ASX:RHK

ANNUAL REPORT

FOR THE YEAR ENDED 30 JUNE 2024

RED HAWK MINING LIMITED

ABN 46 091 118 044

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CORPORATE DIRECTORY

BOARD OF DIRECTORS

The Hon. Cheryl Edwardes, AM
Independent Non-Executive Chair

Steven Michael
Managing Director and CEO

Rob Foster
Non-Executive Director

Daniel Harris
Independent Non-Executive Director

Amy Jiang
Non-Executive Director

COMPANY SECRETARIES

Lisa Wynne

Michaela Stanton-Cook

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Perth, Western Australia, 6000

STOCK EXCHANGE LISTING

Shares in Red Hawk Mining Limited are quoted on the Australian Securities Exchange under trading code RHK.

www.redhawkmining.com.au

LETTER FROM THE CHAIR

Just over a year ago, the Board made the significant decision to redefine the development plan for the Blacksmith Project to concentrate on high-grade ore, with a focus on speed to market.

This change of strategy was driven by our Managing Director and CEO, Steven Michael, who brings his considerable experience in strategic project development. Steven saw the potential of the Blacksmith deposits to produce a large quantity of high-grade iron ore and proposed a simpler and leaner mining operation, producing direct shipping ore (**DSO**) without the need for processing and additional beneficiation. Under this strategy, Blacksmith ore can be brought to market in a much shorter time frame and the DSO product will be competitive with current iron ore products exported from Western Australia.

The Company marked the change of strategic direction and the new management team with a change of name to Red Hawk Mining. The red goshawk, a fast and agile bird that is local to the Pilbara region, characterises the speed and agility the team has shown in redefining the Project. It is also an important symbol for the Traditional Owners of the Pilbara region.

The team at Red Hawk has grown considerably over the past 12 months, including retaining key team members from previous alternatives of the Project who have brought a great deal of experience and knowledge. Others were hand-picked for their considerable iron ore development experience. We also have a fantastic group of consultants, many of whom have been involved with the Project for some time.

The new Red Hawk team chose collaboration as one of their core values and they quickly demonstrated this by working well together to drive the Project development forward. They immediately undertook the Blacksmith Scoping Study, based on the Delta and Paragon deposits, which was released in October last year. The Study delivered a robust development plan with considerable growth potential. In May 2024 the Pre-Feasibility Study increased the scope to include the Blackjack and Champion deposits and extended the long-term production rate to 5Mtpa, while maintaining a mine life in excess of 20 years.

The Red Hawk team is fortunate to be able to draw on the vast amount of historical data for the Project. The geological re-interpretation of five of the seven deposits at Blacksmith during this year has underpinned our progress and demonstrated that the Project contains the largest undeveloped hematite/goethite resources in the Pilbara wholly owned by an ASX-listed junior iron ore company.

The redefined vision for the Blacksmith Project includes the use of existing and under-construction public roads to truck the ore, without the expense involved with building new transport infrastructure.

Red Hawk has worked closely with MGM Bulk to develop and optimise the transport and logistics strategy, focusing on maximising productivity and reducing unit operating costs. MGM Bulk's fleet size, quality, operational performance and safety record are critical factors in ensuring the success of the Blacksmith Project.

The ore will be trucked to the Utah Point Bulk Handling Facility in Port Hedland. On 4 September 2024, we announced that we have received notification from Pilbara Ports that an annual throughput allocation of 1Mtpa is forecast to become available in 2026 which provides us with a clear roadmap for securing the capacity as it becomes ready for use.

The Red Hawk team was also enhanced with ESG specialists with significant experience in the iron ore industry. Their focus is on building relationships with important stakeholders such as the Native Title groups and local and state government bodies to support and respect local communities and they are committed to developing our resources responsibly for the sustainability of the natural environment. During the year, the ESG team has developed Red Hawk's ESG strategy, which is set out on page 14. As the Blacksmith Project is in the early stages of development, it is an ideal time to incorporate ESG factors into our design and planning.

We were also delighted to announce in February the establishment of the Pilbara Advisory Committee, (**PAC**) to provide key guidance to the Company on developing and maximising the potential of the Blacksmith Project. The PAC is chaired by Brendon Grylls, who brings a wealth of Pilbara regional development experience to the role. The Committee will work closely with the Red Hawk Board and executive team to help secure the approvals and permits needed to deliver a project that the local community can celebrate.

I would like to thank the Red Hawk Board members and shareholders for their continued support during the year.

The Red Hawk team is to be congratulated for the focus, commitment and hard work they have shown this year to set the Blacksmith Project on a redefined path to production.

The Hon. Cheryl Edwardes, AM
Chair, Red Hawk Mining Limited

BLACKSMITH PROJECT

LOCATION

Western Pilbara district of Western Australia, 170km southeast of Karratha and 70km north-northwest of Tom Price

MINERALISATION

Detrital ore deposit with underlying mineralised Dales Gorge Member. Primary ore types are canga which is predominantly hematitic, and mineralised Dales Gorge Member which is goethitic. The Eagle deposit also contains a Channel Iron Deposit (**CID**) deposit

OREBODIES

Ajax, Badger, Blackjack, Champion, Delta, Eagle and Paragon

MINING METHOD

Conventional open pit with contract miner

OPERATING STRUCTURE

Contract mining, crushing and screening

PROCESSING CAPACITY

5Mtpa throughput

PROCESSING FLOWSHEET

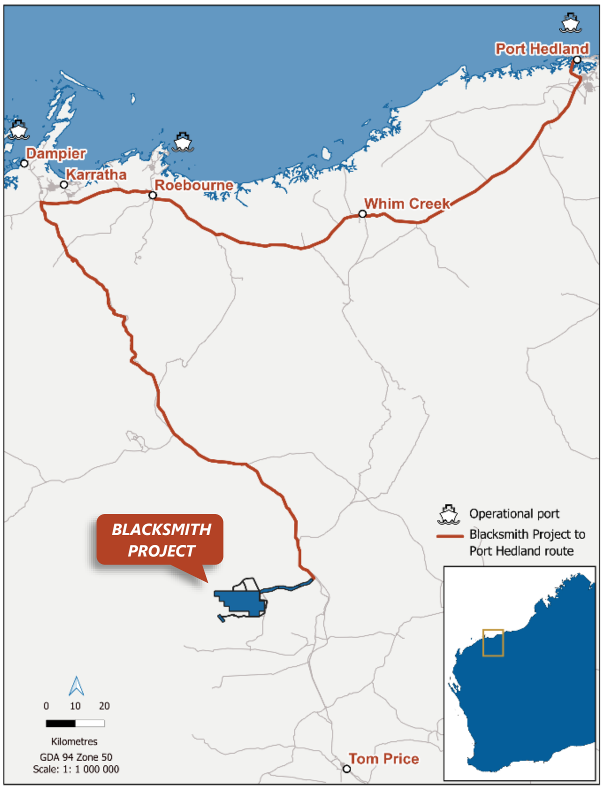
Primary crushing, screening, closed circuit secondary and tertiary crushing, product stockpiling and load-out

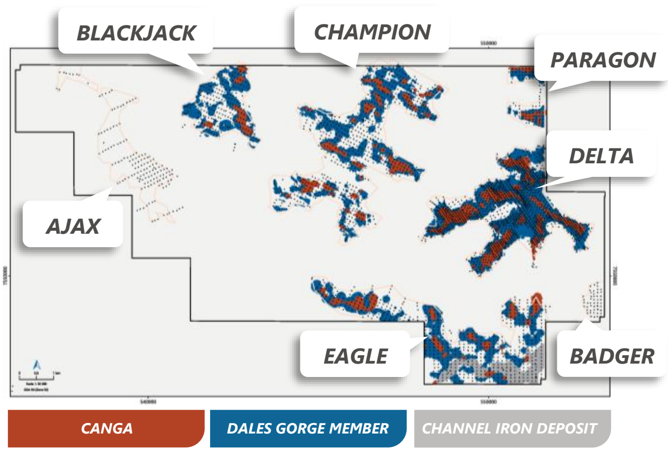
WATER

Water for construction and operations is sourced from production bores local to Blacksmith

PRODUCT EXPORT

Trucked by private and public road 446km to Utah Point Bulk Handling Facility, Port Hedland





Ajax and Badger DSO re-interpretation still to commence

BLACKSMITH MINERAL RESOURCE ESTIMATE

Blacksmith DSO MRE for re-interpreted orebodies – Blackjack, Champion, Delta, Eagle and Paragon [1,2]

JORC classification	Tonnage Mt	Fe %	P %	SiO_2 %	Al_2O_3 %	LOI %
Measured	66.6	60.2	0.094	4.64	3.05	5.44
Indicated	168.2	58.9	0.085	5.85	3.49	5.49
Inferred	8.6	59.8	0.104	4.09	2.35	7.24
Total	**243.4**	**59.3**	**0.088**	**5.45**	**3.32**	**5.54**

1 *LZ, PZ, canga, Dales Gorge Member cut-off 57.5% Fe; CID cut-off 54% Fe*

2 *See notes on page 17*

BLACKSMITH MINERALISATION

CANGA

The hematite dominant canga is the highest iron grade unit within the detritals stratigraphy and represents approximately 30.1% of the total 243.4Mt MRE This unit is typically a competent, cemented basal detrital unit occurring above the bedrock. It generally has an iron content above 60% Fe, although can be as high as 65% Fe.

DALES GORGE MEMBER

The Dales Gorge Member mineralisation underlies the canga and is predominantly goethite with minor hematite and is extensive across the Delta and Paragon deposits.

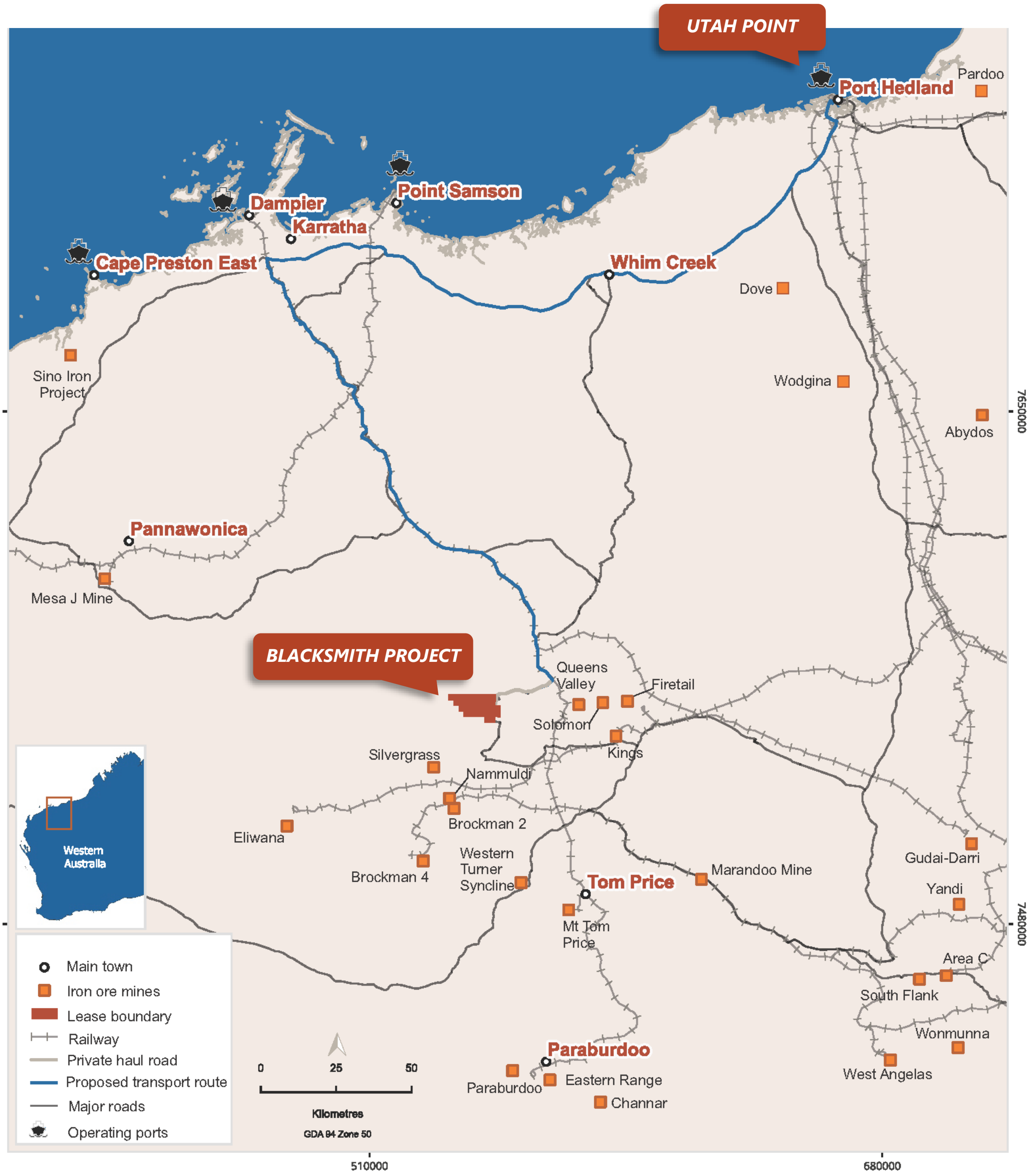
The iron mineralisation grades between 55% to 62% Fe. The Dales Gorge Member comprises approximately 31.8% of the total 243.4Mt MRE.

CHANNEL IRON DEPOSIT

A CID resource of 45.2Mt at 56.2% Fe was included in the Eagle MRE in July 2024. The CID deposit forms at the base of a palaeodrainage channel on the southern and eastern edge of the Blacksmith tenement. The CID ranges from goethitic mudstone to fine hematite–goethite gravel varying in distribution along the channel.

REVIEW OF OPERATIONS

BLACKSMITH PROJECT OVERVIEW



The Blacksmith Project is located in the western Pilbara district of Western Australia, approximately 170km southwest of Karratha and 70km northwest of the township of Tom Price, and within the Shire of Ashburton.

Blacksmith sits among many major iron ore projects, including Rio Tinto's Mt Tom Price and Brockman mines and Fortescue's Firetail, Kings and Queens Valley and Eliwana mines.

Access to the Blacksmith Project is south from the township of Karratha along the Tom Price–Karratha Road, then south along the Manuwarra Red Dog Highway before joining the Rio Tinto rail access road which passes approximately 20km east of the Project. Access into the Project is via unsealed pastoral tracks.

REVIEW OF OPERATIONS

PRE-FEASIBILITY STUDY

On 1 May 2024, the Company announced the results of a Pre-Feasibility Study (**PFS**) for the Blacksmith Project. The PFS defined a robust project development strategy based on producing up to 5Mtpa of 60.5% Fe (±0.5% Fe), direct shipping ore (**DSO**) with a potential Life of Mine of 23 years.

The PFS considered the development of the four deposits that had undergone geological re-interpretation at that time – Delta, Paragon, Blackjack and Champion.

As an important part of the PFS, a JORC-compliant maiden ore reserve for the Delta deposit was announced. The ore reserve was 46.0Mt at an average grade of 60.5% (cut-off grade 57.9% Fe). The subsequent release of a Mineral Resource Estimate update for Delta (21 June 2024) showed 77% of the resource in the Measured category. The Delta orebody will be the first to be mined, so enhancing the predictability of ore tonnes and grade is crucial to the Project's success.

Blacksmith Project mine planning

The PFS delivered an updated mine plan for the Blacksmith Project which commences activity in Delta and Paragon and then transitions to the Blackjack and Champion deposits. The mine plan identifies a 23-year mine life with production ramping up from 1.2Mtpa to 5Mtpa across a five year period. The mine plan schedules the 46.0Mt of ore reserve into the first 13 years of the Life of Mine, with the bulk of the Indicated, Inferred and Unclassified mineralisation scheduled from Year 9 onwards.

Ore will be processed via a simple "Pilbara standard" dry crushing and screening process. The Blacksmith fines product is expected to be in high demand as sinter feedstock for iron making with a competitive chemical specification.

The PFS mine planning continued to optimise the mining sequence and feed composition to the crushing plant whilst ensuring the design considers heritage and approvals. In parallel, the design development of the process and non process infrastructure at both Blacksmith and the proposed Whim Creek staging facility has been advanced.

The Project contracting strategy divides the scope into commercially attractive packages, whilst minimising capital and allocating appropriate risk to contractors. Commercial engagement with Pilbara-experienced contractors has confirmed interest, expertise and available capacity for the execution of the proposed packages.

ANNUAL PRODUCTION
5Mtpa

AVERAGE GRADE
60.5% Fe

LOM C1 COSTS
US$51/t

$NPV_{8\%}$ (PRE-TAX)
$523M

IRR (PRE-TAX)
31%

CAPITAL COSTS
$217M

CAPITAL PAYBACK
3.3 years

LIFE OF MINE
23 years

TOTAL LOM PRODUCTION
101Mt

REVIEW OF OPERATIONS

DSO MINERAL RESOURCE ESTIMATE UPDATES

A significant step in the 'right sizing' of the Blacksmith Project was the geological re-interpretation of the deposit Mineral Resource Estimates (**MRE**) which took place during the year. Red Hawk is now focussed on the development of high-grade resources suitable for processing by Pilbara standard dry crush and screen practices to produce a direct shipping ore (**DSO**) product. The re-interpretation was undertaken by ERM Sustainable Mining Services (**ERM**) (formerly CSA Global). ERM re-interpreted the substantial historical geological knowledge base for the deposits, which includes over 200,000m of historical drilling, assays, geological modelling, metallurgical testwork and geophysical data.

The purpose of the re-interpretation was to define the internal stratigraphy of the detritals (**CzD3**) and bedrock geology based on integrated geology, physical properties, chemistry, and downhole geophysics to enable alignment to its metallurgical properties and industry standard nomenclature.

Work completed included:

- Development of a more industry-standard lithological classification of the detrital mineralisation (see table on the following page)
- A cross-sectional interpretation of each deposit based on the new geological interpretation and units
- 3D modelling of the respective geological units, grade estimation/block modelling, and reporting
- Estimation of a DSO Mineral Resource Estimate in accordance with the JORC Code (2012)

Delta and Paragon

On 6 September 2023, Red Hawk announced the re-interpreted MRE for the Delta and Paragon deposits of 100.3Mt at a grade of 60.1% Fe, with 96% of the MRE classified as Indicated. The DSO MRE confirmed sufficient +60% Fe mineralisation with low deleterious elements to build a robust mining operation.

The Delta and Paragon deposits formed the basis of the Blacksmith Scoping Study released in October 2023 and then, with the Champion and Blackjack deposits, formed the basis of the PFS. A maiden Probable Ore Reserve, located entirely within the Delta deposit, was announced as part of the PFS.

The Delta MRE was further updated on 21 June 2024 following the 2024 diamond drilling and geophysical logging program which provided downhole densities which showed a strong correlation with historical data within the geological model. The update converted 77% of the Delta MRE to the Measured category.

Champion and Blackjack

An upgrade of the Champion and Blackjack resources was announced on 16 October 2023, adding a further 73.5Mt at a grade of 59.9% Fe to the total Blacksmith MRE, with 95% of the MRE classified as Indicated.

Eagle

The re-interpreted MRE for the Eagle resource was announced on 26 July 2024. The Eagle DSO resource is 71.1Mt at 57.4% Fe, with over 99% of the MRE in the Indicated category.

The Eagle resource estimate was targeted to generate a similar product reported as part of the PFS; including canga, mineralised Dales Gorge Member and other detrital materials totalling 25.9Mt at 59.6% Fe. The Eagle MRE also includes a Channel Iron Deposit (**CID**) resource of 45.2Mt at 56.2% Fe. The Eagle resource will be incorporated into the project development schedule during the Definitive Feasibility Study.

Total Blacksmith DSO MRE

The addition of the Eagle resource in July 2024 increased the total Blacksmith MRE to 243Mt at 59.3% Fe. Importantly, 27% of the MRE is in the Measured category, 69% in the Indicated category and less than 4% in the Inferred category.

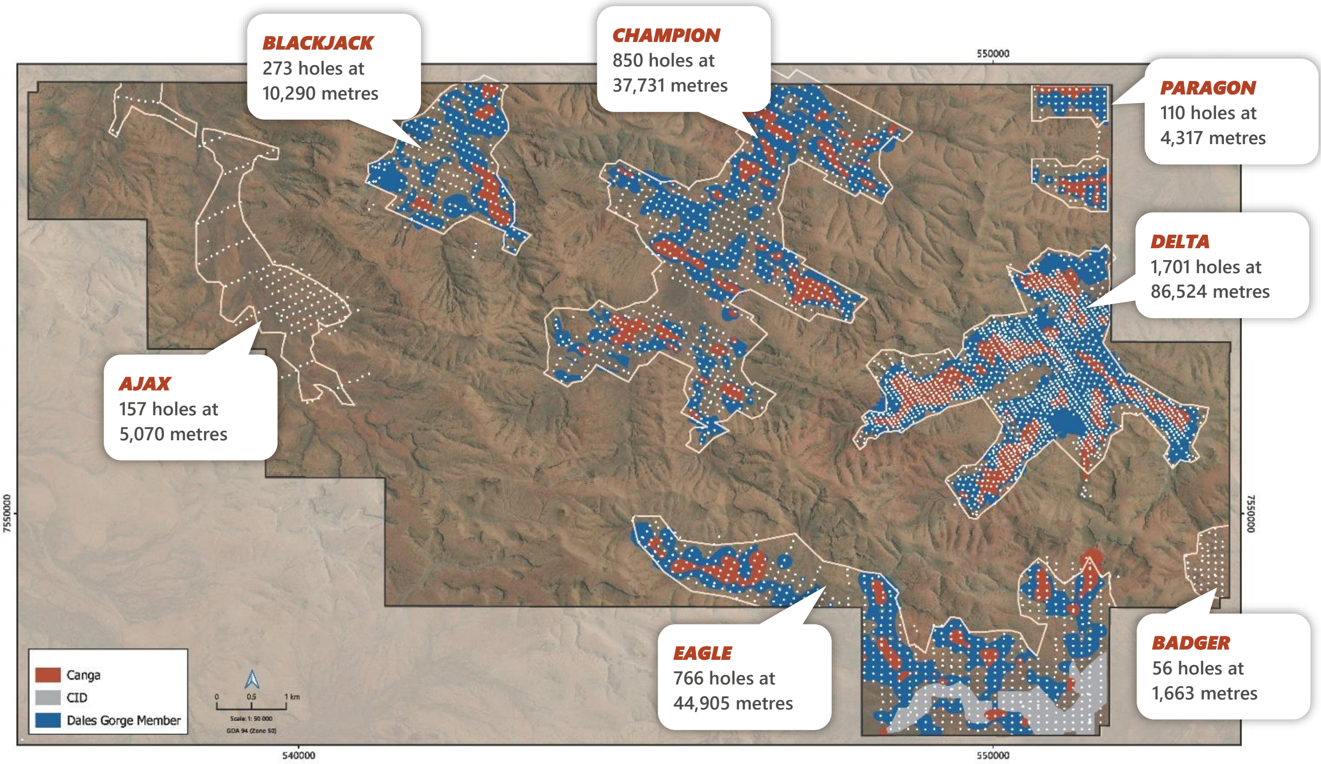
Basis for selected cut-off grade

A reporting cut-off grade of 57.5% Fe was selected for the LZ, PZ, canga and Dales Gorge Member as it reflects the in-situ chemistry of the iron mineralisation likely to be mined to produce a DSO iron fines product. For the same reason, a reporting cut-off grade of 54% Fe was selected for the CID. This grade is aligned to contemporary CID deposits in the region.

MAIDEN ORE RESERVE

As part of the PFS, Red Hawk reported a maiden JORC-compliant Probable Ore Reserve for the Blacksmith Project. The Ore Reserve comprises 46.0Mt at an average grade of 60.5% and strip ratio of 1.64. The Probable Ore Reserve is located entirely within the Delta deposit and includes 48% of the Project's total ore mined and 86% of the Project's first 13 years of production.

REVIEW OF OPERATIONS



Blacksmith Project (M47/1451-I) showing drilling and DSO resources

GEOLOGY AND GEOLOGICAL INTERPRETATION

Regional geology

The Blacksmith Project is situated within the Hamersley Iron Province which covers an area of approximately 80,000km^2 and comprises Late Archaean to Palaeo-Proterozoic rocks of the Mount Bruce Supergroup, which consists of the Fortescue, Hamersley, and Turee Creek groups, overlain by remnants of the Wyloo Group.

The banded iron formation (**BIF**) units of the Hamersley Group host the bedded iron deposits of the Pilbara with mineralisation occurring predominantly within the Marra Mamba Iron Formation and Brockman Iron Formation. Substantial mineralisation also occurs in overlying detrital units, primarily CID which occupies paleo-drainage, and CzD3.

The Brockman Iron Formation at Blacksmith is present as either an unenriched BIF or as martite-goethite mineralisation within the Dales Gorge Member, although predominantly as a heavily hard-capped goethite-rich style of mineralisation. The higher topographic elevations are dominated by the Joffre Member which is not mineralised.

Stratigraphic units identified by ERM at Blacksmith

Unit/member	***Brief description***
Stratigraphy: CzD3	
SZ	Surface detrital/colluvium.
HMZ	High soil matrix with trace clasts.
LZ	Unconsolidated to compacted detritals with angular to subrounded clasts in a red-brown soil matrix. Clast rather than matrix dominated.
PZ	Pisolitic high maghemite (<1–2mm), well rounded supported in a hematite/soil matrix.
Canga	Cemented hematite clasts in a hematite/goethite cement matrix.
Stratigraphy: CzD2	
CzD2	Mixture of clay and textureless goethite in various proportions.
CID	Channel Iron Deposit.
Stratigraphy: Dales Gorge Member	
PHbd	Bedrock can be enriched beneath detritals and CID. Mostly hardcap. Occasionally magnetite with potential for crocidolite.
Stratigraphy: Mount McRae Shale	
AHr	Shale and chert. Can be black and pyritic.

REVIEW OF OPERATIONS

NATIVE TITLE AND HERITAGE

The Muntulgura Guruma People, represented by Wintawari Guruma Aboriginal Corporation RNTBC (**WGAC**), are the native title holders of the land that contains the Blacksmith lease. Red Hawk has a Native Title Agreement in place with WGAC, who have completed extensive heritage surveys at Blacksmith with further targeted surveys to be undertaken in 2024. Red Hawk and WGAC are in the process of developing a Cultural Heritage Management Plan to manage and protect heritage.

APPROVALS

Land access and primary approvals are well progressed to enable commencement of construction activities. A Preliminary Mining Proposal has been submitted for approval of critical path preliminary infrastructure at Blacksmith and a second Mining Proposal is due to be submitted in 2H 2024. The second Mining Proposal will cover the mine pits, waste rock landforms, processing and associated infrastructure.

LOGISTICS AND TRANSPORT

To significantly reduce upfront capital expenditure, the Project's path to market uses existing and planned public infrastructure. During the year the Company had ongoing liaison with Main Roads WA to confirm access to public roads.

Red Hawk entered into a strategic partnership with MGM Bulk Pty Ltd to provide ore haulage services for the Project. In collaboration with MGM Bulk, the transport and logistics strategy has been optimised to focus on maximising productivity and reducing unit operating costs.

MGM Bulk will provide a fleet of 153-tonne capacity ultra-quad trucks, drivers, plus associated loading equipment and infrastructure. The PFS included the haulage route being split into two legs with the Whim Creek staging facility at its centre. The proposed facility will include an ore stockyard with a capacity of over 300,000t.

In September 2024, Red Hawk received notification from Pilbara Ports that an annual throughput of 1Mtpa at its Utah Point Bulk Handling Facility at Port Hedland, is forecast to become available for allocation in 2026. The forecast throughput allocation is consistent with the PFS which has export volume in Year 1 of 1.2Mt, increasing to 5Mtpa over five years.

REVIEW OF OPERATIONS

DIAMOND DRILLING PROGRAM

Red Hawk carried out a diamond core drilling program from November 2023 to February 2024 designed to provide PQ core material for metallurgical testing and customer samples (sinter testing), waste rock characterisation, and to obtain downhole density measurements to support increasing the confidence in the Mineral Resource. The drilling program included 20 holes for a total of 844.3 metres. Nineteen holes were drilled in the Delta deposit and one hole in Paragon.

The drill holes intersected the full suite of mineralisation at Blacksmith including DSO grade loose and pisolitic detritals, canga and Dales Gorge Member, including overburden and sub-DSO grade detritals.

The drilling demonstrated extremely consistent mineralisation, with the Measured resource extending laterally in some areas to over 2km. This will significantly enhance the predictability of ore tonnes and grade, which is essential for a DSO iron ore project.

The Delta orebody is the centroid for the first 13 years of Red Hawk's mine plan so improving the geological knowledge of this area supports the development plans and progression to mining.

SAFETY

The Red Hawk team is committed to protecting the health, safety and welfare of all its workers, contractors and visitors at its workplaces. The team has created policies and procedures for work health and safety at the Blacksmith site and in the West Perth office using the MyOSH system for training, monitoring and tracking compliance.

The Red Hawk Integrated Management System is designed on the principles of continual improvement and adopts the methodology of Plan, Do, Check and Act. The structure of the system generally follows the layout of common international standards such as: ISO 14001, (Environment); ISO 45001 (Health and Safety); and ISO 9001 (Quality).

The Integrated Management System is designed to operate within the constraints of all Red Hawk policies and management systems, including corporate governance policies and guidelines, code of conduct and risk management policy.

Annually, health and safety objectives and targets are established in the Mine Safety Management System (**MSMS**). These encompass compliance with legislation and other requirements.

To 30 June 2024, 50,746 hours were worked on the Blacksmith site with a total recorded injuries frequency rate (**TRIFR**) of 0.0.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Red Hawk considers sound environmental performance and management, corporate social responsibility and strong relationships with communities and stakeholders to be essential to the success of the business.

During the financial year, Red Hawk commenced the development of a corporate environmental, social and governance (**ESG**) strategy and framework appropriate for the Company.

In developing an ESG strategy, Red Hawk focused on integrating environmental, social and economic considerations into Red Hawk's decisions and daily operations, aligning with the Company's mission statement to *Unlock value to shareholders by efficiently and responsibly delivering the Blacksmith Project*.

Implementation of the ESG framework and strategy will assist in:

- ensuring Red Hawk is prepared for mandatory reporting under the ASRS 2 – Climate-related Financial Disclosures from 1 July 2026
- managing and communicating ESG risks and opportunities
- providing a system and process to publicly share Red Hawk's strategies and initiatives
- demonstrating Red Hawk's commitment to transparency and sustainable growth

Materiality

Red Hawk engaged leading ESG consultant RPM Global to assist in identifying the material ESG topics relevant to Red Hawk. Material topics were identified through an online survey questionnaire provided to the Board and direct employees of Red Hawk. The identified material topics are outlined in the table below and will be the focus areas for the ESG strategy. These material topics will be reviewed and adapted over time to align with changing business needs, stakeholder concerns and evolving regulations.

Material topics

ENVIRONMENT

Water management	Implement water conservation strategies and reduce discharge
Mine closure and rehabilitation	Integrate mine closure planning into operations to mitigate risks, cost and engage with stakeholders transparently
Climate and emissions	Reduce greenhouse gas emissions and develop renewable energy strategies. Actions taken by the company to address and respond to climate change

SOCIAL

Indigenous Peoples	Collaborate with Traditional Owners to understand, protect and preserve cultural heritage
Employee engagement and development	Enable employee growth through development opportunities and maintain transparent engagement on company activities
Talent attraction and retention	Attract and retain a workforce through fair and respectful treatment
Work health, safety and wellbeing	Maintain high health and safety standards and support the wellbeing of employees
Diversity and inclusion	Foster an inclusive workplace culture valuing diversity

GOVERNANCE

Corporate governance and compliance	Adhere to applicable laws; fulfill industry, government and Native Title obligations; and practice good corporate governance
Business ethics and transparency	Uphold business ethics including anti-bribery and prevention of corruption
Risk management	Establish processes to identify and manage sustainability-related risks and opportunities
Cybersecurity and data privacy	Implement robust processes, programs and systems to mitigate exposure to cybersecurity risks

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

ESG initiatives

Red Hawk is committed to carrying out exploration and mining activities in a way that minimises impact and continues to improve its commitment to ESG. The early stages of development are an ideal time to embed ESG factors into project design and planning. ESG initiatives advanced during the year are outlined below.

ENVIRONMENT

- Greenhouse gas and carbon emissions assessment
- Rehabilitation and closure requirements embedded into early design
- Completion of a rehabilitation program of exploration drill pads and sumps, including rehabilitation of 100 drill pads on hill slopes within the Delta deposit
- Completion of a ghost bat targeted survey for the Delta and Paragon deposits and implementation of a monitoring program
- Lodgement of environmental approvals and associated management plans. Ongoing assessment with relevant regulators including:
  - Preliminary Mining Proposal
  - Preliminary Mine Closure Plan
  - Environmental Protection Act – Part IV approvals
  - Environment, Biodiversity, Conservation Act approvals
- Significant Fauna Management Plan

SOCIAL

- A capability development program to support Red Hawk's continued sustainability with the appointment of key roles in People and Culture, Health and Safety, ESG, and Approvals
- Heritage site surveys were conducted including a cultural knowledge investigation of key places of cultural significance
- Completion of a heritage site register review, data consolidation and commencement of a Cultural Heritage Management Plan with the Native Title group. All of these initiatives resulted from regular, open and transparent consultation with the Native Title holders
- Introduction of workplace wellbeing initiatives including:
  - An active partnership with the MATES organisation which offers mental health and wellbeing training. The majority of staff participated in general awareness training to help identify those who might be struggling with mental health issues
  - Engagement of an employee assistance provider to provide free and confidential counselling to any Red Hawk people needing extra support
- An Indigenous Employment and Development Plan and an Indigenous Business Development Plan were drafted and presented to the WGAC Board
- Establishment of corporate values and mission statement
- Implementation of cyber-security measures including ongoing review of all IT systems and training and testing of staff to increase knowledge of potential cyber threats and phishing scams

GOVERNANCE

- Update of company policies and alignment to the current business strategy and ESG approach
- Development and roll-out of an Environmental and Heritage Management System (**EHMS**) and Environment and Heritage Management Plan within the business to guide design, contractor tenders and project implementation
- Development of a suite of human resources policies including a Workplace Behaviour Policy and training module to reinforce appropriate and respectful behaviours

During the year under review, there has been no material non-compliance with any laws or regulations, and no instances of bribery or corruption have been reported or identified.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Looking forward

Throughout the 2025 financial year, Red Hawk's ESG team will review sustainability frameworks such as the Global Reporting Initiative (**GRI**) and Task Force for Climate-related Disclosures (**TCFD**) frameworks, focusing on the identified material topics. Works identified for the coming year include:

- providing a recommendation to the Board for the adoption of the proposed ESG framework
- conducting a gap analysis against the proposed ESG reporting framework, and identifying actions to close any gaps
- reviewing the governance framework to ensure sustainability related commitments and decisions to address the gaps are appropriately considered, approved and monitored through development of the Project
- identifying the data required for each material topic, identify data sources, collection methodology and storage for future reporting
- development of an ESG data book template outlining key performance information to allow year on year comparison

Red Hawk will continue to focus on ensuring ESG principles are adopted into the design and development of the business and the Blacksmith Project. Red Hawk will also focus on important sustainability focused programs such as implementation of the EHMS and the continued rollout of the Work Health and Safety Management System. Working closely with important stakeholders such as the Native Title groups, local and state government bodies to ensure that local issues are addressed and relationships built will be an important focus.

RED HAWK VALUES

we show ... ***INTEGRITY***

we are ... ***COLLABORATIVE***

we focus on ... ***ACHIEVEMENT***

we are ... ***COMMITTED***

we are ... ***AGILE***

MINERAL RESOURCES ANNUAL STATEMENT AND REVIEW

The Company carries out an annual review of its Mineral Resources as required by the ASX Listing Rules. The review was carried out as at 30 June 2024, unless otherwise noted. The estimates for Mineral Resources were prepared and disclosed under the JORC Code 2012 Edition.

2024 ANNUAL MINERAL RESOURCE ESTIMATE AND ORE RESERVE STATEMENT

The Company carried out an annual review of the Blacksmith Project as at 30 June 2024, as required by the ASX Listing Rules. The Mineral Resource Estimates have increased during the reporting period as additional deposits at the Blacksmith Project were re-interpreted based on the development of a higher-grade DSO resource.

2024 Mineral Resource Estimate

At 30 June 2024, Red Hawk had re-interpreted the Mineral Resources for the Delta, Paragon, Blackjack and Champion deposits to focus on higher-grade DSO production at the Blacksmith Project. During the 2024 reporting period, three major announcements were made to the ASX: *DSO Mineral Resource Estimate – Delta and Paragon deposits* on 6 September 2023 and *DSO Mineral Resource Upgrade – Champion and Blackjack* on 16 October 2023. The Delta deposit MRE was further updated in an announcement to the ASX *DSO Mineral Resource Update – Delta Deposit* on 21 June 2024, following the 2024 diamond drilling and geophysical logging program, with the update converting 77% of the Delta MRE to the Measured category.

As part of the Pre-Feasibility Study, the Company released a maiden Ore Reserve for the Blacksmith Project on 1 May 2024.

A re-interpreted MRE for the Eagle deposit was announced after the end of the reporting period on 26 July 2024 in an announcement entitled *DSO Mineral Resource Upgrade – Eagle Deposit*.

Blacksmith DSO MRE for re-interpreted orebodies – Blackjack, Champion, Delta, Eagle and Paragon [1,2]

JORC classification	Tonnes Mt	Fe %	P %	SiO_2 %	Al_2O_3 %	LOI %
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1 *LZ, PZ, canga, Dales Gorge Member cut-off 57.5% Fe; CID cut-off 54% Fe*
- *Due to effects of rounding, totals may not represent the sum of all components*
- *Tonnages are rounded to the nearest 0.1 million tonnes and grades are shown to two significant figures*

2 *Reporting criteria are:*
- *Indicated and Inferred material (Rescat=2 or Rescat=3), Fe >57.5%, Zone=2, Zone=3, Zone=4 or Zone=5*
- *Indicated and Inferred material (Rescat=2 or Rescat=3), Fe >54%, Zone=9*
- *Blocks from Zone 2, 3, 4, 5 with Fe % grade >57.5% and blocks from Zone 9 with Fe % grade >54%*
- *Material from LZ, PZ, Canga and Dales Gorge Member lithologies*
- *Material from CID lithologies*

MINERAL RESOURCES ANNUAL STATEMENT AND REVIEW

Blacksmith Mineral Resource Estimate by deposit and classification (57.5% Fe cut-off)

Class	***Tonnes Mt***	***Fe %***	***P %***	***SiO_2 %***	***Al_2O_3 %***	***LOI %***
DELTA						
Measured	66.6	60.2	0.09	4.64	3.05	5.44
Indicated	15.9	60.1	0.07	5.70	3.72	3.63
Inferred	3.7	59.9	0.10	4.20	2.64	6.69
Total	**86.3**	**60.1**	**0.09**	**4.81**	**3.15**	**5.16**
PARAGON						
Indicated	12.2	60.0	0.09	4.03	2.79	6.21
Inferred	0.4	58.8	0.09	4.10	1.82	8.85
Total	**12.5**	**60.0**	**0.09**	**4.03**	**2.76**	**6.29**
CHAMPION						
Indicated	37.8	59.8	0.08	5.42	3.45	4.59
Inferred	0.4	59.6	0.09	5.87	2.76	4.88
Total	**38.2**	**59.8**	**0.08**	**5.42**	**3.44**	**4.59**
BLACKJACK						
Indicated	31.4	60.0	0.08	5.95	3.34	4.02
Inferred	3.9	59.8	0.11	3.83	2.10	7.83
Total	**35.3**	**60.0**	**0.08**	**5.72**	**3.20**	**4.44**
EAGLE						
Indicated	70.9	57.4	0.09	6.37	3.64	6.92
Inferred	0.2	59.7	0.10	3.43	2.25	7.57
Total	**71.1**	**57.4**	**0.09**	**6.36**	**3.63**	**6.92**
ALL DEPOSITS						
Measured	66.6	60.2	0.09	4.64	3.05	5.44
Indicated	168.2	58.9	0.09	5.85	3.49	5.49
Inferred	8.6	59.8	0.10	4.09	2.35	7.24
Total	**243.4**	**59.3**	**0.08**	**5.45**	**3.32**	**5.54**

Notes:

1 *Due to effects of rounding, totals may not represent the sum of all components*

2 *Tonnages are rounded to the nearest 0.1 million tonnes and grades are shown to two significant figures*

3 *Reporting criteria are: Indicated and Inferred material (Rescat=2 or Rescat=3), Fe >57.5%, Zone=2, Zone=3, Zone=4 or Zone=5*

MINERAL RESOURCES ANNUAL STATEMENT AND REVIEW

2024 ORE RESERVE STATEMENT

As part of the Pre-Feasibility Study, Red Hawk announced a maiden JORC-compliant Probable Ore Reserve for the Blacksmith Project. The maiden Probable Ore Reserve for the Project is located entirely within the Delta deposit. The Ore Reserve is based on a cut-off grade of 57.9% Fe to generate a nominal 60.5% Fe DSO product.

Blacksmith Project DSO Ore Reserve

Description	***Units***	***Quantity***
Probable Ore Reserve	Mt	46.0
	Fe%	60.5
Waste	Mt	75.4
Total	Mt	121.4
Strip ratio	Waste : ore (tonnes)	1.64

Notes:

1 *There is no Proved Ore Reserve*

2 *This Ore Reserve is comprised of material included in the reported Mineral Resource*

3 *A cut-off grade of 57.9% Fe has been applied to generate the nominal 60.5% Fe target grade*

2023 MINERAL RESOURCE ESTIMATE

2023 DSO Mineral Resource Estimate (Delta and Paragon) as at 6 September 2023

In the 2023 annual report, a DSO Mineral Resource Estimate was quoted for the Delta and Paragon deposit resources released to the ASX on 6 September 2023.

DSO MRE - Delta and Paragon deposits (57.5% Fe cut-off)

JORC classification	***Tonnage Mt***	***Fe %***	***P %***	***SiO_2 %***	***Al_2O_3 %***	***LOI %***
Indicated	96.1	60.1	0.090	4.71	3.12	5.25
Inferred	4.3	59.8	0.102	4.12	2.54	6.98
Total	**100.3**	**60.1**	**0.091**	**4.68**	**3.09**	**5.32**

- *Due to effects of rounding, totals may not represent the sum of all components*
- *Tonnages are rounded to the nearest 0.1 million tonnes and grades are shown to two significant figures*
- *Reporting criteria are: Indicated and Inferred material (RESCAT=2 or RESCAT=3), Fe >57.5%, Zone=2, Zone=3, Zone=4 or Zone=5*

MINERAL RESOURCES ANNUAL STATEMENT AND REVIEW

At 30 June 2023, the Company also used an MRE which reflected the previous iteration of the Project (then known as the Pilbara Iron Ore Project or PIOP) which focused on lower grade, higher tonnage iron ore production. That MRE for the Blacksmith mining lease and Anvil retention licence was released on 1 March 2018 and was prepared and disclosed under the JORC Code 2012 Edition.

M47/1451 – Blacksmith [1,3]

JORC classification	*Tonnes Mt*	*Fe %*	*SiO_2 %*	*AL_2O_3 %*	*P %*	*LOI %*
Inferred	105	51.6	15.7	5.13	0.057	4.4
Indicated	1,148	52.6	14.1	4.81	0.067	4.93
Measured	54	59.8	6.24	4.28	0.064	2.98
Total	**1,307**	**52.8**	**13.9**	**4.81**	**0.066**	**4.81**

***Note**: Tonnage figures have been rounded and as a result may not add up to the totals quoted*

R47/1560 – Anvil [2,3]

JORC classification	*Tonnes Mt*	*Fe %*	*SiO_2 %*	*AL_2O_3 %*	*P %*	*LOI %*
Inferred	176	47.1	21.3	6.05	0.044	4.13
Total	**176**	**47.1**	**21.3**	**6.05**	**0.044**	**4.13**

1 *The Blacksmith Mineral Resource includes the Ajax, Badger, Blackjack, Champion, Delta, Eagle and Paragon deposits. All the estimates making up the Blacksmith Mineral Resource are reported to JORC 2012 standards.*

2 *The Anvil Mineral Resource includes the Area F, Area G, Area H and Area J deposits. All the estimates making up the Anvil Mineral Resource are reported to JORC 2012 standards.*

3 *Cut off: Ore types DID1, DID2, DID3 reported using Fe>40% and Al_2O_3<8%, ore types DID4, CID, BID reported using Fe>50% and Al_2O_3<6%*

ESTIMATION GOVERNANCE STATEMENT

The Company ensures that all Mineral Resource and Ore Reserves estimations are subject to appropriate levels of governance and internal controls.

Exploration results are collected and managed by an independent competent qualified geologist. All data collection activities are conducted to industry standards based on a framework of quality assurance and quality control protocols covering all aspects of sample collection, topographical and geophysical surveys, drilling, sample preparation, physical and chemical analysis and data and sample management.

Mineral Resource and Ore Reserves estimates are prepared by appropriately qualified, independent Competent Persons. If there is a material change in the estimate of a Mineral Resource or Ore Reserves, the estimate and supporting documentation in question is reviewed by suitable qualified independent Competent Persons and announced to the ASX in accordance with the Listing Rules.

The Company reports its Mineral Resources and Ore Reserves on an annual basis in accordance with JORC Code 2012.

COMPETENT PERSONS' STATEMENTS

Blacksmith Project – 2024 DSO Mineral Resource Estimate and Ore Reserve

The information in this report that relates to DSO Mineral Resource Estimate (2024) is based on information compiled by Mr Mark Pudovskis and Mr Aaron Meakin. Mr Mark Pudovskis is a full-time employee of CSA Global Pty Ltd and is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Aaron Meakin is a full-time employee of ERM Sustainable Mining Services (previously CSA Global Pty Ltd) and is a Member and Chartered Professional of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Aaron Meakin and Mr Mark Pudovskis have sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the 2012 Edition of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code). Mr Aaron Meakin and Mr Mark Pudovskis each approve of, and consent to, the inclusion of the information in this Annual Mineral Resource Statement and the Annual Mineral Resource Statement as a whole, in the form and context in which it appears.

DIRECTORS' REPORT

Your Directors present their report on the Consolidated Entity comprising Red Hawk Mining Limited (**the Company** or **Red Hawk**) and its controlled entities (the **Group**) for the year ended 30 June 2024.

DIRECTORS

The following persons held office as Directors of Red Hawk Mining Limited from the start of the financial year to the date of this report, unless otherwise stated.

Name	*Title*	*Appointed*	*Resigned*
The Hon. Cheryl Edwardes, AM	Independent Non-Executive Chair	17 June 2019	
Steven Michael	Managing Director and CEO	2 March 2023	
Rob Foster	Non-Executive Director	6 October 2022	
Daniel Harris	Independent Non-Executive Director	8 August 2022	
Amy Jiang	Non-Executive Director	5 March 2021	
James Gurry	Independent Non-Executive Director	18 September 2019	20 November 2023
Michael Wolley	Non-Executive Director	19 October 2016	20 November 2023

COMPANY SECRETARIES

Name	*Appointed*	*Resigned*
Sarah Wilson	20 November 2018	16 February 2024
Karien Slabbert	16 February 2024	12 April 2024
Lisa Wynne	12 April 2024	
Michaela Stanton-Cook	2 August 2024	


Red Hawk Directors at Blacksmith Project

DIRECTORS' REPORT

INFORMATION ON DIRECTORS

The Hon. Cheryl Edwardes, AM

Independent Non-Executive Chair

Qualifications
LLM, B. Juris, BA, GAICD

Experience
Ms Edwardes is a highly credentialled and experienced company director and chairperson. A solicitor by profession and a former Minister in the Court Government of Western Australia, she has extensive experience and knowledge of WA's legal and regulatory framework relating to mining projects, environmental, native title, heritage, and land access.

During her political career, Ms Edwardes held positions that included WA Attorney General, Minister for the Environment, and Minister for Labour Relations.
In addition to her directorships, including Chair of the Port Hedland International Airport, she also works with HHG Legal Group on a part-time basis, focusing on pro bono work and the development of the firm's charitable arm, HHG Giving Back, and assists the clients of FTI Consulting within a range of complex statutory approvals required for resources and infrastructure projects.

Ms Edwardes has been awarded an Order of Australia in the Queen's Birthday Honours 2016 for "significant service to the people and Parliament of Western Australia, to the law and the environment, and through executive roles with business, education and community organisations". She was also named in the 100 Women of Influence in 2016, inducted into the Western Australian Women's Hall of Fame 2016 and was a finalist in the Women in Resources Award 2015.

Interest in Red Hawk shares and options at the date of this report
24,948 fully paid ordinary shares

Special responsibilities
Chair of Nominations and Remuneration Committee and member of Audit and Risk Committee.

Directorships held in other ASX listed entities in the last three years
Non-Executive Chair of Westgold Resources Ltd (March 2022 to date) and Non-Executive Director of Nuheara Limited (January 2020 to date).

Previously a Non-Executive Director of Vimy Resources Limited (May 2014 to August 2022) and Non-Executive Chair of Kalium Lakes Limited (November 2022 to August 2023).

Steven Michael

Managing Director and CEO

Qualifications
BCom, CA, MAICD

Experience
Mr Michael is an experienced mining executive with over 25 years' experience in the resources industry in senior executive leadership roles with ASX-listed mining and exploration companies as well as investment banking, corporate advisory and equities research positions with several global investment banks.

Prior to joining Red Hawk, Mr Michael has served as Managing Director of ASX-listed uranium company Vimy Resources Limited, which culminated in the successful $658 million merger with Deep Yellow Limited, and Mr Michael subsequently served as an Executive Director of Deep Yellow.

Prior to his positions with Vimy Resources Limited and Deep Yellow Limited, Mr Michael was a Managing Director with global business advisory firm FTI Consulting, where he specialised in economic evaluations, feasibility studies and project financing of mining projects across multiple commodities and jurisdictions.

Interest in Red Hawk shares and options at the date of this report
278,847 fully paid ordinary shares

4,000,000 performance rights

250,000 shares to be issued 3 March 2025 pursuant to his employment contract

Special responsibilities
Nil

Directorships held in other ASX listed entities in the last three years
Non-Executive Director of Predictive Discovery Ltd (December 2019 to date) and Non-Executive Director of Marvel Gold Ltd (April 2024 to date).

Previously Managing Director of Vimy Resources Limited (then Executive Director of Deep Yellow Limited following merger) (August 2021 to November 2022) and Non-Executive Director of Wia Gold Limited (8 September 2020 to 18 April 2024).

DIRECTORS' REPORT

Rob Foster

Non-Executive Director

Qualifications
B. For Sc., MInstD

Experience
Mr Foster is an experienced senior executive and has held a number of leadership and strategic business development roles in the energy, infrastructure, and financial markets industries. He was previously CEO of King Country Energy Limited and Independent Director and Interim CEO of NZX listed NZ Windfarms Limited. He formerly held senior investment banking, corporate finance and equity capital markets roles at Macquarie Bank and ABN AMRO NV.

Mr Foster is currently the CEO of Integria Healthcare Australia Pty Ltd and was formerly the General Manager, Business Development for the Todd Corporation. He is an Independent Member of the Audit and Risk Committee of Te Runanga O Ngai Tahu and Advisory Committee member of Forest Partners Fund Limited Partnership investment fund.

Mr Foster holds a Bachelor of Forestry Science, has completed the AVIRA Programme at INSEAD and is a member of the Institute of Directors in New Zealand.

Mr Foster is a nominee Director of the Company's largest shareholder, TIO (NZ) Limited.

Interest in Red Hawk shares and options at the date of this report
Nil

Special responsibilities
Member of Audit and Risk Committee and Nominations and Remuneration Committee.

Directorships held in other ASX listed entities in the last three years
Nil

Daniel Harris

Independent Non-Executive Director

Qualifications
B. Sc ChE

Experience
Mr Harris is an experienced Mining Industry Company Executive and Director. Mr Harris has served as CEO, COO and CFO in mining and metals companies around the world and has worked and lived in the USA, South Africa, Russia, and Australia. He is a world-recognised vanadium industry veteran and has a strong understanding of the resource sector from both a technical and financial perspective.

Interest in Red Hawk shares and options at the date of this report
Nil

Special responsibilities
Chair of Audit and Risk Committee and member of Nominations and Remuneration Committee.

Directorships held in other ASX listed entities in the last three years
Non-Executive Director of Australian Vanadium Ltd (February 2017 to date) and Queensland Energy Minerals Limited (March 2018 to date).

Amy Jiang

Non-Executive Director

Qualifications
JD, BA, GAICD, FGIA

Experience
Ms Jiang has more than 17 years' experience in management and corporate governance within the mining and resources sector.

Ms Jiang is currently company secretary and executive manager and nominee director of OCJ Investment (Australia) Pty Ltd, the second largest shareholder of Red Hawk.

Ms Jiang is a Graduate Member of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia. She holds a Bachelor of Arts and a Juris Doctor, both from The University of Sydney. In addition, Ms Jiang is currently completing a Graduate Diploma of Applied Corporate Governance and Risk Management at the Governance Institute of Australia.

Interest in Red Hawk shares and options at the date of this report
Nil

Special responsibilities
Member of Audit and Risk Committee and Nominations and Remuneration Committee.

Directorships held in other ASX listed entities in the last three years
Nil

DIRECTORS' REPORT

Lisa Wynne

Joint Company Secretary
Appointed 12 April 2024

Ms Wynne is a Chartered Secretary with national governance service provider, Source Governance, and has over 19 years of board level experience across a variety of industries, including performing the roles of Chief Financial Officer, Company Secretary, Non-Executive Director and Committee member. Lisa has particular experience in risk management, compliance and governance, finance and capital markets, strategy and operational planning and mergers and acquisitions, across ASX and TSX listed companies and not-for-profit organisations. Lisa is a Fellow of the Governance Institute of Australia, the Institute of Chartered Accountants and a member of the Australian Institute of Company Directors.

Michaela Stanton-Cook

Joint Company Secretary
Appointed 2 August 2024

Ms Stanton-Cook is a Chartered Secretary with national governance service provider, Source Governance, and is experienced in providing company secretarial and corporate advisory services to ASX-listed and private companies across various industries. Michaela is a qualified lawyer and member of the Governance Institute of Australia.

James Gurry

Independent Non-Executive Director
Resigned 20 November 2023

Michael Wolley

Non-Executive Director
Resigned 20 November 2023

Mr Wolley was a nominee director of the Company's largest shareholder, TIO (NZ) Limited.

DIRECTORS' REPORT

MEETING OF DIRECTORS

The numbers of meetings of the Company's Board of Directors and of each Board committee held during the year ended 30 June 2024, and the numbers of meetings attended by each Director were:

	Board		Audit and Risk Committee		Nominations and Remuneration Committee	
	A	B	A	B	A	B
C. Edwardes	14	14	3	3	1	1
S. Michael	14	14	0	3	0	1
R. Foster	14	13	3	3	1	1
D. Harris	14	14	3	3	1	1
A. Jiang	14	14	3	3	1	1
J. Gurry [1]	5	5	1	1	1	1
M. Wolley [1]	5	5	1	1	1	1

A *= Number of meetings held during the time the Director held office or was a member of the committee during the year*

B *= Number of meetings attended*

1 Messrs Gurry and Wolley resigned as directors on 20 November 2023

PRINCIPAL ACTIVITIES

The Group's principal continuing activities during the year ended 30 June 2024 consisted of the development of the Blacksmith Iron Ore Project in Western Australia.

Mineral exploration also continued at the Group's Canegrass Project in Western Australia under a Farm-In Agreement with a subsidiary of Viking Mines Limited.

There were no significant changes in the nature of the activities of the Group during the year other than as stated above.

DIVIDENDS

No dividends have been declared or paid during the financial year (2023: $nil).

OPERATING RESULTS AND FINANCIAL POSITION

The net result of operations for the financial year was a loss of $9.698 million (2023: profit of $13.185 million).

REVIEW OF OPERATIONS

Corporate

Director and management changes

James Gurry and Michael Wolley resigned as Directors on 20 November 2023.

Andrew Whitehead was employed as General Manager – Commercial on 18 September 2023 and Jeanette Hasleby was employed as General Manager – ESG and Approvals on 1 November 2023.

DIRECTORS' REPORT

ENVIRONMENTAL REGULATION

The Group's operations are subject to significant environmental regulation under both Commonwealth and relevant State legislation in relation to the discharge of hazardous waste and materials arising from any exploration or mining activities and development conducted by the Group on any of its tenements. Subject to ongoing rehabilitation, the Group believes it has complied with all environmental obligations.

HERITAGE AND COMMUNITY RELATIONS

The Group recognises the importance of establishing relationships with the Traditional Owners that are based on trust and mutual advantage and are respectful of the needs and concerns of the communities located within the regions in which it operates. The Group has agreements in place with the Traditional Owners and is committed to building strong relationships by:

- being open and transparent in its communications;
- improving cross-cultural awareness through training and education;
- developing community relations management procedures that include business alliances;
- being sensitive to the values and heritage issues of the local communities; and
- being a good neighbour.

LIKELY DEVELOPMENTS AND BUSINESS STRATEGIES

The likely developments of the Group and the expected results of those developments are as follows:

- continued progression of a near-term mining operation at the Blacksmith Project supported by the Definitive Feasibility Study due for completion in FY25.

EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

On 26 July 2024 Red Hawk announced a Mineral Resource Estimate for the Eagle deposit of 71.1 million tonnes at 57.4% increasing the total Blacksmith Mineral Resource Estimate to 243Mt at 59.3% Fe of which 27% is in the Measured category and 69% in the Indicated category and less than 4% in the Inferred category.

On 5 September 2024 Viking Mines Limited completed Stage 2 of the Canegrass Farm-In Agreement (**FIA**) earning in to 49% of the project and Red Hawk executed an agreement with Viking for the sale of the remaining 51% of the project to Viking by way of a share sale of 100% of the shares in Flinders Canegrass Pty Ltd, a subsidiary of Red Hawk with the sole asset comprising the tenements covered by the FIA. Consideration consists of $0.175 million in cash, 33.3 million ordinary shares and 15 million options over ordinary shares in Viking Mines Limited.

No other matter or circumstance has arisen since 30 June 2024 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.

DIRECTORS' REPORT

AUDITED REMUNERATION REPORT

This report sets out the remuneration arrangements in place for Directors and senior management of the Company and the Group in accordance with the requirements of the Corporations Act 2001 and its regulations. For the purposes of the report, Key Management Personnel (**KMP**) of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any Director (whether Executive or otherwise) of the Company.

KEY MANAGEMENT PERSONNEL COVERED IN THIS REPORT

The names and positions of the Key Management Personnel of the Company and the Group during the financial year were:

The Hon. Cheryl Edwardes, AM	Independent Non-Executive Chair
Steven Michael	Managing Director and CEO
Rob Foster	Non-Executive Director
Daniel Harris	Independent Non-Executive Director
Amy Jiang	Non-Executive Director
James Gurry [1]	Independent Non-Executive Director
Michael Wolley [1]	Non-Executive Director
Adam Hall	General Manager - Projects
Jeanette Hasleby [2]	General Manager - ESG & Approvals
Matthew Owen	Chief Financial Officer
Andrew Whitehead [3]	General Manager - Commercial

1 *Mr Wolley and Mr Gurry resigned on 20 November 2023*

2 *Ms Hasleby was employed 1 November 2023*

3 *Mr Whitehead was employed as General Manager - Commercial on 18 September 2023 having previously been engaged on a contract basis*

REMUNERATION GOVERNANCE

The Nominations and Remuneration Committee is a sub-committee of the Board. It is primarily responsible for making recommendations and assisting the Board to:

- ensure that it is of an effective composition, size, and commitment to adequately discharge its responsibilities and duties;
- independently ensure that the Company adopts and complies with remuneration policies that attract, retain, and motivate high calibre executives and directors to encourage enhanced performance by the Company;
- motivate directors and management to pursue the long-term growth and success of the Company within an appropriate framework.

USE OF REMUNERATION CONSULTANTS

The revised Remuneration Policy was drafted and approved by the Board and included an incentive plan. The incentive plan was reviewed by remuneration consultant Remsmart. As part of these services, the consultant also provided a market trends report and Remsmart was paid $5,225 for this service.

Red Hawk holds an annual subscription to a remuneration benchmarking service that provides up to date remuneration information. Red Hawk paid Remsmart $2,288 for this subscription.

DIRECTORS' REPORT

EXECUTIVE REMUNERATION POLICY AND FRAMEWORK

The Group's policy for determining the nature and amounts of emoluments of senior executives is as follows:

In determining executive remuneration, the Board aims to ensure that remuneration practices are:

- competitive and reasonable, enabling the Company to attract and retain key talent; and
- aligned to the Company's strategic and business objectives and the creation of shareholder value.

TERMS OF EMPLOYMENT

Mr Michael's terms of employment as Managing Director and CEO were formalised in an Executive Services Agreement and contained the following material terms:

Item	*Term*
Position	Managing Director and CEO
Commencement date	2 March 2023
Term	Ongoing basis, subject to termination provisions as set out below.
Base salary	Mr Michael is entitled to a base salary of $500,000 per annum (exclusive of superannuation).
Short-term incentive	Mr Michael is entitled to receive up to 30% of his base salary annually on attainment of measurable KPI's agreed for each financial year, and up to 50% for exceptional performance determined at the discretion of the Board and subject to Board approval.
Long-term incentives	**Shares** Mr Michael will receive a one-off grant of 500,000 shares in the Company to be issued in two tranches: • 250,000 shares will be issued on the one-year anniversary of the Commencement Date (**Tranche 1**), and • 250,000 shares will be issued on the two-year anniversary of the Commencement Date (**Tranche 2**), in each case, provided Mr Michael remains employed by the Company at the issue date for Tranche 1 and Tranche 2 respectively. **Performance rights** Mr Michael received a total of 4,000,000 performance rights which will vest on achievement of various performance and tenure hurdles relating to share price, and the attainment of project and production milestones. All performance share rights expire five years after the Commencement Date if not vested. If Mr Michael's employment is terminated by either party for any reason, any performance rights awarded which have not vested at the date of termination will be forfeited subject to Board approval. All performance share rights that are unvested will immediately vest on a change of control event.
Termination	Mr Michael may resign on giving 6 months' notice.
Other	The Executive Employment Agreement contains other standard terms and conditions for agreements of this nature, including non-solicitation and restraint clauses.

Mr Hall was engaged as an employee on 1 June 2023 on the following terms:

Item	*Term*
Position	General Manager – Projects
Commencement date	1 June 2023
Term	Ongoing basis, subject to termination provisions as set out below.
Base salary	Mr Hall is entitled to a base salary of $300,000 per annum (exclusive of superannuation)
Short-term incentive	Mr Hall is entitled to receive up 20% of his base salary annually on attainment of measurable KPI's agreed for each financial year at the discretion of the Board and subject to Board approval.
Long-term incentive	**Zero Exercise Price Options (ZEPOs)** Mr Hall received a total of 1,000,000 ZEPOs which will vest on achievement of various performance and tenure hurdles relating to share price, and the attainment of project and production milestones. All options expire five years after the Issue Date if not vested. If Mr Hall's employment is terminated by either party for any reason, any options awarded which have not vested at the date of termination will be forfeited subject to Board approval. All options that are unvested will immediately vest on a change of control event.
Termination	3 months' notice by either party

Ms Hasleby was engaged as an employee on 1 November 2023 on the following terms:

Item	*Term*
Position	General Manager – ESG & Approvals
Commencement date	1 November 2023
Term	Ongoing basis, subject to termination provisions as set out below
Base salary	Ms Hasleby is entitled to a base salary of $330,000 per annum (exclusive of superannuation).
Short-term incentive	Ms Hasleby is entitled to receive up 20% of her base salary annually on attainment of measurable KPI's agreed for each financial year at the discretion of the Board and subject to Board approval.
Long-term incentive	**Zero Exercise Price Options** Ms Hasleby received a total of 1,146,755 ZEPOs which will vest on achievement of various performance and tenure hurdles relating to share price, and the attainment of project and production milestones. All options expire five years after the issue Date if not vested. If Ms Hasleby's employment is terminated by either party for any reason, any options awarded which have not vested at the date of termination will be forfeited subject to Board approval. All options that are unvested will immediately vest on a change of control event.
Termination	3 months' notice by either party

DIRECTORS' REPORT

Mr Owen was engaged on a part-time basis from 17 December 2022 and from 1 July 2023 became a full-time employee on the following terms:

Item	***Term***
Position	Chief Financial Officer
Commencement date	17 December 2022
Term	Ongoing basis, subject to termination provisions as set out below.
Base salary	Mr Owen is entitled to a base salary of $275,000 per annum (exclusive of superannuation).
Short-term incentive	Mr Owen is entitled to receive up 20% of his base salary annually on attainment of measurable KPI's agreed for each financial year at the discretion of the Board and subject to Board approval.
Long-term incentive	**Zero Exercise Price Options** Mr Owen received a total of 955,629 ZEPOs which will vest on achievement of various performance and tenure hurdles relating to share price, and the attainment of project and production milestones. All options expire five years after the Issue Date if not vested. If Mr Owen's employment is terminated by either party for any reason, any options awarded which have not vested at the date of termination will be forfeited subject to Board approval. All options that are unvested will immediately vest on a change of control event.
Termination	3 months' notice by either party

Mr Whitehead was engaged on 17 June 2020 on a part-time basis by way of a professional services agreement. On 18 September 2023 Mr Whitehead was engaged as an employee on a part-time basis on the following terms:

Item	***Term***
Position	General Manager – Commercial
Commencement date	18 September 2023
Term	Ongoing basis, subject to termination provisions as set out below
Base salary	Mr Whitehead is entitled to a full-time equivalent base salary of $300,000 per annum (exclusive of superannuation)
Short-term incentive	Mr Whitehead is entitled to receive up 20% of his base salary annually on attainment of measurable KPI's agreed for each financial year at the discretion of the Board and subject to Board approval.
Long-term incentive	**Zero Exercise Price Options** Mr Whitehead received a total of 834,004 ZEPOs which will vest on achievement of various performance and tenure hurdles relating to share price, and the attainment of project and production milestones. All options expire five years after the Issue Date if not vested. If Mr Whitehead's employment is terminated by either party for any reason, any options awarded which have not vested at the date of termination will be forfeited subject to Board approval. All options that are unvested will immediately vest on a change of control event.
Termination	30 days' notice by either party

DIRECTORS' REPORT

NON-EXECUTIVE DIRECTORS' REMUNERATION POLICY

Non-Executive Directors receive a director's fee and are eligible for fees for extra exertion and consulting services, at the discretion of the Board. Fees provided to Non-Executive Directors are inclusive of superannuation and salary sacrifice, if applicable.

Fees are reviewed annually by the Board's Nominations and Remuneration Committee considering comparable roles and market data provided by an independent remuneration adviser.

Non-Executive Directors fees are determined within an aggregate Directors' fee pool limit, which is periodically recommended for approval by shareholders. The maximum Directors fee pool currently stands at $750,000 per rolling 12-month period and was approved by shareholders at the Annual General Meeting on 6 November 2009. The Board may apportion any amount up to this maximum amount amongst the Non-Executive Directors as it determines. Directors are also entitled to be paid reasonable travel, accommodation and other expenses incurred in performing their duties as Directors.

Non-Executive Directors do not participate in schemes designed for remuneration of executives, nor do they receive options or bonus payments and are not provided with retirement benefits other than salary sacrifice and statutory superannuation.

DETAILS OF REMUNERATION

The following tables show details of the remuneration received by the Directors and Key Management Personnel of the Group for the current and previous financial year.

	Short-term benefits			*Post employment benefits*	*Share-based payments*	
	Salary and service contract $	*Leave entitlements $*	*Short term incentive [4] $*	*Superannuation $*	*Performance rights and options $*	*Total $*
2024						
S. Michael	500,000	17,308	170,000	27,500	185,040	899,848
C. Edwardes	122,172	-	-	13,439	-	135,611
R. Foster	85,000	-	-	-	-	85,000
D. Harris	85,000	-	-	-	-	85,000
A. Jiang	76,923	-	-	8,462	-	85,385
J. Gurry [1]	32,051	-	-	3,526	-	35,577
M. Wolley [1]	35,417	-	-	-	-	35,417
A. Hall	300,000	6,539	69,000	27,399	58,372	461,310
J. Hasleby [2]	220,000	9,308	37,200	18,266	66,939	351,713
M. Owen	275,000	7,905	51,000	27,399	55,782	417,086
A. Whitehead [3]	250,000	5,385	32,550	20,900	48,683	357,518
Total	**1,981,563**	**46,445**	**359,750**	**146,891**	**414,816**	**2,949,465**

1 *Mr Wolley and Mr Gurry resigned as Directors on 20 November 2023*

2 *Ms Hasleby was employed as General Manager – ESG & Approvals on 1 November 2023*

3 *Mr Whitehead was employed as General Manager – Commercial on 18 September 2023*

4 *The short term incentives relate to the year ended 30 June 2024 and were approved and paid in August 2024*

DIRECTORS' REPORT

	Short-term benefits			Post employment benefits	Share-based payments	
	Salary and service contract $	Leave entitlements $	Short term incentive $	Superannuation $	Performance rights $	Total $
2023						
S. Michael [1]	166,667	-	62,500	9,167	150,309	388,643
C. Edwardes [2]	108,857	-	-	11,427	-	120,284
R. Foster [3]	57,809	-	-	-	-	57,809
D. Harris [4]	70,349	-	-	-	-	70,349
A. Jiang	69,641	-	-	7,309	-	76,950
J. Gurry [5]	71,903	-	-	7,546	-	79,449
M. Wolley [5]	86,850	-	-	-	-	86,850
A. Hall [6]	25,000	43,298	-	2,625	-	70,923
M. Owen [7]	106,050	-	-	-	-	106,050
A. Whitehead [8]	270,000	-	-	-	-	270,000
Total	**1,033,126**	**43,298**	**62,500**	**38,074**	**150,309**	**1,327,307**

1 *Mr Michael was appointed Managing Director and CEO on 2 March 2023*

2 *The independent non-executive directors are remunerated by the Company in relation to their non-executive directorships of PIOP Mine Co Pty Ltd, a wholly owned subsidiary of the Company. As Chair of PIOP Mine Co Pty Ltd, Ms Edwardes' remuneration is $5,000 per meeting and Mr Gurry is $2,500 per meeting. There was one PIOP Mine Co Pty Ltd meeting held in the year ending 30 June 2023 (following the termination of the JV on 3 September 2023 and cancellation of the B shares separate meetings were no longer required).*

3 *Mr Foster was appointed 6 October 2022*

4 *Mr Harris was appointed 8 August 2022*

5 *Messrs Wolley and Foster's non-executive directors' fees are paid directly to the Company's major shareholder, TIO (NZ) Limited. From 10 September 2022, Mr Wolley's directors' fees are paid directly to him following his departure from Todd Corporation, TIO (NZ) Limited's ultimate parent entity, and includes special exertion fees of $10,600. Mr Wolley remained as a nominee director for Todd Corporation.*

6 *Mr Hall was engaged as a permanent employee on 1 June 2023*

7 *Mr Owen was appointed as CFO on 17 December 2022*

8 *Mr Whitehead was engaged as a contractor for the year and until his appointment as General Manager – Commercial on 18 September 2023*

Relative proportions of fixed vs variable remuneration expense

The following table shows the relative proportions of remuneration that are linked to performance and those that are fixed, based on the amounts disclosed as statutory remuneration expense for the 2024 and 2023 financial years:

	2024			2023		
	Fixed remuneration	At risk STI	At risk LTI	Fixed remuneration	At risk STI	At risk LTI
C. Edwardes	100%	-	-	100%	-	-
S. Michael [1]	61%	19% [8]	20% [10]	45%	16%	39%
R. Foster [2]	100%	-	-	100%	-	-
D. Harris [3]	100%	-	-	100%	-	-
A. Jiang	100%	-	-	100%	-	-
J. Gurry [4]	100%	-	-	100%	-	-
M. Wolley [4]	100%	-	-	100%	-	-
A. Hall [5]	72%	15% [9]	13% [11]	100%	-	-
J. Hasleby [6]	70%	11% [9]	19% [11]	-	-	-
M. Owen [7]	75%	12% [9]	13% [11]	100%	-	-
A. Whitehead	77%	9% [9]	14% [11]	100%	-	-

1 *Mr Michael was appointed Managing Director and CEO on 2 March 2023*

2 *Mr Foster was appointed 6 October 2022*

3 *Mr Harris was appointed 8 August 2022*

4 *Mr Wolley and Mr Gurry resigned as Directors on 20 November 2023*

5 *Mr Hall was engaged as a permanent employee on 1 June 2023*

6 *Ms Hasleby was employed as General Manager – ESG & Approvals on 1 November 2023*

7 *Mr Owen was appointed as CFO on 17 December 2022*

8 *The Managing Director is entitled to participate in the Company's short term incentive plan of up to 30% of base salary for on target performance and 50% for exceptional performance evaluated against the company's values and performance objectives set at the beginning of the year. Performance reviews for the year ended 30 June 2024 were conducted in July 2024 and incentives were paid in August 2024 after evaluation and approval by the remuneration committee and the Board.*

9 *Executive KMP are entitled to participate in the Company's short term incentive plan of up to 20% of base salary for on target performance and 30% for exceptional performance evaluated against the company's values and performance objectives set at the beginning of the year. Performance reviews for the year ended 30 June 2024 were conducted in July 2024 and incentives were paid in August 2024 after evaluation and approval by the remuneration committee and the Board.*

10 *Mr Michael received 4,000,000 performance rights on 2 March 2023 on his appointment as Managing Director and CEO. Performance rights can vest into fully paid ordinary shares in the Company, for no consideration, subject to meeting certain performance and market conditions and continued employment. The purpose of the performance rights is to incentivise the development of the Blacksmith Project and company value creation aligned with shareholders. All performance rights that are unvested will immediately vest on a change of control event. These performance rights expire 3 March 2028.*

Market condition

500,000 of the performance rights vest after the share price attains $1.20 for a consecutive 20-day period and continued employment.

Performance conditions

3,500,000 of the performance rights vest after the attainment of performance hurdles related to the development of the Blacksmith Project and continued employment.

11 *At the discretion of the Board, the Company provides an LTI opportunity to executive KMP through the grant of ZEPOs. These ZEPOs granted 20 November 2023 can vest into fully paid ordinary shares in the Company, for no consideration, subject to meeting certain performance and market conditions and continued employment. The purpose of this LTI opportunity is to incentivise the development of the Blacksmith Project and company value creation aligned with shareholders. All ZEPOs that are unvested will immediately vest on a change of control event. These ZEPOs expire 20 November 2028.*

Market condition

20% of the ZEPOs issued 20 November 2023 vest after the share price attains $1.20 for a consecutive 20-day period and continued employment.

Performance conditions

80% of the ZEPOs issued 20 November 2023 vest after the attainment of performance hurdles related to the development of the Blacksmith Project and continued employment.

DIRECTORS' REPORT

SHARE-BASED COMPENSATION

The Company issued 3,936,388 share options, no performance rights (2023: nil options and 4,000,000 performance rights) to Directors and Key Management Personnel during the financial year. The terms and conditions of each grant of options and rights over ordinary shares affecting remuneration of Directors and other Key Management Personnel in this financial year or future reporting years are as follows:

Option series	*No. of shares*	*Grant date*	*Grant date fair value*	*Exercise price*	*Expiry date*	*Vesting date*
Issued 20/11/2023 [1]	787,278	20/11/2023	0.5019 [1]	Nil	20/11/2028	Various [1]
Issued 20/11/2023 [2]	3,149,110	20/11/2023	0.6000	Nil	20/11/2028	Various [2]

1 *These ZEPOs vest on the share price attaining $1.20 for a minimum of 20 days and continuing employment*

2 *These ZEPOS vest on the attainment of various performance hurdles and continuing employment*

Rights series	*No. of shares*	*Grant date*	*Grant date fair value*	*Exercise price*	*Expiry date*	*Vesting date*
Issued 02/03/2023 [1]	500,000	02/03/2023	0.3845 [1]	Nil	02/03/2028	Various [1]
Issued 02/03/2023 [2]	3,500,000	02/03/2023	0.4800	Nil	02/03/2028	Various [2]

1 *These performance rights vest on the share price attaining $1.20 for a minimum of 20 days and continuing employment*

2 *These performance rights vest on the attainment of various performance hurdles and continuing employment*

ZEPOs and performance rights vest on achievement of various performance and tenure hurdles relating to share price, and the attainment of project and production milestones. All options and performance share rights expire five years after the Commencement Date if not vested.

If employment is terminated by either party for any reason, any performance rights awarded which have not vested at the date of termination will be forfeited subject to Board approval.

All options and performance share rights that are unvested will immediately vest on a change of control event.

2024

Share holdings

Name	*Held at 1 July 2023*	*Granted as compensation*	*On exercise of options/performance rights*	*Other changes [3]*	*Held at 30 June 2024*
C. Edwardes	20,646	-	-	4,302	24,948
S. Michael [1]	-	250,000	-	28,847	278,847
R. Foster	-	-	-	-	-
D. Harris	-	-	-	-	-
A. Jiang	-	-	-	-	-
J. Gurry [2]	45,493	-	-	(45,493) [4]	-
M. Wolley [2]	-	-	-	-	-
A. Hall	-	-	-	-	-
J. Hasleby	-	-	-	-	-
M. Owen	-	-	-	-	-
A. Whitehead	-	-	-	-	-

1 *Mr Michael was issued 250,000 shares on 2 March 2024, and is entitled to a further 250,000 shares on 2 March 2025*

2 *Mr Wolley and Mr Gurry resigned as directors on 20 November 2023*

3 *Other changes refer to sales/purchases on market and participation in entitlement offers*

4 *The number of shares held by Mr Gurry on the date of his resignation as a director*

Rights and options

Name	Held at 1 July 2023	Granted as compensation	Exercised	Forfeited	Vested during the year	Vested and exercisable	Held at 30 June 2024
C. Edwardes	-	-	-	-	-	-	-
S. Michael [1]	4,000,000	-	-	-	-	-	4,000,000
R. Foster	-	-	-	-	-	-	-
D. Harris	-	-	-	-	-	-	-
A. Jiang	-	-	-	-	-	-	-
J. Gurry	-	-	-	-	-	-	-
M. Wolley	-	-	-	-	-	-	-
A. Hall	-	1,000,000	-	-	-	-	1,000,000
J. Hasleby	-	1,146,755	-	-	-	-	1,146,755
M. Owen	-	955,629	-	-	-	-	955,629
A. Whitehead	-	834,004	-	-	-	-	834,004

1 *Performance rights, linked to performance as remuneration, were awarded to Mr Michael during the year ended 30 June 2023*

There were no shares granted during the reporting period as compensation (2023: nil). No vesting conditions were met during the year ended 30 June 2024 and no performance rights were issued during the year. A total of 3,936,388 ZEPOs were issued to executive Key Management Personnel during the year ended 30 June 2024.

OTHER TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL AND THEIR RELATED PARTIES

During the year ended 30 June 2024, the Company paid director fees to TIO (NZ) Limited, its major shareholder, for director services provided by Mr Foster. The total value of these services was $92,083 (2023: $71,226).

During the year to 30 June 2024, $295,061 (2023: $134,578) was paid to FTI Consulting (Australia) Pty Ltd for financial advisory services, public relations and consulting services on a monthly retainer. FTI Consulting is an entity to which Ms Edwardes provides assistance in relation to complex approvals.

$20,000 for advisory services was paid to PAC Partners Securities Pty Ltd which is a company that employs Mr Gurry. Mr Gurry resigned as a director on 20 November 2023.

The above transactions are all entered into at arm's length terms.

End of the audited Remuneration Report

OPTIONS GRANTED OVER UNISSUED SHARES

At 30 June 2024, the Company had 7,598,063 unlisted options over ordinary shares under issue (30 June 2023: nil).

NON-AUDIT SERVICES

KPMG provided taxation advisory services of $9,405 during the year.

INDEMNIFICATION OF AUDITORS

The Company has not indemnified its auditors, KPMG.

DIRECTORS' REPORT

INDEMNIFICATION AND INSURANCE OF OFFICERS

The Company has taken out an insurance policy insuring directors and officers of the Company against any liability arising from a claim bought by a third party against the Company or its current or former directors or officers and against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacity as a director or officer of the Company, other than conduct involving a willful breach of duty in relation to the Company.

The Company indemnifies each of the directors and officers of the Company. Under its constitution, the Company will indemnify those directors or officers against any claim or for any expenses or costs which may arise as a result of work performed in their respective capacities as directors or officers of the Company or any related entities.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on the following page/s.

ROUNDING

The amounts contained in the financial report have been rounded to the nearest $1,000 (unless otherwise stated) pursuant to the option available to the Company under ASIC Legislative Instrument 2016/191. The Company is an entity to which this class order applies.

This report is made in accordance with a resolution of Directors.

The Hon. Cheryl Edwardes, AM
Independent Non-Executive Chairman

Perth, Western Australia

24 September 2024

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Red Hawk Mining Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of Red Hawk Mining Limited for the financial year ended 30 June 2024 there have been:

i. No contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

ii. No contraventions of any applicable code of professional conduct in relation to the audit.

KPMG.

G Diedrich

KPMG

Glenn Diedrich
Partner
Perth
24 September 2024

FINANCIAL STATEMENTS

CONTENTS

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2024

	Notes	2024 $000	2023 $000
Finance income	5	196	211
Other income	5	18	50
Administrative and other expenses	5	(9,848)	(4,238)
Impairment of exploration and evaluation expenditure	11	-	(1,498)
Finance costs	5	(64)	(23)
Loss before income tax		**(9,698)**	**(5,498)**
Income tax benefit	6	-	18,683
(Loss) / profit for the year		**(9,698)**	**13,185**
Items that may be reclassified to profit or loss:			
Other comprehensive income		-	-
Other comprehensive (loss) / income for the year attributable to owners of the Company		**(9,698)**	**13,185**
(Loss) / Profit per share attributable to ordinary equity holders:		**Cents**	**Cents**
Basic and diluted (loss) / profit per share (cents per share)	8	(5.346)	7.809

The above statement should be read in conjunction with the accompanying notes.

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 30 JUNE 2024

	Notes	2024 $000	2023 $000
Current assets			
Cash and cash equivalents	7	6,807	6,116
Trade and other receivables		44	192
Other current assets	10	290	451
Total current assets		**7,141**	**6,759**
Non-current asset			
Right-of-use asset	12	258	315
Plant and equipment		192	107
Exploration and evaluation	11	86,745	79,486
Other non-current assets	10	129	-
Total non-current asset		**87,324**	**79,908**
Total assets		**94,465**	**86,667**
Current liabilities			
Trade and other payables	13	1,771	797
Provisions	14	900	334
Lease liabilities	12	133	103
Total current liabilities		**2,804**	**1,234**
Non-current liability			
Provisions	14	506	1,280
Lease liabilities	12	132	213
Total non-current liability		**638**	**1,493**
Total liabilities		**3,442**	**2,727**
Net assets		**91,023**	**83,940**
Equity			
Contributed equity	15	176,980	160,694
Reserves	16	645	150
Accumulated losses		(86,602)	(76,904)
Total equity		**91,023**	**83,940**

The above statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2024

	Contributed equity $000	PIOP Class B Reserve $000	Share-based payment reserve $000	Accumulated losses $000	Total equity $000
Balance as at 1 July 2022	**160,694**	**30,000**	**-**	**(120,089)**	**70,605**
Profit for the year	-	-	-	13,185	13,185
Total comprehensive profit for the year	-	-	-	13,185	13,185
Transactions with owners in their capacity as owners:					
Repurchase and cancellation of Class B Share	-	(30,000)	-	30,000	-
Share-based payments	-	-	150	-	150
Balance as at 30 June 2023	**160,694**	**-**	**150**	**(76,904)**	**83,940**
Loss for the year	-	-	-	(9,698)	(9,698)
Total comprehensive loss for the year	-	-	-	(9,698)	(9,698)
Transactions with owners in their capacity as owners:					
Issue of ordinary shares	16,834	-	-	-	16,834
Share issue transaction costs	(350)	-	-	-	(350)
Shares repurchased and cancelled[1]	(318)	-	-	-	(318)
Shares issued to employees	120	-	(120)	-	-
Share-based payments	-	-	615	-	615
Balance as at 30 June 2024	**176,980**	**-**	**645**	**(86,602)**	**91,023**

1 *On 18 December 2023, the Company completed an unmarketable parcel buy back and cancellation of 514,006 Red Hawk shares on terms as per announcements dated 23 and 31 October 2023.*

The above statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2024

	Notes	2024 $000	2023 $000
Cash flows from operating activities			
Payments to suppliers and employees		(7,856)	(4,096)
Interest expense		(11)	(17)
Interest received		196	208
Net cash outflow used in operating activities	9	**(7,671)**	**(3,905)**
Cash flows from investing activities			
Payments for plant and equipment		(187)	(120)
Proceeds from Canegrass Stage 1 earn-in	11	225	-
Payments for exploration activities		(7,790)	(4,464)
Net cash outflow used in investing activities		**(7,752)**	**(4,584)**
Cash flows from financing activities			
Proceeds from issues of shares and other equity securities		16,954	-
Transaction costs		(350)	-
Payment for the repurchase and cancellation of shares		(318)	-
Proceeds from termination of PIOP Mine Co Pty Ltd joint venture		-	11,668
Repayment of lease liabilities	12	(172)	(12)
Repayment of borrowings		-	(1,249)
Net cash inflow from financing activities		**16,114**	**10,407**
Net increase in cash and cash equivalents		691	1,918
Cash and cash equivalents at the beginning of the year		6,116	4,198
Cash and cash equivalents at the end of the year	7	**6,807**	**6,116**

The above statement should be read in conjunction with the accompanying notes.

1 CORPORATE INFORMATION

The consolidated financial report of Red Hawk Mining Limited for the year ended 30 June 2024 was authorised for issue in accordance with a resolution of the Directors on 24 September 2024. The Board of Directors has the power to amend the consolidated financial statements after issue.

Red Hawk Mining Limited (the '**Company**' or '**Red Hawk**') is a for-profit company limited by shares whose shares are publicly traded on the Australian Securities Exchange. The Company and its subsidiaries were incorporated and domiciled in Australia. The registered office and principal place of business of the Company is Ground Floor, 23 Ventnor Avenue, West Perth, WA 6005.

The amounts contained in the financial report are presented in Australian dollars and have been rounded to the nearest $1,000 (unless otherwise stated) pursuant to the option available to the Company under ASIC Instrument 2016/191. The Company is an entity to which this Instrument applies.

2 REPORTING ENTITY

The Consolidated Financial Statements comprise of the Company and its subsidiaries (together referred to as the '**Consolidated Entity**' or the '**Group**').

3 BASIS OF PREPARATION

The Consolidated Financial Statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001.* The Consolidated Financial Statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

These financial statements have been prepared under the historical cost convention except for certain financial assets and liabilities which are required to be measured at fair value.

(a) Going concern basis of accounting

As disclosed in these financial statements, the Group reported loss of $9.698 million during the year ended 30 June 2024. The cash and cash equivalents held as at 30 June 2024 was $6.807 million. Current assets exceed current liabilities by $4.337 million. The Group's net cash used in operating and investing activities for the year ended 30 June 2024 was $7.671 million and $7.752 million respectively.

Management intends to continue undertaking the Group's exploration and evaluation process in relation to the Blacksmith Project and will require additional funding in the near term. This funding may include capital raising and other funding options which may include project investment or asset sales which are uncertain.

These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Group to continue as a going concern.

Whilst the Group is dependent on securing additional funding options to remain a going concern, the Directors are confident these will be received, and the Group will meet its current liabilities when they fall due in the next 12 months and therefore have prepared the financial reporting on a going concern basis.

However, should any of the matters and uncertainties detailed above not be successfully concluded, the Group may be unable to continue as a going concern and it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different from those stated in the financial statements.

(b) Basis of consolidation

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and could affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances, and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(c) Goods and services tax

Revenues, expenses, and assets are recognised net of the amount of Goods and Services Tax (**GST**) except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

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

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

(d) Joint arrangements

Under AASB 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the obligations of each investor, rather than the legal structure of the joint arrangement.

The Company entered a joint operation, being the Farm In Agreement (**Canegrass FIA**) with Viking Critical Minerals Pty Ltd, with Flinders Canegrass Pty Ltd, the owner of the tenements. Conditions precedent to the FIA were satisfied on 5 January 2023.

Under the terms of the Canegrass FIA, Viking Critical Minerals has the right to acquire up to a 99% interest in the Canegrass tenements and related mining information for up to $4,000,000 expenditure over four stages to occur across a period of up to 54 months from the effective date of the FIA. Flinders Canegrass will also receive cash payments from Viking Critical Minerals at completion of each stage- totaling $1,250,000. In consideration for executing this agreement, Viking Critical Minerals has paid to Flinders Canegrass a non-refundable deposit of $50,000 as required in the agreement along with $225,000 in cash on 18 August 2023 after successful completion of Stage 1 of the FIA and consequently now own 25% equity in the project. In accordance with AASB 11, the arrangements have been classified as joint operations (whereby the jointly controlling parties have rights to the assets and obligations for the liabilities relating to the arrangement). The Group therefore recognises its assets, liabilities, and transactions, including its share of those incurred jointly , in its consolidated financial statements.

The consolidated entity has an interest in the following joint operations as at 30 June 2024 whose principal activities were exploration and development.

Tenement/ joint operation	*Location*	*Status*	*Registered holder*	*Interest at 30 June 2024*	*Interest at 30 June 2023*
E58/232	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/236	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/282	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/520	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/521	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/522	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%

Refer Note 27 – *Events occurring after the reporting period* for details of the sale of 100% of the Canegrass Project to Viking on 5 September 2024.

4 SEGMENT INFORMATION

Identification of reportable segments

Management has determined the operating segments based on the reports reviewed and used by the Board of Directors (the chief operating decision maker) that are used to make strategic decisions. The Group is managed primarily based on geographical area of interest, since the diversification of Group operations inherently has notably different risk profiles and performance assessment criteria. Operating segments are therefore determined on the same basis.

Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics and are also similar with respect to the following:

- external regulatory requirements
- geographical and geological styles

Operations

The Group has exploration operations in iron ore mineralisation. The costs associated with the Blacksmith Project are reported in the Pilbara Iron Ore segment.

	Pilbara Iron Ore $000
2024	
Segment result	(465)
Capital expenditure	2,216
Total segment assets	86,201
Total segment liabilities	(1,737)
2023	
Segment result	(37)
Capital expenditure	6,578
Total segment assets	83,985
Total segment liabilities	(1,856)

A reconciliation of segment loss to operating loss before income tax is provided as follows:

	Notes	2024 $000	2023 $000
Total segment loss		**(465)**	**(37)**
Finance income		196	211
Other income		18	50
Administrative and other expenses		(9,383)	(4,200)
Impairment of exploration and evaluation expenditure	11	-	(1,498)
Finance cost		(64)	(23)
Loss before income tax		**(9,698)**	**(5,497)**

Reportable segments' assets are reconciled to total assets as follows:

	Notes	2024 $000	2023 $000
Segment assets		86,201	83,985
Unallocated:			
Cash and cash equivalents		6,642	629
Exploration asset – Canegrass	11	828	1,053
Trade and other receivables		13	127
Other current assets		287	451
Other non-current assets		495	422
Total assets		**94,466**	**86,667**

Reportable segments' liabilities are reconciled to total liabilities as follows:

	2024 $000	2023 $000
Segment liabilities	1,737	1,856
Unallocated:		
Trade and other payables	1,705	871
Total liabilities	**3,442**	**2,727**

5 INCOME AND EXPENSES

	2024 $000	2023 $000
Finance income		
Interest received	196	211
Other income		
Net other income	18	50
Administrative and other expenses		
Compliance	(304)	(214)
Depreciation	(231)	(13)
Insurance	(533)	(720)
Consultants	(419)	(717)
Administration costs	(786)	(474)
Salary and wages (including directors' fees)	(6,018)	(1,256)
Share-based payments	(615)	(150)
Legal costs	(218)	(541)
Occupancy costs	(207)	(61)
Other	(517)	(92)
	(9,848)	**(4,238)**
Finance costs		
Interest expense	(11)	(17)
Interest on lease liabilities	(48)	(3)
Bank fees	(5)	(3)
Finance costs	**(64)**	**(23)**

6 INCOME TAX EXPENSE

	2024 $000	2023 $000
Income statement		
Current income tax expense	-	-
Current income tax expense	-	-
Deferred income tax benefit	-	-
Relating to ability to offset PIOP DTL against group DTL[1]	-	18,683
Income tax benefit reported in the consolidated statement of profit or loss and other comprehensive income	**-**	**18,683**

1 *During the year ended 30 June 2021, PIOP Mine Co NL issued Class B shares to its farm-in partner, BBI Group Pty Ltd (**BBIG**). Upon the issue of the Class B shares, PIOP Mine Co NL exited the Company's tax consolidated group and the deferred tax asset shielding the deferred tax liability was derecognised as it was no longer considered sufficiently probable that forecast taxable profits will be available against which these deductible temporary differences can be utilised, resulting in a deferred income tax expense of $18.683 million in the year ended 30 June 2021.*

On 5 September 2022, BBIG withdrew from the Farm-In Agreement, and as such the Class B shares were transferred back to the Company and PIOP Mine Co Pty Ltd (formerly PIOP Mine Co NL) once again became a member of the Company's tax consolidated group. Therefore, as at and for the six months ended 31 December 2022, the deferred tax asset to the extent of the deferred tax liability amount of $18.683 million was recognised resulting in a corresponding deferred tax benefit in the profit or loss.

In addition, on 5 September 2022, in view of the termination of the Farm-In Agreement, PIOP Mine Co Pty Ltd met the eligibility criteria to re-enter the tax consolidated Group. Upon consolidation, PIOP's current and deferred taxes have been absorbed into the Tax Consolidated Group and all tax implications are assessed by single entity principles in accordance with AASB 112 Income Taxes and on the basis that:

The Tax Consolidated Group had sufficient deferred tax assets arising from unutilised tax losses $49.895 million ($44.657 million at 30 June 2023) to offset the deferred tax liability.

The Tax Consolidated Group is in a surplus deferred tax asset position. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will arise to offset the carry forward losses.

Reconciliation of income tax benefit and the product of accounting loss before income tax multiplied by the Company's applicable tax rate:

	2024 $000	2023 $000
Loss from continuing operations before income tax	**(9,698)**	**(5,498)**
Tax at the Australian tax rate of 30% (2023: 30%)	(2,909)	(1,649)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:	308	48
Gain on JV termination	-	3,763
Tax losses / (gains) not brought to account	2,601	(2,162)
Recognition of Deferred Tax Asset (**DTA**)	-	(18,683)
Income tax benefit reported in the statement of comprehensive income	**-**	**(18,683)**

Deferred income tax at 30 June relates to the following:

	Statement of profit or loss and other comprehensive income	
	2024 $000	***2023 $000***
Deferred tax asset		
Recognition of deferred tax asset	-	(18,683)
Deferred tax benefit	**-**	**(18,683)**

The tax rate used in the above reconciliation is the corporate tax rate of 30% (2023: 30%) payable by Australian corporate entities on taxable profits under Australian Tax Law. There has been no change in this tax rate since the previous reporting period.

A DTA on the timing differences has not been recognised as they do not meet the recognition criteria as outlined below. A DTA has not been recognised in respect of tax losses either, as realisation of the benefit is not regarded as probable.

The taxation benefits will only be obtained if:

(a) the Consolidated Entity derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deduction for the loss to be realised.

(b) the Consolidated Entity continues to comply with the conditions for deductibility imposed by law; and

(c) no changes in tax legislation adversely affect the consolidated entity in realising the benefits from the deductions for the loss.

The income tax expense or benefit for the financial year is the tax payable on the current financial year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Tax consolidation

The Company and its wholly owned Australian resident entities have formed a tax-consolidated group with effect from 1 July 2018 and are therefore taxed as a single entity from that date. The head entity within the tax consolidated group is Red Hawk Mining Limited.

PIOP Mine Co Pty Ltd left the tax consolidated group on 3 September 2020 upon completion of the Farm-In Agreement with BBIG. On 2 September 2022, the Farm-In Agreement was terminated and as a result PIOP Mine Co Pty Ltd rejoined the Group.

A total of $120.510 million in carry forward revenue tax losses (gross) was transferred into the tax-consolidated group at formation and subsequently $10.668 million of carry forward losses were transferred into the group as a result of PIOP Mine Co Pty Ltd rejoining the group on 3 September 2022. The Company has assessed that these losses are able to be carried forward under the Continuity of Ownership test as at 30 June 2024.

The head entity, in conjunction with other members of the tax-consolidated group, entered into a tax funding arrangement which sets out the funding obligations of members of the tax-consolidated group in respect of tax amounts. Any current tax liabilities (or assets) and deferred tax assets arising from unused tax losses of the subsidiaries are assumed by the head entity and are recognised by the Company as intercompany receivables (or payables). Contributions to fund the current tax liabilities are payable as per the tax funding arrangement and reflect the timing of the head entity's obligation to make payments for tax liabilities to the relevant tax authorities.

The head entity, in conjunction with other members of the tax-consolidated group, has also entered into a tax sharing agreement. The tax sharing agreement provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement as payment of any amounts under the tax sharing agreement is considered remote.

7 CASH AND CASH EQUIVALENTS

	2024 $000	2023 $000
Cash at bank and in hand [1]	6,807	6,116
	6,807	**6,116**

1 *Consists of cash at bank and term deposits with a maturity of three months or less*

8 LOSS PER SHARE

Basic earnings/loss per share is determined by dividing net profit or loss after income tax attributable to members of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

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

	2024 $000	2023 $000
(Loss) / Profit used in calculating basic and diluted earnings per share	(9,698)	13,185
	2024 Number	**2023 Number**
Weighted average number of ordinary shares used in the calculation of basic loss per share	181,416,813	168,848,577
Shares contingently issued under employee share ownership plans	-	-
Weighted average number of ordinary shares used in the calculation of diluted earnings per share	181,416,813	168,848,577
Basic and diluted earnings per share (cents per share)		
The basic and diluted earnings per share is the same for the year ended 30 June 2024 as the potential shares are not dilutive and are therefore excluded from the weighted average number of ordinary shares for the purposes of diluted earnings per share	(5.346)	7.809

9 RECONCILIATION OF PROFIT / (LOSS) FOR THE YEAR TO NET CASH FLOWS FROM OPERATIONS

	2024 $000	2023 $000
(Loss) / Profit for the year	**(9,698)**	**13,185**
Exploration expenditure not capitalised	254	45
Impairment expenses	-	1,498
Share-based payments	494	150
Interest paid on lease liabilities	48	9
Depreciation	231	13
Income tax benefit	-	(18,683)
Changes in operating assets and liabilities		
Decrease / (Increase) in trade and other receivables	148	(158)
Decrease / (Increase) in other assets	32	(120)
Decrease in trade and other payables	820	155
Net cash flows from operating activities	**(7,671)**	**(3,905)**

10 OTHER ASSETS

Current assets:

	2024 $000	2023 $000
Prepaid insurance	167	274
Other sundry prepaid expenses	70	35
Term deposits	53	142
	290	**451**
Non-current assets:		
Bonds	16	-
Bank guarantee on lease	113	-
	129	**-**
Total Other Assets	**419**	**451**

11 EXPLORATION AND EVALUATION EXPENDITURE

	2024 $000	2023 $000
Opening balance	**79,486**	**78,315**
Expenditure incurred	7,739	2,563
(Derecognition) / Recognition of rehabilitation asset	(255)	106
Exploration expenditure impaired[1]	-	(1,498)
Proceeds from Canegrass Stage 1 earn-in	(225)	-
Closing balance	**86,745**	**79,486**

1 *Under the terms of the Canegrass FIA, Viking has the right to acquire up to a 99% interest in the Canegrass tenements and related mining information for up to $4 million expenditure over four stages for a maximum earning period of 54 months. Canegrass will also receive cash payments from Viking Critical Minerals at completion of each stage totaling to $1.250 million. In consideration for executing this agreement, Viking paid a non-refundable deposit of $50,000 to Canegrass which was recognised in other income by the Group.*

Management has considered the Canegrass FIA in its impairment assessment for Canegrass' exploration and evaluation assets. At 30 June 2024 the net book value of $0.8 million is consistent with the expected consideration from the remaining settlement.

Future receipts from Viking would reduce the carrying value of remaining Canegrass exploration and evaluation assets. In addition, should the farm-in agreement cease or change the carrying value of these assets would require reassessment.

The ultimate recoupment of costs carried forward for areas of interest in the exploration and evaluation phases is dependent upon the successful development and commercial exploitation, or sale, of the respective areas of interest. For areas which do not meet the criteria of the accounting policy, those amounts are charged to the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Exploration and evaluation costs related to an area of interest are expensed as incurred except they may be carried forward as an item in the consolidated statement of financial position where the rights of tenure of an area are current and one of the following conditions is met:

1. the costs are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and
2. exploration and/or evaluation activities in each area of interest have not at the end of each 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.

Capitalised costs include costs directly related to exploration and evaluation activities in the relevant area of interest. General and administrative costs are allocated to an exploration or evaluation asset only to the extent that those costs can be related directly to operational activities in the area of interest to which the asset relates.

Capitalised exploration and evaluation expenditure is expensed where the above conditions are no longer satisfied.

Exploration and evaluation expenditure incurred subsequent to the acquisition in respect of an exploration asset acquired is accounted for in accordance with the policy outlined above.

All capitalised exploration and evaluation expenditure is assessed for impairment if facts and circumstances indicate that an impairment may exist. Exploration and evaluation assets are also tested for impairment once commercial reserves are found before the assets are transferred to development properties.

12 LEASES

The Group assesses at contract inception whether a contract is, or contains, a lease i.e. if the contract conveys the right to control use of an identified asset for a period in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

	2024 $000	*2023 $000*
Right-of-use asset		
As at 1 July 2023	315	-
Additions	73	324
Depreciation	(130)	(9)
As at 30 June 2024	**258**	**315**

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

	2024 $000	***2023 $000***
Lease liabilities		
As at 1 July 2023	315	-
Additions	74	324
Accumulation of interest	48	3
Payments	(172)	(12)
As at 30 June 2024	**265**	**315**

The Group has total cash outflows for its property leases of $172,053 (2023: $11,775).

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

13 TRADE AND OTHER PAYABLES

	2024 $000	***2023 $000***
Trade and other payables	1,771	797
	1,771	**797**

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

Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

14 PROVISIONS

	2024 $000	2023 $000
Current rehabilitation provision	627	185
Non-current rehabilitation provision	479	1,265
	1,106	**1,450**
Balance as at 1 July 2023	1,450	3,459
Expenditure	(89)	(2,115)
Changes in estimates	(255)	106
Balance as at 30 June 2024	**1,106**	**1,450**
Current leave provision	273	149
Non-current leave provision	27	15
	300	**164**
Balance as at 1 July 2023	164	-
Provision made during the year	280	164
Amount utilised	(144)	-
Balance as at 30 June 2024	**300**	**164**

Rehabilitation provision

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

A provision is made for the estimated cost of rehabilitation relating to areas disturbed during exploration activities, such as drill holes, collars, and track creation, undertaken at Blacksmith up to the reporting date but not yet rehabilitated. Provision has been made in full for all disturbed areas at the reporting date based on current estimates of costs to rehabilitate such areas, discounted to their present value based on expected future cash flows. The estimated cost of rehabilitation includes the current cost of re-contouring, topsoiling and revegetation, employing legislative requirements. Changes in estimates are dealt with on a prospective basis as they arise.

Uncertainty exists as to the amount of rehabilitation obligations which will be incurred due to the impact of changes in environmental legislation. The provision is recognised as a non-current liability with a corresponding asset included in property, plant, and equipment.

At each reporting date the rehabilitation liability is re-measured in line with changes in discount rates and timing or amount of costs to be incurred. Changes in the liability relating to rehabilitation of mine infrastructure and dismantling obligations are added to or deducted from the related asset, other than the unwinding of the discount which is recognised as finance costs in profit or loss as it occurs.

If the change in liability results in a decrease in the liability that exceeds the carrying amount of the asset, the asset is written down to nil and the excess is recognised immediately in the income statement. If the change in the liability results in an addition to the cost of the asset, the recoverability of the new carrying amount is considered. Where there is an indication that the new carrying amount is not fully recoverable, an impairment test is performed with the write-down recognised in the consolidated profit or loss and other comprehensive income in the period in which it occurs.

15 ISSUED CAPITAL

Issued share capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising from the issue of ordinary shares are recognised, net of tax, directly in equity as a reduction of the share proceeds received.

a) Balance at year end

	2024 $000	2023 $000
Issued and paid-up share capital	**176,980**	**160,694**

b) Movements in shares on issue:

	2024		2023	
	Number	$000	Number	$000
Balance as at 1 July 2023	**168,848,577**	**160,694**	**168,848,577**	**160,694**
Entitlement shares issued	31,226,908	16,834	-	-
Share buy-back	(514,006)	(318)	-	-
Issued to employees	250,000	120	-	-
Share issue costs	-	(350)	-	-
Balance as at 30 June 2024	**199,811,479**	**176,980**	**168,848,577**	**160,694**

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value, and the Company does not have a limited amount of authorised capital.

Capital risk management

The Group's debt and capital includes ordinary share capital and debt. There are no externally imposed capital requirements.

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

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year. This strategy is to ensure that the Group can fund its future activities.

16 RESERVES

Share-based payment reserve

Share-based payment transactions are recognised at fair value in accordance with AASB 2 Share-based payments.

	2024 $000	2023 $000
Share-based payment reserve	645	150
	645	**150**

Movement in rights and options

2024	Number	$
Balance as at 1 July 2023	4,500,000	150,309
ZEPOs granted to employees	7,598,063	429,461
Shares issued to Managing Director	(250,000)	(120,000)
Share-based payments expense	-	185,042
Balance as at 30 June 2024	**11,848,063**	**644,812**
2023		
Balance at 1 July 2022	-	-
Performance rights issued during the period – Managing Director	4,000,000	103,083
Share rights granted - Managing Director	500,000	47,226
Balance as at 30 June 2023	**4,500,000**	**150,309**

17 SHARE-BASED PAYMENTS

Share-based payment arrangements

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

During the year, the Group recognised share-based payments expense of $614,503 (2023: $150,309) from equity settled share-based payment transactions.

Key inputs used in the fair value calculation of the performance rights which have been granted during the year ended 30 June 2024 were as follows:

Zero Exercise Price Options (ZEPOs)

Series	Number granted [1]	Expiry date	Share price at grant date	Risk free rate %	Fair value per option	Fair value at grant date $
OP1 – issued 20/11/2023 Market[2]	1,218,946	20/11/2028	0.600	4.28	0.5019	611,789
OP1 – issued 20/11/2023 Non-Market[3]	4,875,782	20/11/2028	0.600	N/A	0.600	804,504
OP2 - issued 02/02/2024 Market[2]	202,667	02/02/2029	0.660	3.66	0.5638	114,264
OP2 - issued 02/02/2024 Non-Market[3]	810,668	02/02/2029	0.660	N/A	0.660	147,136
OP3 - issued 02/02/2024 Non-Market[4]	140,000	02/02/2029	0.660	N/A	0.660	69,300
OP4 - issued 18/06/2024 Market[2]	70,000	18/06/2029	0.885	3.77	0.8092	56,644
OP4 - issued 18/06/2024 Non-Market[3]	280,000	18/06/2029	0.885	N/A	0.885	68,145
	7,598,063					**1,871,782**

1 ZEPOs issued to employees in accordance with the Employee Securities Incentive Plan approved by shareholders 21 November 2023.

2 ZEPOs vest on the share price attaining $1.20 for a minimum of 20 days and continuing employment.

3 ZEPOs vest if various tenure and performance-based hurdles are met.

4 ZEPOs vest if a tenure-based hurdle is met.

Key inputs used in the fair value calculation of the performance rights on issue during the year ended 30 June 2024 were as follows:

Performance rights issued

	Number granted	Expected vesting dates	Expiry date	Share price at grant date	Risk fee rate %	Fair value per performance right	Total fair value $
Issued 02/03/2023	500,000 [1]	Various	March 2028	0.480	3.58	0.3845	192,250
Issued 02/03/2023	3,500,000 [2]	Various	March 2028	0.480	N/A	0.480	1,680,000
	4,000,000						**1,872,250**

1 Rights will vest on the share price attaining $1.20 for a minimum of 20 days and continuing employment.

2 Rights will vest upon the achievement of various non-market-based performance hurdles and continued employment.

Share rights

Key inputs used in the fair value calculation of the rights which have been granted during the year ended 30 June 2023 were as follows:

	Number granted	Expected vesting dates	Expiry date	Share price at grant date	Risk fee rate %	Fair value per share	Total fair value $
Issued 02/03/2023	250,000	02/03/2024 [2]	March 2028	0.480	N/A	0.480	120,000
Issued 02/03/2023	250,000	02/03/2025	March 2028	0.480	N/A	0.480	120,000
	500,000 [1]						**240,000**

1 *On 2 March 2023 a one-off grant of 500,000 shares in the Company was made to Mr Michael to be issued in two tranches of 250,000 which vest on the first and second year anniversary respectively.*

2 *The first tranche of 250,000 shares was issued to Mr Michael on 2 March 2024 in accordance with his employment contract.*

18 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: interest rate risk; credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

Risk management is carried out by management under policies approved by the Board of Directors. Management identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk, and use of financial instruments and investment of excess liquidity where appropriate.

The Group's financial instruments consist mainly of deposits with banks, accounts receivable and payables and loans to related parties.

Interest rate risk

The Group’s exposure to market risk for changes in interest rates arises from variable interest rate exposure on cash, term deposits and interest-bearing liabilities.

The Group’s policy is to manage its exposure to interest rate risk by holding cash in short-term, fixed rate and variable rate deposits with reputable high credit quality financial institutions. With interest bearing liabilities, consideration is also given to the potential renewal of existing positions, alternative financing, and the mix of fixed and variable interest rates.

The following table summarises the financial assets and liabilities of the Group, together with the effective interest rates as at the reporting date.

		Fixed interest rate maturing in:				Average interest rates	
	Floating interest rate $000	< year $000	1-5 years $000	> 5 years $000	Non-interest bearing $000	Floating %	Fixed %
2024							
Cash and cash equivalents	6,807	30	-	-	-	4.4	4.4
Trade and other receivables	-	-	-	-	44	-	-
Trade and other payables	-	-	-	-	1,771	-	-
	6,807	**30**	**-**	**-**	**1,815**		

	Floating interest rate $000	Fixed interest rate maturing in: < year $000	1-5 years $000	> 5 years $000	Non-interest bearing $000	Average interest rates Floating %	Fixed %
2023							
Cash and cash equivalents	6,086	30	-	-	-	4.2	4.2
Trade and other receivables	-	-	-	-	192	-	-
Trade and other payables	-	-	-	-	797	-	-
	6,086	**30**	**-**	**-**	**989**		

As at 30 June 2024, a movement of 1% in interest rates (2023: 1%), with all other variables being held constant, results in an immaterial movement in post-tax loss and equity.

The movements in loss after income tax are due to higher/lower interest costs from fixed and variable rate financial liabilities and cash balances during the relevant year. Reasonably possible movements in interest rates were determined based on observations of historical movements in the past two years.

The net exposure at the reporting date is representative of what the Group was and is expecting to be exposed to in the next 12 months from the reporting date.

Credit risk

Credit risk arises from the financial assets of the Group, and its exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of the instruments. The Group's exposure to credit risk is minimal and results only from its exposure in cash and cash equivalents and trade receivables.

Liquidity risk

The Group's objective is to ensure sufficient liquid funds are available to meet the Group's financial commitments in a timely and cost-effective manner.

The Group's treasury function continually reviews the Group's liquidity position, including cash flow forecasts, to determine the forecast liquidity position and maintain appropriate liquidity levels.

	<1 year $000	1-5 years $000	Total $000
2024			
Trade and other payables	(1,771)	-	(1,771)
Lease liabilities	(133)	(132)	(265)
Net outflow	**(1,904)**	**(132)**	**(2,036)**
2023			
Trade and other payables	(797)	-	(797)
Lease liabilities	(103)	(213)	(316)
Net outflow	**(900)**	**(213)**	**(1,113)**

19 SUBSIDIARIES

The Consolidated Financial Statements include the financial statements of Red Hawk Mining Limited and the subsidiaries listed in the following table:

			Equity holding %	
Name of entity	***Country of incorporation***	***Class of shares***	***2024***	***2023***
FME Exploration Services Pty Ltd	Australia	Ordinary	100	100
Flinders Canegrass Pty Ltd	Australia	Ordinary	100	100
Flinders Diamonds Pty Ltd	Australia	Ordinary	100	100
Flinders Iron Pty Ltd	Australia	Ordinary	100	100
PIOP Mine Co Pty Ltd	Australia	Ordinary	100	100

20 PARENT ENTITY INFORMATION

	2024 $000	***2023 $000***
Current assets	6,942	1,177
Non-current assets	56,700	54,651
Current liabilities	(1,546)	643
Non-current liabilities	(160)	228
Issued capital	(176,918)	(160,645)
Reserves	(645)	(150)
Accumulated losses	114,992	105,826
Total equity	**62,571**	**54,969**
(Loss) / Profit for the year	(9,166)	13,151
Total comprehensive (loss) / income for the year	**(9,166)**	**13,151**

21 CONTINGENT LIABILITIES

The Company has no contingent liabilities (2023: $0.303 million).

22 CONTINGENT CONSIDERATION

FMG Pilbara Pty Ltd (**FMG**) and Flinders Diamonds Limited (now Red Hawk Mining Limited) entered into the Mining Rights Agreement (**Agreement**) on 29 March 2005. Under the Agreement, Red Hawk granted FMG an exclusive licence to explore for and mine iron ore on the Flinders tenements – E47/1011, E47/1013, E47/1016 and E47/1306.

Under the Agreement, FMG must pay Red Hawk a royalty calculated as follows:

Royalty = Tonnes x FOB Price x Rate

Where:

Royalty = the royalty to be paid by FMG to Red Hawk

Tonnes = number of tonnes of iron ore mined from the Red Hawk Tenements and loaded on board for shipping to FMG's customers during any half year

FOB Price = the FOB price per tonne payable by FMG's customers to FMG in respect of any Tonnes (as defined above)

Rate = if the cumulative number of Tonnes (as defined above) is:

(1) less than or equal to 8 million tonnes, the rate is 1%; and

(2) greater than 8 million tonnes, the rate is 0.00001%.

If no iron ore is produced from the Tenements, then no consideration is payable.

23 REMUNERATION OF AUDITORS

Audit and review services

	2024 ***$***	***2023*** ***$***
KPMG		
Audit and review of financial reports	128,000	128,350
Taxation advisory services	9,405	46,607
	137,405	**174,957**

24 COMMITMENTS

Exploration and evaluation expenditure commitments

To maintain current rights of tenure to exploration tenements, the Group is required to meet the minimum expenditure requirements specified by various State and Territory Governments. These obligations are subject to renegotiation when application for a mining lease is made and at other times. These obligations are not provided for in this financial report.

The minimum level of exploration commitment expected in the year ending 30 June 2024 for the Group is approximately $1.381 million (2023: $1.381 million). These obligations are expected to be fulfilled in the normal course of operations.

25 RELATED PARTY TRANSACTIONS

Parent entity

The Parent Entity within the Group is Red Hawk Mining Limited.

Other transactions with related parties

During the year ended 30 June 2024, the Company made the following payments to related parties.

- Non-executive Director fees of $92,083 to its major shareholder TIO (NZ) Limited (**TIO**) for services provided by Mr Foster.
- Non-executive Director fees of $39,342 to Omaha Holdings Pty Ltd for services provided by Mr Wolley.
- Advisory fees of $20,000 to PAC Partners Securities Pty Ltd, a company that employs Mr Gurry.
- Fees of $295,061 to FTI Consulting (Australia) Pty Ltd, an entity to which Ms Edwardes provides services.
  - Public relations $109,720
  - Financial modelling $180,555
  - Other $4,786

The above transactions are all entered into at arm's length terms.

26 KEY MANAGEMENT PERSONNEL DISCLOSURES

Details of Key Management Personnel

The names and positions of the Key Management Personnel of the Group during the financial year were:

Cheryl Edwardes	Independent Non-Executive Chair
Steven Michael	Managing Director and CEO
Rob Foster	Non-Executive Director
Daniel Harris	Independent Non-Executive Director
Amy Jiang	Non-Executive Director
James Gurry [1]	Independent Non-Executive Director
Michael Wolley [1]	Non-Executive Director
Adam Hall	General Manager – Projects
Jeanette Hasleby [2]	General Manager – ESG & Approvals
Matthew Owen	Chief Financial Officer
Andrew Whitehead [3]	General Manager – Commercial

1 *Resigned 20 November 2023*

2 *Commenced 1 November 2023*

3 *Commenced 18 September 2023*

Compensation of Key Management Personnel

	2024 *$000*	*2023* *$000*
Short-term employee benefits	2,387,756	1,138,924
Post-employment benefits	146,891	38,074
Share-based payments	414,816	150,309
	2,949,463	**1,327,307**

27 EVENTS OCCURRING AFTER THE REPORTING PERIOD

On 5 September 2024 Viking Mines Limited (**Viking** – ASX: VKA) completed Stage 2 of the Canegrass Farm-In Agreement (**FIA**) and increased its stake in the project to 49% after settlement of the Stage 2 Milestone Payment of $275,000 pursuant to the FIA. The Company also negotiated and executed an agreement to sell the remaining 51% of the project and 100% of Flinders Canegrass Pty Ltd (the entity that owns the joint operation tenements) to Viking for consideration consisting of $175,000 in cash, 33.3 million ordinary shares in Viking and 15 million options in Viking ordinary shares exercisable at 2 cents per share expiring 3 years after issue. Viking will own 100% of the Canegrass Project on completion of the transaction.

No other matter or circumstance has arisen since 30 June 2024 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.

28 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements requires management to make estimates and assumptions. These estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Exploration and evaluation

The future recoverability of capitalised exploration and evaluation expenditure is dependent on several factors, including whether the Group decides to exploit the related area of interest itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors which could impact the future recoverability include the level of reserves and resources, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental obligations) and changes to commodity prices.

To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, this will reduce profits and net assets in the period in which this determination is made.

In addition, exploration and evaluation expenditure is capitalised if rights to tenure of the area of interest are current and activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent that it is determined in the future that this capitalised expenditure should be written off, this will reduce profits and net assets in the period in which this determination is made.

Share-based payment transactions

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 either the Hoadley's Parisian Model and Hoadley's Barrier1 Model, taking into account the terms and conditions upon which the instruments were granted. 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. Refer to Note 17 for further information.

Rehabilitation

The Group assesses rehabilitation liabilities annually. The provision recognised is based on an assessment of the estimated cost of closure and reclamation of the areas using internal information concerning environmental issues in the exploration area, together with input from various environmental consultants, discounted to present value. Significant estimation is required in determining the provision for site rehabilitation as there are many factors that may affect the timing and ultimate cost to rehabilitate sites where mining and/or exploration activities have previously taken place. These factors include future development and exploration activity, changes in the cost of goods and services required for restoration activity and changes to the legal and regulatory framework. These factors may result in future actual expenditure differing from the amounts currently provided.

29 CHANGES IN ACCOUNTING POLICY

In the year ended 30 June 2024, the Directors have reviewed all the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group and effective for the current annual reporting period.

The Group also adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) from 1 July 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements. The amendments require the disclosure of 'material', rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements. Management reviewed the accounting policies and noted no changes to the note below. Furthermore, the amendments did not result in any changes to the accounting policies themselves and they did not impact on the accounting policy information disclosed in the financial statements.

30 NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2024 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below.

These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

There are no other standards that are not yet effective and that are expected to have a material impact on the Group in the current or future reporting period and in the foreseeable future.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Entity name	Entity type	Country of incorporation	2024 Share capital held %	2023 Share capital held %	Tax residency
Red Hawk Mining Limited	Body corporate	Australia	100	100	Australia
FME Exploration Services Pty Ltd	Body corporate	Australia	100	100	Australia
Flinders Canegrass Pty Ltd	Body corporate	Australia	100	100	Australia
Flinders Diamonds Pty Ltd[1]	Body corporate	Australia	100	100	Australia
Flinders Iron Pty Ltd[1]	Body corporate	Australia	100	100	Australia
PIOP Mine Co Pty Ltd	Body corporate	Australia	100	100	Australia

[1] *Flinders Diamonds Pty Ltd and Flinders Iron Pty Ltd are dormant entities. Voluntary deregistration is currently being processed by Australian Securities and Investments Commission (**ASIC**).*

Basis of preparation

This Consolidated Entity Disclosure Statement (**CEDS**) has been prepared in accordance with the *Corporations Act 2001* and includes required information for each entity that was part of the consolidated entity as at the end of the financial year.

Consolidated Entity

This CEDS includes only those entities consolidated as at the end of the financial year in accordance with AASB 10 *Consolidated Financial Statements.*

Determination of tax residency

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

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

Australian tax residency

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance.

Foreign tax residency

Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with.

Partnerships and trusts

Australian tax law does not contain specific residency tests for partnerships and trusts. Generally, these entities are taxed on a flow-through basis so there is no need for a general residence test. There are some provisions which treat trusts as residents for certain purposes, but this does not mean the trust itself is an entity that is subject to tax. Additional disclosures on the tax status of partnerships and trusts have been provided where relevant.

DIRECTORS' DECLARATION

FOR THE YEAR ENDED 30 JUNE 2024

In the Directors' opinion:

(a) the Consolidated Financial Statements and notes and Remuneration Report are in accordance with the *Corporations Act 2001*, including:

(i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements, and

(ii) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the year ended on that date, and

(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.

(c) the financial statements and notes thereto are in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board, and

(d) in the Directors' opinion, the Consolidated Entity Disclosure Statement is true and correct.

The Directors have been given the declarations as required by section 295A of the *Corporations Act 2001*.

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

The Hon. Cheryl Edwardes, AM
Independent Non-Executive Chair

Perth, Western Australia

24 September 2024

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Independent Auditor's Report

To the shareholders of Red Hawk Mining Limited

Report on the audit of the Financial Report

Opinion

We have audited the ***Financial Report*** of Red Hawk Mining Limited (the Company).

In our opinion, the accompanying Financial Report of the Company gives a true and fair view, including of the ***Group's*** financial position as at 30 June 2024 and of its financial performance for the year then ended, in accordance with the *Corporations Act 2001*, in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The ***Financial Report*** comprises:

- Consolidated statement of financial position as at 30 June 2024;
- Consolidated statement of profit or loss and other comprehensive income, Consolidated statement of changes in equity, and Consolidated statement of cash flows for the year then ended;
- Consolidated entity disclosure statement and accompanying basis of preparation as at 30 June 2024;
- Notes, including material accounting policies; and
- Directors' Declaration.

The ***Group*** consists of the Company and the entities it controlled at the year end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 *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 fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of Matter – Material Uncertainty Related to Going Concern

We draw attention to Note 3(a), "Going Concern" in the Financial Report. The conditions disclosed in Note 3(a), indicate a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as a going concern and, therefore, whether it will realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the Financial Report. Our conclusion 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 matter described below to be the Key Audit Matter.

Valuation of exploration and evaluation assets ($86.745 million)

Refer to Note 11 and Note 28 to the Financial Report

The key audit matter	How the matter was addressed in our audit
Capitalised exploration and evaluation expenditure (E&E) is a key audit matter due to: • The significance of the activity to the Group's business and the balance (being 92% of total assets); and • The greater level of audit effort to evaluate the Group's application of the requirements of AASB 6 *Exploration for and Evaluation of Mineral Resources*. In particular, the evaluation of the Blacksmith Project (Blacksmith), development options to progress the feasibility of the project. The presence of impairment indicators would necessitate a detailed analysis by the Group of the value of E&E. Given the criticality of this to the scope of our work, we involved senior team members to challenge the Group's determination that no such indicators existed. In assessing the conditions allowing capitalisation of relevant expenditure, we focused on: • The determination of the areas of interest (areas); • Documentation available regarding rights to tenure, via licensing, and compliance with relevant conditions, to maintain current rights to an area of interest and the Group's intention and capacity to continue the relevant E&E activities; and • The Group's determination of whether the E&E are expected to be recouped through successful development and exploitation of the area of interest. In assessing the presence of impairment indicators, we focused on those that may draw into question the commercial continuation of E&E activities for Blacksmith where significant	Our procedures included: • Evaluating the Group's accounting policy to recognise exploration and evaluation assets using the criteria in the accounting standard; • We assessed the Group's determination of its areas of interest for consistency with the definition in the accounting standard. This involved analysing the licenses in which the Group holds an interest and the exploration programmes planned for those for consistency with documentation such as license related technical conditions and planned work programmes; • For each area of interest, we assessed the Group's current rights to tenure by checking the ownership of the relevant license to government registries. We also tested for compliance with conditions, such as minimum expenditure requirements, on a sample of exploration and mining licenses; • We tested the Group's additions to E&E for the year by evaluating a sample of recorded expenditure. We tested consistency to underlying records, the capitalisation requirements of the Group's accounting policy, and the requirements of the accounting standard; • We evaluated Group documents, such as minutes of Board meetings, for consistency with their stated intentions for continuing E&E in certain areas. We challenged this through interviews with key operational and finance personnel; • We obtained project and corporate budgets identifying areas with existing funding and those requiring alternate funding sources. We compared this for consistency with areas with E&E, for evidence of the ability to fund

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capitalised E&E exists. In addition to the assessments above, and given the financial position of the group, we paid particular attention to: • Group's determination that capitalised E&E expenditure will be recovered in full through successful development and exploitation of the areas of interest, or alternatively, by their sale; and • Ability of the Group to fund the continuation of activities.	continued activities; and • We analysed the Group's determination of recoupment through successful development and exploitation of the area by evaluating the Group's documentation of planned future activities including work programmes and project budgets for a sample of areas.

Other Information

Other Information is financial and non-financial information in Red Hawk Mining Limited's annual report which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- Preparing the Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*;
- Implementing necessary internal control to enable the preparation of a Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and that is free from material misstatement, whether due to fraud or error; and
- Assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

KPMG

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- 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 *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They 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 the 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

In our opinion, the Remuneration Report of Red Hawk Mining Limited for the year ended 30 June 2024, complies with *Section 300A* of the *Corporations Act 2001*.

Directors' responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in pages 27 to 35 of the Directors' report for the year ended 30 June 2024.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG.

KPMG

Glenn Diedrich
Partner
Perth
24 September 2024

INTEREST IN MINING TENEMENTS

AS AT 30 JUNE 2024

Tenement	***Location***	***Status***	***Registered holder***	***Interest at 30 June 2024***	***Interest at 30 June 2023***
M47/1451	Western Australia	Granted	PIOP Mine Co Pty Ltd	100%	100%
R47/21	Western Australia	Granted	PIOP Mine Co Pty Ltd	100%	100%
L47/728	Western Australia	Granted	PIOP Mine Co Pty Ltd	100%	100%
L47/730	Western Australia	Granted	PIOP Mine Co Pty Ltd	100%	100%
L47/731	Western Australia	Granted	PIOP Mine Co Pty Ltd	100%	100%
L47/734	Western Australia	Granted	PIOP Mine Co Pty Ltd	100%	100%
L47/1120	Western Australia	Pending	PIOP Mine Co Pty Ltd	100%	100%
L47/1121	Western Australia	Pending	PIOP Mine Co Pty Ltd	100%	100%
L47/1122	Western Australia	Pending	PIOP Mine Co Pty Ltd	100%	100%
L47/1160	Western Australia	Pending	PIOP Mine Co Pty Ltd	100%	100%
E58/232	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/236	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/282	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/520	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/521	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%
E58/522	Western Australia	Granted	Flinders Canegrass Pty Ltd	75%	100%

ASX ADDITIONAL INFORMATION

AS AT 1 SEPTEMBER 2024

The following additional information is required by the Australian Securities Exchange in respect of listed public companies and is current as at 1 September 2024.

Issued capital

The Company has 199,811,479 ordinary fully paid shares on issue, held by 1,976 shareholders. Each ordinary share is entitled to vote when a poll is called, otherwise each member present at a meeting or proxy has one vote on a show of hands.

Issued equity capital

	Ordinary shares	Performance rights	Options
Number of holders	1,976	1	18
Number on issue	199,811,479	4,000,000	7,598,063

Voting rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

Performance rights or options do not entitle the holder to vote in respect of a performance right or option, until such time as the performance right or option vests and is subsequently converted to an ordinary share.

Distribution of holdings of ordinary shares

	Ordinary shares		
Holding ranges	Number of equity security holders	Units	%
1 – 1,000	399	199,734	0.10
1,001 – 5,000	915	2,201,281	1.10
5,001 – 10,000	267	1,929,841	0.97
10,001 – 100,000	330	9,840,940	4.93
100,001 and over	65	185,639,683	92.91
Total	**1,976**	**199,811,479**	**100.00**

Distribution of holdings of performance rights

	Performance rights		
Holding ranges	Number of equity security holders	Units	%
1 – 1,000	0	0	0.00
1,001 – 5,000	0	0	0.00
5,001 – 10,000	0	0	0.00
10,001 – 100,000	0	0	0.00
100,001 and over	1	4,000,000	100.00
Total	**1**	**4,000,000**	**100.00**

Unmarketable parcels

The number of shareholders holding less than a marketable parcel (being 637 shares based on a share price of $0.785 as at 1 September 2024) was 225.

ASX ADDITIONAL INFORMATION

AS AT 1 SEPTEMBER 2024

Substantial shareholders

Substantial shareholders as disclosed in substantial shareholder notices as at 1 September 2024.

Holder name	Date of interest lodged with ASX	Number of ordinary shares on date of interest	% of issued capital on date of interest	Current number of ordinary shares	Current % of issued share capital
TIO (NZ) Limited	19 March 2024	121,314,459	61.21	121,314,459	60.71
OCJ Investment (Australia) Pty Ltd	3 February 2017	758,160,000[1]	21.75	42,364,983	21.20
Various requisitioning shareholders [2]	13 March 2019	210,302,4054[1]	6.03	-	-

1. *Figures are prior to the share consolidation in November 2020*
2. *On 13 March 2019, various shareholders lodged a Form 603 (Becoming a substantial shareholder notice) with ASX disclosing an association pursuant to sections 12(2)(b) or (c) of the Corporations Act by reason of notices issued under sections 203D and 249D of the Corporations Act requiring the Company to call and arrange to hold a general meeting to consider resolutions to remove, as directors of the Company Mr Neil Warburton, Mr Michael Wolley, Mr Evan Davies and any other persons appointed as directors of the Company prior to the requisitioned meeting, and to elect Mr Brendon Dunstan as a director of the Company. These resolutions were subsequently not carried at a general meeting of shareholders on 9 May 2019.*

On-market buy-back

There is no current on-market buy-back.

Restricted securities

There are no restricted securities.

Corporate Governance

The Company's 2024 Corporate Governance Statement is available in the Corporate Governance section of the Company's website: https://redhawkmining.com.au/about-us/corporate-governance/

ASX ADDITIONAL INFORMATION

AS AT 1 SEPTEMBER 2024

Top 20 shareholders

Rank	*Name*	*Number of ordinary shares*	*Percentage %*
1	TIO (NZ) Limited	121,314,459	60.71
2	OCJ Investment (Australia) Pty Ltd	42,364,983	21.20
3	Mr Kenneth Martin Keane	3,280,165	1.64
4	Citicorp Nominees Pty Limited	1,554,632	0.78
5	Mr Kenneth Martin Keane + Ms Sally Morton Roberts <Keane Super Fund A/C>	1,300,298	0.65
6	Mr Chunlei Ouyang	1,076,497	0.54
7	BNP Paribas Noms Pty Ltd	970,476	0.49
8	Quattuor Regionis Pty Ltd <Quattuor Regionis A/C>	864,407	0.43
9	Mr Ian Drummond + Mrs Janice Drummond <Instil Enterprises S/F A/C>	760,000	0.38
10	Dramista Pty Ltd <Bep Self Managed SF A/C>	600,000	0.30
11	Dr Ashley Martin Newland	569,125	0.28
12	Kearney Super Tas Pty Ltd <Kearney SF A/C>	541,238	0.27
13	Mr Brendon Tony Dunstan	524,063	0.26
14	Mr Alexander Ilievski	480,000	0.24
15	BNP Paribas Nominees Pty Ltd <IB Au Noms Retailclient>	454,380	0.23
16	Stafra Pty Ltd	400,000	0.20
17	Mr David Cassidy	369,750	0.19
18	Dr Stuart Clarke + Mrs Margaret Irene Clarke <Macse Super Fund A/C>	305,689	0.15
19	Mr Sanoj Xavier & Mrs Maria Xavier	301,154	0.15
20	HSBC Custody Nominees (Australia) Limited	289,235	0.14
	Total	**178,320,551**	**89.24**