rox's losses in the Statement of Profit or loss and other comprehensive income, based on Rox's reviewed and audited financial statements for the half-years ended 31 December 2024 and for the year ended 30 June 2025; iv. Assessing the appropriateness of management's judgement in supporting the change in accounting treatment of the investment in Rox from equity accounting under AASB 128 to fair value measurement under AASB 9; and v. Evaluating the appropriateness of disclosures in the consolidated financial statements relating to the investment, including the rationale for the change in accounting treatment and its financial impact.

Key Audit Matters	How the matter was addressed in the audit
Carrying Value of Intangible Asset – Royalty rights As detailed in Notes 2(y) and Note 14 of the consolidated financial statements, the Group's royalty rights are measured at a revalued amount, reflecting their fair value at the date of revaluation, net of any subsequent accumulated amortisation and impairment losses. Revaluations are performed with sufficient frequency to ensure that the carrying amount of the asset remains materially aligned with its fair value at each reporting date. To determine the fair value of the royalty rights held as at 30 June 2025, management engaged an independent external expert. The valuation was based on discounted cash flow approach and other key assumptions as disclosed in Note 14. This is a key audit matter due to: • The materiality of the intangible asset balance, which represents 60% of the Group's total assets as at 30 June 2025; • The significant judgement, estimates, and assumptions applied by management in valuing the intangible asset, as outlined in Note 14; and • The sensitivity of the valuation to changes in key assumptions.	Inter alia, our audit procedures included the following: i. Evaluating the valuation methodology used by the Group to determine the fair value; ii. Assessing the work of management's expert including the competence, qualifications and objectivity of the expert; iii. Reviewing the reasonableness of key assumptions, estimates and judgements underpinning the current period valuation; iv. Examining the accounting treatment to ensure compliance with AASB 138 Intangible Assets; v. Evaluating management's assessment of impairment indicators; and vi. Assessing the appropriateness of the disclosures in the notes to the consolidated financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2025, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* (other than the consolidated entity disclosure statement); 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 from misstatement whether due to fraud and 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.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

We conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

We evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in Internal control that we identify during our audit.

The Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements. We also provide the Directors with a statement that we have complied with relevant ethical requirements

regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

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

In our opinion, the Remuneration Report of Venus Metals Corporation Limited for the year ended 30 June 2025 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(An Authorised Audit Company)

Stantons International Audit & Consulting Pty Ltd
Waseem Akhtar

Waseem Akhtar
Director
West Perth, Western Australia
29 September 2025

ASX ADDITIONAL INFORMATION

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 20 September 2025.

1. Voting Rights

Ordinary Share

All issued ordinary shares carry voting rights on a one-for-one basis.

Unquoted Options:

There are no voting rights attached to unquoted options.

Unquoted Performance Rights:

There are no voting rights attached to unquoted performance rights.

There are no other classes of equity securities.

2. Substantial Shareholders

Ordinary Shareholders	Fully paid ordinary shares Number	Percentage
QGOLD PTY LTD	47,823,967	24.38%
HELMSMEN LIMITED	20,000,000	10.20%

3. Distribution of Holders of Ordinary Shares

Category	No of holders	No of ordinary shares	Percentage
1 – 1,000	184	28,625	0.01%
1,001 – 5,000	255	883,921	0.45%
5,001 – 10,000	222	1,857,839	0.95%
10,001 – 100,000	420	14,900,965	7.60%
100,001 and over	179	178,457,333	90.99%
Total	1,260	196,128,683	100.00%

The number of shareholders holding less than a marketable parcel of ordinary shares (market value less than \$500) is 352.

ASX ADDITIONAL INFORMATION

4. Distribution of Holders of Unquoted Options

Category	No of holders	No of unquoted options	Percentage
1 – 1,000	0	0	0.00%
1,001 – 5,000	0	0	0.00%
5,001 – 10,000	0	0	0.00%
10,001 – 100,000	18	1,232,703	7.21%
100,001 and over	23	15,867,729	92.79%
Total	41	17,150,000	100.00%

5. Distribution of Holders of Unquoted Performance Rights

Category	No of holders	No of unquoted performance rights	Percentage
1 – 1,000	0	0	0.00%
1,001 – 5,000	0	0	0.00%
5,001 – 10,000	0	0	0.00%
10,001 – 100,000	1	100,000	1.23%
100,001 and over	7	8,000,000	98.77%
Total	8	8,100,000	100.00%

6. Twenty Largest Holders of Quoted Equity Securities

Name	Number	Percentage
Qgold Pty Ltd	47,823,967	24.38%
Helmsmen Limited	20,000,000	10.20%
IGO Limited	9,000,000	4.59%
National Securities Nominees Pty Ltd < Holdings A/C>	8,500,000	4.33%
Helmsdale Investments Pty Ltd	8,000,000	4.08%
Investment Holdings Pty Ltd <Investment Holdings Unit A/c>	5,310,000	2.71%
BNP Paribas Nominees Pty Ltd <IB Au Noms Retail Client >	4,187,622	2.14%
Mr Matthew Vernon Hogan	4,031,000	2.06%
NDPM Pty Ltd <Morris Family Super Fund A/c>	2,500,000	1.27%
Bazco Pty Ltd	2,000,000	1.02%
HD Mining & Investment Pty Ltd	2,000,000	1.02%
Sancoast Pty Ltd	2,000,000	1.02%
Telunapa Pty Ltd <Telunmapa Capital A/c>	1,584,608	0.81%
GGW Super Pty Ltd (Walker Super Fund A/c>	1,512,000	0.77%
Squirrell Pty Ltd <Heiton Super Fund A/c>	1,500,000	0.76%
Prineas Super Pty Ltd <Prineas Super Fund A/c>	1,500,000	0.76%
Mr Selvakumar Arunachalam <Sai Jayam Family A/c>	1,500,000	0.76%
Balthazar Pty Ltd <Balthazar P/L Exec S/F A/c>	1,475,000	0.75%
Mrs Jillianne Muriel Freeman <The Jill Freeman Family A/c>	1,345,125	0.69%
Sunseeker Enterprises Pty Ltd <The Marano Family 2 A/c>	1,200,000	0.61%
Top 20 Total	126,969,322	64.74%

7. On-Market Buy-Back

There is currently no on-market-buy back.

ASX ADDITIONAL INFORMATION

8. Schedule of Tenements

Project	Tenement ID	% interest
Youanmi	E57/986*	90% All metals except Gold
Youanmi	E57/985*	90% All metals except Gold
Currans Well	E57/1011-I*	90% All metals except Gold
Youanmi	E57/982*	100% All metals except Gold
Pincher Well	E57/1018*	100% All metals except Gold
Pincher Well	E57/1019-I*	100% All metals except Gold
Youanmi	E57/1023-I*	100% All metals except Gold
Youanmi (Deep South)	E57/1078*	100% All metals except Gold
Currans Find JV	M57/641*	45% All metals except Gold
Pincher's JV	M57/642*	45% All metals except Gold
Penny Northwest	E57/1257	100%
Youanmi (Penny East)	E57/1128	100%
Youanmi (Manindi)	E57/983	100%
Bellchambers/Sandstone	E57/984	90%
Bellchambers/Sandstone	M57/671	90%
Bellchambers/Sandstone	E57/1231	100%
Bridgetown East	E70/5315**	100%
Bridgetown East	E70/5316**	100%
Bridgetown East	E70/5620**	100%
Bridgetown East	E70/6009**	100%
Bridgetown South	E70/5712**	100%
Henderson	E30/520	100%
Copper Hills	E45/6437	100%

Note:

*Venus and Rox Resources Limited have entered into a binding agreement in March 2023. The Transaction completed on 7 July 2023. The % of interest in these tenements changed from July 2023 (refer ASX announcement dated 7 July 2023).

**Bridgetown-Greenbushes Exploration Project Farm-in and Joint venture agreements with IGO Limited's subsidiary (refer ASX announcement dated 27 June 2022).

