Annual Financial Report

For the year ended 30 June 2025

Nagambie Resources Limited

and Controlled Entities

Corporate Directory

NAGAMBIE RESOURCES LIMITED *ABN 42 111 587 163*
NAGAMBIE DEVELOPMENTS PTY LTD *ABN 37 130 706 311*
NAGAMBIE LANDFILL PTY LTD *ABN 90 100 048 075*

REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS
533 Zanelli Road
Nagambie Vic 3608
PO Box 339
Telephone: (03) 5794 1750
Website: www.nagambieresources.com.au
Email: info@nagambieresources.com.au

DIRECTORS
Kevin J Perrin (Non-Executive Chairman)
Appointed Chairman 3 October 2024
Michael W Trumbull (Executive Director)
David Morgan (Non-Executive Director)
Appointed 20 August 2025
Alfonso M Grillo (Non-Executive Director)
Resigned 20 August 2025
William T Colvin (Non-Executive Director)
Resigned 20 August 2025
Thomas Quinn (Non-Executive Chair)
Resigned 3 October 2024
Warwick R Grigor (Non-Executive Director)
Resigned 26 July 2024

CHIEF EXECUTIVE OFFICER
James C Earle

COMPANY SECRETARY
Meghan Dennehy

PRINCIPAL LEGAL ADVISER
GrilloHiggins Lawyers
Level 25,367 Collins Street
Melbourne Vic 3000
Telephone: (03) 8621 8881
www.grillohiggins.com.au

AUDITOR
RSM Australia Pty Ltd
Level 27, 120 Collins Street
Melbourne Vic 3000

SHARE REGISTRY
Automic Pty Ltd
Level 3, 50 Holt Street
Surry Hills NSW 2010
Telephone: 1300 288 664
www.automic.com.au

SECURITIES EXCHANGE LISTING
Nagambie Resources Limited shares are listed on the Australian Securities Exchange
ASX code: NAG

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Directors' Report

The directors of Nagambie Resources Limited (ASX: NAG or Nagambie) submit herewith the annual financial report of the company and its controlled entities (the group) for the financial year ended 30 June 2025.

Directors

The names and particulars of the company directors in office during the financial year and until the date of this report are as follows. The directors were in office for the entire period unless stated otherwise.

Name	Particulars
KEVIN J PERRIN Non-Executive Chair Appointed 3 October 2024 Non-Executive Director Appointed 13 September 2023	Kevin Perrin is a Certified Practising Accountant (CPA). Since 1 July 2012, he has been a consultant to PPT Accounting after having been a partner in that business for over 40 years. PPT Accounting is a firm of CPA's located in Ballarat which conducts an accounting, taxation, audit and financial advisory practice. He is also a consultant to PPT Financial Pty Ltd, having been a director and shareholder of that company for over 25 years. PPT Financial Pty Ltd is an independent investment advisory firm holding an Australian Financial Services Licence. Kevin was previously a director of the Company from 17 September 2010 to 30 June 2019, during which time he was the Deputy Chairman of the Board and the Chairman of the Audit and Compliance Committee. Kevin became a Member of the Audit and Compliance Committee on 20 August 2025. Other Current Directorships of Listed Companies – None Former Directorships of Listed Companies in last three years - None
Interest in shares	151,380,675 fully paid ordinary shares
Interest in options	2,000,000 unlisted options exercisable at $0.0981 on or before 1/12/2025 1,000,000 unlisted options exercisable at $0.1106 on or before 26/11/2026 1,000,000 unlisted options exercisable at $0.0986 on or before 25/11/2027 2,000,000 unlisted options exercisable at $0.0981 on or before 4/12/2028 4,000,000 unlisted options exercisable at $0.10 on or before 28/11/2029

MICHAEL W TRUMBULL Executive Director Appointed 22 February 2024 Executive Chair Appointed 13 September 2013 Non-Executive Chair Appointed 20 December 2007 Non-Executive Director Appointed 28 July 2005	Michael Trumbull has a degree in mining engineering (first class honours) from the University of Queensland and an MBA from Macquarie University. A Fellow of the Australian Institute of Mining and Metallurgy, he has over 40 years of broad mining industry experience with mines / subsidiaries of MIM, Renison, WMC, CRA, AMAX, Nicron, ACM and BCD Resources. From 1983 to 1991, he played a senior executive role in expanding the Australian gold production assets of ACM Gold. From 1985 to 1987, he was Project Manager and then Resident Manager of the Westonia open pit gold mine and treatment plant in Western Australia. From 1987 to 1991, he was General Manager – Investments for the ACM Group. From 1993 to 2011, he was a Director of the BCD Resources Group and was involved in the exploration, subsequent mine development and operation of the Beaconsfield underground gold mine in Tasmania. From 1993 to 2003, he was the sole Executive Director of BCD and, from 2003 to 2004, was the Managing Director. Other current Directorships of Listed Companies – None Former Directorships of Listed Companies in last three years - None
Interest in shares	28,627,270 fully paid ordinary shares
Interest in options	4,000,000 unlisted options exercisable at $0.0981 on or before 1/12/2025 4,000,000 unlisted options exercisable at $0.1106 on or before 26/11/2026 4,000,000 unlisted options exercisable at $0.0986 on or before 25/11/2027 4,000,000 unlisted options exercisable at $0.0981 on or before 4/12/2028 4,000,000 unlisted options exercisable at $0.10 on or before 28/11/2029
DAVID MORGAN Non-Executive Director Appointed 20 August 2025	Mr David Morgan has degrees in both mining and mechanical engineering with over 40 years of experience in the strategic management, development and operation of resource/exploration projects. His career highlights include the development, construction and commissioning of the Equigold-owned Mt Rawdon Gold Mine in Queensland to full operational level, including team building and subsequent expansion phases. He is a Fellow of the Australasian Institute of Mining and Metallurgy; a Chartered Professional Member of the Institution of Engineers, Australia; and a Graduate Member of the Australian Institute of Company Directors. David's mining certificates include: a First Class Mine Manager's Certificate of Competency Qld (2000); a First Class Mine Manager's Certificate of Competency WA (1992); and an Underground Supervisor's Certificate of Competency WA (1991). David became Chair of the Audit and Compliance Committee on 20 August 2025. Other current Directorships of Listed Companies – Gateway Mining Limited Former Directorships of Listed Companies in last three years - Discovex Resources Ltd and Strickland Metals Ltd
Interest in shares	None
Interest in options	None

ALFONSO M GRILLO Non-Executive Director and Company Secretary Independent Appointed 24 November 2017 Resigned 20 August 2025	Alfonso Grillo is a founding Partner at GrilloHiggins Lawyers. He holds a Bachelor of Arts and Bachelor of Law degree. Alfonso has over 25 years' experience as a corporate lawyer, including company meeting practice and corporate governance procedures, fundraising and fundraising documentation, ASX Listing Rules and mergers and acquisitions. Alfonso advises resource industry companies in relation to mining and exploration projects, acquisition and divestment of assets, joint ventures and due diligence assessments. Alfonso was a member of the Audit and Compliance Committee since his appointment. Other Current Directorships of Listed Companies - None Former Directorships of Listed Companies in last three years - None
Interest in shares	4,004,812 fully paid ordinary shares
Interest in options	2,000,000 unlisted options exercisable at $0.0981 on or before 1/12/2025 2,000,000 unlisted options exercisable at $0.1106 on or before 26/11/2026 2,000,000 unlisted options exercisable at $0.0986 on or before 25/11/2027 2,000,000 unlisted options exercisable at $0.0981 on or before 4/12/2028 2,000,000 unlisted options exercisable at $0.10 on or before 28/11/2029
WILLIAM T COLVIN Non-Executive Director Independent Appointed 8 September 2021 Resigned 20 August 2025	Bill Colvin is both a Mining Engineer (BSc (Eng) Hons from the Royal School of Mines, London) and a Chartered Accountant (Institute Chartered Accountants of England & Wales). He worked as an auditor for Coopers & Lybrand in London and Sydney before commencing his executive mining career and has over 30 years of broad experience with mines / subsidiaries of RGC / Goldfields, MPI Mines / Leviathan Resources, Beaconsfield Gold / BCD Resources and Bayan Airag Exploration LLC. With Goldfields, Bill had various senior executive roles before becoming General Manager of the Henty Gold Mine in Tasmania and then General Manager, Group Operations. With MPI, he was the General Manager of the Stawell Gold Mine in Victoria, where he transformed the operation from a closure mode to a sustainable future, producing over 800,000 ounces of gold. He was CEO for the BCD Resources group for six years and championed a unique remote mining method that enabled the Beaconsfield Gold Mine to resume operations following its high-profile closure in 2006. As CEO for Bayan Airag, Bill supervised the permitting, construction and operational start-up of that company's 1 Mtpa gold-silver heap-leach mine in remote western Mongolia that faced difficult climatic, infrastructure and political challenges. The mine has been in continuous production since 2014, and the company is now advancing several other Mongolian copper-gold resources. Bill was Chairman of the Audit and Compliance Committee since his appointment. Other Current Directorships of Listed Companies - None. Former Directorships of Listed Companies in last three years - None
Interest in shares	1,348,040 fully paid ordinary shares
Interest in options	2,000,000 unlisted options exercisable at $0.1106 on or before 26/11/2026 2,000,000 unlisted options exercisable at $0.0986 on or before 25/11/2027 2,000,000 unlisted options exercisable at $0.0981 on or before 4/12/2028 2,000,000 unlisted options exercisable at $0.10 on or before 28/11/2029

THOMAS QUINN Non-Executive Chair Independent Appointed 22 February 2024 Resigned 3 October 2024	Thomas Quinn has an Executive MBA from Monash University / Mt. Eliza Business School (2005) and a B.Sc. Mech. Eng. (Hons)from Monash University (1987). His industry and community affiliations include: • Fellow, Australian Institute of Mining & Metallurgy (AusIMM) • Fellow, Institution of Engineers, Australia (IEAust) • Fellow, Australian Institute of Company Directors (AICD) • President of Australian Resources & Energy Employer Association (AREEA) • Executive Mentor SMG and QUT – mentoring c suite executives • Deputy Chair St Vincent de Paul & Chair Vincentcare Community Housing His career summary includes: • Macquarie Capital | Executive Advisor, APAC infrastructure and energy transition team | 2022 – 2023 • Ventia / Broadspectrum | MD / CEO / Group Executive Resources of $3 billion enterprise | 2016 – 2021 • Jacobs & Aker Kvaerner | Group Vice President North America / GVP Asia Pacific / Global Head Metals / MD Australia & New Zealand | 2002 – 2016 • Fluor | Director, General Manager and Major Project Manager | 1987 – 2001 Other current Directorships of Listed Companies Vast Renewables Limited (VSTE - NASDAQ) Former Directorships of Listed Companies in last three years – None
Interest in shares	None
Interest in options	4,000,000 unlisted options exercisable at $0.0981 on or before 4/12/2028
WARWICK R GRIGOR Non-Executive Director Appointed 4 October 2022 Resigned 26 July 2024	Warwick Grigor has over 40 years' experience in the investment and gold mining sectors, having worked with numerous stock broking and investment banking organisations. Most recently he was the founding Chairman of Canaccord Genuity Australia. He retired from Canaccord in 2014 to resume his Chairmanship with Far East Capital Limited, an AFSL accredited family office and private investment bank that specialises in the mining sector, providing independent research, corporate advice and capital raising services. Other Current Directorships of Listed Companies - None Former Directorships of Listed Companies in last three years - None
Interest in shares	2,000,000 fully paid ordinary shares
Interest in options	2,000,000 unlisted options exercisable at $0.0986 on or before 25/11/2027 2,000,000 unlisted options exercisable at $0.0981 on or before 4/12/2028
Interest in convertible notes	950,000 Series 10 Unsecured Convertible Notes which may be converted into 950,000 ordinary shares at a price of $0.08 on or before 25/07/2027. If not converted, they are redeemable for $76,000 on 25/07/2027.

JAMES C EARLE Chief Executive Officer Appointed 4 July 2016	James Earle is a Geological Engineer with over 20 years broad business management and technical experience in areas such as permitting and approvals, tenement administration, environmental management and strategic advice. The majority of his experience has been in public infrastructure development. Prior to joining Nagambie Resources, he held positions with consulting organisations and government departments in Australia and the UK. The most recent positions held by James were Manager of the Victorian practice of Ramboll Environ and prior to that he was a Senior Consultant, Service Group Manager and Principal Consultant at GHD. Both of these groups are global engineering and environmental consultancies. James has also lectured at the Australian National University.
Interest in shares	4,292,964 fully paid ordinary shares
Interest in options	2,000,000 unlisted options exercisable at $0.0981 on or before 1/12/2025 4,000,000 unlisted options exercisable at $0.1106 on or before 26/11/2026 2,000,000 unlisted options exercisable at $0.0986 on or before 25/11/2027 2,000,000 unlisted options exercisable at $0.0981 on or before 4/12/2028 4,000,000 unlisted options exercisable at $0.1000 on or before 28/11/2029

Operating and Financial Review

Principal activities

The principal activities of the group during the financial period were the exploration for, and development of, gold, associated minerals including antimony, and construction materials in Australia, and the investigation and development of waste handling assets.

Review of Operations

Nagambie Mine Antimony-Gold Project (100% NAG)

On 15 November 2024, Nagambie Resources announced an updated JORC Inferred Resource for the high-grade, gold-antimony mineralisation under the West Pit at the Nagambie Mine. The updated JORC Resource of 539,000 tonnes averaged 3.9% antimony plus 3.3 g/t gold for inground metal content of 20,800 tonnes of antimony plus 58,000 ounces of gold. At 3.9% antimony, the Nagambie Mine is the highest-grade antimony resource of size in Australia, significantly higher grade than the Costerfield Mine in Victoria and the Hillgrove Mine in New South Wales.

The resource resulted from a focused, cost-effective diamond drilling program that had intercepted four lode systems (C1, C2, C3, and N1), all of which remain open along strike and at depth, indicating substantial expansion potential.

On 5 May 2025, Nagambie announced the discovery of a C4 lode system to the east of the JORC Inferred Resource. The discovery hole intercepted 7.3m of mineralisation from 154m down hole in NAD056, averaging 7.0% antimony plus 1.8 g/t gold.

Redcastle Project

In October 2024, the Company announced the sale of its remaining 30% Interest in the Redcastle tenements for $250,000 cash. Nagambie considered that its remaining 30% interest in Redcastle was a non-core asset and that it should focus on its core asset, the very-high-grade antimony-gold discovery at the Nagambie Mine.

Whroo Mines (100% NAG)

In February 2025, the Company announced that research of all the available information on the historic Whroo gold mines, to the north of the Nagambie Mine, had highlighted the mining of shallow antimony veins in certain of the mines for sale in England. The N-S strike and W dip of the Whroo antimony veins are analogous to the C-style antimony veins being discovered at the Nagambie Mine.

Nagambie Joint Venture (NJV) (50% NAG)

The NJV was formed to develop a Central Processing Hub on Nagambie's 100%-owned Nagambie Mine site, with a 300.000 tpa oxide-gold treatment plant and tube cell tailings storage facility to be fully funded by Golden Camel Pty Ltd (GCM) for a 50% interest. After construction and commissioning of the oxide-gold plant, all revenues and operational costs will be shared 50:50. Initial feed for the plant is to be trucked from GCM's Golden Camel Mine.

GCM continued negotiations with various financiers through FY2025.

Likely Developments

1. Continued diamond drilling of the Nagambie Mine very-high-grade antimony-gold deposit, initially focusing on making new vein discoveries to the east of the current JORC Inferred Resource.

2. Report material increases to the JORC Resource as the diamond drilling progresses.

3. Carry out preliminary metallurgical testwork on representative mineable lengths of diamond core; and

4. Negotiate off-take agreements for proportions of future gold and antimony production from the Nagambie Mine underground mine in return for funding assistance to develop the operation.

Financial Matters

The consolidated loss for the group for the year amounted to $1,846,226 after tax. This compared to a loss after tax for the year ended 30 June 2024 of $2,789,560. The decrease of $943,334 in the loss for the year arises after a decrease in expenditure of $764,674, in particular a decrease of finance costs of $541,686.

$3.0 Million Flexible Working Capital Facility

On 6 March 2025, Nagambie announced that it, and its wholly-owned subsidiaries had agreed to a $1.0 million increase to the original $2.0 million loan facility agreement with PPT Nominees Pty Ltd (PPT) (as announced on 14 September 2023). The key drawdown, interest and repayment terms for the increased facility remain essentially the same and include: (1) minimum drawdown of $100,000; (2) maximum drawdown of $500,000 per month; (3) 10% per annum interest on the outstanding amount drawn down, payable each quarter in arrears; and (4) repayments can be made at any time to reduce the outstanding amount drawn down without penalty. The loan is secured by the Company and its subsidiaries granting security over their assets and undertakings in favour of PPT pursuant to a General Security Deed.

Changes in state of affairs

There was no significant change in the state of affairs of the Group during the financial year other than already disclosed.

Risks and Uncertainties

The business and operations of the Group are subject to numerous risks, many of which are beyond the Group's control. The Group considers the risks set out below to be some of the most significant to the Group, but not all of the risks associated with the Group. If any of these risks materialise into actual events or circumstances or other possible additional risks and uncertainties of which the Group is currently unaware or which it considers to be material in relation to the Group's business actually occur, the Group's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected.

(a) The Group has limited financial resources and limited operating revenues. To earn and/or maintain its interest in its mineral projects, the Group has contractually agreed or is required to make certain payments and expenditures for and on such projects. The Group's ability to continue as a going concern is dependent upon, among other things, the Group establishing commercial quantities of mineral reserves on its projects and obtaining the necessary financing and permits to develop and profitably produce such minerals or, alternatively, disposing of its interests on a profitable basis, none of which is assured.

(b) The Group has only generated losses to date and will require additional funds to further explore its projects. The only sources of funds for exploration programs, or if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production thereon, presently available to the Group are the sale of equity or farming out its mineral projects to third party for further exploration or development. The Group's ability to arrange financing in the future will depend, in part, on the prevailing capital market conditions as well as its business performance. There is no assurance such additional funding will be available to the Group when needed on commercially reasonable terms or at all. Additional equity financing may also result in substantial dilution thereby reducing the marketability of the Company's shares. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and the possible, partial or total loss of the Group's interest in its projects.

(c) Mineral exploration is subject to a high degree of risk, which even a combination of experience, knowledge and careful evaluation may fail to overcome. These risks may be even greater in the Group's case given its formative stage of development and the fact that its mineral projects are still in their exploration stage. Furthermore, exploration activities are expensive and seldom result in the discovery of a commercially viable resource. The Group's proposed exploration programs are exploratory searches for commercial quantities of ore. There is no assurance that the Group's exploration will result in the discovery of an economically viable mineral deposit.

(d) The Group activities are subject to the risks normally encountered in the mining exploration business. The economics of exploring, developing and operating resource projects are affected by many factors including the cost of exploration and development operations, variations of the grade of any ore mined and the rate of resource extraction and fluctuations in the price of resources produced, government regulations relating to royalties, taxes and environmental protection and title defects.

(e) The Group's mineral projects may be subject to prior unregistered agreements, interests or land claims and title may be affected by undetected defects. In addition, the Group's exploration activities will require certain licenses and permits from various governmental authorities. There is no assurance that the Group will be successful in obtaining the necessary licenses and permits on a timely basis or at all to undertake its exploration activities in the future or, if granted, that the licenses and permits will be on the basis applied or remain in force as granted.

(f) The Group must comply with environmental laws and regulations governing air and water quality and land disturbance and provide for reclamation and closure costs in addition to securing the necessary permits to advance exploration activities at is mineral projects. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Group and may cause material changes or delays in the Group's intended activities. Furthermore, environmental hazards may exist on the Group's projects that are unknown to the Group at present and that have been caused by the Group or by previous owners or operators of the projects, or that may have occurred naturally. The Group may be liable for remediating such damages.

The above list of risks, uncertainties and other factors is not exhaustive.

Subsequent events

$1.2 Million Fund Raising
On 12 August 2025, Nagambie announced the completion of a $1.2 million capital raising (before costs) for continued drilling at the 100%-owned Nagambie Mine and updating of the current JORC Inferred Resource.

Board Restructure
On 20 August 2025, the Company announced the appointment of experienced mining executive Mr David Morgan as a Non-Executive Director (NED) as part of a board refresh. Two NEDs, Mr Alfonso Grillo and Mr Bill Colvin, stepped down in order to facilitate the board restructure and reduce corporate costs.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Environmental regulations

The company's exploration and mining tenements are located in Victoria. The operation of these tenements is subject to compliance with the Victorian and Commonwealth mining and environmental regulations and legislation.

Licence requirements relating to ground disturbance, rehabilitation and waste disposal exist for all tenements held. The directors are not aware of any ongoing breaches of mining and environmental regulations and legislation during the year and up to the date of this report.

Dividends

No dividends in respect of the current financial period have been paid, declared or recommended for payment (2024: Nil).

Share options

Share options granted to directors and executives.
The following options were granted to directors and executives as share based payment during the year: Refer to pages 14 and 15 of the remuneration report for full details.

Kevin Perrin (chair)	4,000,000
Michael Trumbull (director)	4,000,000
Alfonso Grillo (director)	2,000,000
William Colvin (director)	2,000,000
James Earle (chief executive officer)	4,000,000

Shares under option or issued on exercise of options
No options were exercised during the year.

Options on issue as at reporting date

Number of options	Grant date	Vesting date	Expiry date	Exercise price
Unlisted				
14,150,000	1/12/2020	1/12/2020	1/12/2025	9.81 cents
14,650,000	26/11/2021	26/11/2021	26/11/2026	11.06 cents
17,650,000	25/11/2022	25/11/2022	25/11/2027	9.86 cents
18,650,000	4/12/2023	4/12/2023	4/12/2028	9.81 cents
4,000,000	22/2/2024	22/2/2024	4/12/2028	9.81 cents
19,400,000	28/11/2024	28/11/2024	28/11/2029	10.0 cents
46,153,842	12/8/2025	12/8/2025	12/8/2027	2.6 cents
134,653,842				

Indemnification of officers and auditors

During the financial year, the company paid a premium in respect of a contract insuring the directors of the company (as named above), the company secretary, executive officers and any related body corporate against a liability incurred by a director, secretary or executive officer to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium. The company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the company or of any related body corporate against a liability incurred as such by an officer or auditor.

Directors' meetings

The following table sets out the number of directors' meetings (including meetings of committees of directors) held during the financial year and the number of meetings attended by each director (while they were a director or committee member).

During the financial year 15 board meetings and 3 audit and compliance committee meetings were held.

Directors	Board of directors		Audit and compliance committee	
	Held	Attended	Held	Attended
Kevin Perrin	15	15	3	3
Michael Trumbull	15	15	3	3
Alfonso Grillo	15	15	3	3
William Colvin	15	14	3	3
Thomas Quinn (resigned 3 October 2024)	7	7	2	2
Warwick Grigor (resigned 26 July 2024)	1	1	-	-

Directors' shareholdings and options

The following table sets out each director's relevant interest in shares, debentures, and rights or options on shares of the company or a related body corporate as at the date of this report.

Directors	Fully paid ordinary shares Number	Share options Number	Convertible Loan Notes Number
Kevin Perrin	151,380,675	10,000,000	-
Michael Trumbull	28,627,270	20,000,000	-
David Morgan	-	-	-

Remuneration report (Audited)

Remuneration policy for directors and executives

Details of key management personnel
The directors and key management personnel of Nagambie Resources Limited during the financial year were:

Kevin Perrin	Non-Executive Chair	Appointed 3 October 2024
Michael Trumbull	Executive Director	
David Morgan	Non-Executive Director	Appointed 20 August 2025
Alfonso Grillo	Non-Executive Director	Resigned 20 August 2025
William Colvin	Non-Executive Director	Resigned 20 August 2025
Thomas Quinn	Non-Executive Chair	Resigned 3 October 2024
Warwick Grigor	Non-Executive Director	Resigned 26 July 2024

Remuneration Policy

Board is responsible for determining and reviewing the compensation of the directors, the chief executive officer, the executive officers and senior managers of the company and reviewing the operation of the company's Employee Option Plan. This process requires consideration of the levels and form of remuneration appropriate to securing, motivating and retaining executives with the skills to manage the company's operations. The board of directors also recommends levels and form of remuneration for non-executive directors with reference to performance and when required, sought independent expert advice. The total sum of remuneration payable to non-executive directors shall not exceed the sum fixed by members of the company in general meeting.

In accordance with ASX Listing Rule 10.17, the current maximum aggregate compensation payable out of the funds of the company to non-executive directors for their services as directors is $250,000 per annum. For the year ending 30 June 2025, the board resolved that the non-executive chairman's remuneration was set at $93,000 (2024: $93,000) per annum excluding superannuation and share based payments. The executive director's remuneration was set at $150,000 (2024: $150,000) per annum excluding superannuation and share based payments. For non-executive directors, remuneration was set at $62,000 (2024: $62,000) per annum excluding superannuation and share based payments. Where a director performs special duties or otherwise performs consulting services outside of the scope of the ordinary duties of a director, then additional amounts will be payable.

There is no direct relationship between the company's remuneration policy and the company's performance. That is, no portion of the remuneration of directors, secretary or senior managers is 'at risk'. However, in determining the remuneration to be paid in each subsequent financial year, the board will have regard to the company's performance. Therefore, the relationship between the remuneration policy and the company's performance is indirect.

Options are issued to employees under the company's Employee Option Plan at the discretion of the board. Options issued to directors require the approval of shareholders at a general meeting. The purpose of the issue of options is to remunerate employees and directors as an incentive for future services. The directors consider it important that the company is able to attract and retain people of the highest calibre and believe that the most appropriate means of achieving this is to provide an opportunity to participate in the company's future growth and give them an incentive to contribute to that growth.

Relationship between the remuneration policy and company performance

The tables below set out summary information about the Group earnings and movements in shareholder wealth for the four years to June 2025.

	30 June 2025	30 June 2024	30 June 2023	30 June 2022
Revenue	$453,036	$274,376	$310,360	$259,498
Net loss before tax	$1,846,226	$2,789,560	$3,341,632	$2,340,798
Net loss after tax	$1,846,226	$2,789,560	$3,341,632	$2,340,798
Share price at start of year (cents)	1.1	3.9	4.9	8.0
Share price at end of year (cents)	1.6	1.1	3.9	4.9
Dividends paid	Nil	Nil	Nil	Nil
Basic earnings per share (cents)	(0.23)	(0.40)	(0.62)	(0.46)
Diluted earnings per share (cents)	(0.23)	(0.40)	(0.62)	(0.46)

Director and executive remuneration

The directors, executives and consultants detailed below received the following amounts as compensation for their services during the year: Refer to notes on following page.

		Short Term Benefits	Post Employment Benefits	Share Based Payment	Performance Related Benefits	Other Long Term Benefits	Total
		Salary and fees	Superannuation	Options (non-cash)			
		$	$	$	$	$	$
Directors							
Kevin Perrin (1)	**2025**	**78,137**	**8,986**	**58,657**	**-**	**-**	**145,780**
	2024	-	-	20,800	-	-	20,800
Michael Trumbull (2)	**2025**	**150,000**	**17,250**	**58,657**	**-**	**-**	**225,907**
	2024	155,223	16,500	41,600	-	-	213,323
David Morgan (3)	**2025**	**-**	**-**	**-**	**-**	**-**	**-**
	2024	-	-	-	-	-	-
Alfonso Grillo (4)	**2025**	**62,000**	**7,130**	**29,329**	**-**	**-**	**98,459**
	2024	62,000	6,820	20,800	-	-	89,620
William Colvin (5)	**2025**	**62,000**	**7,130**	**29,329**	**-**	**-**	**98,459**
	2024	62,000	6,820	20,800	-	-	89,620
Thomas Quinn (6)	**2025**	**23,441**	**2,579**	-	**-**	**-**	**26,020**
	2024	31,085	3,419	41,600	-	-	76,104
Warwick Grigor (7)	**2025**	**4,016**	**462**	**-**	**-**	**-**	**4,478**
	2024	62,000	6,820	20,800	-	-	89,620
Chief Executive Officer							
James Earle (8)	**2025**	**200,000**	**23,000**	**58,657**	**-**	**1,610**	**283,267**
	2024	200,000	22,000	20,800	-	14,872	257,672
Total for Year	**2025**	**579,594**	**66,537**	**234,629**	**-**	**1,610**	**882,370**
Total for Year	2024	572,308	62,379	187,200	-	14,872	836,759

Apart from the contracts disclosed at (2), (6) and (8) below there were no other contracts with management or directors in place during the 2025 and the 2024 financial years.

(1) Kevin Perrin was appointed as Non-Executive Chairman on 3 October 2024 after being a Non-Executive Director since 13 September 2023. During the 2025 financial year fees of $87,123 (2024: Nil) were expensed to Vinda Pty Ltd, an entity controlled by Kevin Perrin. The amount of $87,123 is comprised of $78,137 director's fee plus an allowance of $8,986 for superannuation (2024: Nil).
At 30 June 2025 there was $95,835 (2024 $Nil) owing to Vinda Pty Ltd.

(2) Michael Trumbull is employed as an Executive Director under a consultancy agreement which commenced on 1 July 2013 and is ongoing. The fixed annual remuneration level was set at $150,000 plus superannuation plus provision of a motor vehicle and reimbursement of out-of-pocket expenses. The contract may be terminated upon giving 6 months notice by the company or 3 months by the consultant. Apart from accrued entitlements there are no other termination benefits.
During the 2025 financial year, fees of $167,250 (2024: $166,500) were expensed to Cypron Pty Ltd, an entity controlled by Michael Trumbull, for his services as a director of the company. The amount of $167,250 comprised of $150,000 director's fee plus an allowance of $17,250 for superannuation (2024: $150,000 director's fee plus an allowance of $16,500 for superannuation).
At 30 June 2025, there was an amount of $275,550 (2024: $91,575) owing to Cypron Pty Ltd.

(3) David Morgan was appointed a director on 20 August 2025. There were no fees paid to him during the year ended 30 June 2025 (2024 Nil).

(4) Alfonso Grillo. During the 2025 financial year, fees of $69,130 (2024: $68,820) were expensed to GrilloHiggins Lawyers, an entity in which Alfonso Grillo is a partner, for his services as a director of the company. The amount of $69,130 is comprised of $62,000 director's fee plus an allowance of $7,130 for superannuation (2024: $62,000 director's fee plus an allowance of $6,820 for superannuation). During the 2025 financial year the company also paid fees of $74,187 (2024: $280,041) to GrilloHiggins Lawyers for secretarial and legal services provided by Alfonso Grillo and other GrilloHiggins personnel.
At 30 June 2025, there was an amount of $120,516 (2024: $40,996) owing to GrilloHiggins.

(5) William Colvin. During the 2025 financial year, fees of $69,130 (2024 $68,820) were expensed for his services as a director of the company. The amount is comprised of $62,000 director's fee plus $7,130 for superannuation (2024 $62,000 director's fee plus $6,820 for superannuation).
At 30 June 2025 there was $172,205 (2024 $68,820) owing to William Colvin.

(6) Thomas Quinn was employed as a Non-Executive Director under a consultancy agreement which commenced on 22 February 2024. The fixed annual remuneration level was set at $93,000 plus superannuation and reimbursement of out-of-pocket expenses. During the 2025 financial year, fees of $23,441 plus superannuation of $2,579 (2024: $31,085 director's fees plus $3,419, superannuation) were paid to Telford Executive Consulting Pty Ltd, an entity controlled by Thomas Quinn, for his services as a director of the company.
At 30 June 2025, there was an amount of $Nil (2024: $29,187) owing to Telford Executive Consulting Pty Ltd.

(7) Warwick Grigor. During the 2025 financial year, fees of $4,478 (2024 $68,820) were paid for his services as a director of the company. The amount is comprised of $4,016 director's fee plus an allowance of $462 for superannuation (2024 $62,000 director's fee plus an allowance of $6,820 for superannuation).
At 30 June 2025 there was $Nil (2024 $68,820) owing to Warwick Grigor.

(8) James Earle is employed as the Chief Executive Officer under an employment agreement which commenced on 8 August 2016 and is ongoing. The fixed remuneration is $200,000 per annum plus superannuation. He is also entitled to a cash incentive bonus subject to performance hurdles. For the 2025 financial year there was no cash bonus paid (2024: $Nil). The agreement may be terminated by either party upon giving 3 months' notice. Apart from accrued entitlements, there are no other termination benefits.
At 30 June 2025 there was $334,000 (2024 $111,000) owing to James Earle.

Shareholdings of key management personnel

	Balance 1 July 2024	Acquired during year	Disposals during year	Balance 30 June 2025
Kevin Perrin	151,380,675	-	-	151,380,675
Michael Trumbull	28,627,270	-	-	28,627,270
Alfonso Grillo	4,004,812	-	-	4,004,812
William Colvin	1,348,040	-	-	1,348,040
Thomas Quinn (1)	-	-	-	-
Warwick Grigor (1)	2,000,000	-	-	2,000,000
James Earle	4,292,964	-	-	4,292,964
Total	**191,653,761**	**-**	**-**	**191,653,761**

(1) Thomas Quinn and Warwick Grigor resigned as directors during the financial year.

Executive Options

The Group has an ownership-based remuneration scheme for staff and executives (including executive and non-executive directors) of the company. In accordance with the provisions of the scheme, as approved by shareholders at a previous annual general meeting, staff and executives of the company may be granted options to purchase parcels of ordinary shares at an exercise price determined at the discretion of the board of directors.

Each share option converts into one ordinary share of Nagambie Resources Limited on exercise by the payment of the exercise price. No amounts are paid or payable by the recipient on receipt of the options. The options carry neither right to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry. The number of options granted is at the discretion of the board of directors of the company.

The options granted expire five years after their issue or one month after the resignation of the staff member or executive, whichever is the earlier, or as otherwise determined by the board of directors. There are 88,500,000 share options on issue under this plan at 30 June 2025 of which 62,500,000 are held by current directors and key management personnel.

Options on issue at the end of the financial year

Number of options	Grant date	Vesting date	Expiry date	Exercise price
14,150,000	01/12/2020	01/12/2020	01/12/2025	9.81 cents
14,650,000	26/11/2021	26/11/2021	26/11/2026	11.06 cents
17,650,000	25/11/2022	25/11/2022	25/11/2027	9.86 cents
18,650,000	04/12/2023	04/12/2023	04/12/2028	9.81 cents
4,000,000	22/02/2024	22/02/2024	04/12/2028	9.81 cents
19,400,000	28/11/2024	28/11/2024	28/11/2029	10.0 cents
88,500,000				

Value of options issued to directors and executives

The following grants of share-based payment compensation to directors and executives relate to the 2025 financial year.

Name	Option series	Number granted	Number vested	% of grant vested	% of grant forfeited	% of compensation for year consisting of options
Kevin Perrin	issued 28/11/2024	4,000,000	4,000,000	100%	0%	40.24%
Michael Trumbull	issued 28/11/2024	4,000,000	4,000,000	100%	0%	25.97%
Alfonso Grillo	issued 28/11/2024	2,000,000	2,000,000	100%	0%	29.79%
William Colvin	issued 28/11/2024	2,000,000	2,000,000	100%	0%	29.79%
James Earle	issued 28/11/2024	4,000,000	4,000,000	100%	0%	20.71%
		16,000,000	16,000,000			

The following table summarises the value of options granted, exercised or lapsed during the 2025 financial year to directors and executives:

Name	Value of options granted at the grant date (i)	Value of options exercised at the exercise date (ii)	Value of options lapsed at the date of lapse (iii)
	$	$	$
Kevin Perrin	58,657	Nil	56,958
Michael Trumbull	58,657	Nil	113,916
Alfonso Grillo	29,329	Nil	56,958
William Colvin	29,329	Nil	Nil
Thomas Quinn	Nil	Nil	Nil
Warwick Grigor	Nil	Nil	Nil
James Earle	58,657	Nil	56,958
	234,629	Nil	284,790

(i) The value of options granted during the period is recognised in compensation at the grant date which is also the vesting date. The assessed value was 1.47 cents per option.
(ii) No options were exercised during the reporting period.
(iii) 8,000,000 directors options and 2,000,000 executives options lapsed during the reporting period.

Option holdings of key management personnel

	Balance 1 July 2024	Granted as remuneration	Options Lapsed Listed	Options Lapsed Unlisted	Balance 30 June 2025	Vested and exercisable 30 June 2025
Kevin Perrin	18,247,512	4,000,000	(10,247,512)	(2,000,000)	10,000,000	10,000,000
Michael Trumbull	24,346,907	4,000,000	(4,346,907)	(4,000,000)	20,000,000	20,000,000
Alfonso Grillo	10,500,802	2,000,000	(500,802)	(2,000,000)	10,000,000	10,000,000
William Colvin	6,134,804	2,000,000	(134,804)	-	8,000,000	8,000,000
Thomas Quinn (1)	4,000,000	-	-	-	4,000,000	4,000,000
Warwick Grigor (1)	4,200,000	-	(200,000)	-	4,000,000	4,000,000
James Earle	12,251,658	4,000,000	(251,658)	(2,000,000)	14,000,000	14,000,000
Total	**79,681,683**	**16,000,000**	**(15,681,683)**	**(10,000,000)**	**70,000,000**	**70,000,000**

(1) Thomas Quinn and Warwick Grigor resigned as directors during the financial year.

This concludes the Remuneration report which has been audited.

Corporate Governance

The Company's Corporate Governance Statement and other corporate governance related documents may be accessed from the Company's website at https://www.nagambieresources.com.au/investor-information/corporate-governance-statement.

Non-audit services

As detailed in note 25 to the financial statements, no amount has been paid to the auditor during the financial year for non-audit services.

Auditor's independence declaration

The auditor's independence declaration is attached to this directors' report.

Proceedings on behalf of the company

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

Signed in accordance with a resolution of directors made pursuant to s.298(2) of the *Corporations Act 2001*.

On behalf of the directors

Michael W Trumbull
Executive Director

Melbourne
30 September 2025

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Nagambie Resources Limited and its Controlled Entities 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.

RSM

RSM AUSTRALIA PARTNERS

J S CROALL
Partner

Dated: 30 September 2025
Melbourne, Victoria

Statement of Profit and Loss and Other Comprehensive Income for the financial year ended 30 June 2025

	Note	Consolidated 2025 $	2024 $
Revenue			
Rental income		**237,386**	211,870
Sale of non-gold materials		**17,835**	15,853
Other income		**197,815**	46,653
Total Revenue	3a	**453,036**	274,376
Expenses			
Corporate expenses		**(939,291)**	(1,041,660)
Cost of sales and rehabilitation		**(109,753)**	(4,019)
Depreciation		**(70,442)**	(70,442)
Directors and employee benefits expense	3b	**(397,461)**	(380,988)
Finance costs	4	**(761,509)**	(1,303,195)
Impairment of capitalised exploration costs		**(20,806)**	(263,632)
Total Expenses		**(2,299,262)**	(3,063,936)
Loss before income tax		**(1,846,226)**	(2,789,560)
Income tax benefit	5	**-**	-
Loss for the year after tax		**(1,846,226)**	(2,789,560)
Total comprehensive loss for the year		**(1,846,226)**	(2,789,560)
Loss per share calculated on Loss for the year after tax			
Basic and diluted loss per share in cents	6	**(0.23)**	(0.40)

The accompanying notes form part of these financial statements

Statement of Financial Position
as at 30 June 2025

	Note	Consolidated 2025 $	2024 $
Current assets			
Cash and cash equivalents	14(b)	**69,324**	437,719
Trade and other receivables	7	**78,301**	46,140
Total current assets		**147,625**	483,859
Non-current assets			
Security deposits	8	**778,405**	770,664
Property, plant and equipment	10	**1,217,778**	1,288,221
Exploration and evaluation assets	9	**21,666,275**	20,822,554
Total non-current assets		**23,662,458**	22,881,439
Total assets		**23,810,083**	23,365,298
Current liabilities			
Trade and other payables	11	**1,246,704**	495,642
Borrowings	15	**5,270,175**	713,719
Provisions	16	**104,573**	113,971
Contract liabilities		**45,748**	45,748
Total current liabilities		**6,667,200**	1,369,080
Non-current liabilities			
Borrowings	15	**457,277**	3,869,413
Provisions	16	**2,769,713**	2,769,174
Total non-current liabilities		**3,226,990**	6,638,587
Total liabilities		**9,894,190**	8,007,667
Net assets		**13,915,893**	15,357,631
Equity			
Issued capital	12	**38,460,004**	38,340,004
Reserves	13	**3,698,709**	3,967,776
Accumulated losses		**(28,242,820)**	(26,950,149)
Total equity		**13,915,893**	15,357,631

The accompanying notes form part of these financial statements

Statement of Changes in Equity
for the year ended 30 June 2025

	Consolidated				
	Issued capital $	Options reserve $	Convertible notes reserve $	Accumulated losses $	Total $
Balance at 1 July 2023	**31,290,202**	**3,355,063**	**2,590,713**	**(24,843,887)**	**12,392,091**
Loss for the year	-	-	-	(2,789,560)	(2,789,560)
Total comprehensive income	**-**	**-**	**-**	**(2,789,560)**	**(2,789,560)**
Recognition of share based payments	-	235,560	-	-	235,560
Transfer value of options lapsed	-	(662,694)	-	662,694	-
Payout of equity in series 7 convertible notes	-	-	(20,604)	20,604	-
Issue of share capital	7,177,439	-	(1,530,262)	-	5,647,177
Share issue expenses	(127,637)	-	-	-	(127,637)
Balance at 30 June 2024	38,340,004	2,927,929	1,039,847	(26,950,149)	15,357,631
Balance at 1 July 2024	**38,340,004**	**2,927,929**	**1,039,847**	**(26,950,149)**	**15,357,631**
Loss for the year	-	-	-	(1,846,226)	(1,846,226)
Total comprehensive income	**-**	**-**	**-**	**(1,846,226)**	**(1,846,226)**
Recognition of share based payments	-	284,489	-	-	284,489
Transfer value of options lapsed		(424,337)	-	424,337	-
Payout of equity in series 8 convertible notes			(92,299)	92,299	-
Issue of share capital	120,000	-	(36,920)	36,920	120,000
Balance at 30 June 2025	38,460,004	2,788,081	910,628	(28,242,819)	13,915,894

The accompanying notes form part of these financial statements

Statement of Cash Flows
for the financial year ended 30 June 2025

	Note	Consolidated 2025 $	2024 $
Cash flows from operating activities			
Receipts from customers		**570,586**	246,413
Payments to suppliers and employees		**(596,213)**	(1,284,961)
Interest received		**8,107**	27,739
Interest paid		**(370,300)**	(890,875)
Net cash used in operating activities	14a	**(387,820)**	(1,901,684)
Cash flows from investing activities			
Payments for exploration expenditure		**(1,290,574)**	(1,061,033)
Payments for term deposit		**-**	(17,457)
Receipts from disposal of investments		**250,000**	-
Receipts from security bonds		**10,000**	-
Net cash used in investing activities		**(1,030,574)**	(1,078,490)
Cash flows from financing activities			
Proceeds from issue of shares		**-**	1,117,728
Repayment of convertible notes		**(300,000)**	(50,000)
Proceeds from drawdown facility		**1,350,000**	1,600,000
Repayment of drawdown facility		**-**	(371,909)
Net cash provided by financing activities		**1,050,000**	2,295,819
Net decrease in cash and cash equivalents		**(368,395)**	(684,355)
Cash and cash equivalents at the beginning of the financial period		**437,719**	1,122,074
Cash and cash equivalents at the end of the financial period	14b	**69,324**	437,719

The accompanying notes form part of these financial statements

Notes to the Financial Statements
for the year ended 30 June 2025

1. General information

Nagambie Resources Limited (the Company) is a listed for-profit public company, incorporated in Australia and operating in Victoria. The registered office and principal place of business for the Company are located at 533 Zanelli Road, Nagambie Vic 3608. These financial statements were authorised for issue on the date of the signing of the attached Directors' Declaration.

2. Material accounting policy information

Statement of compliance

The financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001* and the *Corporations Regulations 2001*, Australian Accounting Standards and Interpretations. The financial statements include the consolidated financial statements of the group.

Compliance with Australian Accounting Standards (AASBs) ensures that the financial statements and notes of the group comply with International Financial Reporting Standards ('IFRS').

Basis of preparation

The financial statements have been prepared on an accruals basis using historical cost with the exception of certain assets measured at fair value. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, which is the functional and presentation currency of the Company and its controlled entities. Comparative information where necessary has been reclassified in order to achieve consistency in presentation with amounts disclosed in the current year.

Changes in accounting policies

Other than the policies described below there have been no changes in accounting policies. The following significant accounting policies have been adopted in the preparation and presentation of the financial statements:

(a) Going concern

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

As disclosed in the financial statements, the Group incurred a net loss after taxes of $1,846,226, cash outflow from operating activities of $387,820 and, cash outflows of $1,030,574 from investing activities during the year ended 30 June 2025. In addition, the Group's current liabilities exceeded its current assets by $6,519,575 as at 30 June 2025. These factors indicate a material uncertainty which may cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that it is foreseeable that the consolidated entity will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the following factors:

- Subsequent to 30 June 2025, the consolidated entity has successfully completed a $1.2 million capital raise before costs. The consolidated entity has demonstrated its ability to raise capital over many years, and the Directors are confident that future planned capital raising would be successful.

- The $3 million working capital facility with PPT Nominees Pty Ltd, of which $50,000 remains available to draw down as at 30 June 2025, had an original repayment date of 13 September 2025. Subsequent to 30 June 2025, the repayment date has been extended by 12 months to 13 September 2026. The lender has advised the Group that it is prepared to consider a further extension of the facility, if required, upon terms to be negotiated at that time.

- Sale or mortgage of freehold property.

- Continue to pursue opportunities to farm-out part of the consolidated entity's exploration interests.

On this basis no adjustments have been made to the financial report relating to the recoverability and classification of the carrying amount of the assets or the amount and classification of liabilities that might be necessary should the consolidated entity not continue as a going concern. Accordingly, the financial report has been prepared on a going concern basis.

If the going concern basis of accounting is found to be no longer appropriate, the recoverable amounts of the assets shown on the consolidated statement of financial position sheet are likely to be significantly less than the amounts disclosed and the extent of the liabilities may differ significantly from those reflected.

2. Material accounting policy information (continued)

(b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (referred to as 'the group' in these financial statements). The Group controls an entity when the Group 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 to direct the activities of the entity.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the group. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

(c) Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(d) Employee benefits

Short-term employee benefits

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

Other long-term employee benefits

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

(e) Exploration and evaluation assets

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

(i) the rights to tenure of the area of interest are current; and

(ii) at least one of the following conditions is also met:

(a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or

(b) exploration and evaluation activities in the area of interest have not at the end of the reporting period reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measure of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (or the cash-generating unit(s) to which it has been allocated, being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision is made to proceed with the development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance will then be reclassified to capitalised development costs.

2. Material accounting policy information (continued)

(f) Impairment of tangible assets

At the end of each reporting period, the group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Where the asset does not generate cash flows that are independent from other assets, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

(g) Income tax

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is accounted for using the liability method. Temporary differences are differences between the tax base of an asset or liability and its carrying amount in the statement of financial position. The tax base of an asset or liability is the amount attributed to that asset or liability for tax purposes.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit.

A deferred tax liability is not recognised in relation to taxable temporary differences arising from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, branches and associates, and interests in joint ventures except where the group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the group intends to settle its current tax assets and liabilities on a net basis.

2. Material accounting policy information (continued)

Current and deferred tax for the period

Current and deferred tax is recognised as an expense or income in the statement of profit or loss and other comprehensive income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

(h) 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 payment 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. When 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 a term of 12 months or leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

(i) 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 payment 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.

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 guarantees, lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the following right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

(j) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item.

Depreciation is provided on property, plant and equipment except for freehold land.

Depreciation is calculated on a straight line basis so as to write off the net cost amount of each asset over its expected useful life to its estimated residual value. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes recognised on a prospective basis.

The range of useful lives for each class of plant equipment for the year were:

Plant and equipment:	4-10 years
Computer equipment:	3-5 years
Motor vehicles:	3-5 years

The gain or loss arising on disposal or retirement of an item of property, plant or equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit and loss.

2. Material accounting policy information (continued)

(k) Provisions

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

(l) Rehabilitation provision

A provision has been made for the present value of anticipated costs for future rehabilitation of land explored or mined. The consolidated entity's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The consolidated entity recognises management's best estimate for assets retirement obligations and site rehabilitations in the period in which they are incurred. Actual costs incurred in the future periods could differ materially from the estimates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision.

(m) Revenue

Revenue is measured at the fair value of the consideration received or receivable.

Sale of rock revenue

Revenue from the sale of rock is measured at the fair value for the consideration received or receivable. The revenue is recognised when the rock is removed from the company premises. There are no cartage expenses as the customer utilises their own assets to source and remove the rock.

Interest revenue

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Rental revenue

Property rental income is recognised on a straight-line basis over the period of the lease term. When rental income is received in advance at the end of a period it is recognised as income in the following period to which it relates.

PASS revenue

Revenue from the underwater storage of Potential Acid Sulfate Soil (PASS) is measured at the fair value for the consideration received or receivable. The revenue is recognised when the invoice is issued after the material is received onsite before being placed underwater in the West Pit at the Nagambie Mine. The expenses incurred in relation to the handling of PASS material by a subcontractor are shown as a separate expense item under cost of sales and rehabilitation.

(n) Share-based payments

Equity-settled share-based payments with employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. Fair value is measured by use of a Binomial option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payments is expensed when options are granted since in all cases there is no delay until options are vested.

Equity-settled share-based payment transactions with other parties are measured at the fair value of the goods and services received, except where the 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.

(o) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

i where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or

ii. for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are presented on a net basis. The GST components of cash flows arising from investing or financial activities which are recoverable from a payable to the taxation authority are presented as operating cash flows.

(p) Trade and other payables

Accounts payable and other payables represent the liability outstanding at the end of the reporting period for goods and services received by the company during the reporting period which remain unpaid. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

(q) Trade and other receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

(r) Borrowings

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

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

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

Convertible notes are initially classified as a financial liability until extinguished on conversion or redemption. The corresponding interest on convertible notes is expensed to profit or loss.

(s) Finance costs

Finance costs are expensed in the period in which they are incurred, including interest on bank accounts and interest on short-term and long-term borrowings.

(t) Investments and other financial assets

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

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

(u) Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the company intends to hold and has irrevocably elected to classify them as such upon initial recognition. There are two types of FVOCI accounting under AASB 9 (Equity FVOCI and Debt FVOCI.)

(v) Impairment of financial assets

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

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

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

(w) Critical accounting estimates and judgements

Exploration and evaluation costs

Exploration and evaluation costs have been capitalised on the basis that the group may commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and directly allocating overheads between those that are expensed and capitalised.

In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest or activities that are not at a stage that permits a reasonable estimate of the existence of economically recoverable reserves. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

Management have assessed the balance of capitalised exploration costs in line with future planned exploration activities and the group's accounting policy and have determined that no impairment was necessary. If a tenement has been relinquished or reduced, then an impairment charge is taken. This charge is generally based on the pro-rata area reduced, however there can be other reasons for not using such an approach. When a tenement is not relinquished or reduced but is thought to be of reduced carrying value then an impairment based on management's estimate of fair value has been applied. Any charge for impairment is recognised in profit or loss immediately and also shown at Note 9.

Rehabilitation and restoration

Long-term environmental obligations are based on the consolidated entity's environmental management plans, in compliance with current environmental and regulatory requirements. These plans are audited and endorsed by an appropriate independent environmental rehabilitation expert.

Full provision is made based on the net present value of the estimated cost of restoring the environmental disturbance that has occurred up to reporting date. To the extent that future economic benefits are expected to arise, these costs are capitalised and amortised over the remaining lives of the mines.

The estimated costs of rehabilitation are reviewed annually and adjusted as appropriate for changes in legislation, technology or other circumstances. Cost estimates are not reduced by the potential proceeds from the sale of assets or from plant clean-up at closure.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the group considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Share based payments

The group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Binomial valuation method of taking into account the terms and conditions upon which the instruments were granted. The company employs an external consultant to complete the valuation, and this takes into account the expected volatility of the share price as one of the key components of the valuation. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Fair value of convertible notes

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

2. Material accounting policy information (continued)

Fair value measurement hierarchy

The company is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

(x) Parent entity information

In accordance with the *Corporations Act 2001*, these financial statements present the results of the group only. Supplementary information about the parent entity is disclosed in note 26.

(y) New Accounting Standards for Application in Current and Future Periods

The AASB has issued new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods and which the Company has decided not to early adopt.

Standard	Mandatory date for annual reporting periods beginning on or after	Reporting period standard adopted by the company
IFRS Sustainability Standards – General requirements for disclosure of sustainability related financial information and climate related disclosures.	Not yet legislated 2027-28	Yet to be adopted
AASB 18 Presentation and Disclosure in Financial Statement - Replaces IAS 1 and introduces new presentation and disclosure requirements for financial statements, including five profit or loss categories, mandatory sub-totals, enhanced disclosure for management-defined measures, and improved guidance on information grouping, significantly changing the layout of profit or loss statements.	Not yet legislated 2027-28	Yet to be adopted

3. Revenue and expenses

	Consolidated 2025 $	2024 $
The loss before income tax includes the following items of revenue and expenses.		
(a) Revenue		
Revenue from contracts with customers		
Rental income	**237,386**	211,870
Sale of rock and quarry products	**17,835**	15,853
Other revenue		
Interest	**25,233**	27,739
Sundry income	**10,871**	18,914
PASS income	**161,711**	-
Total revenue	**453,036**	274,376
(b) Expenses		
Employee benefits expense		
Share based payments expense	**284,489**	235,560
Wages	**287,291**	312,045
Superannuation expense	**80,415**	75,737
Staff amenities	**153**	585
Payroll tax	**198**	-
Capitalised to exploration	**(255,085)**	(242,939)
Total employee benefits expense	**397,461**	380,988

4. Finance costs

	2025 $	2024 $
Convertible loan note interest at fair value	**547,387**	1,197,010
Insurance funding	**7,710**	7,165
Interest – PPT Nominees Pty Ltd	**206,411**	99,020
Total Finance costs	**761,508**	1,303,195

5. Income tax

		Consolidated	
		2025	2024
		$	$
(a)	**Income tax expense**		
	Loss from operations	**(1,846,226)**	(2,789,560)
	Prima facie tax benefit calculated at 25% (2024: 25%)	**461,557**	697,390
	Add tax effect of:		
	- Non-deductible expenses	**(55,015)**	(99,795)
	- Share based payments	**(71,122)**	(58,890)
	Less tax effect of:		
	Current year tax loss not recognised	**(335,420)**	(538,705)
	Income tax benefit	**-**	-
(b)	**Deferred tax asset**		
	A deferred tax asset attributable to tax losses and timing differences has not been brought to account due to the uncertainty of recoverability in future periods.	**6,259,504**	5,924,084

6. Loss per share

Basic and diluted loss per share is calculated as net loss attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Net loss	**1,846,226**	2,789,560
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	**800,343,440**	696,540,906
Basic and diluted loss per share in cents	**0.23**	0.40

As discussed in Note 19, the company has issued options over its unissued share capital. All these options are anti-dilutive in nature due to the company incurring losses and the share price being less than the exercise price. They therefore have not been incorporated into the diluted earnings per share calculation.

7. Receivables

Trade receivables	**3,084**	17
Other receivables	**75,217**	46,123
Total receivables	**78,301**	46,140

8. Security deposits

Non-current assets		
Security deposits - environmental bonds (i)	**628,405**	620,664
Deposit on land	**150,000**	150,000
Total other assets	**778,405**	770,664

(i) Security deposits – environmental bonds

The company holds security deposits, in the form of term deposits with its banker. These are guarantees for performance conditions set by the Department of Economic Development, Jobs, Transport and Resources Victoria on mining tenements held by the company. Those guarantees are held to cover any future rehabilitation obligations the company may have on the mining tenements. When all obligations in relation to a mining tenement are finalised, the relevant guarantee will be released and associated environmental bond will be redeemed. The deposits are shown as non-current assets since it is not expected that they will be repaid during the coming 12 months. These cash deposits earn interest for the company.

9. Exploration and evaluation assets

	Consolidated	
	2025	2024
	$	$
Balance at beginning of the year	**20,822,554**	17,259,153
Exploration costs capitalised for the year	**1,103,656**	1,061,033
Less impairment	**(20,806)**	(263,632)
Less disposal	**(239,129)**	-
Rehabilitation asset (note a)	**-**	2,766,000
Balance at end of the year	**21,666,275**	20,822,554

10. Property, plant and equipment

	Consolidated				
	Land and buildings	**Plant and equipment**	**Computer equipment**	**Motor vehicles**	**Total**
	$	**$**	**$**	**$**	**$**
Gross carrying amount					
Balance at 1 July 2023	1,107,459	555,189	25,951	111,501	1,800,100
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance at 30 June 2024	**1,107,459**	**555,189**	**25,951**	**111,501**	**1,800,100**
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance at 30 June 2025	**1,107,459**	**555,189**	**25,951**	**111,501**	**1,800,100**
Accumulated depreciation					
Balance at 1 July 2023	(2,212)	(317,373)	(25,951)	(95,901)	(441,437)
Depreciation expense	(2,555)	(62,829)	-	(5,058)	(70,442)
Disposals	-	-	-	-	-
Balance at 1 July 2024	(4,767)	(380,202)	(25,951)	(100,959)	(511,879)
Depreciation expense	**(2,555)**	**(62,829)**	**-**	**(5,058)**	**(70,442)**
Disposals	-	-	-	-	-
Balance at 30 June 2025	**(7,322)**	**(443,031)**	**(25,951)**	**(106,017)**	**(582,321)**
Net book value					
As at 30 June 2024	1,102,692	174,987	-	10,542	1,288,221
As at 30 June 2025	**1,100,137**	**112,158**	**-**	**5,484**	**1,217,779**

11. Trade and other payables

	Consolidated	
	2025	2024
	$	$
Trade payables	**424,066**	262,446
Other payables	**220,598**	53,376
Accrued wages and director fees	**602,040**	179,820
	1,246,704	495,642

12. Issued capital

	2025	2024
(a) Issued and paid capital	**$**	$
Ordinary shares fully paid	**38,460,004**	38,340,004

(b) Movements in shares on issue

	Year ended 30 June 2025		Year ended 30 June 2024	
	Number of shares issued	**Issued capital $**	Number of shares issued	Issued capital $
Balance at beginning of the year	**796,635,677**	**38,340,004**	581,726,316	31,290,202
Movements during the year				
December 2023 issue price 3.0 cents			40,211,675	1,194,103
January 2024 issue price 0.0 cents			2,597,961	-
Convertible Notes Conversion December 2023			172,099,725	5,983,336
Share issue expenses			-	(127,637)
Convertible Notes Conversion December 2024	**6,666,667**	**120,000**		
Balance at end of the year	**803,302,344**	**38,460,004**	796,635,677	38,340,004

(c) Terms and conditions of issued capital

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on the shares held.

Ordinary shares entitle their holder to one vote, either in person or proxy, at a meeting of the company. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

Share options granted under the employee share option plan

As at 30 June 2025 there were 32,500,000 (2024 32,000,000) options over ordinary shares in respect of the employee share option plan. These options were issued in accordance with the provisions of the employee share option plan to executives and senior employees. All options were vested.

Share options granted under the employee share option plan carry no rights to dividends and have no voting rights. Further details of the employee share option plan are contained in note 20 to the financial statements.

Other share options on issue

As at 30 June 2025 there were 56,000,000 (2024: 52,000,000) options over ordinary shares issued to current and former directors. Of these options 56,000,000 were vested by 30 June 2025 (2024: 52,000,000).

The options carry no rights to dividends and have no voting rights. Further details of these options are shown in note 20 to the financial statements.

(d) Capital management

The group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The group is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The group is subject to equipment financing arrangements and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2024 Financial Statements.

13. Reserves

	Consolidated	
	2025	2024
	$	$
Options reserve		
Balance at beginning of the year	**2,927,929**	3,355,063
Recognition of share-based payments	**284,489**	235,560
Value of options lapsed	**(424,337)**	(662,694)
Balance at end of the year	**2,788,081**	2,927,929

The options reserve represents the fair value of unvested and vested ordinary shares under options granted to directors, consultants and employees.

Convertible notes reserve		
Balance at beginning of the year	**1,039,847**	2,590,713
Equity in notes repaid or converted	**(129,219)**	(1,550,866)
Balance at end of the year	**910,628**	1,039,847
Total reserves at end of the year	**3,698,709**	3,967,776

14. Notes to the statement of cash flows

(a) Reconciliation of loss after tax to net cash flows from operations

	Consolidated	
	2025	2024
Net loss for the period	**(1,846,226)**	(2,789,560)
Depreciation of property, plant and equipment	**70,442**	70,442
Gain on disposal of Redcastle Tenement	**(10,871)**	-
Share based payment expense	**284,489**	235,560
Non-cash interest on convertible notes	**214,320**	392,686
Non-cash interest on loan – PPT Nominees Pty Ltd	**169,178**	-
Impairment of assets	**20,806**	263,632
Changes in assets and liabilities		
(Increase)/Decrease in trade and other receivables	**(32,161)**	60,580
Increase/(Decrease) in trade and other payables	**751,061**	(154,636)
Increase/(Decrease) in employee provisions	**(8,859)**	19,612
Net cash from (used in) operating activities	**(387,820)**	(1,901,684)

(b) Reconciliation of cash

Cash and cash equivalents comprise:		
Cash on hand and at call	**69,324**	437,719
	69,324	437,719

15. Borrowings

	Consolidated	
	2025	2024
	$	$
Current		
Convertible notes at fair value		
Series 8 at fair value	**-**	417,619
Series 9 at fair value	**2,261,575**	237,500
Series 10 at fair value	**58,600**	58,600
Other borrowings		
Loan – PPT Nominees Pty Ltd	**2,950,000**	
Total current borrowings	**5,270,175**	713,719
Non-current		
Convertible notes at fair value		
Series 9 at fair value	**-**	1,846,446
Series 10 at fair value	**457,277**	422,967
Other borrowings		
Loan – PPT Nominees Pty Ltd	**-**	1,600,000
Total non-current borrowings	**457,277**	3,869,413
Total borrowings	**5,727,452**	**4,583,132**

(a) As at 30 June 2025, the company has two series of Unsecured Convertible Notes outstanding for a total face value of $2,961,000.

Series 9: 23,750,000 Notes issued at 10 cents on 13 April 2021 for a total of $2,375,000

Series 10: 7,325,000 Notes issued at 8 cents on 25 July 2022 for a total of $586,000

(b) During the year 30 June 2025 the Company received early acceptances from two series 8 Convertible Note holders to convert 2,400,000 of series 8 convertible notes in to ordinary shares prior to the maturity date on 20 January 2025, reducing the face value by $120,000.

- Series 8: 2,400,000 Notes converted to 6,666,667 ordinary shares in the Company at an issue price of 1.8 cents per share.

Each series of Convertible Note has the following terms:

- Interest is payable at 10% per annum every six months after the issue date;
- Convertible on a 1 for 1 basis into ordinary shares in the company at any time prior to the maturity date at the option of the note holder;
- Redeemable for cash in full after 5 years, if not converted;
- Unsecured but rank ahead of shareholders; and
- Protected for reorganisation events such as bonus issues and share consolidations.

(c) As at 20 January 2025, remaining series 8 Convertible notes valued at $300,000 face value were redeemed by the Note holders.

(d) As at 30 June 2025, the loan with PPT Nominees Pty Ltd was due to mature in September 2025. Post year end, the loan repayment date was extended to September 2026.

16. Provisions

	Consolidated	
	2025 **$**	2024 $
Current		
Employee benefits	**104,573**	113,971
Non-current		
Employee benefits	**3,173**	3,174
Rehabilitation (a)	**2,766,000**	2,766,000
Total non-current provisions	**2,769,173**	2,769,174
Total provisions	**2,873,746**	2,883,145

(a) Provision for Rehabilitation. The amount of $2,766,000 represents the estimated future cost of rehabilitation of MIN 5412 as prepared for the Company by a third-party consultant.

17. Commitments

(a) Planned exploration expenditure

The amounts detailed below are the minimum expenditure required to maintain ownership of the current tenements held. An obligation may be cancelled if a tenement is surrendered.

Not longer than 1 year	**1,085,411**	1,049,111
Longer than 1 year and not longer than 5 years	**1,648,489**	2,152,214
Longer than 5 years	**187,814**	515,814
	2,921,714	3,717,139

(b) Property acquisition with deferred settlement

As noted in the 2024 Annual Financial Report the company is in the process, via its wholly owned subsidiary Nagambie Developments Pty Ltd, of purchasing a farming property in the Nagambie area. Settlement has been deferred by agreement with the vendor, the balance due on or before the 15 October 2025 will be $1,693,488.

The land as an asset and the balance due at settlement as a liability have not been brought to account since control and the title will not pass until settlement.

18. Contingent Assets and Liabilities

Apart from the matter discussed in Note 8 the group has no contingent liability as at 30 June 2025 (2024: Nil) and no contingent assets as at 30 June 2025 (2024:Nil).

19. Financial instruments

The board of directors is responsible for monitoring and managing the financial risk exposures of the group, to which end it monitors the financial risk management policies and exposures and approves financial transactions and reviews related internal controls within the scope of its authority. The board has determined that the only significant financial risk exposures of the group are liquidity risk and market risk. Other financial risks are not significant to the group due to the following:

- It has no foreign exchange risk as all of its account balances and transactions are in Australian Dollars;
- It has no significant outstanding receivable balances that have a credit risk;
- Its mining operations are in the exploration phase and therefore have no direct exposure to movements in commodity prices;
- All of the interest bearing instruments are held at amortised cost which have fair values that approximate their carrying values since all cash and payables (except for convertible notes refer note 15) have maturity dates within one financial year. Term deposits on environmental bonds and convertible notes have interest rate yields consistent with current market rates;
- All of the financing for the group is from equity and convertible note instruments, and
- The group has no externally imposed capital requirements with the exception of an ASX requirement to not issue more than 25% of its share capital through a placement in a 12-month period.

19. Financial instruments (continued)

(a) Categories of financial instruments

	Consolidated	
	2025 **$**	2024 $
Financial assets		
Cash and cash equivalents	**69,324**	437,719
Receivables	**78,301**	46,140
Financial liabilities		
Trade and other payables	**1,246,704**	246,725
Borrowings	**5,727,452**	4,583,132

(b) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, who have built an appropriate liquidity risk management framework for the management of the group's funding and liquidity management requirements. The group manages liquidity risk by maintaining sufficient cash balances to meet obligations as and when they fall due.

The following tables detail the company's and the group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the group can be required to pay. The table includes both interest and principal cash flows.

Consolidated liabilities	**Interest rate**	**Less than 1 month**	**1-3 months**	**3+ months to 1 year**	**1-5 years**	**5+ years**
	%	**$**	**$**	**$**	**$**	**$**
2025						
Trade and other payables		**264,291**	**175,085**	**807,328**	**-**	-
Borrowings	**10.0**	**-**	**-**	**5,270,175**	**457,277**	
		264,291	**175,085**	**6,077,503**	**457,277**	-
2024						
Trade and other payables		418,472	77,170	-	-	-
Borrowings	10.0	-	-	713,719	3,869,413	
		418,472	77,170	713,719	3,869,413	-

20. Share-based payments

The group has an ownership-based remuneration scheme for executives (including executive directors) of the group. In accordance with the provisions of the scheme, as approved by shareholders at a previous annual general meeting, executives with the company may be granted options to purchase parcels of ordinary shares at an exercise price determined at the discretion of the board of directors. Each executive share option converts into one ordinary share of Nagambie Resources Limited on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither right to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry. The number of options granted is at the discretion of the board of directors. The options granted expire five years after their issue, or one month after the resignation of the executive, whichever is the earlier. The total of options on issue is 88,500,000 (2024: 84,000,000). Of these 36,500,000 (2024: 34,000,000) have been issued to executives and employees and the balance of 52,450,000 (2024: 50,000,000) have been issued to directors and key management personnel.

Share based payments (continued)

Information with respect to the number of all options granted including executive options is as follows.

	30 June 2025		30 June 2024	
	Number of options	**Exercise price**	Number of options	Exercise price
Balance at beginning of period	**84,000,000**		78,350,000	
Granted	**19,400,000**	**10.00 cents**	22,650,000	9.81 cents
Lapsed	**(14,900,000)**	**9.81 cents**	(4,500,000)	12.60 cents
Lapsed			(10,500,000)	10.80 cents
Lapsed			(2,000,000)	12.00 cents
Balance at end of period	**88,500,000**		84,000,000	

Unlisted Options on issue at the end of the reporting period

Number of options	**Grant date**	**Vesting date**	**Expiry date**	**Exercise price**	**Fair value at grant date**
14,150,000	1/12/2020	1/12/2020	1/12/2025	9.81 cents	4.04 cents
14,650,000	26/11/2021	26/11/2021	26/11/2026	11.06 cents	4.97 cents
17,650,000	25/11/2022	25/11/2022	25/11/2027	9.86 cents	5.23 cents
18,650,000	4/12/2023	4/12/2023	4/12/2028	9.81 cents	1.04 cents
4,000,000	22/02/2024	22/02/2024	4/12/2028	9.81 cents	1.04 cents
19,400,00	28/11/2024	28/11/2024	28/11/2029	10.00 cents	1.47 cents
88,500,000					

(i) **Exercised during the financial year**
There were no options exercised during the financial year

(ii) **Equity-settled employee benefits reserve**
The equity-settled employee benefits reserve arises on the grant of share options to executives and senior employees under the employee share option plan. Amounts are transferred out of the reserve and into issued capital when the options are exercised.

(iii) There are no vesting conditions for the above options

The weighted average fair value of the share options on issue at 30 June 2025 is 3.10 cents (2024: 3.43 cents). Options were priced using a Binomial option valuation model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the option), and behavioural considerations. Expected volatility is based on the historical share price volatility over the past 3 years. The options may be exercised early, but not before vesting date.

Inputs into the valuation model			
Grant date	28/11/2024	Option life	5 years
Options Issued	19,400,000	Dividend yield	Nil
Share price at grant date	2.30 cents	Risk free interest rate	4.05%
Exercise price	10.00 cents	Vesting date	28/11/2029
Expected volatility	112.70%		

21. Key Management personnel compensation

	Consolidated	
	2025	2024
	$	$
Short-term employee benefits	**579,594**	572,308
Post-employment benefits	**66,537**	62,379
Other long-term benefits	**1,610**	14,872
Share-based payment	**234,629**	187,200
	882,370	836,759

22. Subsidiaries

		Ownership interest	
		2025	2024
Name of entity	**Country of incorporation**	**%**	%
Subsidiaries			
Nagambie Developments Pty Ltd property owning entity	Australia	100	100
Nagambie Landfill Pty Ltd no business activity conducted during the year	Australia	100	100

23. Related party transactions

Transactions with key management personnel and related parties
Alfonso Grillo:
During the 2025 financial year the company paid $74,187 in fees to GrilloHiggins Lawyers for secretarial and legal services an entity which Alfonso Grillo is a partner.

Kevin Perrin:
On 13 September 2023, the Group entered into a loan facility agreement with PPT Nominees Pty Ltd (PPT), pursuant to which Nagambie Resources Limited can draw down up to $2.0 million from PPT (Facility).
Mr Kevin Perrin, who is a director of PPT, was also appointed as a Non-Executive Director of Nagambie Resources Limited on 13 September 2023.
On 6 March 2025, the Group increased the loan facility Agreement with PPT to $3.0 million.

The key terms of the increased Facility with PPT are as follows (where the only change to the initial facility with PPT is the increased Principal and Facility Fee):

Principal	$3,000,000 (additional $1,000,000)
Facility Fee	$30,000 (additional $10,000, where $20,000 has already been paid by NAG)
Availability Period	To 13 September 2025, subject to potential extension by NAG
Drawdowns	Minimum of $100,000; and maximum of $500,000 per month
Repayment Date	The earlier of 24 months from the date of the Facility, or an event of default occurring, or earlier at the Company's election without penalty. The facility has been extended for a further 12 months on similar terms.
Interest	10% per annum on the outstanding amount drawn down, repayable each quarter in arrears
Security	The Company and its subsidiaries have granted security over their assets and undertakings in favour of PPT pursuant to a general security deed
Guarantees	Provided by the subsidiaries in respect of the Company's obligations under the Facility
Repayments	The Company may make repayments at any time to reduce the outstanding amount drawn down without penalty

24. Segment information

The group operates in one principal geographical area – in Australia. The group carries out exploration for, and development of gold associated minerals and construction materials in the area. During the year the group earned $182,993 (2024 $182,993) of its rental income described in note 3 from the Department of Defence. There was no other major reliance on any other customer.

25. Remuneration of auditors

	Consolidated	
	2025	2024
	$	$
Auditor of the parent entity		
Audit or review of the financial report	**57,850**	**59,125**
Other non-audit services	**-**	**-**
	57,850	**59,125**

The auditor of Nagambie Resources Limited is RSM Australia Pty Ltd.

26. Parent entity disclosures

	Parent	
	2025	2024
	$	$
Current assets	**1,574,976**	1,794,624
Non-current assets	**22,442,421**	21,777,990
Total assets	**24,017,397**	23,572,614
Current liabilities	**6,651,451**	1,353,333
Non-current liabilities	**3,226,989**	6,638,588
Total liabilities	**9,878,440**	7,991,921
Issued capital	**38,460,004**	38,340,004
Options reserve	**2,788,081**	2,927,929
Accumulated losses	**(28,019,757)**	(26,727,087)
Convertible notes reserve	**910,629**	1,039,847
Total equity	**14,138,957**	15,580,693
Loss	**(1,846,226)**	(2,679,960)
Total comprehensive income	**(1,846,226)**	(2,679,960)

There were no contingent liabilities and commitments of the parent entity not otherwise disclosed in the consolidated financial statements

27. Subsequent events

$1.2 Million Fund Raising
On 12 August 2025, Nagambie announced the completion of a $1.2 million capital raising (before costs) for continued drilling at the 100% owned Nagambie Mine and updating of the current JORC Inferred Resource.

Board Restructure
On 20 August 2025, the Company announced the appointment of experienced mining executive Mr David Morgan as a Non-Executive Director (NED) as part of the board refresh. Two NEDs, Mr Alfonso Grillo and Mr Bill Colvin, stepped down in order to facilitate the board restructure and reduce corporate costs.
No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in the future financial years.

Consolidated Entity Disclosure Statement

The consolidated entity disclosure statement below has been prepared in accordance with the requirements of the *Corporations Act 2001*.

Entity Name	Entity Type	Country of incorporation	Body corporate % of share capital held	Country of tax residency
Nagambie Resources Limited	Body Corporate	Australia	-	Australia
Nagambie Developments Pty Ltd	Body Corporate	Australia	100%	Australia
Nagambie Landfill Pty Ltd	Body Corporate	Australia	100%	Australia

Directors' Declaration

In the Directors opinion:

(a) The financial statements and notes 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 of its performance for the year ended on that date; with Accounting Standards, the *Corporations Regulations 2001* and other mandatory, professional reporting requirements.

   (ii) Complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory, professional reporting requirements.

(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) At the date of this declaration there are reasonable grounds to believe that the members of the group are able to meet their obligations as and when they become due and payable.

(d) The information disclosed in the Consolidated Entity Disclosure Statement is true and correct.

Note 2 confirms that the financial statements also comply with International Reporting Standards as issued by the International Accounting Standards Board.

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

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

On behalf of the directors

Michael W Trumbull
Executive Director

Melbourne
30 September 2025

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INDEPENDENT AUDITOR'S REPORT

To the Members of Nagambie Resources Limited

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Nagambie Resources Limited ("the Company") and its controlled entities ("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 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 Group, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report, which indicates that the Group incurred a net loss of $1,846,226 during the year ended 30 June 2025, cash outflow from operating activities of $387,820 and cash outflows of $1,030,574 from investing activities. In addition, the Group's current liabilities exceeded its current assets by $6,519,575 as at 30 June 2025. As stated in Note 2, these conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

<table>
<tr><th>Key Audit Matter</th><th>How our audit addressed this matter</th></tr>
<tr><td colspan="2">Impairment of Exploration and evaluation assets
Refer to Note 9 in the financial statements</td></tr>
<tr><td>As at 30 June 2025, the carrying value of the Group's capitalised Exploration and Evaluation Assets amounted to $21,666,275. We determined this to be a key audit matter due to the significance of these assets in the statement of financial position. Also, there are significant management estimates and judgements involved in assessing the carrying value in accordance with AASB 6 Exploration for and Evaluation of Mineral Resources ('AASB 6'), including:
Determination of whether expenditure can be associated with the exploration for and evaluation of mineral resources, and the basis on which that expenditure is allocated to an area of interest;
Assessment of whether the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation or sale of the area of interest; and
Assessment as to whether indicators of impairment exist, and if so, the judgements applied to determine and quantify any impairment loss.</td><td>Our audit procedures in relation to the carrying value of Exploration and evaluation assets included:
Reviewing the Group's accounting policy in relation to exploration and evaluation expenditure to confirm it is in accordance with AASB 6;
Agreeing a sample of additions to supporting documentation to ensure that the amounts were capital in nature and in line with the Group's accounting policy;
Critically assessing and evaluating management's assessment that no indicators of impairment existed as at 30 June 2025;
Inquiring with management and reviewing budgets and plans to determine that the Group will incur substantive expenditure on further exploration for and evaluation of mineral resources in the specific areas of interest;
Reviewing the rights to tenure of the areas of interest remain current at the reporting date, and confirmed that rights to tenure are expected to be renewed for tenements that will expire in the near future;
Discussion with management and a review of ASX announcements, minutes of directors' meetings and other relevant documentation, to assess management's determination that exploration activities have not yet progressed to the point where the existence or otherwise of an economically viable mineral resource may be determined; and
Reviewing the related disclosures included in the financial report for their adequacy and completeness.</td></tr>
</table>

Key Audit Matters (continued)

<table>
<tr><th>Key Audit Matter</th><th>How our audit addressed this matter</th></tr>
<tr><td colspan="2">Valuation of Convertible Loan Notes
Refer to Note 15 in the financial statements</td></tr>
<tr><td>As at 30 June 2025, convertible loan notes had a value of $2,777,452. We identified a key audit matter related to the accounting treatment and disclosure of the convertible loan note issued by the Group. The convertible loan note is a significant financial instrument with complex terms that require careful evaluation and measurement.

The convertible loan note represents a material financial instrument that has the potential to impact the financial position and performance of the Group significantly, as it may lead to the issuance of additional shares upon conversion. Therefore, the accurate accounting and disclosure of this instrument are crucial for stakeholders' understanding of the Group's financial position and prospects.</td><td>Our audit procedures in relation to management's impairment assessment included:
Assessing the accuracy and completeness of the loan note's initial recognition;
Subsequent measurement, and presentation in the financial statements;
Evaluated the Group's compliance with relevant accounting standards, particularly with regard to the determination of the appropriate interest rate, conversion feature, and the related disclosures in the financial statements;
Evaluating management's assumptions, estimates, and judgments related to the convertible loan note; and
Substantive testing on the underlying calculations and examined the legal and contractual documentation to ensure compliance with the terms of the convertible loan note</td></tr>
</table>

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 the 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 Group are responsible for the preparation of:

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

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 (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii. the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

Responsibilities of the Directors for the Financial Report (continued)

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 have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

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 Nagambie Resources Limited, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Group 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.

RSM

RSM AUSTRALIA PARTNERS

J S CROALL
Partner

Dated: 30 September 2025
Melbourne, Victoria