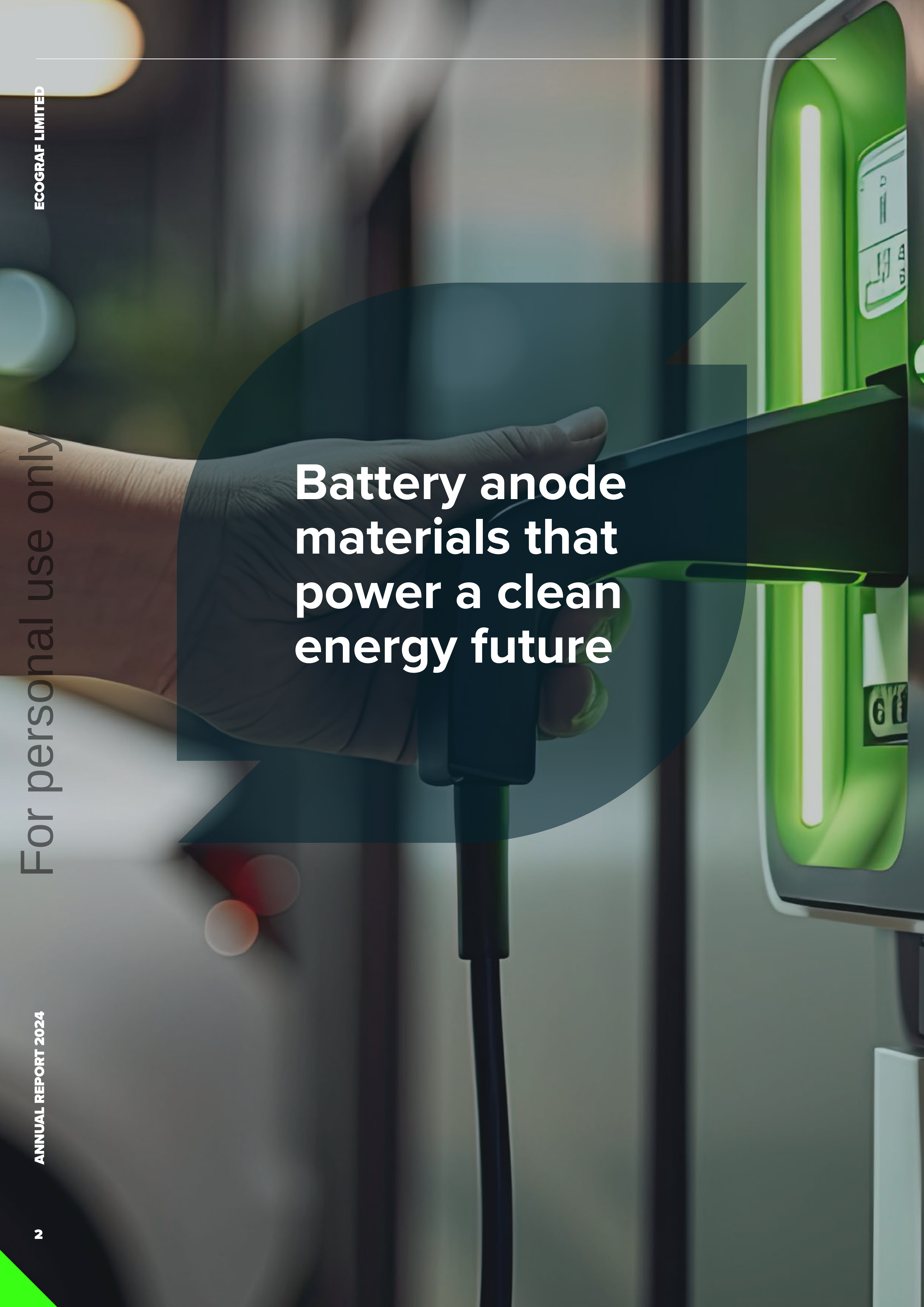
ANNUAL REPORT 2024

EcoGraf™

ABN 15 117 330 757



Battery anode materials that power a clean energy future

Contents

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Chairman's Letter

Robert Pett
Independent Non-Executive Director and Chairman

We are all aware of the slowdown in recent times in EV uptake and demand for battery minerals but it is also clear that this is a short term aberration with medium and long term outlook remain very positive with an electric future locked in. It is this future that underpins EcoGraf's vertically integrated business plan to supply high quality graphite products for battery and EV production and also superior flake graphite for industrial manufacturing, with the timing of our developments in sync with expected growth in demand.

Your company has one great strength that gives it a major competitive advantage. That is the quality of its graphite products and processing. As with all industrial minerals, quality is fundamental to viability and is synonymous with high product revenue and low production cost. This quality is apparent in all aspects of our integrated business.

It starts with the quality of the graphite ore in the ground including its favourable mineralogy and crystallinity, its flake size distribution, grade, purity and absence of deleterious minerals. All this adds up to higher revenues for superior flake material, ease of extraction and low costs for the mineral processing. The Epanko Ore has all of this including 63% of large flake size above 150 microns.

Then there is the quality of the deposit from a mining perspective. The size, the grade, the geometry, its width, its depth, stripping ratio, ease and cost of mining. With 290 million tonnes of resource, Epanko is the largest undeveloped graphite deposit in Africa. With a strike length of 5.5 kilometres, a width of 200 metres, near surface ore, a minimal 0.3:1 waste to ore stripping ratio, a low cost soft oxide cap and recovery of a 98% purity concentrate from simple flotation, this all makes Epanko a quality low cost operation.

Many excellent orebodies are challenged by lack of infrastructure. This is not the case at Epanko with excellent infrastructure in place including low cost and clean hydroelectric power, good road and rail access with good logistics for export of product.

The quality of the Epanko Project was recognised early in its development and has attracted offtake from blue ribbon partners in Germany and elsewhere and financing support from the prestigious KfW IPEX -Bank ('KfW'), the German state owned bank. KfW is the world's largest development bank with access to long term, low cost project financing and eligibility for a UFK guarantee from the Federal Republic of Germany. Epanko is currently going through the approval process.

To qualify for this favourable project financing, the Epanko Project has been subjected to the most rigorous and stringent due diligence, covering every aspect of the project from mining, processing engineering, infrastructure to capital, and operating costs as well as special attention to social, environmental and safety aspects.

This independent due diligence imposes a strict discipline on the project team to ensure that all pre-development work and planning is conducted to the very highest standards and down to the last detail.

LARGE FLAKE SIZE AT EPANKO
63% >150µm

CONCENTRATION GRADE
96 - 98%C

STRIP RATIO
0.3 : 1

This process identifies any and all shortcomings and significantly de-risks the project. It is no surprise for example, that 82% of mining Ore Reserves are in the proven category, ensuring that the tonnes, grade, metallurgy, flake size of every block of ore is known with precision. Epanko by a very large margin has the highest percentage of proven reserves compared to all of its graphite peers.

This attention to detail come at a cost, but the de-risking of the project is not only essential for access to top quality finance, but also provides a significant competitive advantage.

A key component of your company's business plan is to further process the Epanko graphite feedstock to produce spherical battery graphite. This will utilise the fine (minus 100 micron) material leaving the high value large flake graphite for industrial markets.

This is a two stage process; a mechanical micronisation and spheronisation process to produce unpurified spherical graphite which is energy intensive. Followed by a purification stage to produce a 99.95% pure spherical graphite, which is chemically intensive.

The major manufacturers of purified spherical graphite, representing near 100% of global supply are in China and with the two stage process, uses toxic hydrofluoric acid for purification. EcoGraf has developed and patented its own process for this stage which avoids the use of toxic chemicals and is eco-friendly.

EcoGraf with its focus on efficient, low cost production will separate these two processes and build a mechanical shaping plant in Tanzania close to its mine site and where there is access to cheap and sustainable hydroelectric power and build smaller purification plants close to customers in battery hubs in Europe, North America and Asia and where chemical costs are low. This will not only enable the production and export of unpurified spherical graphite, the most energy intensive stage, using the lowest cost hydroelectric power, but also, because 40% of graphite is lost to fines in this process, the freight costs of moving this graphite product to markets will be reduced.

All of these aspects taken together deliver a graphite project with great competitive advantage and renders Epanko as one of the highest quality projects globably. The fact that this graphite can be produced with the lowest carbon footprint and the highest ESG standards is icing on the cake and another major advantage.

While the electric future is locked in, and remains fully supported by all the major global economies, and is essential for reducing the worlds carbon footprint, a very obvious feature of the current slowdown is that EV and battery producers are focused not only on secure and sustainable supply chains but are also very conscious of the raw materials costs, an aspect on which EcoGraf can deliver.

The EcoGraf team have worked extremely hard this year to progress our projects through the development stages and much has been achieved.

- KfW IPEX -Bank mandated for UFK loan of up to US$105m for construction of the Epanko Graphite Project;
- 110% increase in Proven Ore Reserves to move 82% of Reserves to Proven category;
- New mine design completed with phased expansion to 300,000 tpa;
- An oxide first strategy put in place whereby soft, near surface oxide ore is mined first to reduce mining and process costs and increase throughput;
- Concerted engagement with financiers and offtake partners to advance project finance approvals including due diligence site visits by KfW IPEX bank and Euler Hermes in June 2024;
- Engineering study completed on establishment of a Tanzanian based Mechanical Shaping Facility;
- Product Qualification Facility for purification successfully built and commissioned in Perth;
- Collaboration with BASF on anode recycling to support BASF recycling in Europe; and
- A$13.5m gold farm- in agreement secured with AngloGold Ashanti on non-core tenements.

At the same time our team continued developing industry partnerships.

I would like to thank the EcoGraf team and our consultants for their hard work during the year and you, our shareholders, for your continued support and patience.

Robert Pett
Chairman

Review of Operations

Building a vertically integrated battery anode materials business to produce high purity graphite products for the lithium-ion battery and advanced manufacturing markets

The Business

EcoGraf is building a vertically integrated battery anode materials business to produce high purity graphite products for the lithium-ion battery and advanced manufacturing markets. Over US$30 million has been invested to date to create a highly attractive graphite business which includes:

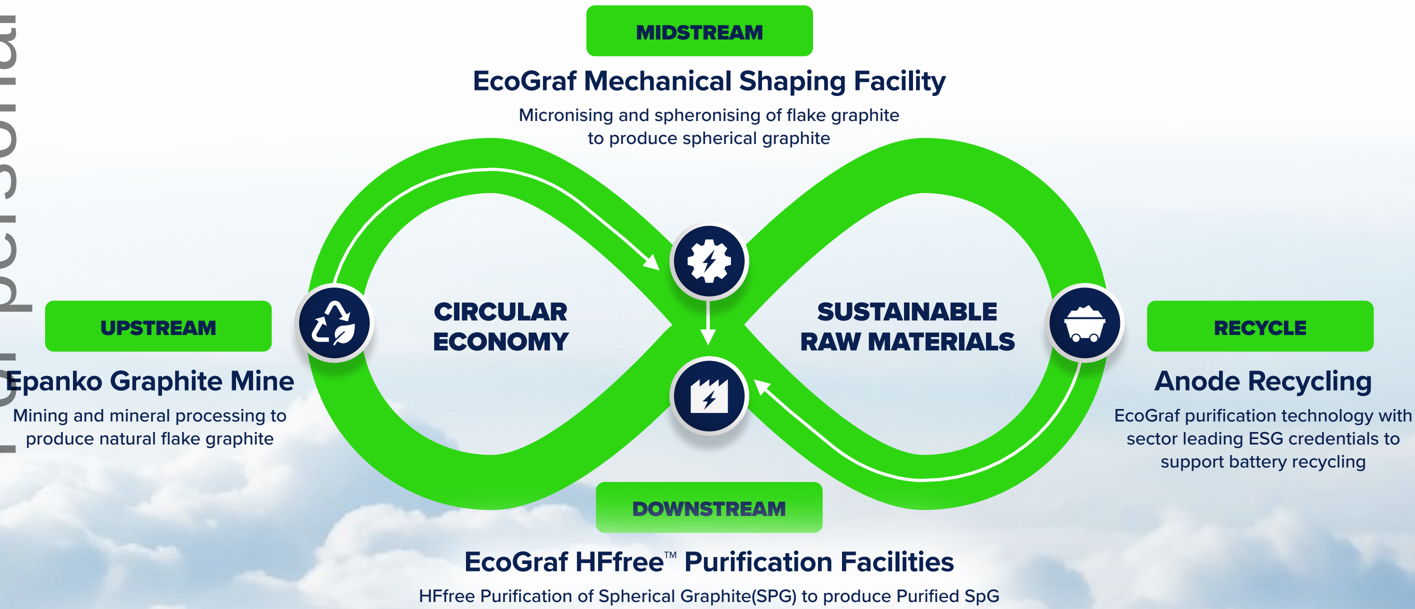
- Epanko Graphite Mine in Tanzania;
- Mechanical Shaping Facility in Tanzania; and
- EcoGraf HFfree™ Purification Facilities located in close proximity to the electric vehicle, battery and anode manufacturers.

In Tanzania, the Company is developing the TanzGraphite natural flake graphite business, commencing with the Epanko Graphite Project, to provide a long-term, scalable supply of feedstock for EcoGraf™ battery anode material processing facilities, together with high quality large flake graphite products for specialised industrial applications.

In addition, the Company is finalising its planned location for its Mechanical Shaping Facility in Tanzania, which will manufacture natural flake graphite into spherical graphite (SpG). This mechanical micronising and spheronising is the first step in the conversion of high-quality flake graphite concentrate into battery grade anode material used in the production of lithium-ion batteries.

Using its environmentally superior EcoGraf HFfree™ purification technology, the Company will upgrade the SpG to produce 99.95%C high performance battery anode material to supply electric vehicle, battery and anode manufacturers in Asia, Europe and North America.

Battery recycling is critical to improving supply chain sustainability and the Company's successful application of the EcoGraf™ purification process to recycle battery anode material provides it with a unique ability to support customers to reduce CO_2 emissions and lower battery costs.



EcoGraf Business Pillars

UPSTREAM

MIDSTREAM

DOWNSTREAM

RECYCLE

Value proposition

- Vertically integrated battery anode materials business
- Epanko Graphite Project is the largest development ready graphite project in Africa
- Debt Financing program with German KfW IPEX-Bank
- Product qualification facility successfully commissioned, ready for commercial scale expansion
- Strong ESG position with significant benefits to EcoGraf's HFfree™ patented purification processing

EcoGraf HFfree™ process advantages

Low Cost

Competitive economics compared to the other purification methods

Minimum impurities

Impurity levels to less 100ppm

Eco-friendly

Low carbon footprint with minimal waste streams

Versatility

Purification technology successfully applied to anode recycling

Scalable

Process capable of being located within battery manufacturing hubs

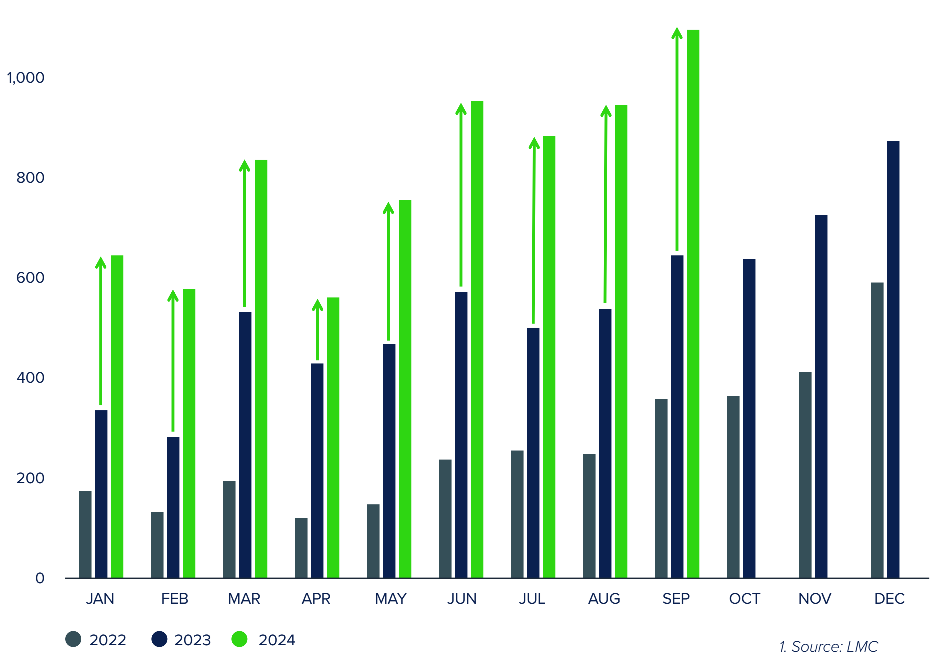
Review of Operations

The Graphite Market

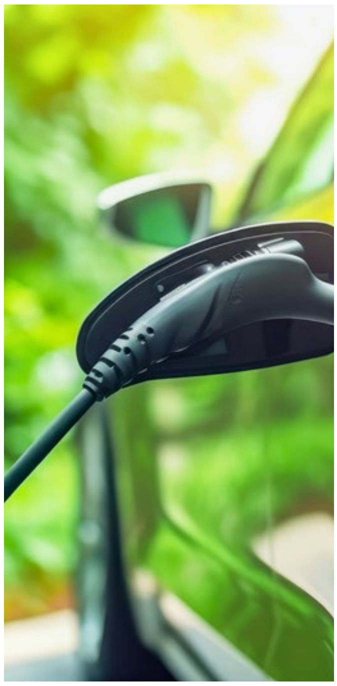
Demand

The increase in demand for graphite continues to be driven by the global transition to electric vehicles (EV), which are powered by lithium-ion batteries. Despite a recent slowdown in EV markets, long-term growth forecasts remain strong, with EV sales growing year on year.

GLOBAL MONTHLY EV SALES ('000 UNITS)[1]

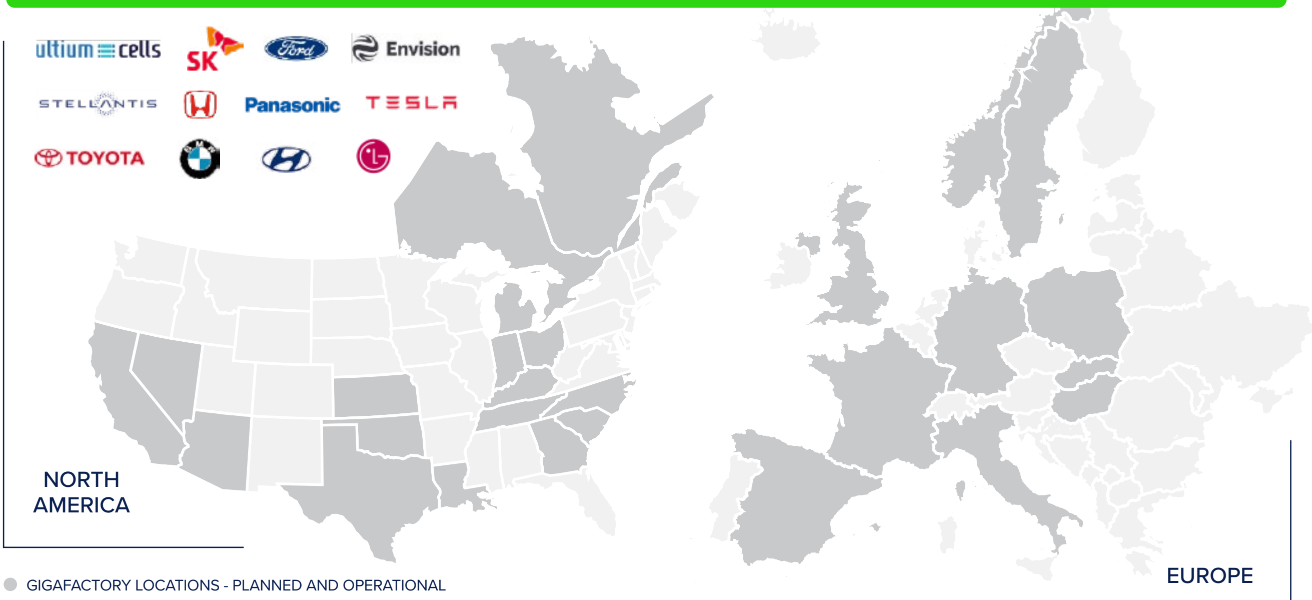


1. Source: LMC



Developing new supply lines is now a priority by governments.

PLANNED BATTERY MANUFACTURING GIGAFACTORIES



Supply

China's dominance in the downstream battery supply chain, including processing of the battery minerals, cathode and anode material production, and battery cell and EV production continues to be the major determinant in the global graphite supply. As the world undertakes to reduce supply dependency on China, legislation is being enacted to support new supply chains.

The most significant of these is the *Inflation Reduction Act (IRA)* legislated in the United States which offers funding programs, and incentives to invest in domestic energy production while promoting clean energy. In addition to promoting domestic production, eligible tax credits for an electric vehicle under the IRA are only available if the supply source in the manufacturing process is not derived from a foreign entity of concern (FEOC), which includes supply sources from China.

In May 2024, the European Union legislated the *Critical Raw Materials Act* aiming to ensure a secure and sustainable supply of critical raw materials, which includes graphite, for the EU.

To further support the need to diversify the supply chain, China imposed restrictions, effective 1 December 2023, on the export of certain types of graphite, including natural graphite.

Global Legislation

US Legislation

IRA, MS, DoE, DoD have pushed development and funding into localised resources in North America with tax credits supporting new supply chains. Exemptions end 2027. New 25% tariff on FEOC (China) anode.

EU Legislation

The EU Green Deal and *Critical Raw Materials Act* support supply chains that satisfy green targets for mining, manufacturing and recycling. CRMA is now law with Strategic Projects focus. Battery passport, localisation and CO_2 targets will restrict foreign synthetic graphite imports.

Chinese Legislation

Chinese Government export licence controls implemented from 1 December 2023 for designated graphite and anode products. Current anode manufacturing is heavily reliant on China.

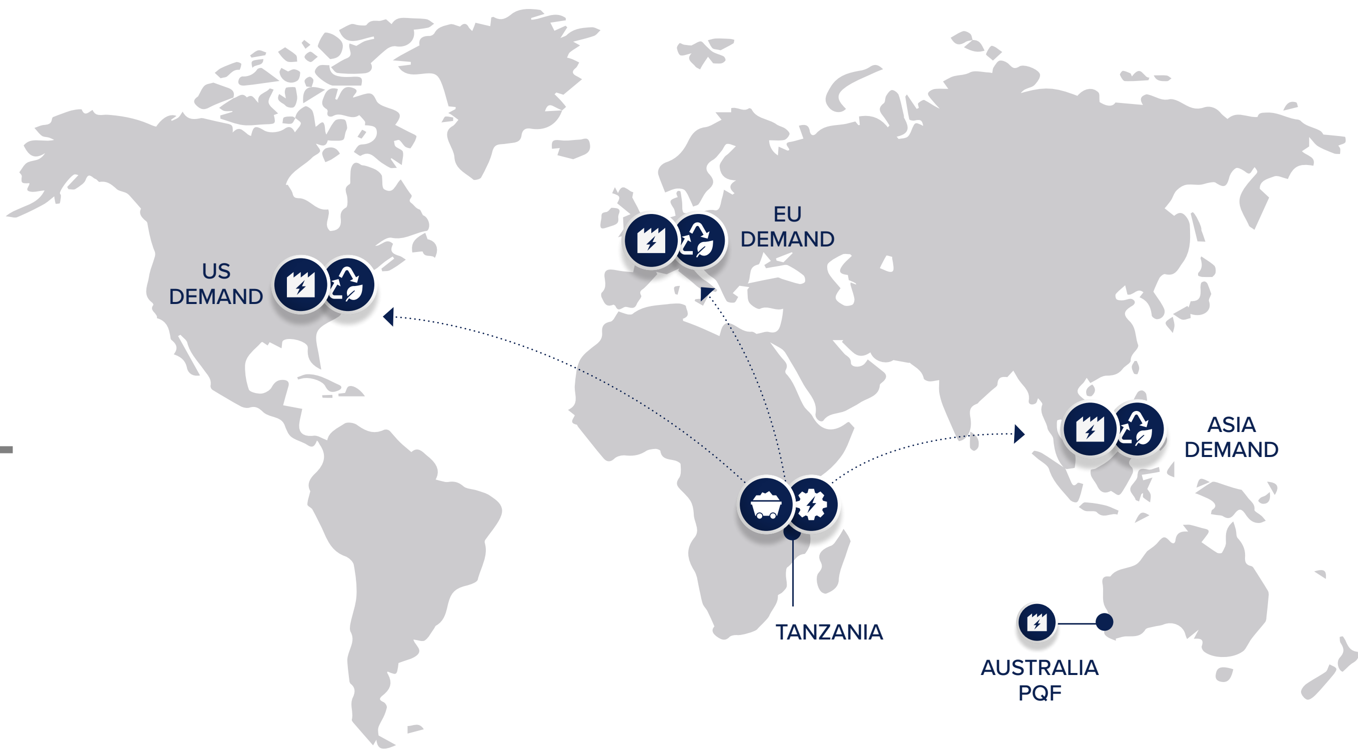
Review of Operations

The Strategy

The Company continues to build its vertically integrated battery anode material business and recognises this model optimises shareholder value. Activities within the Company are set out below:

	UPSTREAM	MIDSTREAM	DOWNSTREAM	RECYCLE
% Carbon Grade/ Process[1]	**96-98% C Mining and Mineral Processing**	**97-99% C Mechanical Shaping**	**>99.99% C HFfree™ Purification Technology**	**Anode Recycling**
Stage 1 Development[1]	**Natural Flake Graphite (73ktpa)**	**Spherical Graphite (SPG)**	**Purified SPG**	
	TANZANIA		**EUROPE, NORTH AMERICA AND ASIA**	

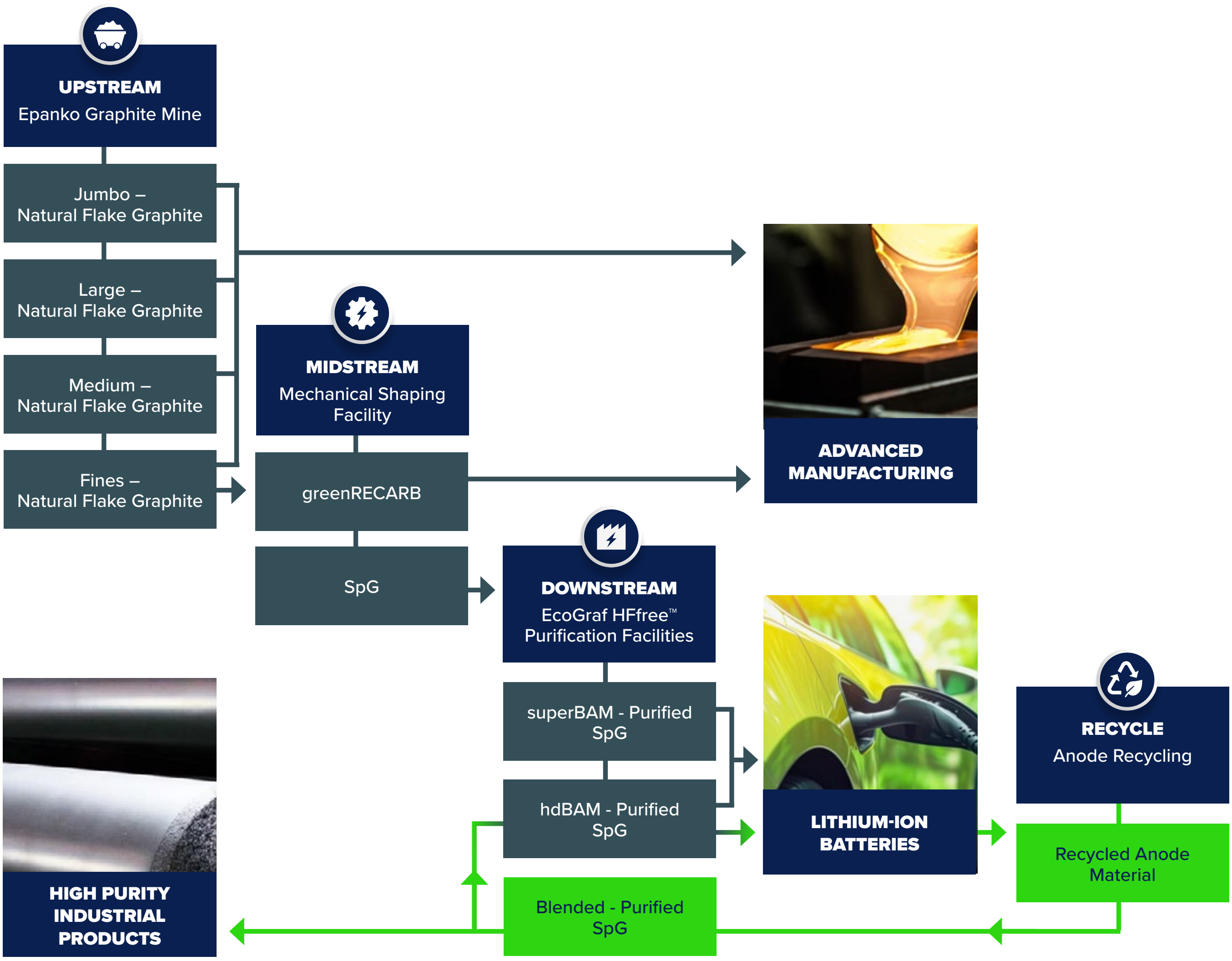
1 *Refer to ASX Announcement "Updated Epanko Ore Reserve" on 25 July 2024*



Significant value in each business development stream with value multiplier expected on delivering the vertically integrated business.

Key advantages include:

- Vertically Integrated
- Cost Competitive
- ESG Position
- Expansion Potential



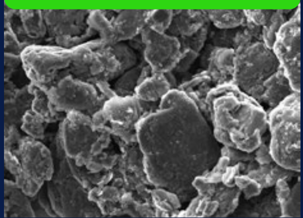
The flagship Epanko Graphite Project will provide long-term, scalable supply of feedstock for the EcoGraf™ battery anode material processing facility, together with high quality large flake graphite products for industrial markets.

The exceptional Epanko feedstock is processed using our EcoGraf HFfree™ purification processing technology - environmentally sustainable graphite production with a low CO_2 footprint. This downstream technology results in battery anode material meeting physical and chemical properties with superior performance required by global customers.

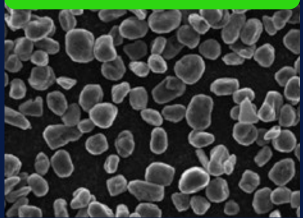
R&D is underway for multiple by-products with a variety of end-uses, targeting a zero-waste operation.

EcoGraf Products

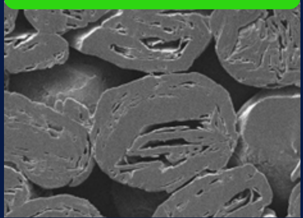
FLAKE GRAPHITE



UNPURIFIED SPG



PURIFIED SPG



FINES

Review of Operations

UPSTREAM

Mine and Mineral Processing Facility to Produce Natural Flake Graphite

PRIORITIES

- Debt financing program
- Equator Principles 4.0 update and RAP implementation
- Front End Engineering Design
- Expansion options to 300,000tpa

290.8Mt

TOTAL MINERAL RESOURCE ESTIMATE

82%

ORE RESERVE CLASSIFIED PROVEN

Epanko Graphite Project

The Epanko Graphite Project (Epanko or the Project) is a long life, highly profitable graphite project located approximately 370km from the city of Dar es Salaam in Tanzania. In 2017, a pre-development program was completed resulting in an extensive Bankable Feasibility Study, which was subject to a rigorous due diligence process by bank appointed independent engineers, SRK Consulting (UK) Limited. The results of the pre-development program positioned the project as a world class new graphite development. It is forecast to initially produce 73,000 tonnes of natural flake graphite products each year.

Updated Mineral Resource and Ore Reserves

During the year, the Mineral Resource Estimate (MRE) was updated, reflecting 127% increase from the previous MRE announced on 2 March 2023 (refer to ASX announcement dated 11 March 2024). The MRE incorporates the results of the 2023 drilling and trenching program, which includes record high assay results for Epanko, including 43m at 20.8% Total Graphitic Carbon ('TGC') which demonstrates the continuous high-grade nature.

The MRE was carried out by ERM Sustainable Mining Services team (previously CSA Global), EcoGraf's long-term Resource Consultant. The Mineral Resource has been classified in accordance with the JORC (2012) Code as displayed below:

March 2024 Mineral Resource Estimate for the Epanko Deposit >5.5% TGC

JORC Classification	Tonnage (Mt)	Grade (%TGC)	Contained Graphite (Kt)
Measured	32.3	7.8	2,500
Indicated	55.7	7.5	4,200
Measured + Indicated	88.0	7.6	6,710
Inferred	202.8	7.2	14,310
Total	**290.8**	**7.2**	**21,010**

Notes for Table: Tonnage figures contained within the Table have been rounded to nearest 100,000. % TGC grades are rounded to 1 decimal figure. Abbreviations used: Mt = 1,000,000 tonnes, Kt = 1,000 tonnes. Rounding errors may occur in the table.

The MRE update was focused on the conversion of the previously Inferred northern and southern parts of the Epanko Western Zone to Indicated and Measured, as well as the down-strike expansion of the Mineral Resource into the southern extension of the Western Zone.

The Ore Reserve was also updated, which was announced on 25 July 2024, reflecting 110% increase in Proven Ore Reserve. The Ore Reserve increased to 14.3Mt at 8.8% total graphitic carbon (TGC) for 1.25Mt of contained graphite.

The updated Ore Reserve confirms the geological potential of Epanko and supports the proposed debt financing program with KfW IPEX-Bank for a UFK loan of up to US$105m for the initial stage 1 development of Epanko (refer to ASX announcement dated 29 November 2023).

Epanko Project Funding

On 29 November 2023, the Company announced that the German Government confirmed Epanko eligibility for cover in principle for the Untied Loan Guarantee ("UFK") scheme based on the support of German offtakers for the Company's initial 73,000tpa Epanko development. The Company has mandated KfW IPEX-Bank to obtain import credit cover from the Federal Republic of Germany and to arrange a senior debt facility of up to US$105 million for the development of Epanko.

The UFK program is provided by the Federal Republic of Germany to incentivise the development of key projects that can provide a long-term supply of critical minerals for the German industry. Subject to satisfaction of credit criteria, loan funding can be provided under the program for terms longer than is generally available from commercial lenders, which provides increased financial flexibility for new developments during ramp-up and operation.

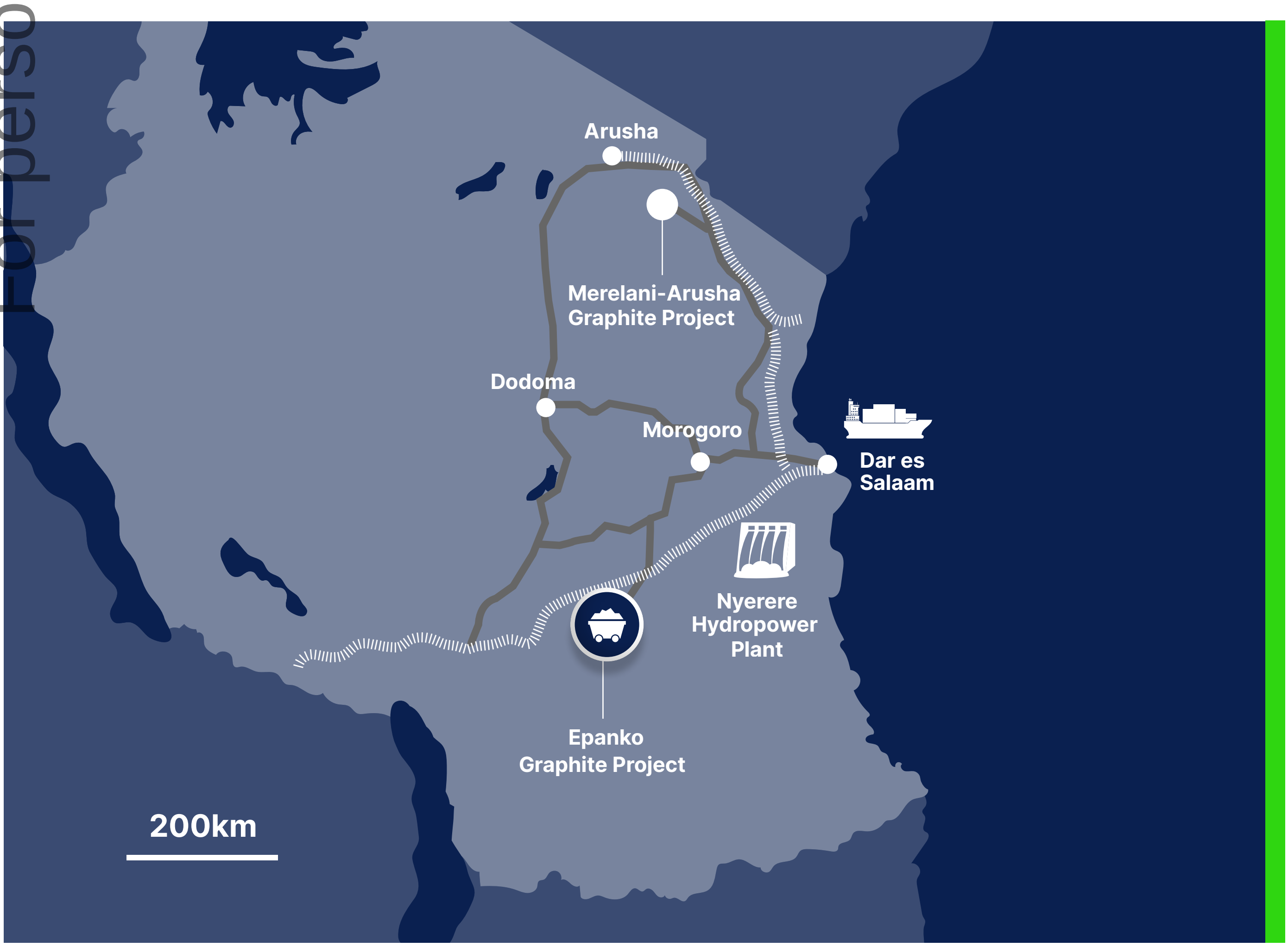
There are four stages in the UFK process; Eligibility for Cover in Principle, Preliminary Review, Preliminary Approval and Final Approval. Following an initial review of the Epanko Feasibility Study and confirmation of German offtake arrangements in November last year, the German Federal Ministry for Economic Affairs and Climate Action confirmed Eligibility for Cover in Principle and EcoGraf has subsequently submitted the application for Preliminary Review.

Towards the end of the year, the Company hosted technical, environmental and social due diligence visits in Tanzania to support the preparation of lender reports and engage with key Government and community stakeholders. The visits provided an opportunity to demonstrate the extensive planning that's been undertaken by the Company to define and de-risk the Epanko development, as well as the strong stakeholder support for the new mine.

In parallel, the Company is engaging with the European Commission and its funding agencies in relation to infrastructure development and capacity building in Tanzania to support the growth of the country's critical minerals sector for European export markets.

73,000

TPA NATURAL FLAKE GRAPHITE PRODUCTS



Review of Operations

Mine Planning and Development

The Front-End Engineering Design (FEED) study commenced during the year to advance the design layout of the Project and develop an overall control base for the execution of the Project.

Requests for Quotation were issued to the market for all major capital items and adjudications of the received responses are currently underway for the process plant and related infrastructure.

The following activities have also been completed during the year:

- Metallurgical testing of the drill core samples from the drill program conducted in the first half of the financial year has confirmed the 2017 BFS process recoveries and final concentrate grade results on the oxide and fresh ore samples;
- An independent mine closure planning specialist has been engaged to incorporate mine closure recommendations in the current mine planning and scheduling to ensure a robust mine closure strategy is developed and to prepare a conceptual Mine Closure Plan and cost;
- Open pit lake salinity assessment for the Mine Closure Plan and updated the Project hydrogeological model;
- Waste dump planning and scheduling incorporating the anticipated ARD encapsulation area to north of the TSF wall; and
- Mine planning of the interim and final pit designs and associated haul roads for the Ore Reserve.

The layout design for the 73,000tpa graphite processing plant has been developed by METC Engineering and Construction (METC) with the project managed by the METC-PaulSam JV, their Tanzanian partner. The Company has produced a 3D fly-over overview of the proposed processing plant.

Sector Leading ESG Credentials

Epanko's social and environmental planning programs were independently assessed in 2017 by KfW IPEX-Bank appointed SRK Consulting (UK) Limited to comply with the Equator Principles, a globally recognised risk management framework adopted by leading financial institutions for assessing and managing social and environmental risks in new developments. Achieving this standard and satisfying International Finance Corporation Performance Standards and World Bank Group Environmental, Health and Safety Guidelines is critical to securing international financing support.

A refresh of the Resettlement Action Plan ("RAP") is well advanced in preparation for mine development. During the year, land parcel delineation, preliminary asset valuation and socio-economic surveys, were completed for the RAP area, a 2km buffer zone around this area and the access road to the site. The program involved extensive engagement with the local community and key stakeholders, including Government officials.

The Resettlement Working Group (RWG) continued to report the outcome of technical suitability assessment for proposed resettlement sites and revision of the RAP report.

Community and Social Activities

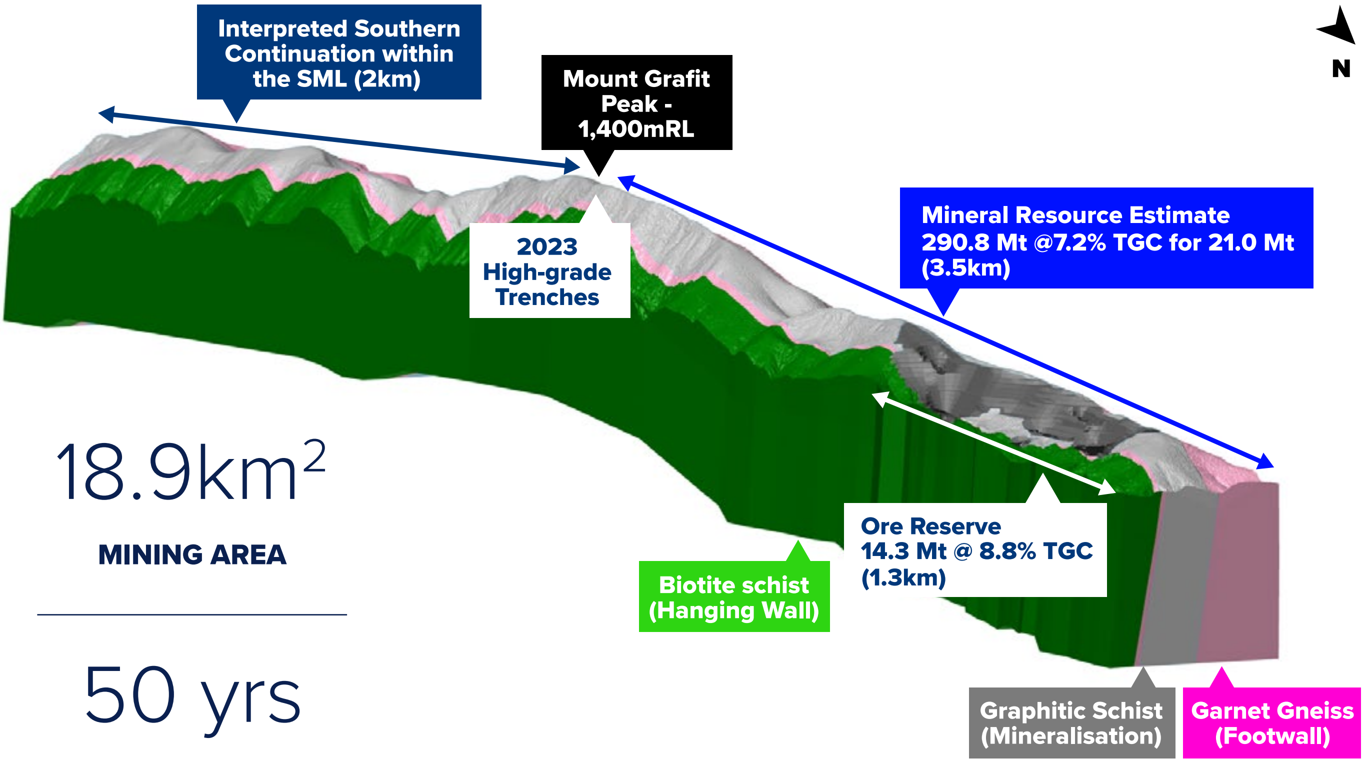
The Company recognises the significant impact of its activities to the livelihood of individuals residing in and around the Project and commits to create benefits for the communities through community development projects and support for viable community initiatives, as well as maintaining regular communication with affected communities on progress.

The Company's updated Corporate Social Responsibility plan was submitted to the Mining Commission as per the new Mining (Corporate Social Responsibility) Regulations, 2023.

A number of activities and programs were undertaken during the year which included:

- Continuous stakeholder engagement initiatives;
- Engagements with the Epanko Village Assembly and School Committee Meetings;
- Supporting the local Epanko dispensary;
- Supporting the Epanko Primary School tree planting program to develop community empowerment in environmental conservation;
- Celebrating and supporting International Women's Day in Mahenge, Ulanga District; and
- Empowering Epanko women with a pilot farming program.

Review of Operations



18.9km^2

MINING AREA

50 yrs

MINING LICENCE

Production targets and financial information

Production targets and forecast financial information derived from the production targets, included in this report is extracted from ASX announcements dated 21 June 2017, 28 April 2023 and 25 July 2024.

"Updated Bankable Feasibility Study" available at www.ecograf.com.au and www.asx.com.au. The Company confirms that all material assumptions underpinning the production targets and forecast financial information derived from the production targets set out in the announcements released on 21 June 2017, 28 April 2023 and 25 July 2024 continue to apply and have not materially changed.

The production targets referred to in this report are based on the updated Epanko Reserve (25 July 2024 announcement) which is comprised of 82% Measured Resources and 18% Indicated Resources for an initial 18-year life of mine. The Measured Resources and Indicated Resources underpinning the production target have been prepared by a competent person in accordance with the requirements in Appendix 5A (JORC Code).

The Company has not used Inferred Mineral Resources as part of the production target. The Study includes some Inferred Resources which are mined incidentally with the Measured and Indicated Resources and treated as waste for scheduling purposes.

MIDSTREAM

Mechanical shaping of natural flake graphite to produce Spherical Graphite (SpG)

PRIORITIES

- Finalise site engineering studies on preferred locations
- Secure offtake arrangements

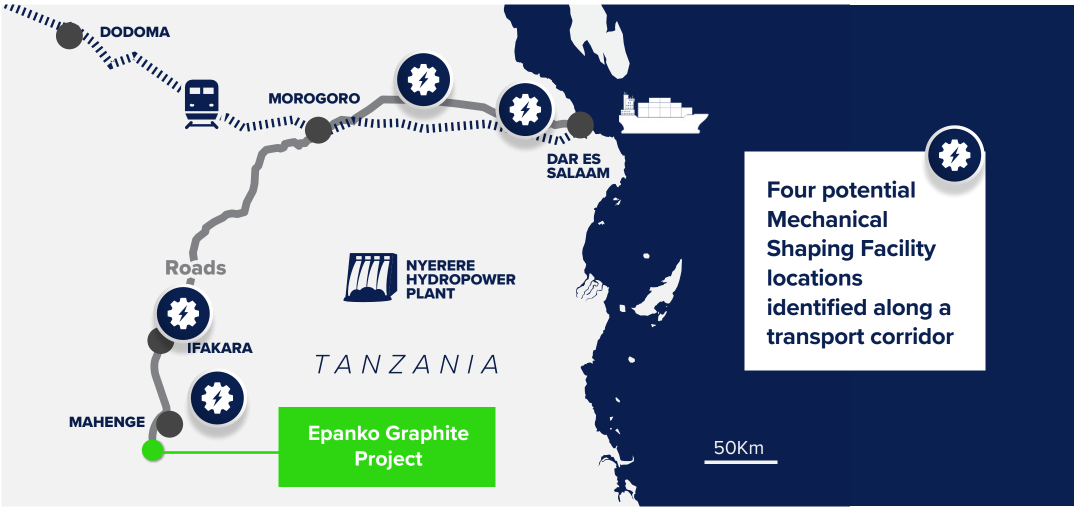
Tanzanian Mechanical Shaping Facility

There are two processing steps necessary for the manufacture of spherical graphite for battery anode production. Mechanical micronisation is the first step and then followed by mechanical spheronisation in continuous mode in the conversion of high-quality flake graphite concentrate into battery grade anode material used in the production of lithium-ion batteries.

An engineering study was completed during the year to evaluate potential locations for the development of a spherical graphite facility in Tanzania. The study identified several locations with access to suitable transportation infrastructure, site services, skilled personnel and containerised export facilities.

The proposed Mechanical Shaping Facility will benefit from Tanzania's low-cost, low CO_2 hydropower, its central location to supply global battery markets and the availability of investment incentives provided by the Tanzanian Export Processing Zone Authority (EPZA).

Meetings were held with the Tanzanian Government and its key agencies, to consider final locations and EPZA permits. The Company notes the Government of Tanzania announced the initial supply and commencement of the 2,115MW Julius Nyerere hydropower plant, which will provide a significant increase in low-cost, renewable power into Tanzania's grid and support the Government's industrialisations plans. The dam is the fourth largest in Africa and located in the Morogoro region.



Review of Operations

DOWNSTREAM

HFfree Purification of Spherical Graphite (SPG) to produce Purified SPG

PRIORITIES

- Product qualification facility successfully commissioned in Perth, WA
- Formalise strategic partnerships for commercial scale production
- Evaluate development options in Europe, North America and Asia

EcoGraf™ Battery Anode Material

The Company is developing a battery anode material business that will provide a new supply of high quality purified spherical graphite for the high growth lithium-ion battery market, using its HFfree purification process developed in Australia and Germany. The EcoGraf HFfree™ purification process has been refined through extensive testing and analysis conducted by EcoGraf in Australia, Europe and Asia, with the Company also lodging patents and trademarks in key global lithium-ion battery markets.

On 18 July 2023, the Company received notice from the US Patent and Trademark Office that its patent application, filed on 1 November 2022, entitled "Method of Producing Purified Graphite" was granted.

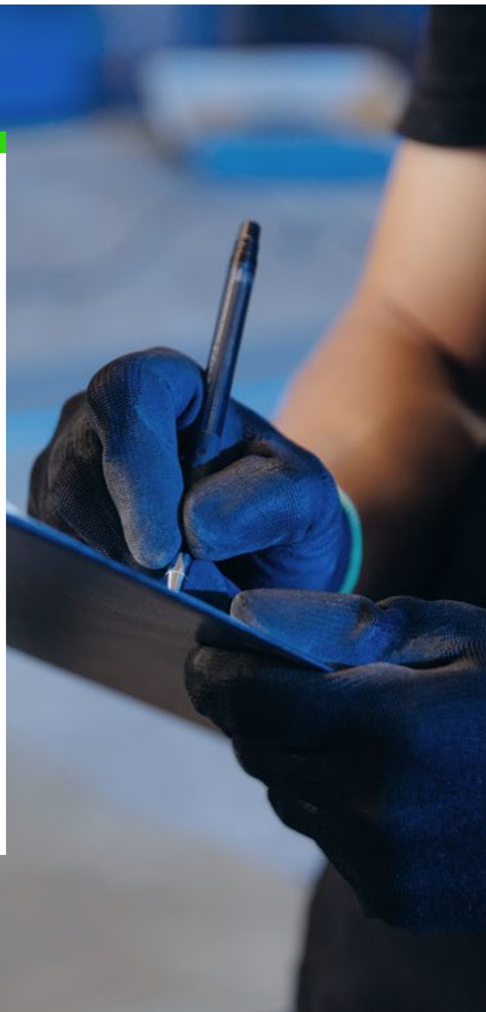
EcoGraf HFfree™ proprietary purification process

A comparative independent benchmarking study of the EcoGraf HFfree™ proprietary purification process against alternative purification process routes for the purification of natural spherical graphite in manufacturing of lithium-ion battery anode material was completed.

The results of the benchmarking cost comparison indicates EcoGraf's purification process has a lower operating and capital cost per tonne. The results of the study confirm the efficiency of the Company's US patented proprietary purification process and build on the recent outstanding technical results of EcoGraf HFfree™ proprietary, purification achieving ultra-high purity 4N 99.99% carbon (refer ASX announcements dated 9 April 2024 and 11 July 2024).

99.99%C

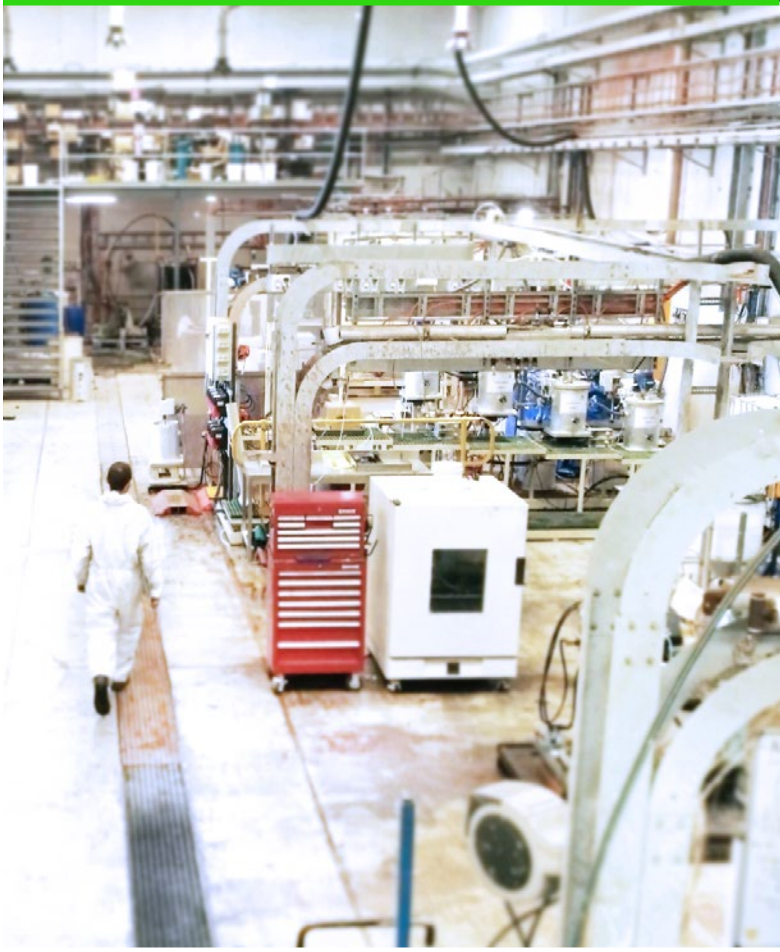
4N ULTRA-HIGH PURITY ACHIEVED



Product Qualification Facility (PQF)

The new facility is jointly funded through the Australian Commonwealth Government's Critical Minerals Development Program, which is supporting the advancement of Australia's critical minerals processing capabilities.

The successful commissioning of the PQF was announced on 17 July 2024, with reliability runs and first fills completed.



The commissioning activities included:

- Ensuring ancillary and supporting systems are in place to establish operational readiness for the commercial campaigns;
- Operating procedures and conducting personnel training;
- Completion of the first continuous run using unpurified spherical graphite concentrate.

The PQF now moves to the operational campaign stage, which will operate continuously on a 24 hour basis. Successful completion of the PQF will serve to validate the EcoGraf HFfree™ purification process for commercial scale production, provide product samples for potential customers and support funding processes.

Additionally, the technical data generated will be pivotal for the preparation of engineering inputs into single stage commercial scale facilities and subsequent location studies with prospective lithium-ion battery and electric vehicle manufacturers in Europe, North America and Asia.

Product Marketing and Development

The Company is continuing its working relationship with a range of prospective battery anode and EV/HEV auto OEM customers in North America, Asia and Europe. The Company continued to evaluate coating technologies for production of active anode material for cell manufacturing for lithium-ion batteries and has provided its HFfree proprietary purified uncoated spherical graphite (SPG) product samples for trial anode coating programs.

Review of Operations

RECYCLE

EcoGraf™ purification technology applied to lithium-ion battery recycling

PRIORITIES

- Testwork programs with feedstocks supplied by EV and battery manufacturers
- Collaboration with battery and EV market participants

EcoGraf™ Anode Material Recycling

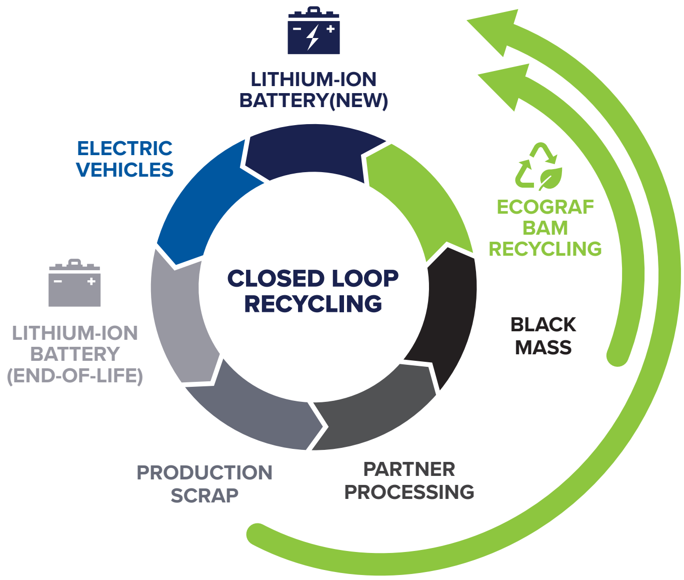
EcoGraf is leveraging its proprietary EcoGraf HFfree™ purification process to recover and re-use spent anode materials, with an initial focus on production scrap from anode cell and battery manufacturing.

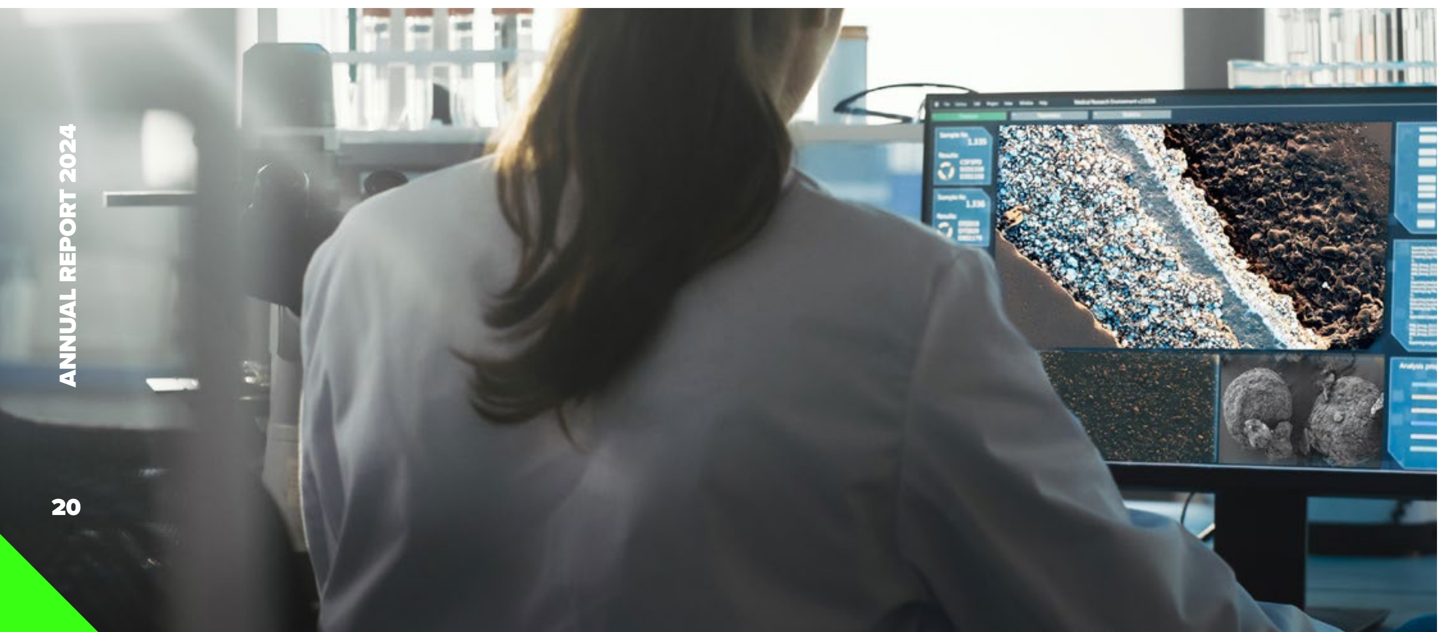
Testwork with battery manufacturers and electric vehicle OEMs continued with five product sample evaluations currently underway. The process flowsheet for the treatment of recycled anode materials utilising EcoGraf's HFfree™ purification process is being developed.

During the year, a research program was undertaken in Germany, through a collaboration between the Helmholtz Institute Freiberg for Resource Technology (HIF) and the Helmholtz Institute Ulm (HIU). The research used the EcoGraf HFfree™ proprietary processing technology to purify graphite particles and the findings were positive (refer to ASX announcement dated 27 February 2024).

In February 2024, the Company signed an agreement with BASF to collaborate on anode recycling to support BASF's recycling R&D in Europe with its anode recycling capability to accelerate the objective of enabling a circular economy and reducing CO_2 emissions (refer to ASX announcement dated 21 February 2024).

The Company is developing plans to advance its anode recycling to a piloting capability and is working with its partners to support this activity.



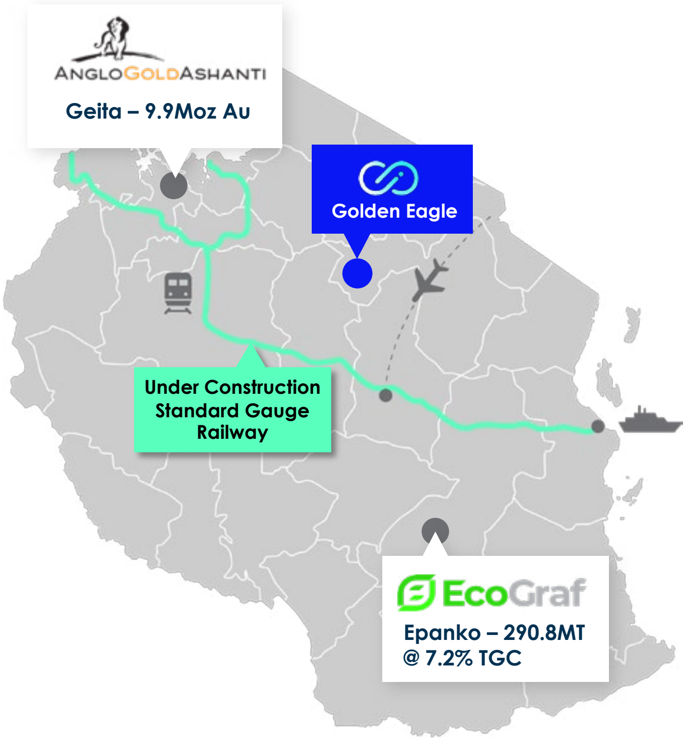


GOLD PROJECTS

AngloGold Ashanti Gold Farm-in Agreement

As announced on 23 May 2024, AngloGold Ashanti (AngloGold) signed a 5-year farm-in agreement for the exploration of gold at EcoGraf's wholly owned Golden Eagle gold project (the Golden Eagle Project) in the Lake Victoria Goldfields of Tanzania. The project is located on the eastern margin of the world class +70 Moz gold Archean Lake Victoria Goldfields, which is in the same structural corridor as the historical 3.4 Moz Golden Pride gold mine operated by Resolute Mining Limited.

Under the Agreement, AngloGold has the right to earn 70% of the Golden Eagle Project by spending US$8.9m (approx. A$13.4m) over five years on the licences, with EcoGraf retaining 30%.



Value Drivers

Project Highlights

- Tanzania is Africa's third largest gold producer
- Project located in the world class +70 Moz gold Lake Victoria Goldfields[1]
- Area covers the direct interpreted northeast continuation of the Banded Iron Formation (BIF) that hosts the high-grade Winston gold deposit-16m @ 55.23g/t gold from 116m[2]
- AngloGold is one of the world's largest gold miners and owner of Tanzania's largest gold mine, the 9.9Moz Geita gold mine[1]
- Several highly prospective untested gold prospects have been identified
- EcoGraf holds further gold, nickel and lithium exploration assets in Tanzania
- Provides upside exposure to the rising gold price

A$13.5m

GOLD 5-YEAR FARM-IN AGREEMENT

1 https://www.anglogoldashanti.com/portfolio/Africa/geita/

2 Refer Tanga Resources Limited ASX announcement 17 July 2017

Review of Operations

SUSTAINABILITY

EcoGraf is committed to establishing strong sustainability foundations and credentials throughout its operations, supported by a robust governance system. We are contributing to the global transition toward a cleaner environment through our vertically integrated battery anode materials business which will produce high purity graphite products for the lithium-ion battery and advanced manufacturing markets.

We recognise that environmental and social risks exist in our role as a clean energy technology contributor and that we have a responsibility to identify, prevent and mitigate as far as is practicable, and to measure the risks of our operations to the environment and people. Through our risk assessment processes, we balance economic, environmental and social considerations so that resources are managed equitably and responsibly.

Integrity, respect and accountability underpin the Company's commitment to sustainability. Demonstrating these principles throughout the Company's operations from graphite extraction, processing, purification and recycling is essential for establishing and maintaining a licence to operate.

Our Sustainability Framework

INTEGRITY AND RESPECT FOR THE PLANET AND PEOPLE

- Respect host communities, their culture and heritage
- Conduct operations in accordance with the International Bill of Human Rights
- Ensure the health and safety of our stakeholders
- Collaborate with host communities
- Establish culturally appropriate grievance mechanisms

ACCOUNTABILITY FOR OUR ACTIONS

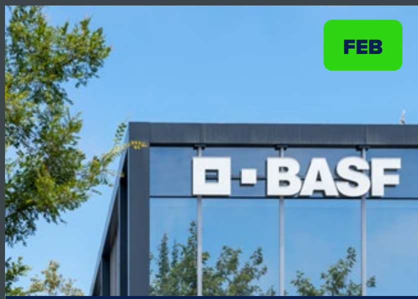
- Deliver effective environmental stewardship throughout our operations
- Ensure responsible management of energy and emissions, water, waste, tailings, biodiversity and land
- Implement climate adaptation and resilience planning once operational
- Identify, prevent, mitigate and measure impacts on the planet and people
- Achieve environmental and social best practices through continual improvement
- Implement appropriate environmental and social management systems
- Establish and maintain strong governance systems
- Comply with laws and regulations

Supporting Policies

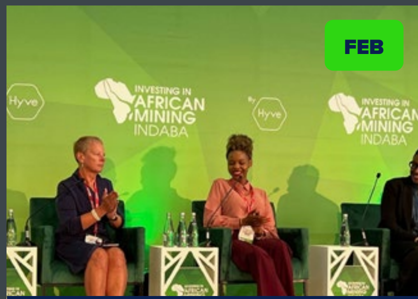
- Code of Conduct
- Environment Policy
- Communities Policy
- Human Rights Policy
- Health and Safety Policy
- Responsible Procurement Policy

ACTIVITIES AND HIGHLIGHTS 2023-24

Epanko Pre-Development Field Programs, confirms increase in the Mineral Resource estimate.

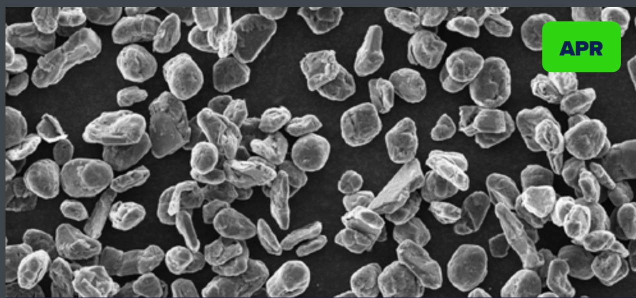


EcoGraf to support BASF's recycling R&D in Europe with its anode recycling capability.



EcoGraf attended and featured at Mining Indaba represented by our Tanzanian team.

The PreIWD event was attended by high-level dignitaries which included GoT Parliament, Ministry of Minerals, Mining Commission and Industry leaders.



EcoGraf HFfree™ Proprietary Purification Achieves 4N 99.99% Carbon for producing active anode material for lithium-ion battery and electric vehicle manufacturers.

AngloGold Ashanti US$9.0m (A$13.5m) Gold Farm-in Agreement.

KfW IPEX-Bank Mandated for UFK Loan of up to US$105m attended Epanko site.

Product Qualification Facility Successfully Commissioned ready for operational campaign stage.

Epanko layout design completed for the 73,000tpa Graphite Processing Plant, Tailings Storage Facility and Water Storage Facility.

EcoGraf attended Africa Down Under conference and met with Hon. Anthony Mavunde, Tanzania's Minister of Minerals.

EcoGraf Australia-Korea Critical Minerals Roundtable following the successful AKBC-KABC 45th annual joint meeting.

Directors' Report

Board of Directors

Robert Pett Independent Non-Executive Director and Chairman

Robert Pett is a minerals economist with over 30 years' experience working in exploration and mining. During this time, he has worked internationally in the resources sector at senior levels both in Australia and Africa. He has been involved with listed companies at all levels, from grass-roots exploration through to mine development, production and financing of more than ten mining projects globally including East and West Africa and the construction of the Golden Pride Gold Mine in Tanzania.

He was founding Chairman of Resolute Mining Limited (gold mines and exploration in Africa and Australia), Sapphire Mines Limited (gemstone mining and exploration), Reliance Mining Limited (nickel mining in Kambalda), Senex Energy Limited (petroleum production and exploration) and director of several other mining and exploration companies operating in Africa, Asia and Australia in gold, base metals, petroleum and uranium.

Robert also had an active involvement in education and community activities including over 10 years' service to Murdoch University Western Australia as Senator and Chairman of their Resources (Finance) Committee.

Appointment date:	9 November 2015
Special responsibilities:	Chairman of the Board Member of the Audit and Risk Committee Member of the Nomination and Remuneration Committee
Other current ASX listed directorships:	None
Former ASX listed directorships in last 3 years:	None

Andrew Spinks Managing Director

Andrew Spinks is a geologist with over 25 years' professional experience in Australia, Asia and Africa on a range of commodities including speciality and industrial minerals.

Andrew has worked in a range of diverse roles across exploration through to successful project developments and has held a number of board positions on both ASX and TSX.V listed companies.

Andrew was co-founder of TanzGraphite Pty Ltd and has been a director of EcoGraf since its acquisition.

Appointment date:	20 July 2012, appointed Managing Director on 22 April 2015
Special responsibilities:	None
Other current ASX listed directorships:	None
Former ASX listed directorships in last 3 years:	None

John Conidi Independent Non-Executive Director

John Conidi is a Certified Practicing Accountant. He has over 20 years' experience developing, acquiring and managing businesses in the technology and healthcare sectors. In his role as Managing Director of Capitol Health Limited, he drove its sustained expansion, increasing its market capitalisation significantly.

John has extensive interests in the graphite sector. He is an experienced investor specialising in technology and resources and is the Chairman of 333D Limited.

Appointment date:	4 May 2015
Special responsibilities:	Chairman of the Audit and Risk Committee Member of the Nomination and Remuneration Committee
Other current ASX listed directorships:	333D Limited, appointed 25 March 2015
Former ASX listed directorships in last 3 years:	None

Keith Jones Independent Non-Executive Director

Keith Jones is a Chartered Accountant with 40 years' experience in the financial markets and resource industry in Australia.

He has worked across all levels in the corporate arena and acted as expert and advisor for numerous resource companies in roles encompassing project analysis, valuation, transaction advisory and governance.

Keith is the former Chairman of Deloitte Australia, current Chairman of ASX listed Coda Minerals Limited and former Board member of Gindalbie Metals Limited and Ora Banda Mining Limited.

Appointment date:	23 May 2023
Special responsibilities:	Chairman of the Nomination and Remuneration Committee Member of the Audit and Risk Committee
Other current ASX listed directorships:	Coda Minerals Limited, appointed 26 April 2018
Former ASX listed directorships in last 3 years:	Ora Banda Limited, April 2019 – September 2022

Howard Rae Chief Financial Officer and Joint Company Secretary

Howard Rae is a Chartered Accountant with over 20 years' experience in acquiring, developing, financing and operating a range of businesses in Australia, Canada, Asia, Africa and Europe.

His career includes Chief Financial Officer roles with a number of successful ASX listed companies active internationally in the precious and base metals, steel-making materials and industrial minerals sectors, together with directorships of several unlisted and not-for-profit organisations.

During this time, he's been responsible for new business development, joint ventures, structuring and negotiating corporate, project and infrastructure funding transactions, sales and marketing, risk management and implementing business improvement programs.

Shannon Coates Joint Company Secretary

Shannon Coates has over 25 years' experience in corporate law and compliance. She is currently Managing Director of Source Governance, a national company secretarial and governance service provider, and has provided company secretarial and corporate advisory services to boards and various committees across a variety of industries, including oil & gas, resources, manufacturing and technology. She is a qualified lawyer, Chartered Secretary and graduate of the AICD's Company Directors course.

Directors' Report

Directors' Meetings

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

	Board of Directors		Audit and Risk Committee		Nomination and Remuneration Committee	
Director	**Number eligible to attend**	**Number attended**	**Number eligible to attend**	**Number attended**	**Number eligible to attend**	**Number attended**
Robert Pett	4	4	4	4	3	3
Andrew Spinks	4	4	-	-	-	-
John Conidi	4	4	4	4	3	3
Keith Jones	4	4	4	4	3	3

Operating and Financial Review

The information reported in this operating and financial review should be read in conjunction with the review of operations on pages 6 to 23.

Principal Activities

EcoGraf is building a diversified battery anode material business to produce high purity graphite products for the lithium-ion battery and advanced manufacturing markets. Over US$30 million has been invested to date to create a highly attractive graphite mining and downstream business which include development plans for:

- The Epanko Graphite Mine in Tanzania;
- A Mechanical Shaping Facility in Tanzania; and
- EcoGraf HFfree™ Purification Facilities located in key global battery markets.

Operating Results and Financial Position

The loss after income tax incurred by the consolidated entity for the year ended 30 June 2024 was $5,705,000 (2023: loss $7,299,000). This loss is largely attributable to downstream processing activities, net of research and development tax credits, government grant and interest received.

The consolidated entity continued to undertake exploration and development activities at the Epanko Graphite Project, resulting in the value of the exploration and evaluation assets increasing to $29,292,000 (2023: $22,975,000).

At 30 June 2024, net assets of the consolidated entity were $50,810,000 (2023: $58,896,000) with cash reserves of $25,459,000 (2023: $38,606,000) and no debt.

Dividends

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report (2023: Nil).

Material Business Risks

The Company continually assesses and manages various business risks that could have a material impact on its operating and financial performance. The following table summarises key areas of material business risk to which the Company is exposed and the related mitigation strategies that it has adopted.

Risks	Mitigation strategies
Market risk	
The risk that changes in demand, pricing and technology could adversely impact the volume and pricing for the Company's natural flake, battery anode material and recycled battery anode products.	The Company evaluates each product market relevant to its planned project developments, including commissioning independent market reviews and long-term forecasts. This information is regularly updated and informs the Company's product development and placement strategies. Development plans are based on securing long-term offtake agreements with geographically diversified, tier 1 counterparties, underpinned by broader cooperation on commercial and technical arrangements that build strong, long-term relationships to maximise volume and pricing outcomes. EcoGraf also engages in extensive research and development to refine its processing technologies and develop new products. This work is conducted with leading research organisations that have the expertise to assist the Company continually improve product performance and production technologies to sustain value-in-use relative to competing products.
Funding risk	
The risk of delay and loss of shareholder value due to insufficient debt and equity funding for the Company's business activities and development plans.	The Company conducts robust business planning and has a reporting framework to manage expenditures, which includes Board approval and oversight of the annual plan and budget, together with an Audit and Risk Committee to monitor internal control, reporting, external audit and risk management programs. As part of assessing the feasibility of its project developments, the Company prepares detailed financial models and determines its preferred mix of debt and equity funding to support a final investment decision based on forecast project cash flows. The process of securing debt capital is managed by EcoGraf personnel experienced in corporate and project financing, with support from external financial advisors and specialist consultants, who provide advice and transaction guidance to assist the Company evaluate and progress various funding options. During the year, the Company progressed the Epanko debt financing program, whereby subsequent to 30 June 2024, the Company received notification regarding the Preliminary Review of the German Government Inter-Ministerial Committee (IMC) relating to import cover for the proposed loan of up to US$105 million. The Company has also received 90% of the Australian Federal Government grant under the Critical Mineral Development Program to complete the Product Qualification Facility.
Environmental, social and governance risk	
The risk of financial and reputational loss, resulting from business interruption, delay, additional cost and stakeholder action due to adverse environmental, social and governance incidents.	The Company maintains a strong commitment to high standards of environmental, social and governance practice. In Tanzania it works closely with local communities and the Government to ensure responsible development and has received independent confirmation that its Epanko environmental and social planning meets the International Finance Corporation Performance Standards and the World Bank Group Environmental, Health and Safety Guidelines.

Directors' Report

Risks	Mitigation strategies
	EcoGraf is currently completing additional Epanko environmental and resettlement activities in compliance with Equator Principles 4 as part of its pre-development program. The Resettlement Action Plan includes new and improved housing, upgraded road infrastructure, a new school, medical dispensary and church, related community infrastructure and assistance with the establishment of sustainable micro-enterprises among village family groups. These programs are conducted with support from leading Tanzanian and international environmental and social planning consultants, together with independent review from consultants appointed by international financial institutions engaged for the purposes of obtaining project finance. Duma TanzGraphite Limited, in which the Government of Tanzania has a 16% shareholding, actively engages with the community surrounding Epanko to support health and social initiatives, whilst its employment, training and procurement programs prioritize Tanzanian residents and service providers. EcoGraf complies with its comprehensive Corporate Governance Plan and annually releases a Corporate Governance Statement on its compliance with ASX Corporate Governance Principles. Matters of corporate governance, code of conduct and related policy implementation are a standing item at each Board meeting. The Company's Board and Board Committees are comprised of a majority of independent non-executive directors, who regularly review the effectiveness of the Company's governance systems to protect the interests of shareholders and other stakeholders as its business activities and external operating environment evolve over time.
Operating risk	
The risk of accident, error or failure in mining, processing, mechanical shaping and purification activities leading to potential health and safety incidents, reduced production levels and additional costs, impacting personnel welfare and financial performance.	EcoGraf undertakes comprehensive feasibility study and planning programs, using the expertise of recognised specialists in various technical disciplines, prior to making a decision to proceed with a project development. At Epanko, following completion of the feasibility study, the Company has engaged consultants to assist with project execution and operational readiness planning. During the year, METC Engineering and Construction (METC) was appointed and commenced the Front-End Engineering Design (FEED) study to advance the design of the Project, which includes engineering designs , the baseline schedule and the control budget. The EPCM approach has been selected for project delivery, which enables the Company's owner's team to benefit from external expertise whilst retaining control of the construction program and developing the internal systems and capabilities to assist with commissioning and operation. Operational readiness planning is focused on the development of operating procedures, the selection of systems and the recruitment and training of skilled personnel necessary to safely and successfully execute the operational phase at Epanko. Downstream purification to produce battery anode material was initially commenced at benchtop scale with extensive research and development, prior to progressing to small pilot scale, with input from leading Australian Government research organisations and German graphite expertise. Scale-up risk is being mitigated through a Product Qualification Facility which is jointly funded via a grant awarded to EcoGraf under the Australian Federal Government's Critical Minerals Development Program. The new facility will enable testing at higher capacities to de-risk commercial phase planning and to support product qualification programs and offtake discussions with prospective anode, battery and electric vehicle manufacturers in Europe, North America and Asia.

Risks	Mitigation strategies
Country risk	
The risk of changes in political, regulatory, economic and social conditions that could adversely impact the Company's operating activities.	EcoGraf is advancing towards development of new graphite mining operations in Tanzania and is also evaluating the development of downstream purification facilities for key global battery markets. Tanzania has a long history of political and social stability, which has supported the development of an active exploration and mining sector. However, in July 2017 a range of changes were made to its mining legislation that have caused the Company significant delay in commencing construction of Epanko due to regulatory uncertainty and restrictions that impacted on its international project financing arrangements. Following the appointment of current President Samia Suluhu Hassan in March 2021 Tanzania has revitalised its efforts to attract foreign investment in the mineral sector. Epanko is owned by an incorporated joint venture, Duma TanzGraphite Limited, which was formed under a Framework Agreement with the Government of Tanzania who holds 16% in the joint venture. This aligns the interests of each party and provides greater certainty for project financiers. EcoGraf's downstream purification operations are planned to be located in stable jurisdictions that are actively expanding their critical mineral processing industries to support the lithium-ion battery market. The Company is in discussions with prospective partners who can co-develop these new facilities and provide additional operating and technical expertise in each new market region to manage development risk. EcoGraf has benefited from strong Australian Government support through Austrade, Export Finance Australia and other foreign Government embassies, trade and investment groups that are working to facilitate the establishment of new, more sustainable critical mineral supply chains to support the global transition to clean energy.

Significant Changes in State of Affairs

Significant changes in the state of affairs of the consolidated entity during the year (if any) are contained in the review of operations and financial statement sections of this report.

Significant Events After the Balance Date

No matters or circumstances have arisen since 30 June 2024 that have significantly affected or may significantly affect:

- the consolidated entity's operations in future financial years;
- the results of those operations in future financial years; or
- the consolidated entity's state of affairs in future financial years.

Future Developments, Prospects and Business Strategies

Likely future developments in the activities of the Company are referred to in the review of operations section of this report.

Environmental Issues

The Company's operations are subject to environmental regulation under the laws of the Commonwealth of Australia and Republic of Tanzania. The directors believe that the Company has adequate systems in place for environmental management and are not aware of any breach of environmental requirements as they apply to the Company.

Directors' Report

Proceedings on Behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purposes of taking responsibility on behalf of the Company for all or part of those proceedings.

Indemnifying Directors and Officers

The Company has entered into an agreement to indemnify all directors and officers against any liability arising from a claim brought by a third party against the Company. The Company has paid premiums to insure each director and officer against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director and officer of the Company, other than as a result of conduct involving a willful breach of duty in relation to the Company. The agreement contains a prohibition on disclosure of the amount of the premium and the nature of the liabilities under the policy.

Indemnification of Auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, RSM Australia Partners, as part of the terms of its audit engagement agreement, against claims by third parties arising from the audit (for an unspecified amount). No payments have been made to indemnify RSM Australia Partners to the date of this report.

Non-Audit Services

The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors ensure that:

- non-audit services are reviewed and approved to ensure that the provision of such services does not adversely affect the integrity and objectivity of the auditor, and
- audit services do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

The total remuneration for audit and non-audit services provided during the prior and current financial years is set out in note 20 of the consolidated financial statements.

Auditor's Independence Declaration

The auditor's independence declaration as required under section 307C of the *Corporations Act 2001*, is set-out on page 40 of this report.

Rounding

The amounts contained in this report and in the consolidated financial statements have been rounded to the nearest $1,000 (unless otherwise stated) under the option available to the Company under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. The Company is an entity to which the legislative instrument applies.

Corporate Governance

The directors of EcoGraf are responsible for the corporate governance of the Company and have applied ASX Corporate Governance Principles in a manner that is appropriate to the Company's circumstances.

The Company's corporate governance statement is available on the Company's website at **www.ecograf.com.au.**

Remuneration Report (Audited)

1. INTRODUCTION

The following sections provide details of the remuneration paid to key management personnel by the Company and its controlled entities for the year ended 30 June 2024. It forms part of the directors' report and has been audited in accordance with section 308C of the *Corporations Act 2001.*

Key management personnel (KMP) are those persons who, directly or indirectly, have authority and responsibility for planning, directing and controlling the major activities of the consolidated entity and include:

Key management personnel	Position	Tenure during the year
Non-executive directors		
Robert Pett	Non-Executive Chair	Full financial year
John Conidi	Non-Executive Director	Full financial year
Keith Jones	Non-Executive Director	Full financial year
Executives		
Andrew Spinks	Managing Director	Full financial year
Howard Rae	Chief Financial Officer & Joint Company Secretary	Full financial year
Dale Harris	Chief Operating Officer	1 July 2023 – 10 November 2023

2. REMUNERATION GOVERNANCE FRAMEWORK

The remuneration structure adopted by the Company has been designed to promote alignment between the objectives and interests of shareholders, directors and executives. Accordingly, as the Company's key projects have not yet reached the operational phase, a greater emphasis is placed on rewarding performance through equity in the Company which preserves cash resources and is linked to the creation of shareholder value.

2.1 Remuneration principles

Key principles that guide decisions about remuneration are:

- **Fairness:** provide a fair level of reward to all employees;
- **Transparency:** establish transparent links between reward outcomes and performance;
- **Alignment:** promote mutually beneficial outcomes by aligning employee, customer and shareholder interests; and
- **Culture:** drive leadership performance and behaviours that promote safety, diversity and employee engagement.

2.2 Remuneration governance

The Company has established a Nomination and Remuneration Committee comprised only of its three non-executive directors, with Mr Keith Jones as its chairperson. The Nomination and Remuneration Committee operates under an approved Charter, a copy of which is contained in the Corporate Governance Plan available on the Company's website.

The Company also engages external consultants to periodically review its remuneration arrangements to ensure they remain effective and appropriate for the nature of its business activities and align with the interests of shareholders and current market practices adopted by similar organisations.

2.3 Use of remuneration consultants

As noted above, periodically the directors may seek independent external advice on the appropriateness of KMP remuneration arrangements. During the year ended 30 June 2024, the Board engaged The Reward Practice Pty Ltd to undertake a review of remuneration arrangements. No remuneration recommendations, as defined by the Corporations Act, were provided during the year ended 30 June 2024.

Directors' Report

3. EXECUTIVE REMUNERATION ARRANGEMENTS

A combination of fixed and variable reward is provided to executives, based on their responsibility within the Company in relation to the achievement of its strategic objectives and capacity to contribute to the creation of shareholder value.

The components of executive KMP remuneration consist of fixed remuneration and variable equity-based short and long-term incentive arrangements. The following table presents a summary of remuneration components for executive KMP for the year ended 30 June 2024.

	Fixed remuneration	Equity-based, variable / at risk remuneration	
Purpose	Provide fair remuneration to recognise executive responsibilities and impact on the business.	Assist the attraction, retention and incentivisation of executives in a cash efficient manner and enable the Company to develop its graphite businesses and grow long-term shareholder value.	
How the remuneration is delivered and assessed?	Cash Remuneration level is reviewed annually by the Board and may be adjusted based on the practices adopted by similar companies and changes in responsibilities and scope	STI Equity-based Awarded annually based on performance against KPIs. See 3.1 for further details.	LTI Equity-based Securities may be granted to executives which will vest based on achievement of the Company's long-term objectives.

3.1 Equity-based incentive arrangements

On 27 November 2023 shareholders approved the adoption of the Company's Securities Plan, replacing the Incentive Performance Rights Plan. The EcoGraf Securities Plan incorporates regulatory changes related to the employee share scheme (ESS) regime under the Corporations Act, and is designed to assist recruit, retain and incentivise key personnel who have the necessary skills and experience to enable the Company to effectively develop its graphite businesses and to grow shareholder value.

The Company is at a critical stage in its growth as it advances its key natural flake graphite and battery anode material projects to development and operations. The international graphite industry is also evolving rapidly to support the demand for lithium-ion batteries in electric vehicles and the retention of specialised skills is essential to the Company's future success.

To achieve this outcome, the Company believes that incentivising and rewarding performance and the achievement of its key objectives through non-cash equity arrangements is the most effective remuneration structure because it preserves the Company's cash resources and aligns the interests of personnel with those of all shareholders.

Short-term incentive (STI)

The STI arrangements involve the offer of an equity-based award to eligible personnel for the achievement of key objectives each year, with the determination of the amount (if any) made after the end of the year. To preserve the Company's cash resources, any award of STI is settled by the issue of the Company's securities.

Performance is assessed against a set of agreed key performance indicators (KPIs) using a balanced scorecard of corporate and individual targets. The Company sets pre-determined threshold, target and stretch objectives for each of the KPIs and the STI opportunity is based on a percentage of fixed annual remuneration that's determined on the basis of external advice and prevailing practices adopted by similar companies.

The entitlement to any STI is subject to the directors' right to impose a gateway modifier relating to safety, environmental, social and governance performance.

Long-term incentive (LTI)

The LTI incentive arrangements involve the offer of equity-based awards in the form of the Company's securities, to eligible participants which are subject to pre-determined performance conditions that are required to be achieved prior to vesting, using a target rolling performance period of 3-5 years. The performance conditions are set to promote achievement of the Company's strategic objectives relating to development of the Epanko Graphite Project and the EcoGraf HFfree™ battery anode materials business.

The number of securities offered to an individual is based on external advice, the prevailing practices adopted by similar companies and the potential for the individual, through their position, skills and experience, to create long-term shareholder value.

4. EXECUTIVE REMUNERATION OUTCOMES

4.1 Financial performance

The table below sets out information about the Company's results and movements in shareholder value for the past five years up to and including the current financial year. The historic numbers have not been assessed and adjusted for the impact of the new accounting standards.

	30 June 2024	30 June 2023	30 June 2022	30 June 2021	30 June 2020
Net loss after tax ($'000)	(5,705)	(7,299)	(7,505)	(5,514)	(2,769)
Share price at end of year ($)	0.12	0.14	0.25	0.57	0.07
Basic loss per share (cents)	(1.25)	(1.62)	(1.67)	(1.40)	(0.91)

4.2 Realised executive remuneration

The following table discloses the total realised cash and non-cash remuneration of executive KMP, comprising fixed annual remuneration, other amounts received and the value of equity-based incentives which vested during the reporting period, calculated based on the Company's closing share price on the applicable vesting date. This disclosure is voluntary and aims to provide shareholders with additional information for evaluating the effective value of executive KMP remuneration. This table differs from the statutory remuneration tables in section 7 which are prepared in accordance with the Corporations Act 2001 and Australian Accounting Standards.

Executives	Fixed annual remuneration, inclusive of superannuation $	Other amounts received[1] $	Vested equity-based incentives[2] $	Total $
2024				
Andrew Spinks	440,000	-	52,274	492,274
Howard Rae	430,000	-	61,592	491,592
Dale Harris[1]	142,423	25,676	-	168,099
TOTAL	**1,012,423**	**25,676**	**113,866**	**1,151,965**
2023				
Andrew Spinks	355,875	-	36,141	392,016
Howard Rae	400,000	-	35,770	435,770
Dale Harris	448,214	-	-	448,214
TOTAL	**1,204,089**	**-**	**71,911**	**1,276,000**

1 D Harris resigned on 10 November 2023 and received an adjusted cash payment in lieu of his STI entitlement.

2 STI performance rights granted and vested in the relevant financial year.

4.3 Equity-based variable/at risk remuneration outcomes

For the year ended 30 June 2024

Executive KMP performance was assessed against a combination of corporate and personal KPIs as follows:

Corporate KPIs	Weight[1]	Assessment measures
Operational		
• Project development – Epanko	10%	Delivery of outcomes vs business plan
• Project development – BAM and recycling	10%	
Financial		
• Financial management	10%	Delivery of outcomes vs budget
• Corporate and project funding	10%	Epanko financing progress
ESG		
• Safety	10%	High potential incidents
• Community	5%	Social licence and RAP progress
• Sustainability	5%	Sustainability strategy and diversity

1 +/- 25% for threshold or stretch outcomes.

Personal KPIs comprised a mix of behavioural and functional assessments with a 40% weighting for target performance, modified +/- 25% for threshold or stretch outcomes.

As the determination of any STI is conducted after the end of the financial year, an estimate of the share-based payment expense relating to the STI arrangements has been recognised in the financial statements and is included in the statutory remuneration tables in section 7.

For the year ended 30 June 2023

In the prior financial year the measurement of short-term performance of executive KMP was determined through the achievement of outcomes across four key business areas as outlined in the following table:

KPI category and weighting	Weight	KPI areas of assessment
Business development	30%	Effective advancement of the Company's graphite businesses towards construction and operations, including completion of studies, early works programs, entering into contractual arrangements with constructors, operators, suppliers and customers, securing support from financiers and obtaining positive Government cooperation.
Financial management	20%	Delivery against annual financial budgets, including effective cost control whilst achieving business objectives, accessing working capital on a timely and cost-effective basis and protecting the Company from financial loss.
Organisational development	20%	Building organisational capacity and resilience, through effective human resource management, establishing appropriate operating structures to support planned expansion, developing a positive corporate reputation with stakeholders and overcoming adverse external impacts on the business.
Innovation and continuous improvement	30%	Driving on-going progress in process and product development, leveraging partnerships with Government and commercial organisations to explore new technologies and markets that will add value and identifying opportunities to continuously enhance and grow the business.

As a result of the assessment process, STI performance rights were awarded to executive KMP as follows:

Executives	Potential STI % of Fixed Annual Remuneration (FAR)	Performance score	STI award value	Number of performance rights	Grant date	Expiry date	Fair value per Performance Right at grant date
Andrew Spinks	40% of FAR	70%	$99,645	360,510	19 Jan 2024	19 Jan 2029	$0.145
Howard Rae	40% of FAR	76%	$121,600	439,942	23 Oct 2023	15 Nov 2028	$0.140

A total of 3,779,375 performance rights were issued to executive KMP under LTI arrangements during the year ended 30 June 2024, the terms and conditions of which are set-out below:

Grant date	Expiry date	Vesting milestones	Fair value per Performance Right at grant date
22 Dec 2023	22 Dec 2028	30% of Performance Rights vest upon achieving the 20-day VWAP of the Company's Shares being equal to or greater than $0.30	$0.118
		30% of Performance Rights vest upon achieving the 20-day VWAP of the Company's Shares being equal to or greater than $0.40	$0.111
		20% of the Performance Rights vest upon production of battery anode material from the product qualification facility	$0.135
		20% of the Performance Rights vest upon the commencement of construction of the Company's: (a) Epanko Graphite Project; or (b) commercial scale Battery Anode Material Facility	$0.135
19 Jan 2024	19 Jan 2029	30% of Performance Rights vest upon achieving the 20-day VWAP of the Company's Shares being equal to or greater than $0.30	$0.126
		30% of Performance Rights vest upon achieving the 20-day VWAP of the Company's Shares being equal to or greater than $0.40	$0.118
		20% of the Performance Rights vest upon production of battery anode material from the product qualification facility	$0.145
		20% of the Performance Rights vest upon the commencement of construction of the Company's: (a) Epanko Graphite Project; or (b) commercial scale Battery Anode Material Facility	$0.145

Section 8.2 contains further details of the performance rights granted to KMP during the year. The fair value of the performance rights at grant date is independently determined using an option pricing model.

5. EXECUTIVE EMPLOYMENT AGREEMENTS

The remuneration and other conditions of employment of executives are formalised in employment contracts that specify duties and obligations to be fulfilled and provide for an annual review of remuneration. Executive KMP termination notice periods and payment provisions are as follows:

	Resignation	Termination for cause	Termination in case of death, disablement, redundancy or notice without cause	Termination payment
Andrew Spinks	6 months	None	1 month	3 months
Howard Rae	3 months	1 month	3 months	3 months

6. NON-EXECUTIVE DIRECTOR REMUNERATION

6.1 Fees

Non-executive director fees are set to attract and retain persons with the experience and skills necessary to oversee the Company's business activities and to guide its growth and development into a successful mining and mineral processing company.

The current fee is $110,000 per annum (inclusive of superannuation) for the role of Chairperson and $90,000 per annum (inclusive of superannuation, where applicable) for other non-executive directors. Non-executive directors may be paid additional amounts for special duties or exertions (consultancy services outside of director's duties) and are entitled to be reimbursed for reasonable out-of-pocket expenses incurred in the course of their duties.

6.2 Maximum aggregate amount

Total fees payable to all non-executive directors, excluding amounts for special exertion or the reimbursement of reasonable business expenditures, must not exceed $600,000 per annum, in accordance with the approval provided by shareholders on 27 November 2023.

6.3 Equity grants to non-executive directors

From time to time, the Board may approve the grant of equity to non-executive directors, reflecting the higher risks associated with the pre-production stage of the Company's activities and the need to attract and retain specialist director skills and experience to guide it through project implementation and into successful operations. There were no securities issued to the directors during the year ended 30 June 2024 (2023: 1,000,000).

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7. STATUTORY REMUNERATION DISCLOSURES

Details of the remuneration of the key management personnel of the consolidated entity are set out in the following table.

	Short-term benefits			Long-term benefits		Share-based payments[2]				
2024	Salary/ Fees $	Other payments[1] $	Annual leave $	Super-annuation $	Long Service Leave $	FY23 STI $	FY24 STI[3] $	LTI[4] $	Total $	Linked to equity %
Non-executive directors										
Robert Pett	99,062	-	-	10,938	-	-	-	25,927	135,927	19%
John Conidi	90,000	-	-	-	-	-	-	25,927	115,927	22%
Keith Jones	81,051	-	-	8,949	-	-	-	-	90,000	-
Executives										
Andrew Spinks	412,500	-	17,307	27,500	9,778	52,274	118,451	127,242	765,052	39%
Howard Rae	402,500	-	5,085	27,500	7,344	61,592	121,620	294,054	919,695	52%
Dale Harris[1]	131,070	25,676	5,915	11,353	(617)	-	-	(54,123)	119,274	-
Total	**1,216,183**	**25,676**	**28,307**	**86,240**	**16,505**	**113,866**	**240,071**	**419,027**	**2,145,875**	**36%**

1. *D Harris resigned on 10 November 2023 and received an adjusted cash payment in lieu of his STI entitlement.*
2. *Includes the non-cash value of performance right and loan share equity remuneration arrangements during the financial year under AASB2 Share-based payments.*
3. *As the STI determination is conducted after the end of the financial year, the share-based payments above include an estimate of the expense relating to the STI arrangements for the year ended 30 June 2024.*
4. *LTI share-based payment expenses include the following:*
   a) *Unvested performance rights that are subject to the achievement of certain performance conditions linked to the Company's key strategic objectives. Under AASB2 Share-based payments, the fair value of performance rights is determined at grant date and is recognised as an expense over the estimated vesting period, based on when the vesting conditions are expected to be met. As a result, the LTI amounts reported include $123,871 for unvested performance rights granted in the previous year and $139,056 for unvested performance rights granted in the current year.*
   b) *Extension of the repayment date of non-cash loans relating to shares previously issued under the Company's Share Plan. As the share price on the loan repayment date was less than the issue price, the Company has elected to extend the repayment date to avoid losing the benefit of the full cash repayment, resulting in a share-based payment expense of $156,100 being recognised during the current year. Shares issued under the Share Plan via non-cash loans are subject to a holding-lock until the loan is repaid.*

Details of the total realised cash and non-cash remuneration of executive KMP is set-out in section 4.2 of this Remuneration Report.

	Short-term benefits			Long-term benefits		Share-based payments[3]			
2023	Salary/ Fees $	Other payments $	Annual leave $	Super-annuation $	Long Service Leave $	FY22 STI $	LTI $	Total $	Linked to equity %
Non-executive directors									
Robert Pett	99,322	-	-	10,678	-	-	12,963	122,963	11%
John Conidi	80,000	-	-	-	-	-	12,963	92,963	14%
Keith Jones[1]	8,465	-	-	931	-	-	-	9,396	-
Executives									
Andrew Spinks	328,375	-	13,098	27,500	2,747	36,141	150,314	558,175	33%
Howard Rae	373,000	-	4,956	27,000	4,078	35,770	160,689	605,493	32%
Dale Harris[2]	423,022	-	(5,915)	25,192	617	-	53,883	496,799	11%
Total	**1,312,184**	**-**	**12,139**	**91,301**	**7,442**	**71,911**	**390,812**	**1,885,789**	**25%**

1. *K Jones was appointed 23 May 2023.*
2. *D Harris was appointed 4 July 2022.*
3. *Includes the non-cash value of performance right and loan share equity remuneration arrangements during the financial year under AASB2 Share-based payments.*

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8. ADDITIONAL DISCLOSURES RELATING TO SHARES AND PERFORMANCE RIGHTS

8.1 Number of shares

	Balance at 1 July 2023	Movement during the year	Balance at 30 June 2024
Non-executives			
Robert Pett	3,454,615	-	3,454,615
John Conidi	3,019,402	-	3,019,402
Keith Jones	85,000	-	85,000
Executives			
Andrew Spinks	11,998,822 [1]	-	11,998,822 [1]
Howard Rae	3,150,000 [2]	2,698,360 [4]	5,848,360 [2]
Dale Harris[3]	-	-	-
Total	**21,707,839**	2,698,360	**24,406,199**

1. Includes 2,000,000 shares issued under the former employee share plan.
2. Includes 3,000,000 shares issued under the former employee share plan.
3. D Harris resigned 10 November 2023.
4. Issue of shares as a result of performance rights exercised.

8.2 Number of performance rights

	Balance at 1 July 2023		Granted[2]		Exercised		Lapsed	Balance at 30 June 2024	
	STI	LTI	STI	LTI	STI	LTI	LTI	STI	LTI
Non-executives									
Robert Pett	-	1,750,000	-	-	-	-	-	-	1,750,000
John Conidi	-	1,750,000	-	-	-	-	-	-	1,750,000
Keith Jones	-	-	-	-	-	-	-	-	-
Executives									
Andrew Spinks	485,100	2,738,908	360,510	1,779,375	-	-	-	845,610	4,518,283
Howard Rae	483,418	2,768,787	439,942	2,000,000	(923,360)	(1,775,000)	-	-	2,993,787
Dale Harris[1]	-	1,744,862	-	-	-	-	(1,744,862)	-	-
Total	**968,518**	**10,752,557**	**800,452**	**3,779,375**	**(923,360)**	**(1,775,000)**	**(1,744,862)**	**845,610**	**11,012,070**

1. D Harris resigned 10 November 2023.

2. Refer to 4.3 on performance outcomes.

8.3 Loans to key management personnel

There were no loans granted to key management personnel during the year ended 30 June 2024 (2023: Nil).

8.4 Other transactions with key management personnel

There were no other transactions with key management personnel of the consolidated entity, including their personally related parties during the year ended 30 June 2024 (2023: Nil).

END OF REMUNERATION REPORT

Shares under Performance Rights

Unissued ordinary shares in the Company under performance rights, with no exercise price, at the date of this report are as follows:

Date of grant	Expiry date	Number of Performance Rights
20 January 2021	19 January 2026	4,675,000
8 December 2021	7 December 2027	320,825
8 December 2021	7 December 2026	500,000
29 November 2022[1]	29 December 2027	1,000,000
21 February 2023	21 February 2028	2,121,970
22 December 2023	22 December 2028	2,000,000
19 January 2024	19 January 2029	2,139,885
21 February 2024	22 February 2029	1,700,000
Total		**14,457,680**

1 *Date of shareholders' approval.*

Shares Issued on the Vesting of Performance Rights

During the financial year and up to the date of the report, the following ordinary shares of the Company were issued on exercise of Performance Rights granted by the Company:

Date of grant	Number of Performance Rights exercised
12 July 2023	2,258,418
17 November 2023	1,439,942
Total	**3,698,360**

Shares Under Options

There are no unissued ordinary shares in the Company under options at the date of this report.

Signed in accordance with a resolution of the directors made pursuant to s298 (2) of *Corporations Act 2001*.

Andrew Spinks
Managing Director

Perth, 26 September 2024

Auditor's Independence Declaration

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of EcoGraf Limited for year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

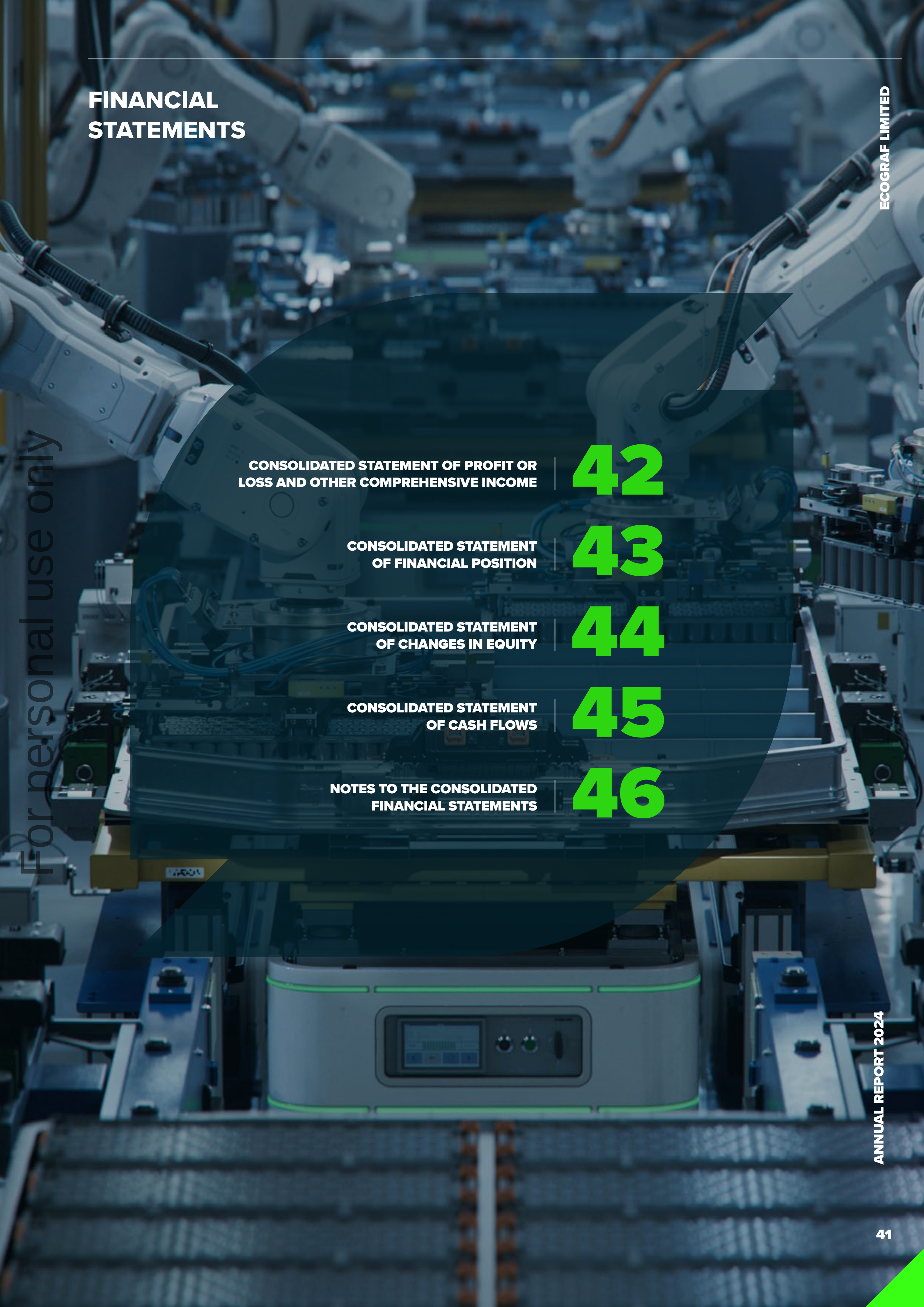
(ii) any applicable code of professional conduct in relation to the audit.

RSM

RSM AUSTRALIA

TUTU PHONG
Partner

Perth, WA
Dated: 26 September 2024



FINANCIAL STATEMENTS

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 30 June 2024

	Note	2024 $'000	2023 $'000
Revenue			
Other income	5	1,996	1,039
Interest income		1,490	1,289
		3,486	2,328
Expenses			
Corporate and administrative expenses		(2,505)	(3,170)
Depreciation	10	(105)	(17)
Downstream processing expenses		(2,926)	(2,868)
Employee benefits		(2,201)	(2,374)
Exploration and evaluation expense		(431)	(561)
Share-based payments expense	18	(923)	(625)
Finance charges	13	(16)	-
Foreign exchange losses (net)		(84)	(12)
		(9,191)	(9,627)
Loss before income tax		**(5,705)**	**(7,299)**
Income tax expense	6	-	-
Loss after income tax for the year		**(5,705)**	**(7,299)**
Other comprehensive (loss)/ income			
Items that may be reclassified subsequently to profit or loss			
Exchange differences arising on translation of foreign operations		(3,304)	1,698
Other comprehensive (loss)/ income for the year		**(3,304)**	1,698
Total comprehensive loss for the year, net of income tax		**(9,009)**	**(5,601)**
Loss for the year attributable to:			
Owners of the Company		(5,657)	(7,299)
Non-controlling interest	17	(48)	-
		(5,705)	**(7,299)**
Total comprehensive loss for the year attributable to:			
Owners of the Company		(8,950)	(5,601)
Non-controlling interest	17	(59)	-
		(9,009)	**(5,601)**
Loss per share attributable to the owners of the Company			
Basic and diluted loss per share (cents per share)	7	(1.25)	(1.62)

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

Consolidated Statement of Financial Position

as at 30 June 2024

	Note	2024 $'000	2023 $'000
Assets			
Current assets			
Cash and cash equivalents	8	25,459	38,606
Other receivables		546	137
Prepayments		321	320
Total current assets		**26,326**	**39,063**
Non-current assets			
Exploration and evaluation assets	9	29,292	22,975
Property, plant and equipment	10	269	53
Total non-current assets		**29,561**	**23,028**
Total assets		**55,887**	**62,091**
Liabilities			
Current liabilities			
Trade and other payables	11	2,167	1,603
Deferred revenue	12	1,712	1,044
Lease liability	13	99	-
Provisions	14	242	244
Total current liabilities		**4,220**	**2,891**
Non-current liabilities			
Other payables	11	668	263
Lease liability	13	129	-
Provisions	14	60	41
Total non-current liabilities		**857**	**304**
Total liabilities		**5,077**	**3,195**
Net assets		**50,810**	**58,896**
Equity			
Contributed equity	15	99,834	99,834
Reserves	16	8,833	11,203
Accumulated losses		(57,798)	(52,141)
Equity attributable to the owners of the Company		**50,869**	**58,896**
Non-controlling interest	17	(59)	-
Total equity		**50,810**	**58,896**

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	Accumulated losses $'000	Foreign currency translation reserve $'000	Loan share reserve $'000	Share-based payments reserve $'000	Non-controlling interest $'000	Total $'000
Balance at 30 June 2022	**99,834**	**(44,842)**	**-**	**(1,399)**	**9,825**	**-**	**63,418**
Loss for the year	-	(7,299)	-	-	-	-	(7,299)
Other comprehensive income	-	-	1,698	-	-	-	1,698
Total comprehensive loss for the year	**-**	**(7,299)**	**1,698**	**-**	**-**	**-**	**(5,601)**
Transactions with owners in their capacity as owners							
Share plan shares cancelled/ released	-	-	-	454	-	-	454
Share based payment expense	-	-	-	-	625	-	625
Balance at 30 June 2023	**99,834**	**(52,141)**	**1,698**	**(945)**	**10,450**	**-**	**58,896**
Loss for the year	-	(5,657)	-	-	-	(48)	(5,705)
Other comprehensive loss	-	-	(3,293)	-	-	(11)	(3,304)
Total comprehensive loss for the year	**-**	**(5,657)**	**(3,293)**	**-**	**-**	**(59)**	**(9,009)**
Transactions with owners in their capacity as owners							
Share based payment expense	-	-	-	-	923	-	923
Balance at 30 June 2024	**99,834**	**(57,798)**	**(1,595)**	**(945)**	**11,373**	**(59)**	**50,810**

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

Consolidated Statement of Cash Flows

for the year ended 30 June 2024

	Note	2024 $'000	2023 $'000
Operating Activities			
Research and development tax credit received		1,097	1,039
Government grant received, inclusive of GST		1,723	1,149
Payments to suppliers and employees, inclusive of GST/ VAT		(8,181)	(9,912)
Net cash flows used in operating activities	8	**(5,361)**	**(7,724)**
Investing Activities			
Payments for exploration and evaluation		(9,166)	(2,100)
Payment for property, plant and equipment		(20)	(17)
Interest received		1,490	1,289
Proceeds from maturity of term deposits		-	40,000
Net cash flows (used in)/ from investing activities		**(7,696)**	**39,172**
Financing Activities			
Repayment of share plan loans		-	454
Repayment of lease liability		(90)	-
Net cash flows from financing activities		**(90)**	**454**
Net (decrease)/ increase in cash and cash equivalents held		(13,147)	31,902
Cash and cash equivalents at beginning of the year		38,606	6,728
Foreign exchange movement on cash and cash equivalents		-	(24)
Cash and cash equivalents at end of the year	8	**25,459**	**38,606**

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

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

1. Company Information

The consolidated financial statements of EcoGraf Limited and its subsidiaries (collectively, "the consolidated entity" or "the Group") for the year ended 30 June 2024 were authorised for issue in accordance with a resolution of the directors on 26 September 2024.

EcoGraf Limited ("the Company" or "the parent") is a for profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange and Frankfurt Stock Exchange. It has activities in Australia and Tanzania, with the country of domicile being Australia and the registered office located in Australia.

The nature of the operations and principal activities of the consolidated entity are described in the directors' report.

2. Basis of Preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

The financial report has been prepared on a historical cost basis.

These consolidated financial statements are presented in Australian dollars. All amounts have been rounded to the nearest thousand, unless otherwise stated in accordance with ASIC Corporations (Rounding In Financial/Directors' Reports) Instrument 2016/191.

3. Material Accounting Policies

The accounting policies that are material to the consolidated entity are set out below and in the various notes to the consolidated financial statements. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 30 June 2024. Subsidiaries are entities that are controlled by the Company. Control is achieved when the Company is exposed to, or has rights to, variable returns from its involvement with its subsidiaries and has the ability to affect those returns through its capacity to direct the activities of its subsidiaries.

Specifically, the consolidated entity controls a subsidiary if, and only if, the consolidated entity has:

- power over the subsidiary (i.e., existing rights that give it the current ability to direct the relevant activities of the subsidiary);
- exposure, or rights, to variable returns from its involvement with the subsidiary;
- the ability to use its power over the subsidiary to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the consolidated entity has less than a majority of the voting or similar rights of an subsidiary, the consolidated entity considers all relevant facts and circumstances in assessing whether it has power over a subsidiary, including:

- the contractual arrangement(s) with the other vote holders of the subsidiary;
- rights arising from other contractual arrangements;
- the consolidated entity's voting rights and potential voting rights.

The consolidated entity re-assesses whether or not it controls an entity if facts and circumstances indicate that there is a change to the elements of control. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the consolidated entity gains control until the date the consolidated entity ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to align to their accounting policies with the consolidated entity. All consolidated entity assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the consolidated entity are eliminated in full on consolidation.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

b) Foreign currency transactions and balances

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian Dollars, which is the Company's functional currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Foreign subsidiaries

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

c) New accounting standards and interpretations

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

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

d) Critical accounting estimates and judgements

The directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and generated internally by the consolidated entity. Refer to the following notes for judgements and estimates made:

- Note 5 Other income
- Note 9 Recoverability of exploration and evaluation costs
- Note 11 Trade and other Payables
- Note 14 Provisions
- Note 18 Share-based payments

4. Segment information

Information reported to the chief operating decision maker (CODM) for the purpose of resource allocation and assessment of segment performance focuses on the geographical location of the Group's principle activities, which are located in Tanzania and Australia.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

	Australia $'000	Tanzania $'000	Consolidated $'000
2024 Results			
Segment income	3,486	-	3,486
Segment expenses			
Corporate and administrative expenses	(2,048)	(457)	(2,505)
Depreciation	(92)	(13)	(105)
Downstream processing expense	(2,926)	-	(2,926)
Employee benefits	(2,147)	(54)	(2,201)
Exploration and evaluation expense	-	(431)	(431)
Share-based payments expense	(923)	-	(923)
Finance charges	(16)	-	(16)
Foreign exchange losses (net)	(17)	(67)	(84)
Segment results	**(4,683)**	**(1,022)**	**(5,705)**

	Australia $'000	Tanzania $'000	Consolidated $'000
2023 Results			
Segment income	2,328	-	2,328
Segment expenses			
Corporate and administrative expenses	(2,796)	(374)	(3,170)
Depreciation	(11)	(6)	(17)
Downstream processing expense	(2,868)	-	(2,868)
Employee benefits	(2,374)	-	(2,374)
Exploration and evaluation expense	-	(561)	(561)
Share-based payments expense	(625)	-	(625)
Foreign exchange losses (net)	(19)	7	(12)
Segment results	**(6,365)**	**(934)**	**(7,299)**

	Australia $'000	Tanzania $'000	Consolidated $'000
30 June 2024			
Assets			
Exploration and evaluation assets	-	29,292	29,292
Property, plant and equipment	239	30	269
Segment non-current assets	239	29,322	29,561
Unallocated assets:			
Cash and cash equivalents			25,459
Other receivables			546
Prepayments			321
Total assets			**55,887**
Liabilities			
Segment liabilities	(3,141)	(1,936)	(5,077)
Total liabilities			**(5,077)**

	Australia $'000	Tanzania $'000	Consolidated $'000
30 June 2023			
Assets			
Exploration and evaluation assets	-	22,975	22,975
Property, plant and equipment	24	29	53
Segment non-current assets	24	23,004	23,028
Unallocated assets:			
Cash and cash equivalents			38,606
Other receivables			137
Prepayments			320
Total assets			**62,091**
Liabilities			
Segment liabilities	(2,430)	(765)	(3,195)
Total liabilities			**(3,195)**

Accounting policy

Operating segments are presented on the same basis as the internal reports provided to the chief operating decision maker who is responsible for the allocation of resources to operating segments and for assessing their performance.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

5. Other Income

	2024 $'000	2023 $'000
Research and development tax credit	1,097	1,039
Government grant	899	-
	1,996	**1,039**

Accounting policy

Research and development tax credits are recognised when they can be reliably measured and it is certain that the credit will be received.

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Judgements and estimates

The government grant relates to the funding received under the Critical Minerals Development Program to establish the Product Qualification Facility. The grant received is initially recognised as deferred revenue and is recognised as income on a systematic basis over the periods that the related costs for which it is intended to compensate, are expensed.

6. Income Tax

	2024 $'000	2023 $'000
a) Reconciliation between Tax Expense and Loss before Income Tax		
Loss before Income Tax	(5,705)	(7,299)
At Australia's statutory income tax rate of 30% (2023: 30%)	(1,712)	(2,190)
Amounts not deductible/ (assessed) for income tax	437	505
Over-provision of prior year current income tax	430	699
Deferred tax asset not recognised	845	986
Income tax expense	-	-
b) Deferred Income Tax		
Deferred income tax at balance date relates to the following:		
Deferred tax asset		
Tax losses available to offset against future taxable income	15,819	15,237
Blackhole expenditure available for future deduction	307	665
Other temporary differences	246	75
	16,372	15,977
Deferred tax liabilities		
Exploration and evaluation assets	(6,572)	(5,944)
	(6,572)	(5,944)
Deferred tax recognised in equity		
Foreign exchange translation differences recognised in equity	(1,014)	187
	(1,014)	187
Net deferred tax	8,786	10,220
Deferred tax asset not recognised	(8,786)	(10,220)
	-	-

At the reporting date, the Group has unrecognised tax losses of $52,732,000 (2023: $50,789,000) that are available for offset against future taxable profits. Tax losses in Australia and Tanzania do not expire.

Accounting policy

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the consolidated entity operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is recognised for all taxable temporary differences, except:

- when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and at the time of the transaction, it affects neither the accounting profit nor taxable profit or loss; or
- in respect of temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

7. Loss Per Share

	2024	2023
Data used in the basic loss per share computations:		
Net loss used in calculating basic and diluted loss per share (A$'000)	(5,657)	(7,299)
Weighted average number of ordinary shares	453,401,136	450,333,459
Basic and diluted loss per share (cents)	(1.25)	(1.62)

Accounting policy

Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to the owners of EcoGraf Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

Accounting policy

Diluted earnings per share

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

Judgements and estimates

Performance Rights with the potential to be converted to ordinary shares are not included in the calculation of diluted loss per share as they are not dilutive.

8. Cash and Cash Equivalents

	2024 $'000	2023 $'000
Cash at bank and on hand	25,459	38,606
	25,459	**38,606**

a) Reconciliation of cash flow used in operations with loss for the year

	2024 $'000	2023 $'000
Loss for the year	(5,705)	(7,299)
Adjustments for:		
Interest income	(1,490)	(1,289)
Depreciation	105	17
Finance charges	16	-
Share based payment expense	923	625
Changes in assets and liabilities:		
(Increase)/ decrease in other receivables and prepayments	(119)	104
Increase/ (decrease) in trade and other payables	59	(978)
Increase in provisions	26	52
Increase in deferred revenue	824	1,044
Net cash flows used in operating activities	**(5,361)**	**(7,724)**

b) Non-cash investing and financing activities

	2024 $'000	2023 $'000
Investing activities		
Additions to the right-of-use assets	302	-
Financing activities		
Acquisition of leases	(302)	-

Accounting policy

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of 3 months or less.

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9. Exploration and Evaluation Assets

	2024 $'000	2023 $'000
Opening balance at the beginning of the year	22,975	18,403
Capitalised expenditure at cost	9,700	2,898
Foreign exchange movement on exploration and evaluation asset	(3,383)	1,674
Balance at 30 June	**29,292**	**22,975**

Accounting policy

Exploration and evaluation activities involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource in an individual geological area ("area of interest").

Exploration and evaluation activities include:

- Researching and analysing historical exploration data;
- Gathering exploration data through geophysical studies;
- Exploratory drilling and sampling;
- Determining and examining the volume and grade of the resource;
- Surveying transportation and infrastructure requirements; and
- Conducting mining and evaluation studies.

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development of an area of interest, or by its sale, or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Otherwise, the expenditure is expensed as incurred.

Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written-off in the year in which the decision is made.

Once the technical feasibility and commercial viability of the extraction of minerals resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then transferred to mine properties and development.

Payments for exploration and evaluation expenditure are recorded net of any government grants.

Judgements and estimates

Epanko project

All expenditures related to this project are capitalised, as these expenditures are expected to be recovered through successful development of the project.

All other projects

All exploration and evaluation expenditures associated with other projects have been expensed in the period in which they are incurred.

Recoverability of the carrying amount of exploration and evaluation assets is regularly reviewed, which is dependent on the successful development and commercial exploitation of areas of interest and the sale of minerals, or the sale of the respective areas of interest.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

10. Property, Plant and Equipment

	Plant & equipment $'000	Motor Vehicles $'000	Office equipment and furniture $'000	Right-of-use assets $'000	Total $'000
Cost	22	68	97	302	489
Accumulated depreciation	(18)	(56)	(62)	(84)	(220)
Net carrying amount	**4**	**12**	**35**	**218**	**269**
Carrying amount at 1 July 2022	**2**	**17**	**28**	**-**	**47**
Additions	-	-	20	-	20
Disposals	-	-	(3)	-	(3)
Depreciation expense	(1)	(4)	(12)	-	(17)
Foreign exchange movement on property, plant and equipment	1	6	(1)	-	6
Carrying amount at 30 June 2023	**2**	**19**	**32**	**-**	**53**
Additions	-	-	23	302	325
Depreciation	(2)	(3)	(16)	(84)	(105)
Foreign exchange movement on property, plant and equipment	4	(4)	(4)	-	(4)
Carrying amount at 30 June 2024	**4**	**12**	**35**	**218**	**269**

The right-of-use asset relates to the lease of the Corporate office under a three-year agreement.

11. Trade and Other Payables

	2024 $'000	2023 $'000
Current		
Trade payables	1,528	1,369
Accrued expenses	563	184
Other payables	76	50
	2,167	**1,603**
Non-current		
Other payables	668	263

Judgements and estimate

The non-current other payables relate to withholding tax on services payable to the Tanzanian Revenue Authority for services rendered by EcoGraf Ltd to its Tanzanian subsidiaries. Payment on this tax becomes due when payment of the services occur, which is anticipated not to occur within the next 12 months.

12. Deferred Revenue

	2024 $'000	2023 $'000
Opening balance of the beginning of the year	1,044	-
Government grant received in advance	1,567	1,044
Recognised as revenue	(899)	-
Balance at 30 June	**1,712**	**1,044**

Refer to note 5 on the accounting policy related to government grants.

13. Lease Liability

	2024 $'000	2023 $'000
Current	99	-
Non-current	129	-
	228	**-**
Maturity analysis		
Within one year	111	-
Later than one year and not later than five years	134	-
	245	-
Less: unearned finance cost	(17)	-
Carrying amount at the end of the year	**228**	**-**

a) Amounts recognised in profit or loss

	2024 $'000	2023 $'000
Amount recognised in profit or loss arising from leases:		
Interest expense on lease liabilities	16	-
Depreciation on right-of-use assets	84	-

14. Provisions

	2024 $'000	2023 $'000
Current		
Employee entitlements	200	244
Other provisions	42	-
	242	**244**
Non-current		
Employee entitlements	60	41

Judgements and estimates

Other provisions relate to disputes from previous employees on the retrenchment agreements offered by TanzGraphite (TZ) Limited, a Tanzanian subsidiary of the Company. These cases have been presented at the Commission for Mediation and Arbitration and are currently ongoing. A provision was raised in the current year to reflect the Company's best estimate of any outflow of resources in relation to this matter, although uncertainty remains as to the probability, timing and amount of any payments.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

15. Contributed Equity

	2024 $'000	2023 $'000
454,031,819 (2023: 450,333,459) fully paid ordinary shares	99,834	99,834

	$'000	No. of shares
a) Ordinary shares		
Balance at 30 June 2022 and 2023	**99,834**	**450,333,459**
Shares issued on exercise of performance rights	-	3,698,360
Balance at 30 June 2024	**99,834**	**454,031,819**

Fully paid ordinary shares carry one vote per share and carry a right to dividends.

16. Reserves

	2024 $'000	2023 $'000
Share-based payments reserve	11,373	10,450
Loan plan share reserve	(945)	(945)
Foreign currency translation reserve	(1,595)	1,698
	8,833	**11,203**

Share-based payments reserve

The reserve recognises the value of equity provided as remuneration to employees and also to other parties as compensation for services provided to the consolidated entity.

Loan plan share reserve

The reserve represents the non-cash nominal value of loan shares on issue to employees and is deducted from equity.

Foreign currency translation reserve

The foreign currency translation reserve arises on the consolidation of the Group's foreign subsidiaries in Tanzania.

17. Non-controlling Interest

	2024 $'000	2023 $'000
Issued capital	-	-
Reserves	(11)	-
Accumulated loss	(48)	-
	(59)	**-**

The non-controlling interest relates to the Government of Tanzania's 16% (2023: 16%) equity holding in Duma TanzGraphite Limited.

18. Share-based Payments

Share-based payment expense recorded by the Group during the year was $923,087 (2023: $624,686).

a) Incentive Performance Rights Plan

The shareholder approved EcoGraf Securities Plan is designed to assist with the recruitment, reward, retention and incentivisation of key personnel who possess the skills and experience to enable the Company to develop its graphite businesses and grow long-term shareholder value.

To achieve this outcome, the Company believes that incentivising and rewarding performance and the achievement of key objectives through equity arrangements is the most effective remuneration structure because it preserves the Company's cash reserves and aligns the interests of personnel with those of all shareholders.

Short-Term Incentive

Short-term incentive arrangements involve the offer of an equity-based award to eligible personnel for the achievement of key objectives each year, with the determination of the amount (if any) made after the end of the financial year.

The amount is determined by multiplying the individual's assessed key performance score by the applicable percentage of their fixed annual remuneration. The number of securities issued, if any, is calculated by dividing the short-term incentive amount earned by the volume weighted average price of the Company's shares during the applicable financial year.

Long-Term Incentive

The long-term incentive arrangements involve the offer of securities in the Company to eligible participants which are subject to pre-determined performance conditions that are required to be achieved prior to vesting, using a target rolling performance period of 3-5 years. The performance conditions are set to promote achievement of the Company's key strategic objectives. The number of securities offered to an individual is determined by reference to equity incentives offered by similar companies and the potential for the individual, through their position, skills and experience, to create long-term shareholder value.

Set out below are the number and movement of performance rights granted under the plan:

2024

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
20 Jan 2021	19 Jan 2026	Nil	7,450,000	-	(2,775,000)	-	4,675,000
8 Dec 2021	07 Dec 2027	Nil	641,650	-	(320,825)	-	320,825
8 Dec 2021	07 Dec 2026	Nil	500,000	-	-	-	500,000
29 Nov 2022[1]	29 Dec 2027	Nil	1,000,000	-	-	-	1,000,000
21 Feb 2023	21 Feb 2028	Nil	4,279,425	-	(162,593)	(1,994,862)	2,121,970
23 Oct 2023	23 Oct 2028	Nil	-	439,942	(439,942)	-	-
22 Dec 2023	22 Dec 2028	Nil	-	2,000,000	-	-	2,000,000
19 Jan 2024	19 Jan 2029	Nil	-	2,139,885	-	-	2,139,885
22 Feb 2024	22 Feb 2029	Nil	-	1,700,000	-	-	1,700,000
			13,871,075	**6,279,827**	**(3,698,360)**	**(1,994,862)**	**14,457,680**
Weighted average remaining contractual life of outstanding performance rights			3.5 years				3.2 years

1 *Date of shareholders' approval.*

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
20 Jan 2021	19 Jan 2026	Nil	7,450,000	-	-	-	7,450,000
8 Dec 2021	07 Dec 2027	Nil	641,650	-	-	-	641,650
8 Dec 2021	07 Dec 2026	Nil	1,000,000	-	-	(500,000)	500,000
29 Nov 2022[1]	29 Dec 2027	Nil	-	1,000,000	-	-	1,000,000
21 Feb 2023	21 Feb 2028	Nil	-	4,279,425	-	-	4,279,425
			9,091,650	**5,279,425**	-	**(500,000)**	**13,871,075**
Weighted average remaining contractual life of outstanding performance rights			3.9 years				3.5 years

1 *Date of shareholders' approval.*

The performance rights granted during the year included 800,452 performance rights issued under short-term incentive arrangement to key management personnel, and 5,479,375 performance rights issued under long-term incentive arrangements to key management personnel and employees.

Performance rights issued under short-term incentive arrangements were vested and exercisable immediately with $nil exercise price, and will expire as follows:

- 439,942 performance rights on 23 October 2028; and
- 360,510 performance rights on 19 January 2029.

The above performance rights were granted in respect of the achievement of outcomes for the year ended 30 June 2023. As the determination of any STI is conducted after the end of the financial year, an estimate of the share-based payment expense relating to the STI arrangements for the year ended 30 June 2024 has been recognised, totalling $240,071.

Performance rights issued under the long-term incentive arrangements are subject to performance hurdles which promote achievement of the Company's strategic objectives. Vesting conditions attached to performance rights issued during the year are as follows:

No. of performance rights	Grant date	Vesting Conditions
1,175,875	22 Dec 2023 19 Jan 2024 22 Feb 2024	Commencement of construction of the Company's: (a) Epanko Graphite Project; or (b) commercial scale Battery Anode Material Facility
855,875	22 Dec 2023 19 Jan 2024 22 Feb 2024	Production of battery anode material from product qualification facility
300,000	22 Feb 2024	Commencement of construction of the Company's commercial scale Battery Anode Material Facility
200,000	22 Feb 2024	Commencement of construction of the Company's Epanko Graphite Project
1,473,813	22 Dec 2023 19 Jan 2024 22 Feb 2024	The 20-day VWAP of the Company's Shares being equal to or greater than $0.30
1,473,812	22 Dec 2023 19 Jan 2024 22 Feb 2024	The 20-day VWAP of the Company's Shares being equal to or greater than $0.40

As vesting conditions attached to the performance rights are market and non-market conditions, the fair value at grant date has been independently determined using various pricing models such as trinomial and Black Scholes option pricing models. These models take into account the exercise price, the term of the performance right, the share price at grant date, expected price volatility of the underlying share and the risk-free rate for the term of the performance right. Model inputs for performance rights granted during the year are as follows:

Grant date	22 Dec 2023	19 Jan 2024	22 Feb 2024
Expiry date	22 Dec 2028	19 Jan 2029	22 Feb 2029
Number of performance rights	2,000,000	1,779,375	1,700,000
Share price at grant date	$0.135	$0.145	$0.150
Exercise price	Nil	Nil	Nil
Expected volatility	90%	85%	85%
Dividend yield	Nil	Nil	Nil
Risk-free interest rate	3.697%	3.925%	3.803%

1,994,862 performance rights granted to employees on 21 February 2023 were forfeited due to employee resignations during the year.

There were no LTI performance rights which vested during the financial year ended 30 June 2024.

b) Share Plans

Plan shares are issued to directors and employees in recognition of their performance with the Company and as incentive remuneration under the respective director and employee share plans (together the "Share Plans"). The terms and conditions of the Share Plans are identical, other than in respect of who is eligible to participate in each plan. Plan shares are issued at the discretion of the Board.

Under the Share Plans, eligible directors and employees are offered plan shares in the Company at prices determined by the Board, which has the discretion to impose conditions on the shares issued under the Share Plans and may also grant a loan, in the form of a non-cash credit facility, to a participant for the purposes of subscribing for plan shares. Shares issued via loan facility may not be granted at less than the volume weighted average price of the Company's shares during the five trading days up to and including the date of acceptance and are escrowed as security until the loan has been fully repaid, via cash payment and/or the sale of the plan shares. If the loan is repaid by the sale of shares, any surplus on sale is remitted to the participant and any shortfall is borne by the consolidated entity.

Set out below are the plan shares on issue and the weighted average exercise price (WAEP) at the end of the financial year:

		2024		2023	
Grant date	**Expiry date**	**Number**	**WAEP**	**Number**	**WAEP**
13 Jul 2017	12 Jul 2023	-	-	1,000,000	0.230
22 Dec 2017	12 Jul 2023	-	-	2,750,000	0.151
22 Dec 2017	22 Jun 2024[1]	5,750,000	0.164	2,000,000	0.151
		5,750,000		**5,750,000**	

1 A decision to extend the expiry date was deferred to 24 Jul 2024.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

During the year, the repayment date of non-recourse loans relating to plan shares were extended in order to maximise the likelihood of the Company receiving the benefit of the cash funds receivable upon repayment. These extensions have been treated as a modification with a resulting share-based payment expense. Model inputs for the valuation of the modification are as follows:

Modification date	12 Jul 2023
Extended terms (years)	0.95
Number of loan shares	3,750,000
New expiry date	22 June 2024
Share price at modification date	0.165
Weighted average exercise price	0.172
Expected volatility	100%
Dividend yield	Nil
Risk-free interest rate	4.1%
Value prior to modification ($'000)	39
Value subsequent to modification ($'000)	236
Impact of modification ($'000)	197

There were no plan shares issued during the year ended 30 June 2024 (2023: Nil).

Accounting policy

Equity-settled share-based compensation benefits are provided to employees and directors.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using pricing models that take into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. In accordance with Australian Accounting Standards, no account is taken of any other vesting conditions.

The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification had not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total calculated fair value of the share-based compensation benefit as at the date of modification.

If a non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation.

If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If an equity-settled award is cancelled, it is treated as if it has vested on the date of cancellation and any remaining expense is recognised immediately, unless those equity instruments do not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date. If a new replacement award is substituted for the cancelled award, the cancelled and new award are treated as if they were a modification.

19. Financial Instruments

The consolidated entity is exposed to a variety of financial risks, including foreign currency risk, market risk, credit risk and liquidity risk.

The consolidated entity's financial instruments consist of cash and deposits with banks, accounts receivable and accounts payable. No trading in any financial instruments is undertaken.

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

The main risks arising from the consolidated entity's financial instruments are foreign currency risk, interest rate risk, liquidity risk and credit risk. The Board determines policies for managing each of these risks and they are summarised below.

Foreign currency risk

The consolidated entity operates internationally and undertakes certain transactions denominated in foreign currency resulting in exposure to foreign currency risk through foreign exchange rate fluctuations. Foreign exchange risk also arises as a result of controlled entities of the Company with functional currencies other than Australian Dollars, the Company's functional currency.

The Group currently does not engage in any hedging or derivative transactions to manage foreign currency risk.

The carrying amount, in Australian Dollars of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Cash and cash equivalents		Other receivables		Trade and other payables	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000
USD	624	20	-	-	(1,040)	(521)
EUR	-	-	-	-	(7)	(13)
TZS	2	4	455	-	(670)	(2)
GBP	-	-	-	-	(91)	(91)
ZAR	-	-	-	-	-	(16)
Total	**626**	**24**	**455**	**-**	**(1,808)**	**(643)**

The financial impact of a 10% change in the Australian Dollar exchange rate on the consolidated entity is as follows:

	Appreciation in AUD exchange rate			Depreciation in AUD exchange rate		
	% change	Effect on loss before tax $'000	Effect on equity $'000	% change	Effect on loss before tax $'000	Effect on equity $'000
2024	10%	66	66	10%	(66)	(66)
2023	10%	29	29	10%	(29)	(29)

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

Interest rate risk

The consolidated entity's exposure to market risk for changes in interest rates arises from holding cash and deposits. Funds held in operating accounts and term deposits earned variable interest at rates up to a maximum of 5.13% during the year (2023: 4.54%), depending on the type of bank account and cash balance. The consolidated entity does not have interest-bearing loans or borrowings.

The interest-bearing financial instruments held by the consolidated entity are:

	2024 $'000	2023 $'000
Cash and cash equivalents	25,459	38,606

A change of 1% in the variable interest rate during the reporting date would have an impact on the consolidated entity profit and loss and equity of $293,000 (2023: $408,000) assuming all other variables remain constant.

Liquidity risk

Liquidity risk is the risk that the consolidated entity will not be able to meet its financial obligations as and when they fall due. The consolidated entity manages liquidity risk by maintaining adequate cash reserves, by continuously monitoring actual and forecast cash flows and by matching the maturity profiles of its financial assets and liabilities.

The following table sets out the contractual maturity of the consolidated entity's financial instrument liabilities based on undiscounted cash flows.

	Carrying amount $'000	Contractual cash flows $'000	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000
2024					
Trade and other payables	2,835	2,835	2,167	-	668
Lease liability	228	245	111	134	-
Total	**3,063**	**3,080**	**2,278**	**134**	**668**
2023					
Trade and other payables	1,866	1,866	1,603	-	263

Credit risk management

Credit risk is the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the consolidated entity. The consolidated entity is exposed to credit risk from its bank deposits and other receivables as disclosed in the statement of financial position. The consolidated entity does not have any significant credit risk exposure to any single counterparty or any consolidated entity of counterparties having similar characteristics.

The credit risk on liquid funds is managed through the use of counterparty banks with acceptable credit-ratings assigned by international credit-rating agencies (S+P Australian AA-, Tanzanian B).

Holdings by geographical region	Australia $'000	Tanzania $'000	Total $'000
Cash and cash equivalents	24,833	626	25,459

The other current receivable balance comprised of VAT refund receivable from the Tanzania Revenue Authority (TRA). Entitlement to VAT refunds occurs after a six-month period and an audit is conducted by the TRA prior to a payment of the refund.

Fair value measurement

The carrying amounts of other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

20. Auditor's Remuneration

	2024 $	2023 $
Audit and review of the financial reports:		
- Group	55,000	46,280
- Controlled entities	-	15,000
	55,000	**61,280**
Fees for assurance services that are required by legislation to be provided by the auditor	-	28,825
Other services	2,000	-
Total fees to RSM Australia Partners	**57,000**	**90,105**
Audit services – network firms		
Audit of the subsidiaries' financial statements	17,897	-

21. Key Management Personnel Disclosures

Aggregate compensation of key management personnel of the consolidated entity:

	2024 $	2023 $
Short term employee benefits	1,270,166	1,324,323
Post-employment benefits	86,240	91,301
Long term employee benefits	16,505	7,442
Share-based payments (non-cash)	772,964	462,723
	2,145,875	**1,885,789**

Detailed information about the remuneration received by key management personnel is provided in the remuneration report on pages 31 to 38.

22. Related Party Disclosures

Transactions between related parties are on normal commercial terms.

Ultimate parent

EcoGraf Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 23.

Key management personnel

Disclosures relating to key management personnel are set out in note 21 and the remuneration report in the directors' report.

Transactions with related parties

There were no related party transactions during the year ended 30 June 2024 (2023: Nil).

Notes to the Consolidated Financial Statements

for the year ended 30 June 2024

23. Consolidated Entity Information

Information about subsidiaries

The financial statements of the consolidated entity include the following subsidiaries:

		Percentage owned (%)	
	Country of incorporation	2024	2023
Tanzanian Exploration Company Pty Ltd	Australia	100	100
TanzGraphite Pty Ltd	Australia	100	100
TanzGraphite (AUS) Pty Ltd	Australia	100	100
EcoGraf (Australia) Pty Ltd	Australia	100	100
HFfree Pty Ltd (previously Westoz Technologies Pty Ltd)	Australia	100	100
Innogy Pty Ltd[1]	Australia	100	100
Innogy Minerals Holdings Pty Ltd	Australia	100	100
Innogy Minerals (UK) Pty Ltd	United Kingdom	100	100
EcoGraf (UK) Pty Ltd	United Kingdom	100	100
EcoGraf (Mauritius) Limited	Mauritius	100	100
EcoGraf (Tanzania) Limited	Tanzania	100	100
TanzGraphite (TZ) Limited	Tanzania	100	100
Innogy Minerals (TZ) Limited	Tanzania	100	100
Frontier Minerals (TZ) Limited	Tanzania	100	100
Duma TanzGraphite Limited	Tanzania	84	84

1 On 28 Jun 2024, the company was converted from a public company to a proprietary company.

24. Parent Information

EcoGraf Limited	2024 $'000	2023 $'000
Current assets	25,226	38,960
Non-current assets	28,726	22,356
Total assets	**53,952**	**61,316**
Current liabilities	(2,854)	(2,379)
Non-current liabilities	(288)	(41)
Total liabilities	**(3,142)**	**(2,420)**
Net assets	**50,810**	**58,896**
Equity		
Contributed equity	99,834	99,834
Share based payment reserve	11,373	10,450
Loan share reserve	(945)	(945)
Accumulated losses	(59,452)	(50,443)
Total equity	**50,810**	**58,896**
Loss of the parent entity	(9,009)	(14,316)
Total comprehensive loss of the parent entity	(9,009)	(14,316)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity did not have any guarantees at 30 June 2024 (2023: Nil).

Contingent liabilities

The parent entity did not have any contingent liabilities at 30 June 2024 (2023: Nil).

Capital commitments

The parent entity did not have any capital commitments at 30 June 2024 (2023: Nil).

Significant accounting policies

The financial information for the parent entity has been prepared on the same basis as the consolidated financial statements, except as set out below.

Investments in subsidiaries, associates and joint venture entities

Investments in subsidiaries, associates and joint venture entities are accounted for at cost.

25. Expenditure Commitment

Mineral tenements

In order to maintain current rights of tenure to exploration tenements, the consolidated entity is required to outlay rentals and to satisfy minimum expenditure requirements of $2,036,319 (2023: $2,581,934) over the next 12 months, in accordance with agreed work programs submitted over the Company's exploration licenses. Financial commitments for subsequent periods are contingent upon future exploration results.

26. Contingent Assets and Liabilities

There are no contingent assets or liabilities at 30 June 2024 (2023: Nil).

27. Events After Balance Date

There have been no events that have arisen between 30 June 2024 and the date of this report or any other item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to materially affect the operations of the Group, the results of those operations or the state of affairs of the Group, in future financial years.

Consolidated Entity Disclosure Statement

As at 30 June 2024

Entity name	Entity type	Country of incorporation	Percentage owned (%)	Tax residency
Tanzanian Exploration Company Pty Ltd	Body Corporate	Australia	100	Australia
TanzGraphite Pty Ltd	Body Corporate	Australia	100	Australia
TanzGraphite (AUS) Pty Ltd	Body Corporate	Australia	100	Australia
EcoGraf (Australia) Pty Ltd	Body Corporate	Australia	100	Australia
HFfree Pty Ltd (previously Westoz Technologies Pty Ltd)	Body Corporate	Australia	100	Australia
Innogy Pty Ltd	Body Corporate	Australia	100	Australia
Innogy Minerals Holdings Pty Ltd	Body Corporate	Australia	100	Australia
Innogy Minerals (UK) Pty Ltd	Body Corporate	United Kingdom	100	United Kingdom
EcoGraf (UK) Pty Ltd	Body Corporate	United Kingdom	100	United Kingdom
EcoGraf (Mauritius) Limited	Body Corporate	Mauritius	100	Mauritius
EcoGraf (Tanzania) Limited	Body Corporate	Tanzania	100	Tanzania
TanzGraphite (TZ) Limited	Body Corporate	Tanzania	100	Tanzania
Innogy Minerals (TZ) Limited	Body Corporate	Tanzania	100	Tanzania
Frontier Minerals (TZ) Limited	Body Corporate	Tanzania	100	Tanzania
Duma TanzGraphite Limited	Body Corporate	Tanzania	84	Tanzania

Directors' Declaration

In the directors' opinion:

1. The financial statements, comprising the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of cash flows, consolidated statement of changes in equity and accompanying notes, are in accordance with the *Corporations Act 2001* and:
    a) Comply with accounting standards and the Corporations Regulations 2001, and
    b) Give a true and fair view of the financial position at 30 June 2024 and of the performance for the year ended on that date.
2. The Company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.
3. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
4. The information disclosed in the attached consolidated entity disclosure statement is true and correct.

The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001*.

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

Andrew Spinks
Managing Director

Perth, 26 September 2024

Auditor's Report

RSM

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ECOGRAF LIMITED

Opinion

We have audited the financial report of EcoGraf Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

RSM

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.

Key Audit Matter	How our audit addressed this matter
Exploration and Evaluation Assets Refer to Note 9 in the financial statements	
The Group has capitalised exploration and evaluation expenditure with a carrying value of $29,292,000 as at 30 June 2024. We considered this to be a key audit matter due to the significant management judgments involved in assessing the carrying value of the asset including: • Determination of whether the expenditure can be associated with finding specific mineral resources, and the basis on which that expenditure is allocated to an area of interest; • Determination of whether exploration activities have progressed to the stage at which the existence of an economically recoverable mineral reserve may be assessed; and • Assessing whether any indicators of impairment are present, and if so, judgments applied to determine and quantify any impairment loss.	Our audit procedures included: • Assessing the Group's accounting policy for compliance with accounting standards; • Obtaining management's reconciliation of capitalised exploration and evaluation expenditure by area of interest and agreeing it to the general ledger; • Assessing whether the Group's right to tenure of each area of interest is current; • Agreeing a sample of additions to supporting documentation and testing that the amounts are capital in nature and relate to the area of interest; • Assessing and evaluating management's assessment of whether indicators of impairment existed as at 30 June 2024; • Enquiring with management and reviewing budgets and other supporting documentation as evidence that active and significant operations in, or relation to, the area of interest will be continued in the future; • Assessing management's determination that exploration and evaluation activities have not yet reached a stage where the existence or otherwise of economically recoverable reserves may be reasonably determined; and • Assessing the disclosures in the financial statements.

Auditor's Report

RSM

Share-based payments Refer to Note 18 in the financial statements	
The Group has in place equity-based incentive arrangements consisting of performance rights and loan shares. Management have accounted for these equity instruments in accordance with AASB 2 Share-based Payment. We have considered this to be a key audit matter because: • The complexity of the accounting associated with these instruments and management's estimation in determining the fair value of these instruments; • Management judgement is required to determine the probability of meeting the vesting conditions of the instruments and the inputs used in the valuation model to value these instruments; and • The recognition of the share-based payment expense is complex due to the variety of vesting conditions attached to these instruments.	Our audit procedures included: • Assessing the Group's accounting policy for compliance with Australian Accounting Standards; • Obtaining an understanding of the terms and conditions of the instruments accounted for during the year; • Assessing the completeness of these instruments at reporting date; • Assessing the appropriateness of management's valuation methodology used to determine the fair value of the instruments accounted for during the year; • Critically assessing management's determination of the vesting probability of each instrument; • Recalculating the amount of share-based payment expense recognised for the year ended and the reserve movement during the year; and • Assessing the disclosures in the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2024 but does not include the financial report and the auditor's report thereon.

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

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

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

RSM

Responsibilities of the Directors for the Financial Report

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

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

for such internal control as the directors determine is necessary to enable the preparation of:

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

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/auditors_responsibilities/ar2.pdf. This description forms part of our auditor's report.

Auditor’s Report

RSM

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of EcoGraf Limited, for the year ended 30 June 2024, complies with section 300A of the Corporations Act 2001.

Responsibilities

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

RSM AUSTRALIA

Perth, WA
Dated: 26 September 2024

TUTU PHONG
Partner

Shareholder Information

Additional information required by the Australian Securities Exchange and shown elsewhere in this report is set out below. The information is current as at 20 September 2024.

Capital structure

Securities	Number
Fully paid ordinary shares	454,031,819
Performance rights subject to vesting conditions and expiry	14,457,680

Top 20 Largest Shareholders — Ordinary Shares as at 20 September 2024

Position	Holder Name	Holding	% of issued capital
1	BNP PARIBAS NOMINEES PTY LTD <CLEARSTREAM>	138,574,112	30.52
2	CITICORP NOMINEES PTY LIMITED	29,289,113	6.45
3	DR PETER DENNETT MEIER & MRS LYNETTE SUZANNE MEIER	11,383,340	2.51
4	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	8,848,307	1.95
5	MR ANDREW PETER SPINKS ATF A S GOLD SF	6,640,088	1.46
6	BCV NOMINEES PTY LTD <BANYAN COVE INVESTMENTS>	5,685,767	1.25
7	REINDEER INVESTMENTS PTY LIMITED <BRUEGGEMANN FAMILY A/C>	3,257,692	0.72
8	MR KOSTA TRAJKOVSKI & MRS SUSANNE TRAJKOVSKI	3,233,904	0.71
9	CORNWALL HOLDINGS PTY LTD	3,179,615	0.70
10	LAX CONSULTING PTE LTD	3,039,318	0.67
11	PHELPS HILL INVESTMENTS PTY LTD <HILL FAMILY S/F A/C>	3,000,006	0.66
12	BNP PARIBAS NOMS PTY LTD	2,806,526	0.62
13	MRS LORRAINE ATKINSON	2,670,100	0.59
14	MR NICHOLAS BOLGER	2,641,501	0.58
15	ANDREW SPINKS	2,575,000	0.57
16	GUNPIN PTY LTD <GUNPIN FAMILY A/C>	2,500,000	0.55
17	ANDREW SPINKS ATF THE SPINKS FAMILY	2,429,434	0.54
18	MR NICOLA CONIDI & MRS GIANNINA CONIDI <NICK & JAN CONIDI S/F A/C>	2,401,417	0.53
19	NICK CONIDI PTY LTD <CONIDI FAMILY A/C>	2,310,031	0.51
20	MR JEFFREY RONALD LINGARD	2,050,000	0.45
	Total	**238,515,271**	**52.54%**

Distribution of Listed Securities

A distribution schedule of fully paid ordinary shares:

Category (size of holding)	Holders	Total Units	% Issued Share Capital
1 to 1,000	846	570,111	0.13
1,001 to 5,000	2,242	6,216,288	1.37
5,001 to 10,000	1,139	8,980,108	1.98
10,001 to 100,000	1,999	67,251,472	14.81
100,001 and over	395	371,013,840	81.72
Total	**6,621**	**454,031,819**	**100.00%**

Shareholder Information

Unmarketable parcels

Holdings less than a marketable parcel of fully paid ordinary shares (being 5,050 shares based on a share price of $0.099 as at 20 September 2024):

Holders	Number of Shares
3,099	6,841,738

Substantial Shareholders

The names of substantial shareholders and the number of fully paid ordinary shares to which each substantial shareholder and their associates have a relevant interest, as disclosed in substantial shareholding notices given to the company, are as set out below:

Substantial Shareholder	Number of Shares
Superannuation and Investments HoldCo Pty Ltd[1]	28,710,060
Commonwealth Bank of Australia[2]	27,734,788

1. *Disclosed to ASX on 31 July 2024 and 02 August 2024.*
2. *Disclosed to ASX on 01 August 2024.*

Unquoted securities

Unquoted securities on issue were as follows:

Class	Expiry Date	Number of Rights	Number of Holders
Performance rights	19 January 2026	4,675,000	4
Performance rights	07 December 2026	500,000	1
Performance rights	07 December 2027	320,825	1
Performance rights	29 December 2027	1,000,000	2
Performance rights	21 February 2028	2,121,970	2
Performance rights	22 December 2028	2,000,000	1
Performance rights	19 January 2029	2,139,885	1
Performance rights	22 February 2029	1,700,000	4
Total		**14,457,680**	

Securities Subject to Escrow

As at 20 September 2024, there are no securities currently subject to escrow.

Voting Rights

The voting rights attached to each class of equity security are as follows:

Ordinary Shares

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

Performance Rights

There are no voting rights attached to any class of performance rights that are on issue.

On-market Buy-Back

Currently there is no on-market buy-back of the Company's securities.

Summary of Tenements

Mineral tenements

Licence	Area (km^2)	Ownership interest	Project	Location (Region/Country)
ML 548/2015	9.62	100%	Epanko	Mahenge, Tanzania
Epanko SML	18.9	Application	Epanko	Mahenge, Tanzania
PL 9331/2013	2.76	100%	Epanko	Mahenge, Tanzania
PL 10092/2014	23.23	100%	Arusha-Merelani	Arusha, Tanzania
PL 10388/2014	2.57	100%	Epanko	Mahenge, Tanzania
PL 10390/2014	2.81	100%	Epanko	Mahenge, Tanzania
PL 10872/2016	2.60	100%	Arusha-Merelani	Arusha, Tanzania
PL 11081/2017	2.08	100%	Arusha-Merelani	Arusha, Tanzania
PL 11082/2017	20.77	100%	Arusha-Merelani	Arusha, Tanzania
PL 11143/2017	2.62	100%	Arusha-Merelani	Arusha, Tanzania
PL 11196/2018	46.72	100%	Arusha-Merelani	Arusha, Tanzania
PL 11386/2019	6.73	100%	Arusha-Merelani	Arusha, Tanzania
PL 11598/2021	23.45	100%	Epanko	Mahenge, Tanzania
PL 11600/2021	2.49	100%	Epanko	Mahenge, Tanzania
PL 11668/2021	229.48	100%	Northern Frontier	Kagera, Tanzania
PL 11837/2022	297.36	100%	Northern Frontier	Kagera, Tanzania
PL 11839/2022	299.63	100%	Southern Frontier	Ulanga, Tanzania
PL 11840/2022	288.87	100%	Southern Frontier	Ulanga, Tanzania
PL 11841/2022	298.26	100%	Northern Frontier	Kagera, Tanzania
PL 11915/2022	216.94	100%	Northern Frontier	Kagera, Tanzania
PL/19373/2022	298.02	Application	Golden Eagle	Manyara, Tanzania
PL/20188/2022	299.66	Application	Golden Eagle	Manyara, Tanzania

Mineral Resources and Ore Reserves Information

Governance and Internal Control

EcoGraf Limited ensures that all Mineral Resource Estimates are subject to appropriate levels of governance and internal controls. Estimation procedures are well established and are subject to systematic internal peer review and external technical review undertaken by competent and qualified professionals. These reviews have not identified any material issues. EcoGraf Limited also periodically reviews this governance framework to ensure it remains appropriate for the requirements of its business activities.

Mineral Resources and Ore Reserves Estimates are reported on an annual basis in accordance with the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" ('JORC Code'). Mineral Resource Estimates are quoted inclusive of Ore Reserves. Competent Persons named are Members or Fellows of The Australasian Institute of Mining and Metallurgy and/or The Australian Institute of Geoscientists and qualify as Competent Persons as defined under the JORC Code.

Epanko Graphite Project Mineral Resources Estimate

	30 June 2024[1]		
Classification	Tonnage (Mt)	Grade (%TGC)	Contained Graphite (Kt)
Measured	32.3	7.8	2,500
Indicated	55.7	7.5	4,200
Inferred	202.8	7.2	14,310
Total	**290.8**	**7.2**	**21,010**

1 March 2024 Mineral Resources Estimate for the Epanko Deposit>5.5% TGC. Material assumptions underpinning the Mineral Resource Estimate are set out in the EGR ASX announcement dated 11 March 2024

	30 June 2023[2]		
Classification	Tonnage (Mt)	Grade (%TGC)	Contained Graphite (Kt)
Measured	21.5	7.7	1,650
Indicated	41.7	7.6	3,165
Inferred	65.1	7.2	4,690
Total	**128.2**	**7.4**	**9,510**

2 February 2023 Mineral Resources Estimate for the Epanko Deposit>5.5% TGC

Epanko Graphite Project Ore Reserves Estimate

	30 June 2024[1]		
Classification	Tonnage (Mt)	Grade (%TGC)	Contained Graphite (Kt)
Proven	11.7	8.8	1,033
Probable	2.6	8.5	220
Total	**14.31**	**8.8**	**1,253**

1 Cut-off grade applied Eastern Zone is 4% TGC; Cut-off grade applied Western Zone is 6.25% TGC. Material assumptions underpinning the Ore Reserve are set out in the EGR ASX announcement dated 25 July 2024

Classification	30 June 2023[2] Tonnage (Mt)	Grade (%TGC)	Contained Graphite (Kt)
Proven	5.7	8.4	483
Probable	5.9	8.2	488
Total	**11.7**	**8.3**	**971**

2 Mineral Reserves are quoted from blocks where the TGC grade is greater than 5%.

Merelani–Arusha Graphite Project Mineral Resources Estimate

Classification	30 June 2024[1] Tonnage (Mt)	Grade (%TGC)	Contained Graphite (Kt)
Measured	7.4	6.7	500
Inferred	10.3	6.3	650
Total	**17.7**	**6.5**	**1,150**

Classification	30 June 2023[1] Tonnage (Mt)	Grade (%TGC)	Contained Graphite (Kt)
Measured	7.4	6.7	500
Inferred	10.3	6.3	650
Total	**17.7**	**6.5**	**1,150**

1 Refer to ASX Announcement dated 8 September 2015

Notes to the Mineral Resource Estiimate and Ore Reserve tables above
- *The Epanko and Merelani-Arusha Graphite Projects are located in Tanzania.*
- *Totals may not sum due to rounding.*
- *Mt = 1,000,000 tonnes.*
- *Tonnage figures have been rounded to the nearest 1,000 and % TGC grades have been rounded to 1 decimal place.*

Competent Persons' Statement

The information in this report that relates to the Epanko Mineral Resource is based on, and fairly reflects, information compiled by Mr David Williams and Mr David Drabble. The information that relates to the Merulani-Arusha Mineral Resource is based on, and fairly reflects, information compiled by Mr David Williams. Mr. David Williams is a full-time employee of ERM and is a Member of the Australian Institute of Geoscientists (#4176)(RPGeo). Mr. David Drabble is a full-time employee of EcoGraf Ltd and is a Member of the Australasian Institute of Mining and Metallurgy (#307348). Mr David Williams and Mr David Drabble 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). The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcement and all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

The information in this report that relates to the Ore Reserve has been compiled by Mr Steve O'Grady. Mr O'Grady, who is a Member of the Australasian Institute of Mining and Metallurgy (#201545), is a fulltime employee of Intermine Engineering and produced the Mining Reserve estimate based on data and geological information supplied by Mr Williams. Mr O'Grady has sufficient experience that is relevant to the estimation, assessment, evaluation and economic extraction of Ore Reserve that he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves. The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcement and all material assumptions and technical parameters underpinning the estimates, including production targets and forecast financial information derived from the production targets in the relevant market announcement continue to apply and have not materially changed.

The Company confirms that the Mineral Resource and Ore Reserve statements above have, as a whole, been approved by Mr David Drabble. Mr Drabble has provided prior written consent to the issue of the Mineral Resource and Ore Reserve statements in the form and context in which they appear in this report.

Corporate Directory

Directors

Robert Pett Non-Executive Chairman
Andrew Spinks Managing Director
John Conidi Non-Executive Director
Keith Jones Non-Executive Director

Company Secretary

Howard Rae and Shannon Coates

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Stock Exchange Listings

Australian Securities Exchange
ASX Code: EGR

Frankfurt Stock Exchange (Börse Frankfurt)
FSE Code: FMK

OTCQB Stock Exchange
OTCQB Code: ECGFF

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