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and its controlled entities

2024 ANNUAL REPORT

ABN: 39 151 155 207

Annual Report 2024

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ESTRELLA RESOURCES LIMITED

AND CONTROLLED ENTITIES

DIRECTORS' REPORT

Your directors present the following report on Estrella Resources Limited ("the Company") and its wholly owned subsidiaries (together referred to hereafter as "the Group" or "consolidated entity") for the financial year ended to 30 June 2024.

Directors

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

Christopher Daws	Managing Director
Leslie Pereira	Non-Executive Chairman
John Kingswood	Non-Executive Director

Unless noted above, all directors have been in office since the start of the financial year to the date of this report.

Principal activities

The principal activities of the Group during the reporting period were to explore nickel projects in Western Australia and commenced exploration in newly acquired concessions in Timor-Leste.

Operating and Financial Review

The net loss of the Group for the financial year ended 30 June 2024 amounted to \$2,991,140 (2023: loss \$1,604,768). The current year loss was incurred from in the ordinary course of the business. The net assets of the Group for the financial year ended 30 June 2024 amount to \$20,718,594 (2023: net assets \$22,031,111).

Risk Management

The Group aims to identify material risks and manage these effectively. The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, unpredictable and the extent to which the Board can effectively manage them is limited.

The following section is a non-exhaustive list of risks faced by the Group and investors, are not in order of importance or significance and actual events may differ from those described.

Exploration and development

The future value of the Group will depend on its ability to find and develop resources that are economically recoverable. Mineral exploration and development is a speculative undertaking that may be impeded by circumstances and factors beyond the control of the Group. Success in this process involves, among other things; discovery and proving-up an economically recoverable resource or reserve, access to adequate capital throughout the project development phases, securing and maintaining title to mineral exploration projects, obtaining required development consents and approvals and accessing the necessary experienced operational staff, the financial management, skilled contractors, consultants and employees.

The Group is entirely dependent upon its projects, which are the sole potential source of future revenue, and any adverse development affecting these projects would have a material adverse effect on the Group, its business, prospects, results of operations and financial condition.

Economic Conditions

Factors such as (but not limited to) political movements, stock market fluctuations, interest rates, inflation levels, commodity prices, foreign exchange rates, industrial disruption, taxation changes and

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legislative or regulatory changes, may all have an adverse impact on operating costs, the value of the Group's projects, the profit margins from any potential development and the Company's share price.

Reliance on key personnel

The Group's success is to a large extent dependent upon the retention of key personnel and the competencies of its directors, senior management, and personnel. The loss of one or more of the directors or senior management could have an adverse effect on the Group's. There is no assurance that engagement contracts for members of the senior management team personnel will not be terminated or will be renewed on their expiry. If such contracts were terminated, or if members of the senior management team were otherwise no longer able to continue in their role, the Group would need to replace them which may not be possible if suitable candidates are not available.

Future funding risk

Continued exploration and evaluation is dependent on the Company being able to secure future funding from equity markets. The successful development of a mining project will depend on the capacity to raise funds from equity and debt markets. The Company will need to undertake equity/debt raisings for continued exploration and evaluation. There can be no assurance that such funding will be available on satisfactory terms or at all at the relevant time. Any inability to obtain sufficient financing for the Group's activities and future projects may result in the delay or cancellation of certain activities or projects, which would likely adversely affect the potential growth of the Group.

Unforeseen expenditure risk

Exploration and evaluation expenditures and development expenditures may increase significantly above existing projected costs. Although the Group is not currently aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Group and its proposed business plans.

Environmental, weather & climate change

The highest priority climate related risks include reduced water availability, extreme weather events, changes to legislation and regulation, reputational risk, and technological and market changes. Mining and exploration activities have inherent risks and liabilities associated with safety and damage to the environment, including the disposal of waste products occurring as a result of mineral exploration and production, giving rise to potentially substantial costs for environmental rehabilitation, damage control and losses. Delays in obtaining approvals of additional remediation costs could affect profitable development of resources.

Tenure and Access risk

While the Group does not anticipate there to be any issues with the grant or renewals of its tenements, there can be no assurance that the application (or future applications) will be granted. Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenure is subject to the discretion of the relevant authorities. Renewal conditions may include increased expenditure or obligations on the Group or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Group.

The Groups tenements may overlap third party interests or private property that may limit the Group's ability to conduct exploration and mining activities. Where the Project overlaps private land, exploration and mining activity on the Project may require authorisation or consent from owners of the land. Restrictions or inability to access the Group's tenements adversely affect the operations, financial position and/or performance of the Group.

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Review of Operations

Estrella Resources Limited (ASX: ESR) (Estrella or Company) is pleased to provide its Review of Operations for the full year ended 30 June 2024.

Work Summary

Timor-Leste Exploration Activities

Financial Year 2024 has seen Estrella Resources develop a highly exciting first-mover opportunity in the virtually unexplored region of Timor-Leste. To date, the Company has actively developed relationships with the Timorese people and government while accelerating early-stage exploration efforts which have yielded some highly-prospective manganese discoveries.

Estrella's involvement in Timor-Leste formally commenced in December 2023 when the Company was awarded three Exploration and Evaluation Licenses (EELs) in the Lautém Municipality during the Country's inaugural Minerals Tender. The EELs cover 121.5 km² of highly prospective tenure in a very accessible region consisting of rolling hills with excellent road access throughout.

The successful tender saw Estrella become one of only four companies awarded concessions within the nation, which has little to no modern exploration undertaken within its borders.

The tender for the EELs was followed in March 2024 by the award of an additional eight Reconnaissance Permits (RP) surrounding the EEL's for 382.2 km², bringing Estrella's total tenure in Timor-Leste to 503.7km² (see Figure 1).

RP's entitle the holder to conduct mapping and sampling within the Permit area for 12 months with an additional 6-month extension if required. The holder of the RP has a pre-emptive right in the grant for an Exploration or Mining License up to the expiry of the Permit.

The award of the concessions was presented by His Excellency, the Prime Minister of Timor-Leste Mr Xanana Gusmao at a signing ceremony, highlighting the importance of mining and exploration to the nation (Figure 2).

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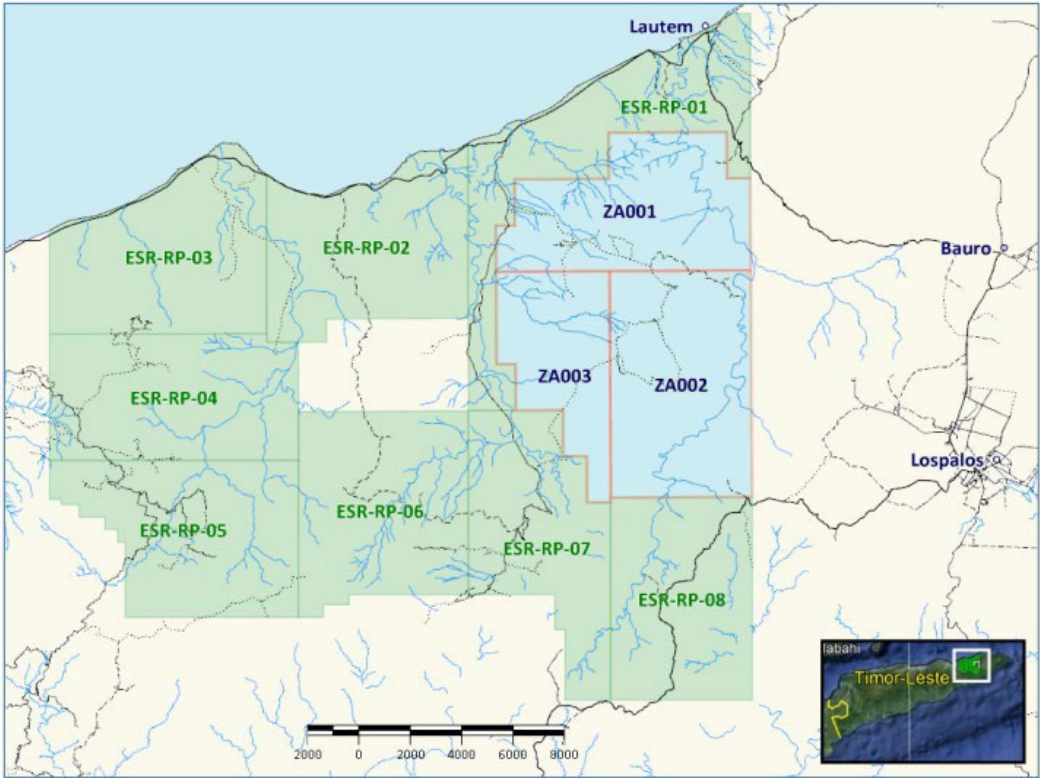


Figure 1: Estrella EEL's ZA001 to ZA003 surrounded by RP's ESR-RP-01 to ESR-RP-08



Figure 2: Estrella Managing Director Chris Daws and His Excellency The Prime Minister of Timor-Leste Mr Xanana Gusmao at the Issuance Ceremony

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Since April 2024, the Company has reported highly encouraging exploration results from sampling across its Exploration and Evaluation Licenses and its Reconnaissance Permits. Initial results received were from samples taken at several manganese prospects identified during initial mapping. The samples were brought back to Australia and sent to ALS Laboratory for assay.

The high-grade assay results were reported from a several prospects in Table 1.

Table 1: Initial Results of samples taken within Estrella's tenure ¹

Sample	Prospect	Longitude	Latitude	Mn %	Fe %	Mn : Fe Ratio
ESRTL-01	Lalena	126.8318	-8.4325	48.9	1.43	34
ESRTL-02	Japanese Port	126.7421	-8.4106	57.6	0.42	137
ESRTL-03	Dasidara	126.7568	-8.4925	58.4	0.17	344
ESRTL-04	Japanese Port	126.7421	-8.4106	58.1	0.27	215
ESRTL-05	Dasidara	126.7551	-8.4923	53.7	0.17	316

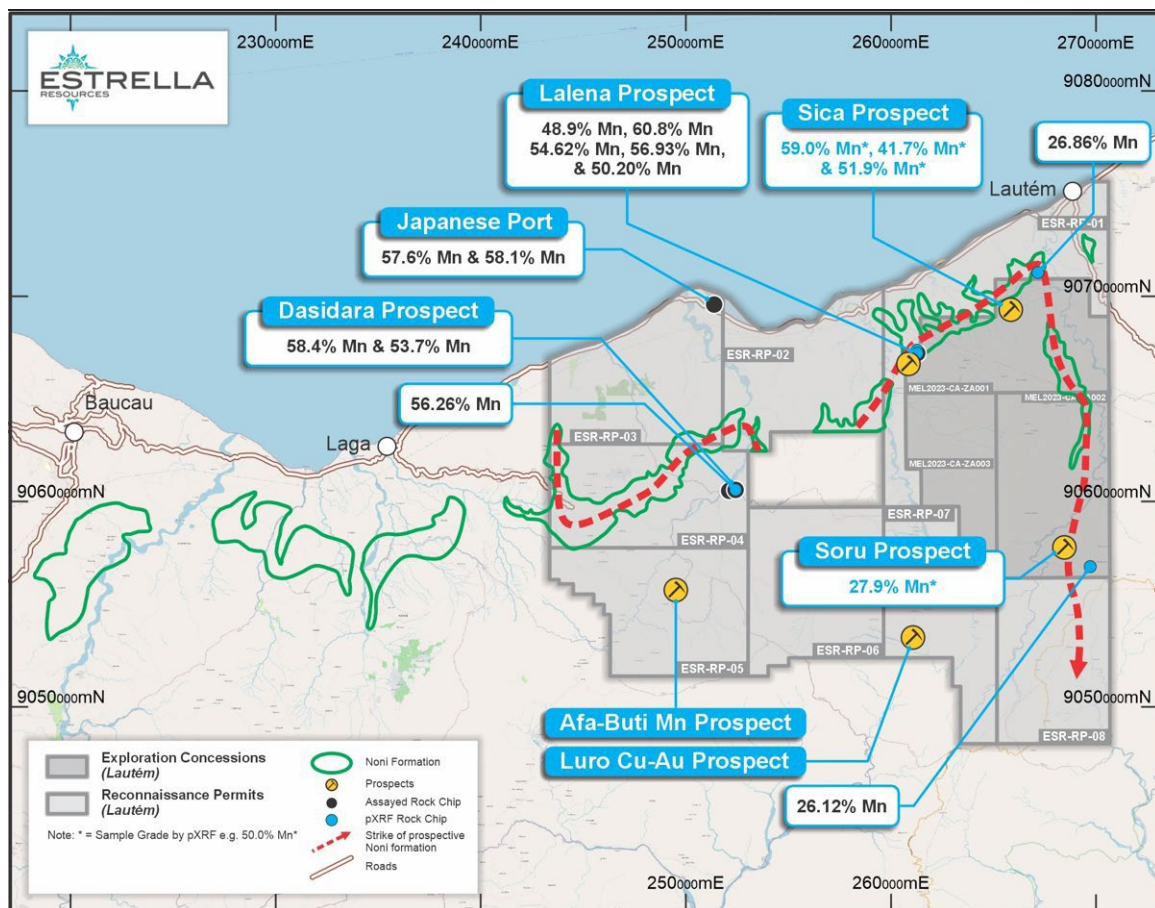


Figure 3: Estrella's Exploration Licenses and Reconnaissance Permits, highlighting key prospects and the prospective Noni Formation

¹ Refer to ASX Announcement dated 31 May 2024 "Timor Exploration Update".

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The Noni Formation is interpreted as a host to the extensive manganese mineralisation identified across the project and is described as a mud-filled basin of Middle Jurassic to Cretaceous age that has been uplifted with the Timor Platform. Weathering of this formation has concentrated the manganese that exists within the formation. To date, the Company has identified 47km of Noni Formation strike.

The Soru prospect was discovered by local Timorese geologists 12km southeast of Lalena in an area identified in historical maps to contain the prospective Noni Formation.

Estrella Resources has continued to improve its pipeline of prospects and in May reported the discovery of the Dasidara manganese prospect as well as a stockpile of high-grade manganese located at a known historical Japanese WWII port location (Figure 3).

Grab samples from Dasidara returned 58.4% and 53.7% Mn from river-concentrated cobblestone bands, meanwhile the Japanese high-grade manganese stockpile was also assessed with grab samples collected and sent to ALS Laboratory in Australia which returned 58.1% and 57.6% Mn (Table 1).

The Sica Prospect was discovered by following the prospective geology of the Lalena Prospect towards the town of Lautém. The outcropping Noni Formation is the host sequence to primary manganese mineralisation associated with cherts. These have subsequently undergone supergene enrichment.

Mineralisation at Sica consists of surface concentrations of manganese-rich cobblestones that are derived from the weathering of the Noni Formation. Surface samples have been collected for assay in Dili and also will be exported to Australia for laboratory analysis whilst detailed mapping continues



Figure 4: Layer of concentrated high-grade manganese supergene rubble at the Sica Prospect²

² Refer to ASX Announcement dated 1 August 2024 "New Supergene Manganese Discovery and Exceptional Assays".

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Figure 5: Manganese-rich cobbles accumulating in creeks from the Dasidara Manganese Prospect³



Figure 6: Manganese stockpile from Japanese WW2 port location. Present in photograph is Chris Daws (Managing Director Estrella Resources), Steve Warriner (Exploration Manager) and Estrella’s local Timorese representatives⁴.

³ Refer to ASX Announcement dated 31 May 2024 "Timor Exploration Update";
⁴ Refer to ASX Announcement dated 25 June 2024 "Timor-Leste Manganese Exploration Update".

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Estrella has established crushing and other laboratory equipment at its exploration office in Dili, permitting in-country multi-element pXRF assessment as well as improved sample preparation for assay in Australia. Repeatability of manganese grades between the in-country crushed (pulverised) sample analysed by portable XRF and the Australian laboratory is excellent. This provides the company with access to quick assay turnaround which significantly enhances the efficiency of the exploration program.



Figure 7: Crusher / Pulveriser and pXRF analysis system set up at Estrella's office in Dili with pulverised samples ready for analysis.

Continuing on from these successful exploration activities, Estrella is compiling its mapping within the Concessions to form the basis of a technical report to be submitted to the Timor-Leste regulatory body, the Autoridade Nacional dos Minerais (ANM).

The submission of this report will include a justification to begin ground-work in the form of trenching and possibly drilling to assist the Company in quantifying sub-surface manganese mineralisation ahead of any future resource work.

The Company intends to continue exploration mapping and sampling across the tenements whilst employing local workers to trench priority locations that require further investigation at depth. Systematic trenching will add greatly to the geological understanding of the formation and distribution below surface of this valuable commodity.

In addition, the Company is in the process of acquiring permission from the ANM and the Minister to utilise the Japanese WWII stockpile, estimated to consist of approximately 30-40 tonnes of high-grade manganese, as a representative sample for market appraisal to prospective customers.

Timor-Leste Joint Venture

At the conclusion of the year, Estrella finalised a Joint Venture and Royalty Deed with state-run MRT for the formation of Estrella Murak Rai Timor to explore for and potentially exploit mineral deposits in Timor-Leste.

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ESR will hold 70% interest in the JV, to be headquartered in Dili, with MRT holding the remaining 30% interest. The JV will wholly own the previously granted Exploration and Evaluation Licenses: ZA001, ZA002 and ZA003 (Figure 3).

Under the terms of the Deed, the JV will see MRT free-carried at 30% ownership up until the completion and publication of a Feasibility Study over a deposit located within each of the EELs.

ESR will be solely responsible for the funding requirements of the Company in accordance with the Annual Program up until the completion and publication of a Feasibility Study.

In addition, MRT and ESR have entered into a Royalty Deed whereby MRT can elect to transfer its 30% interest in the JV to ESR following the completion of the Feasibility Study in respect of the EEL(s) and receive a 2% royalty on the Net Smelter Return (NSR) on all minerals produced from the area within the boundary of the EEL(s).

The eight Reconnaissance Permits (RP's) surrounding the EEL's are 100% owned by Estrella and do not currently form part of JV Company. RP's entitle the holder to conduct mapping and sampling within the Permit area for 12 months with an additional 6-month extension if required. The holder of the RP has a pre-emptive right in the grant for an Exploration or Mining License up to the expiry of the Permit. Upon Conversion of any granted RP's to EEL's MRT shall be entitled to a 30% free-carried interest and the EEL's will come under the same terms as the currently granted ZA001, ZA002 and ZA003 EEL's.

Carr Boyd Nickel Project, WA (100%-Owned)

The Carr Boyd Nickel Project is located approximately 80km NNW of the city of Kalgoorlie-Boulder in Western Australia's Goldfields Region. The Project comprises three Mining Leases and six Exploration Licenses and is an emerging area of geological significance following the intersection of several deposits of massive nickel-copper sulphides.

During the year, Estrella oversaw the completion of a world-first helicopter-borne electromagnetic survey (TargetEM) in partnership with Canadian-based geophysical firm Expert Geophysics.

The TargetEM system contains many structural, electrical and software improvements over previous helicopter-borne EM systems that have greatly improved the sensitivity and depth of investigation.

The 253km² survey was completed covering all prospective horizons identified and identified multiple first and second order bedrock conductor anomalies (Figure 8).

The resulting bedrock anomalism identified by the system correctly located known nickel-copper-sulphide mineralisation at T5, Carr Boyd and Broonhill; and also identified a 5km strike length at the untested Colreavy Komatiite as well as a new previously unknown southern conductor.

Further processing and refinement of the TargetEM and Audio-Frequency-Magnetic time-domain (AFMAG) data will continue to enable more subtle anomalism to be drawn out of the data.

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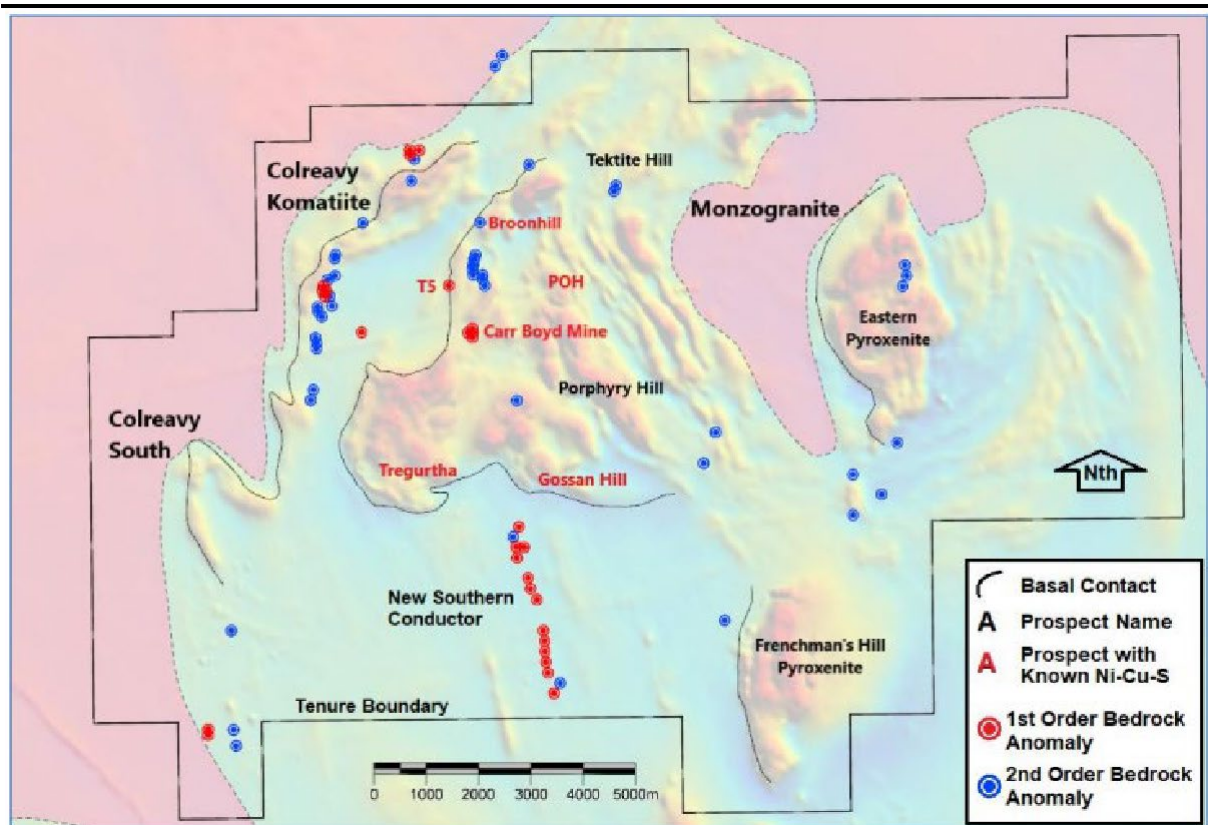


Figure 8: First and second order bedrock anomalism identified by TargetEM survey

In addition to Carr Boyd’s nickel potential, during the year Estrella also reported the discovery of a significant field of stacked, fractionating pegmatites at Carr Boyd.

A 14km long by 9km wide area of surficial quartz and pegmatite float material within alluvial and colluvial sediments was identified. Outcropping pegmatites can be traced for a few hundred metres before going beneath the cover.

It should be noted that this information simply proves extensive and thick, fractionated pegmatites exist however there is no assay information as to their prospectivity for LCT minerals at this stage and is not a proxy for laboratory assay.

The Company continues to progress Carr Boyd while investigating the introduction of a partner on the project and will keep shareholders informed if any binding agreements are executed.

Spargoville Nickel Project, WA (100%-Owned)

During the year, Estrella reported an Interim Prefeasibility Study for the 5A deposit at its Spargoville project.

The report outlined potential for a small-scale mining operation of a high-grade resource body. Key findings from the interim PFS include:

- Successful trial parcel to Glencore HPAL confirms maximum recovery processing pathway
- Simple decline and 2 level underground mine with long-hole stoping over 6-month time-frame
- Probable Reserve of 1043t Ni metal and 24t Co metal from 28kt of mined material
- Ongoing discussions with respect to devising optimal operational scenarios
- Total estimated capital and operating cost AU\$11.0M, or US\$3.20/lb Ni for project life- costs estimates are within +/- 25% and study assumes a USD/AUD XR of 0.67

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- Total project life of 10 months including crushing and haulage
- Underground decline and stope design undergoing final optimisation
- Short-list of preferred contractors selected
- Mining and Environmental approvals in progress assisted by MBS Environmental

The project remains a development opportunity for the Company, but further work has been curtailed due to the significant deterioration of the nickel market and the Company's increasing focus on its highly prospective opportunities in Timor-Leste.

Compliance Statement

With reference to previously reported Exploration results and mineral resources included in this report, the company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources or Ore Reserves that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Significant changes in the state of affairs

Corporate

On 31 July 2023, the Company's 389,363,575 listed options exercisable at \$0.02 expired unexercised.

On 26 October 2023, the Company issued 275,000,000 fully paid ordinary shares at deemed issue price of \$0.006 per share to raise \$1,650,000 under the Company's existing placement capacity. On the same day, the Company issued 500,000 ordinary shares in lieu of \$3,500 cash for geological consulting services performed.

On 30 October 2023, the Company's 63,391,928 unlisted options exercisable at \$0.04 expired unexercised.

On 17 November 2023, the Company's 16,600,000 unlisted options exercisable at \$0.20 expired unexercised.

On 4 December 2023, the Company issued 300,000 fully paid ordinary shares at deemed issue price of \$0.006 per share to raise \$1,800 under the Company's existing placement capacity. On the same day, the Company issued 6,000,000 Class A Share Performance Rights, vesting on a company market cap of \$20m, 12,000,000 Class B Share Performance Rights, vesting on a company market cap of \$50m, and 18,000,000 Class C Share Performance Rights, vesting on a company market cap of \$100m to directors upon shareholders' approval on Annual General Meeting held on 28 November 2023. The performance rights are expiring 5 December 2026.

On 14 December 2023, the Company issued 325,300,000 listed options, exercisable at \$0.20, expiring on 13 December 2026, of which 275,000,000 (free-attaching) to the Placement conducted on 26 October 2023 on a 1:1 basis, and 50,000,000 to CoPeak Corporate Pty Ltd, pursuant to lead manager services provided in respect of the Placement.

On 27 February 2024 the Company lodged a Loyalty Options Prospectus for the pro-rata entitlement issue of 1 Loyalty Option for every 10 Shares held at an issue price of \$0.001 per Loyalty Option. The Options will be exercisable at \$0.018 and expire on 13 December 2026.

On 26 March 2024, the Company issued 6,000,000 Class D Share Performance Rights, vesting on a company market cap of \$50m, and 12,000,000 Class E Share Performance Rights, vesting on a company market cap of \$100m to employees in accordance to the Company's Employee Securities Incentive

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Plan set out in the 2022 Notice of Meeting. Both classes of performance rights are expiring 25 March 2027.

On 27 March 2024, the Company issued 72,626,996 listed Loyalty Options at an issue price of \$0.001 per share, raising in total \$72,627.

On 19 June 2024, the Company issued the shortfall 103,310,191 listed Loyalty Options at an issue price of \$0.001 per share, raising in total \$103,310.

On 28 June 2024, the Company announced finalising Joint Venture and Royalty Deed with state-run Murak Rai Timor (MRT) at a signing ceremony in Dili, Timor Leste. The Company owns 70% of the JV company Estrella Murak Rai Timor, and MRT owns 30% of the JV company. MRT can elect to transfer its 30% interest in JV to ESR and receive 2% royalty on Net Smelter Return following release of Feasibility Study. The JV will wholly own and explore for and potentially exploit mineral deposits in the previously granted exploration and Evaluation licenses – ZA001, ZA002 and ZA003.

In the opinion of the Directors, other than the matters as outlined in the operations report above, or as set out in the financial statements and notes thereto, there were no significant changes in the state of affairs of the Group during the financial year.

Dividends

In respect to the current year, no dividends were paid or declared during the period by the Company and no recommendation is made as to dividends.

Corporate Governance Statement

The Company has disclosed its corporate governance statement on the Company website at www.estrellaresources.com.au/corporate-governance/

Events subsequent to the reporting period

On 3 September 2024, the Company issued 58,333,333 ordinary shares at \$0.006 per share, and 8,000,000 free-attaching listed options at \$0.001, expiring 13 December 2026 with the exercise price of \$0.018. The Company still requires to issue the Tranche 2 placement of up to 250,000,000 fully paid ordinary shares after it receives security holder approval.

Other than the above, no matters or circumstances since the end of the year have occurred that have significantly affected or may significantly affect the operations, the results of the operations or the state of affairs of the Group in subsequent financial years.

Likely future developments and expected results

Further information, other than as disclosed this report, about likely developments in the operations of the Company and the expected results of those operations in future years has not been included in this report as disclosure of this information would be likely to result in unreasonable prejudice to the Company.

Environmental issues

The consolidated entity's operations are subject to the laws and regulations pertaining to mining exploration operations in Australia. As at the date of this Report the consolidated entity has not been notified of any breach of any such laws or regulations.

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Information on Directors

Mr Christopher Daws: Managing Director

Date of appointment as Managing Director: 18 November 2020

Mr Daws is an experienced mining executive having previously been involved with Niagara Mining (Poseidon), US Nickel and KMC Limited. Mr Daws is a Director and founder of Apollo Phoenix Resources Pty Ltd and a Director of Nimbus Mines Pty Ltd. Mr Daws is responsible for running the day-to-day operations of the Company.

Mr Daws is not currently and has not been within the last three years a Director of any publicly listed Companies. Mr Daws currently holds 38,762,265 fully paid ordinary shares, 3,656,226 listed options, 8,000,000 unlisted options, and 12,000,000 performance rights in Estrella Resources Limited.

Mr Leslie Pereira– Non-Executive Director, B.App.Sci.(Biology) B.App.Sci. (Chiropractic) C.C.S.P.

Date of appointment: 1 February 2019

Mr Pereira is a WA based businessman and investor in the resources sector. Mr Pereira has previously held senior management positions overseeing active mining operations in Indonesia. He has been actively involved in capital raisings and promotions of a number of publicly listed companies.

Mr Pereira is not currently and has not been within the last three years a Director of any publicly listed Companies. Mr Pereira currently holds 7,790,769 fully paid ordinary shares, 1,079,076 listed options, 7,000,000 unlisted options, and 12,000,000 performance rights in Estrella Resources Limited.

Mr John Kingswood – Non-Executive Director

Date of appointment: 6 January 2017

Mr Kingswood has over 25 years' mining experience with significant experience in mining and project management. Mr Kingswood has a track record of acquiring mineral projects and implementing effective strategies.

Mr Kingswood is not currently and has not been within the last three years a Director of any publicly listed Companies.

Mr Kingswood currently holds 3,380,000 fully paid ordinary shares, 7,000,000 unlisted options, and 12,000,000 performance rights in Estrella Resources Limited.

Other Management

Mr Steve Warriner – Exploration Manager

Date of appointment: 4 January 2021

Mr Warriner is a graduate of the West Australian School of Mines and is a member of the Australian Institute of Geoscientists (AIG). He has over 30 years' experience in the resource/mining industry in Western Australia and overseas with over 20 of these years exploring for and mining intrusive and extrusive nickel deposits around Western Australia. Mr Warriner brings a wealth of experience to Estrella in the exploration for and exploitation of nickel sulphide deposits.

Mr Warriner previously held the position of Chief Geologist at Poseidon Nickel Limited for 14 years. He has held senior management and consulting positions in a number of ASX listed companies including Poseidon Nickel, Western Metals, Barrick Gold, WMC Resources and Fox Resources, where his experience and leadership has led to several new discoveries and successful mining operations,

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including the recent Golden Swan high-grade nickel discovery with Newexco Geological Consultants, and the Abi Rose and Cerberus discoveries with Neil Hutchison.

Mr Stephen Brockhurst – Joint Company Secretary

Date of appointment as Company Secretary: 29 October 2020

Mr Brockhurst is the founding Director of Mining Corporate Pty Ltd and has over 15 years' experience in the finance and corporate advisory industry and has been responsible for the preparation of the due diligence process and prospectuses on a number of initial public offers. His experience includes corporate and capital structuring, corporate advisory and company secretarial services, capital raising, ASX and ASIC compliance requirements. Mr Brockhurst has served on the board and acted as Company Secretary for numerous ASX listed and private companies.

Mr Benjamin Smith – Joint Company Secretary

Date of appointment: 31 October 2023

Mr Smith is a Chartered Accountant and has over ten (10) years' experience in finance, accounting and corporate advisory. His experience includes three (3) years at BHP's Nickel West, and five (5) years auditing ASX listed companies prior to that. More recently he is serving as Company Secretary for ASX listed company Rubix Resources Limited and previously Torrens Mining Limited, prior to its acquisition.

Meetings of the Board

The number of meetings of Directors held during the year and the number of meetings attended by each Director were as follows:

Director	BOARD MEETINGS	
	Number eligible to attend	Number attended
L Pereira	1	1
C Daws	1	1
J Kingswood	1	1

The Company had the following options on issue as at the date of this report:

	Number of shares under option	Class	Exercise price	Expiry date of options
	25,750,000	Unquoted	\$0.06	21 Jan 2025
	20,000,000	Unquoted	\$0.06	13 Apr 2025
	25,000,000	Unquoted	\$0.03	1 Dec 2025
	501,237,187	Quoted	\$0.018	13 Dec 2026
Total	571,987,187			

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The Company had the following performance rights on issue as at the date of this report:

Number of shares under performance rights	Class	Expiry date of performance rights
6,000,000	A	5 Dec 2026
12,000,000	B	5 Dec 2026
18,000,000	C	5 Dec 2026
6,000,000	D	11 Jan 2027 / 26 Feb 2027
12,000,000	E	11 Jan 2027 / 26 Feb 2027
Total		54,000,000

Indemnifying officers or auditor

During the reporting period, the Company paid an insurance premium to insure the Directors and Officers of the Company. The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else to cause detriment to the Company. Details of the amount of the premium paid in respect of the insurance policies are not disclosed as such disclosure is prohibited under the terms of the contract.

The Company has entered into agreements with each of the Directors and Officers to indemnify them against any claim and related expenses, which arise as a result of work completed in their respective capabilities. The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify any current or former officer or auditor of the Company against a liability incurred as such by an officer or auditor.

Proceedings on behalf of Company

No person has applied to the Court under section 247 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 purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

Non-audit services

Details of the amounts paid to the auditors of the Company, RSM Australia Partners for non-audit services provided during the year are as follows:

	2024	2023
	\$	\$
Non-audit services:		
Tax services	8,000	7,500

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Officers of the Company who are former partners of RSM Australia Partners

There are no officers of the Company who are former partners of RSM Australia Partners.

Auditor independence declaration

A copy of the auditor's independence declaration as required under s307C of the Corporations Act 2001 is included within this financial report and forms part of this Directors' report.

REMUNERATION REPORT (Audited)

The Directors of Estrella Resources Limited present the Remuneration Report prepared in accordance with the Corporations Act 2001 and the Corporations Regulations 2001. The Remuneration Report is set out under the following main headings:

1. Principles used to determine the nature and amount of remuneration
2. Details of remuneration
3. Service agreements

Principles used to determine the nature and amount of remuneration

The following Report outlines the principles used to determine the nature and amount of remuneration. The Board assumes the role of the Remuneration Committee and is responsible for reviewing and providing recommendations with respect to the remuneration packages of Directors and Key Management Personnel. The role also includes responsibility for share options incentives, superannuation entitlements, retirement and termination entitlements, fringe benefits policies, liability insurance policies and other terms of employment.

The Board will review the arrangements having regard to performance, relevant comparative information and at its discretion may obtain independent expert advice on the appropriateness of remuneration packages or fees paid to Key Management Personnel.

No remuneration consultant was used during the year. Remuneration packages are set at levels intended to attract and retain Key Management Personnel capable of managing the Company's activities. Where Key Management Personnel positions are held by consultants, fees are based on normal commercial terms and conditions.

The remuneration of an Executive Director is ultimately decided by the Board, without the affected Executive Director participating in that decision-making process.

The total maximum remuneration of Non-Executive Directors is the subject of a Shareholder resolution in accordance with the Company's Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of Non-Executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each Non-Executive Director. The current limit, which may only be varied by Shareholders in general meeting, is an aggregate amount of \$380,000 per annum.

The Board may award additional remuneration to Non-Executive Directors called upon to perform extra services or make special exertions on behalf of the Company.

The executive pay and reward framework has three components:

1. Base pay and benefits;
2. Long-term incentives through share schemes; and
3. Other remuneration such as superannuation.

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The combination of these comprises the Key Management Personnel total remuneration. All remuneration is fixed and no portion is based on performance targets. The award of long-term incentives is based upon the discretion of the Board.

Relationship between the Remuneration Policy and Company Performance

	30 June 2024	30 June 2023	30 June 2022	30 June 2021	30 June 2020
	\$	\$	\$	\$	\$
Revenue	8,193	412,039	3,823	1,400,088	762
EBITDA	(2,775,031)	(1,386,611)	(2,121,721)	(394,980)	(574,921)
EBIT	(2,915,642)	(1,592,975)	(2,248,765)	(461,244)	(583,374)
Loss after income tax	(2,991,140)	(1,604,768)	(2,276,913)	(543,240)	(609,076)
Basic loss per share (cents)	(0.18)	(0.11)	(0.19)	(0.07)	(0.11)
Diluted loss per share (cents)	(0.18)	(0.11)	(0.19)	(0.07)	(0.11)
Share Price at financial year end	\$0.004	\$0.007	\$0.02	\$0.047	\$0.01

Details of remuneration

Details of the nature and amount of each element of the emoluments of each of the Directors and Key Management Personnel of the Company for the year ended 30 June 2024 and 30 June 2023 are set out in the following tables:

2024	Short-term benefits	Post-employment benefits	Long-term benefits	Share-based Payments	Total	Performance Related
	Salary And Fees	Superannuation	Long service leave	Options & Performance Rights		
Name	\$	\$	\$	\$	\$	%
DIRECTORS						
L. Pereira	50,000	5,500	-	8,322	63,822	13
C. Daws	326,313	35,888	45,269	8,322	415,792	2
J. Kingswood	49,992	-	-	8,322	58,314	14
Total	426,305	41,388	45,269	24,966	537,928	

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2023	Short-term benefits		Post-employment benefits	Share-based Payments	Total	Performance Related
	Salary	Bonus	Superannuation	Options		
Name	And Fees					%
	\$	\$	\$	\$	\$	
DIRECTORS						
L. Pereira	41,662	-	4,375	35,530	81,567	44
C. Daws	296,186	-	31,036	44,295	371,517	12
J. Kingswood	41,662	-	-	35,530	77,192	46
Total	379,510	-	35,411	115,355	530,276	

Share based remuneration

During the year, 36,000,000 performance rights were issued to Key Management Personnel. Refer to Note 18 – Share based payments.

Transactions with key management personnel

There were no transactions with key management personnel in 2024 other than as outlined above.

Key management personnel shareholdings

Fully Paid Ordinary Shares

2024	Balance 01 July 2023	Purchases / (Sales)	On exercise of options / convertible securities	Net other Change	Balance 30 June 2024
Directors					
L Pereira	6,830,769	960,000	-	-	7,790,769
C Daws	36,562,265	2,200,000	-	-	38,762,265
J Kingswood	3,380,000	-	-	-	3,380,000

Share Options

2024	Balance 1 July 2023	Options Granted ¹	Options Purchased	Net other Change ²	Options Exercised	Balance 30 June 2024	Total Vested 30 June 2024
L. Pereira	12,550,000	1,079,076	-	(5,550,000)	-	8,079,076	8,079,076
C Daws	10,000,000	3,656,226	-	(2,000,000)	-	11,656,226	11,656,226
J Kingswood	9,000,000	-	-	(2,000,000)	-	7,000,000	7,000,000

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¹ 3,656,226 options were issued to C Daws as part of the loyalty options offer. 779,076 options were issued to director L Pereira as part of the loyalty options offer and 300,000 options were issued to L Pereira as free attaching options for placement participation.

² Other changes relate to the expiry of unlisted options during the year for each director.

Performance Rights

2024	Balance 1 July 2023	Class A Granted	Class B Granted	Class C Granted	Balance 30 June 2024
L. Pereira	-	2,000,000	4,000,000	6,000,000	12,000,000
C Daws	-	2,000,000	4,000,000	6,000,000	12,000,000
J Kingswood	-	2,000,000	4,000,000	6,000,000	12,000,000

During the year, 36,000,000 performance rights were issued to Directors as approved by shareholders at the AGM on 28 November 2023.

Grant Date/vesting condition	Number of Instruments	Grant Date	Fair value per instrument \$
Class A Performance Rights vesting on the Company achieving a market capitalisation of \$20,000,000	6,000,000	28/11/2023	0.0052
Class B Performance Rights vesting on the Company achieving a market capitalisation of \$50,000,000	12,000,000	28/11/2023	0.0038
Class C Performance Rights vesting on the Company achieving a market capitalisation of \$100,000,000	18,000,000	28/11/2023	0.0027

Service Agreements

Executive Director Remuneration

Mr Christopher Daws was appointed as Managing Director on 18 November 2020 for an initial term of three (3) years. His employment conditions are governed by an Executive Service Agreement. The terms of agreement can be terminated by providing three (3) months written notice in case of the Company and then by paying three (3) months salary. Mr Daws can terminate the Agreement by providing three (3) months written notice. The original terms of the Agreement were such that Mr Daws is entitled to receive \$290,000 per year (exclusive of statutory superannuation). The terms of the Agreement allow for an annual salary review. On 1 May 2023 Mr Daws salary was increased to \$326,250 (exclusive of statutory superannuation). This was the only salary increase Mr Daws has received during his term as Executive Director. The remuneration is not dependent on the satisfaction of any performance conditions.

Non-Executive Directors Remuneration

Remuneration of Non-Executive Directors are formalised in the form of service agreements between themselves and the Company. Their engagements have no fixed term but cease on their resignation or

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removal as a director in accordance with the Corporations Act. On 1 May 2023 the Non-Executive Directors' remuneration was increased from \$40,000 per annum to \$50,000 per annum.

Voting and comments made at the Company's 2023 Annual General Meeting

The Company received 96.39% of votes, of those shareholders who exercised their right to vote, in favour of the remuneration report for the 2023 financial year. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

END OF THE AUDITED REMUNERATION REPORT

Signed in accordance with a resolution of the Board of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001:



Christopher Daws
Director

Dated: 27 September 2024
Perth

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Estrella Resources Limited for the 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: 27 September 2024

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ESTRELLA RESOURCES LIMITED
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**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
 COMPREHENSIVE INCOME**

For the year ended 30 June 2024

	Note	30 June 2024	30 June 2023
		\$	\$
Sales		-	405,521
Interest income		8,193	6,518
Other income		-	-
Exploration and evaluation expenditure		-	(547,569)
Impairment of exploration and evaluation expenditure	7	(1,762,771)	-
Salaries and directors' fees		(461,873)	(384,371)
Legal fees		(59,098)	(42,988)
Consulting fees		(256,470)	(340,086)
Share based payment expense	18	(52,183)	(219,530)
Depreciation		(140,611)	(206,364)
Borrowing costs	3	(83,691)	(18,311)
Unrealised movement in fair value of investment		128,260	(20,754)
Other expenses		(310,896)	(236,834)
LOSS BEFORE INCOME TAX		(2,991,140)	(1,604,768)
Income tax expense	4	-	-
LOSS FOR THE YEAR		(2,991,140)	(1,604,768)
Other Comprehensive Loss		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(2,991,140)	(1,604,768)
Loss per share:			
Basic and diluted loss per share (cents per share)	14	(0.18)	(0.11)

These financial statements should be read in conjunction with the accompanying notes.

ESTRELLA RESOURCES LIMITED
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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

	Note	30 June 2024 \$	30 June 2023 \$
Current assets			
Cash and cash equivalents	16	196,891	1,047,682
Trade and other receivables	5	113,537	53,031
Financial assets at fair value through profit or loss	8	162,716	34,456
Total current assets		473,144	1,135,169
Non-Current Assets			
Plant and equipment	6	334,555	439,335
Exploration and evaluation expenditure	7	20,301,133	21,753,100
Total Non-Current Assets		20,635,688	22,192,435
Total assets		21,108,832	23,327,604
Current liabilities			
Trade and other payables	9	241,794	151,432
Borrowings	10	-	1,044,311
Provisions	11	148,444	100,750
Total current liabilities		390,238	1,296,493
Total liabilities		390,238	1,296,493
Net assets		20,718,594	22,031,111
Equity			
Share capital	12	39,470,928	38,188,925
Reserves	13	1,167,415	1,827,785
Accumulated losses		(19,919,749)	(17,985,599)
Total equity		20,718,594	22,031,111

These financial statements should be read in conjunction with the accompanying notes.

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2024

	Issued capital \$	Accumulated losses \$	Option reserve \$	Total \$
Balance at 30 June 2023	38,188,925	(17,985,599)	1,827,785	22,031,111
Loss for the year	-	(2,991,140)		(2,991,140)
Transactions with owners in their capacity as owners:				
Share based payments	-	-	52,183	52,183
Options issued during the year	-	-	175,937	175,937
Options expired during the year	-	1,056,990	(1,056,990)	-
Shares issued	1,655,300	-	-	1,655,300
Transaction costs on share issue	(373,297)	-	168,500	(204,797)
Balance at 30 June 2024	39,470,928	(19,919,749)	1,167,415	20,718,594
Balance at 30 June 2022	34,595,220	(16,433,386)	1,510,810	19,672,644
Loss for the year	-	(1,604,768)	-	(1,604,768)
Transactions with owners in their capacity as owners:				
Share based payments	-	-	227,030	227,030
Convertible notes and options exercised & expired during the year	-	52,555	(52,555)	-
Shares issued	4,110,315	-	-	4,110,315
Transaction costs on share issue	(516,610)	-	142,500	(374,110)
Balance at 30 June 2023	38,188,925	(17,985,599)	1,827,785	22,031,111

These financial statements should be read in conjunction with the accompanying notes.

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CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2024

	No te	30 June 2024	30 June 2023
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		-	405,521
Payments to suppliers and employees		(1,056,105)	(1,545,872)
Interest received		8,193	6,518
Interest paid		(102,002)	-
NET CASH USED IN OPERATING ACTIVITIES	16	(1,149,914)	(1,133,833)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for plant and equipment		(35,832)	(9,040)
Payments for exploration and evaluation expenditure		(1,578,527)	(4,060,650)
Proceeds from R&D receipt		1,327,266	1,033,601
NET CASH USED IN INVESTING ACTIVITIES		(287,093)	(3,036,089)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		1,651,800	3,818,718
Proceeds from issue of options		154,346	7,500
(Repayment of)/proceeds from borrowings		(1,044,311)	1,044,311
Share issue costs		(175,619)	(374,110)
NET CASH PROVIDED BY FINANCING ACTIVITIES		586,216	4,496,419
Net (decrease) / increase in cash held		(850,791)	326,497
Cash at the beginning of the year		1,047,682	721,185
CASH AT THE END OF THE YEAR	16	196,891	1,047,682

These financial statements should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Operations

The consolidated entity consists of Estrella Resources Limited (the "Company") and the entities it controlled at the end of, or during, the year ended 30 June 2024.

General Information

Estrella Resources Limited is a listed public company limited by shares, incorporated and domiciled in Australia. It is a for profit entity. The Company was incorporated on 27 May 2011. The registered office and principal place of business is Level 8, 216 St Georges Terrace, Perth, WA, 6000. Estrella Resources' shares are listed on the ASX (ASX:ESR).

2. Material accounting policy information

The material accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

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.

a) Basis of preparation

Statement of compliance

The general purpose financial statements of the consolidated entity have been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards, Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board. Compliance with Australian Accounting Standards ensures compliance with International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**). Estrella Resources Limited is a for-profit entity for the purpose of preparing the financial statements. The consolidated financial statements for the year ended 30 June 2024 (including comparatives) were approved and authorised for issue by the Board of Directors on xx September 2024.

Historical Cost Convention

The financial report has been prepared on an accruals basis and is based on the historical costs modified, where applicable by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The financial statements are presented in Australian dollars, which is Estrella Resources Limited's functional and presentation currency.

Critical accounting estimates and judgements

The Directors evaluate estimates and judgments incorporated into the financial statements 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 within the consolidated entity. Actual results may differ from these estimates.

ESTRELLA RESOURCES LIMITED AND CONTROLLED ENTITIES

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period in which the estimate is revised.

Share based payments

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date which they are granted. The fair value is determined by Directors' assessment as to the cost of the last equity based transaction made. Refer to note 18 for details. The accounting estimates and assumptions in relation to equity settled share based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

Impairment of capitalised exploration and evaluation expenditure

Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

b) Exploration and Evaluation Expenditure

Pre-licence costs are recognised in the consolidated statement of profit or loss and other comprehensive Income as incurred unless the company is in the process of acquiring the licences, then the costs incurred are capitalised as exploration and evaluation expenditure.

Exploration and evaluation expenditure, including the costs of acquiring licences, are capitalised on a project by project basis. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves.

Expenditure deemed to be unsuccessful is recognised in the consolidated statement of profit or loss and other comprehensive income immediately.

Exploration and evaluation assets are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

c) Post-employment benefits and short-term employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for annual leave and accumulating sick leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of

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service. Expected future payments are discounted using market yields at the end of the reporting period on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (being the Managing Director). The chief operating decision maker (being the Managing Director), who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

e) Equity, reserves and dividend payments

Share Capital represents the fair value of shares that have been issued. Any transactions cost associated with the issuing of shares are deducted from the share capital, net of any related income tax benefits.

Other components of equity include the following:

- Option reserve – The fair value of options granted is recognised as an increase in equity.
- Convertible note reserve – the fair value of the equity residual component on the issue of convertible notes

f) Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Company only. Supplementary information about the parent entity is disclosed in note 23.

g) Principles of consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent, Estrella Resources Limited and all of the subsidiaries (including any structured entities). Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 24.

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

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

h) Income tax

The income tax expense for the year comprises current income tax expense and deferred tax expense. Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities are measured at the amounts expected to be paid to the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

ESTRELLA RESOURCES LIMITED AND CONTROLLED ENTITIES

Current and deferred income tax expense is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future. Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities, where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Estrella Resources Limited (the 'head entity') and its wholly-owned Australian subsidiaries formed an income tax consolidated group under the tax consolidation regime on 1 July 2018. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within Company' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

i) Plant and Equipment

Items of plant and equipment are measured on the cost basis. The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal.

Depreciation

The depreciable amount of all fixed assets is depreciated on a diminishing value basis commencing from the time the asset is held ready for use.

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

Class of Fixed Asset	Depreciation Rate
Plant and equipment	10 - 50%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

ESTRELLA RESOURCES LIMITED AND CONTROLLED ENTITIES

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in profit or loss. When re-valued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

j) Earnings per share

i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares; and
- by the weighted average number of ordinary shares outstanding during the financial year.

ii) 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 income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

k) New accounting standards for application in future period

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the company for the annual reporting period ended 30 June 2024. The Company has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

l) Investments and other financial assets

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

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

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

m) Going concern

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

As disclosed in the financial statements, the consolidated entity incurred a loss of \$2,991,140 and had net cash outflows from operating activities of \$1,149,914 and investing activities of \$287,093 for the year ended 30 June 2024.

ESTRELLA RESOURCES LIMITED AND CONTROLLED ENTITIES

The ability of the consolidated entity to continue as a going concern is principally dependent upon the ability of the consolidated entity to secure funds by raising additional capital from equity markets and managing cash flows in line with available funds.

These factors indicate a material uncertainty which may cast significant doubt as to whether the consolidated entity will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that there are reasonable grounds that the consolidated entity will be able to continue as a going concern, after consideration of the following factors:

- The Directors are confident the Company will be successful in sourcing further capital from the issue of additional equity securities to fund the ongoing operations of the consolidated entity. The Company has an agreement in place with a strategic investor to raise up to \$5m at the election of the director, and subject to shareholder approvals; and
- The ability of the consolidated entity to further scale back certain parts of their activities that are non-essential to conserve cash.

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

Should the consolidated entity be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the consolidated entity be unable to continue as a going concern and meet its debts as and when they fall due.

3. Borrowing Costs

	30 June 2024	30 June 2023
	\$	\$
Interest expense	83,691	18,311
Total Borrowing costs	83,691	18,311

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4. Income tax expense

	30 June 2024	30 June 2023
	\$	\$
The prima facie tax on loss before income tax is reconciled to the income tax as follows:		
Loss before income tax expense	(2,991,140)	(1,604,768)
Prima facie tax payable on profit before income tax at 30% (2023: 30%)	(897,342)	(481,430)
Tax effect - permanent differences	544,299	65,859
Tax effect of tax losses and temporary differences not recognised	353,043	415,571
Income tax expense	-	-

The amount of tax losses carried forward as at 30 June 2024 amount to \$26,180,312 (2023: \$25,751,238).

5. Trade and other receivables

	30 June 2024	30 June 2023
	\$	\$
Prepayments	77,213	42,277
GST receivable	20,064	10,754
Bond to secure Timor-Leste tender	16,260	-
Loan to Data Laboratories Ltd ¹	500,000	500,000
Less impairment of loan to Data Laboratories Ltd ¹	(500,000)	(500,000)
Total trade and other receivables	113,537	53,031

¹In November 2015 the Company entered into an agreement to acquire Data Laboratories Ltd (Data Labs), a company registered in the United Kingdom. The Company advanced Data Labs \$500,000 but did not proceed with the acquisition. Under the terms of the termination agreement of the loan an amount of \$250,000 will be converted into shares in Data Labs at the same price that Data Labs does its next capital raising and the balance of \$250,000 is repayable from the proceeds of the Data Labs capital raising. While Data Labs continues to trade it has not yet undertaken a capital raising. The Company has therefore impaired the loan until such time as equity in Data Labs is issued and the Loan is repaid.

Allowance for expected credit losses

There is no allowance for expected credit losses recognised for the year ended 30 June 2024.

6. Plant & Equipment

	30 June 2024	30 June 2023
	\$	\$
Plant & equipment at cost	897,610	861,778
Plant & equipment – accumulated depreciation	(563,055)	(422,443)
	334,555	439,335

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Plant & Equipment		
Opening Balance	439,335	399,389
Additions	35,831	9,040
Transfer from exploration and evaluation assets	-	237,270
Depreciation	(140,611)	(206,364)
Closing balance of plant & equipment	334,555	439,335

7. Exploration and evaluation assets

	30 June 2024	30 June 2023
	\$	\$
Exploration and evaluation assets		
Balance at the beginning of the year	21,753,100	19,628,059
Exploration costs capitalised	1,638,070	3,395,912
R&D tax receipt	(1,327,266)	(1,033,601)
Transfer to plant and equipment	-	(237,270)
Disposal of tenements	-	-
Impairment ¹	(1,762,771)	-
Balance at the end of the year	20,301,133	21,753,100

¹Given macroeconomic conditions (largely nickel price, and increasing mining and labour costs (inflation), and the likelihood of being able to develop a substantial Nickel Resource at Spargoville that would achieve an economy of scale to produce an economically feasible mineable resource at the current nickel price, the board deemed it appropriate to write down the Spargoville Project to \$100,000. A position of \$100,000 was considered market value, as the consolidated entity would not relinquish or sell the nickel mineral rights for less than \$100,000, if the consolidated entity was to sell the asset.

8. Financial assets at fair value through profit or loss

	30 June 2024	30 June 2023
	\$	\$
Current		
Investments in listed company	162,716	34,456
Total	162,716	34,456

9. Trade and other payables

	30 June 2024	30 June 2023
	\$	\$
Current		
Trade payables	89,060	54,861
Accruals	152,734	78,260
Interest payable	-	18,311
Total	241,794	151,432

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10. Borrowings

	30 June 2024	30 June 2023
	\$	\$
Current		
Loan	-	1,044,311
Opening balance	1,044,311	-
Loan (repayment) / disbursed	(1,044,311)	1,044,311
Closing balance	-	1,044,311

During the financial year the Company repaid the secured loan entered into as an advance on Estrella's research and development (R&D) expenditure for the 2024 financial year. The loan incurred interest at 16% per annum and in total \$ 102,002 interest was paid from the R&D refund received for the 2024 financial year.

11. Provisions

	30 June 2024	30 June 2023
	\$	\$
Current		
Employee benefits	148,444	100,750

12. Issued capital

	30 June 2024	30 June 2023
	\$	\$
1,759,371,869 fully paid ordinary shares (2023: 1,483,571,869)	43,864,019	42,208,720
Share issue costs	(4,393,091)	(4,019,795)
	39,470,928	38,188,925

The Company does not have a limited amount of authorised capital and issued shares do not have a par value. Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

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Movements in Share Capital

	30 June 2024	30 June 2024	30 June 2023	30 June 2023
	Number	\$	Number	\$
Fully paid ordinary shares				
Balance as at the beginning of the reporting period	1,483,571,869	38,188,925	1,200,681,540	34,595,220
Placement – July 2022	-	-	126,783,853	2,218,718
Placement – September 2022	-	-	150,000,000	1,800,000
Placement – October 2023	275,000,000	1,650,000		
Placement – December 2023	300,000	1,800		
Issued to suppliers in lieu of cash payment	500,000	3,500	6,106,476	91,597
	<u>1,759,371,869</u>	<u>39,844,225</u>	<u>1,483,571,869</u>	<u>38,705,535</u>
Share issue costs	-	(373,297)	-	(516,610)
	<u>1,759,371,869</u>	<u>39,470,928</u>	<u>1,483,571,869</u>	<u>38,188,925</u>

Capital Management

The Board controls the capital of the Company in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the consolidated entity can fund its operations and continue as a going concern. The consolidated entity's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets. There are no externally imposed capital requirements.

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

13. Reserves

	30 June 2024	30 June 2023
	\$	\$
Summary		
Option and performance rights reserve ¹	1,167,415	1,827,785
	<u>1,167,415</u>	<u>1,827,785</u>

¹The option and performance rights reserve records the fair value of options and performance rights issued.

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Option and performance rights reserve

Balance at beginning of year	1,827,785	1,510,810
Options expense	189,610	362,030
Consideration for options issued	175,937	7,500
Performance rights expense	31,073	-
Options exercised and expired	(1,056,990)	(52,555)
Balance at end of year	1,167,415	1,827,785

a) Options and performance rights	30 June 2024		30 June 2023	
	Number	\$	Number	\$
Options issued/options reserve				
Balance as at the beginning of the period	540,105,503	1,827,785	313,213,575	1,510,810
Unlisted Options issued 5/12/22	-	-	20,000,000	72,000
Listed Options issued 5/12/22	-	-	75,000,000	-
Listed Options issued 5/12/22	-	-	75,000,000	150,000
Unlisted Options issued 5/12/22	-	-	63,391,928	-
Unlisted Options issued 3/02/23	-	-	5,000,000	15,935
Listed Options issued 4/12/23 ¹	325,300,000	168,500	-	-
Listed Options issued 27/03/24 ²	72,626,996	72,627	-	-
Listed Options issued 19/06/24 ²	103,310,191	103,310	-	-
Expense of options issued in prior periods	-	21,110	-	131,595
Unlisted Options expired during the year	(79,991,928)	(1,056,990)	(11,500,000)	(52,555)
Listed Options expired during the year	(389,363,575)	-	-	-
	571,987,187	1,136,342	540,105,503	1,827,785
Performance rights reserve				
Performance Rights issued 28/11/23 ³	36,000,000	24,965	-	-
Performance Rights issued 11/01/24 ³	12,000,000	4,830	-	-
Performance Rights issued 26/02/24 ³	6,000,000	1,278	-	-
	54,000,000	31,073	-	-
Total Reserves	625,987,187	1,167,415	540,105,503	1,827,785

¹ 50,000,000 listed options issued as part of share based payments, refer to Note 18;

² Listed options issued pursuant to the Loyalty Options Prospectus;

³ Performance rights issued to directors and employees as part of share based payments, refer to Note 18;

14. Earnings per share

	30 June 2024	30 June 2023
	Cents per share	Cents per share
Basic loss per share	(0.18)	(0.11)
Diluted loss per share	(0.18)	(0.11)

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The following reflects the loss and share data used in the calculations of the basic and diluted loss per share:

Reconciliation

Net loss for the period	(2,991,140)	(1,604,768)
Loss used in calculating basic and diluted loss per share	(2,991,140)	(1,604,768)
Weighted average number of ordinary shares used as the denominator in calculating basic and dilutive loss per share	1,671,174,328	1,437,642,986

The options on issue are not dilutive and are therefore excluded from the weighted average number of ordinary shares and potential ordinary shares in the calculation of diluted loss per share.

15. Expenditure commitments

In order to maintain the current rights to Western Australian exploration tenements, the consolidated entity is required to perform minimum exploration requirements specified by the Department of Mines and Petroleum:

	30 June 2024	30 June 2023
	\$	\$
Less than 12 months	416,471	373,936
Between 12 months and 5 years	717,067	879,615
Total	1,133,538	1,253,551

16. Notes to the statement of cash flows

a) Reconciliation of cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash and cash equivalents at the end of the financial year as shown in the consolidated statement of cash flows is reconciled to the related items in the consolidated statement of financial position as follows:

	30 June 2024	30 June 2023
	\$	\$
Cash at bank and in hand	196,891	1,047,682

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b) Reconciliation of loss for the year after income tax to cash flows used in operating activities

	30 June 2024	30 June 2023
	\$	\$
Loss for the year	(2,991,140)	(1,604,768)
Depreciation	140,611	206,364
Unrealised movement in fair value of investment	(128,260)	20,754
Borrowing costs	(18,311)	18,311
Impairment of exploration expenditures	1,762,771	-
Share based payments	52,183	219,530
Movements in assets and liabilities:		
Trade and other current	(17,792)	26,950
Trade and other payables	2,330	(26,532)
Employee provisions	47,694	5,558
Net cash used in operating activities	(1,149,914)	(1,133,833)

c) Non-cash financing and investing activities

	30 June 2024	30 June 2023
	\$	\$
Options issued to brokers	168,500	-

17. Financial instrument risk management

The consolidated entity is exposed to a variety of financial risks through its use of financial instruments. This note discloses the consolidated entity's objectives, policies and processes for managing and measuring these risks.

The consolidated entity's overall risk management plan seeks to minimise potential adverse effects due to the unpredictability of financial markets.

The consolidated entity does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the consolidated entity is exposed to are described below:

Specific risks

- Market risk
- Credit risk
- Liquidity risk
- Sovereign risk
- Operational risk
- Contractual risk
- Commodity price volatility risk
- Commercialisation risks

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Financial instruments used

The principal categories of financial instrument used by Estrella Resources are:

- Trade receivables
- Cash at bank
- Trade and other payables
- Borrowing

The consolidated entity's exposure to interest rate risk and effective weighted average interest rate for financial assets and liabilities is set out below.

		Variable interest rate	Less than 1 year	1-2 years	2-3 years	Non interest bearing	Total
2024		\$	\$	\$	\$	\$	\$
Financial assets							
Cash and cash equivalents	1.6%	196,891	-	-	-	-	196,891
Trade and other receivables		-	-	-	-	113,537	113,537
		196,891	-	-	-	113,537	310,428
Financial liabilities							
Trade and other payables		-	-	-	-	241,794	241,794
Borrowings	16%	-	-	-	-	-	-
		-	-	-	-	241,794	241,794
2023							
		Variable interest rate	Less than 1 year	1-2 years	2-3 years	Non interest bearing	Total
2023		\$	\$	\$	\$	\$	\$
Financial assets							
Cash and cash equivalents	1.6%	1,047,682	-	-	-	-	1,047,682
Trade and other receivables		-	-	-	-	53,031	53,031
		1,047,682	-	-	-	53,031	1,100,713
Financial liabilities							
Trade and other payables		-	-	-	-	151,432	151,432
Borrowings	16%	-	1,044,311	-	-	-	1,044,311
		-	1,044,311	-	-	151,432	1,195,743

Fair value estimation

The net fair value of financial assets and financial liabilities approximates their carrying values as disclosed in the statement of financial position and notes to the financial statements.

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Objectives, policies and processes

Risk management is carried out by the consolidated entity's finance function under policies and objectives which have been approved by the Board of Directors. The Board is currently responsible for implementing processes which follow the objectives and policies.

The Board receives monthly reports which provide details of the effectiveness of the processes and policies in place.

Specific information regarding the mitigation of each financial risk to which the consolidated entity is exposed is provided below.

Market risk

Cash flow interest rate sensitivity

At 30 June 2024 the consolidated entity is exposed to changes in market interest rates through its cash and cash equivalents, which are subject to variable interest rates.

At 30 June 2024, the effect on loss and equity as a result of fluctuations in the interest rate, with all other variables remaining constant has been considered. For the purpose of this exercise, a 0.5% increase in the interest rate results in a decrease in loss by \$985 and an increase in equity of the same amount. These changes are considered to be reasonably possible based on observation of current market conditions.

Other price risk

Market price risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the consolidated entity's income or the value of its holdings of financial instruments. The nature of the consolidated entity's financial assets and liabilities is such that it has limited exposure to these risks.

Credit risk analysis

Credit risk is the risk of loss from a counter-party failing to meet its financial obligations to the consolidated entity.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at the reporting date to recognised financial assets is the carrying amount of those assets, net of any provisions for doubtful debts, as disclosed in the consolidated statement of financial position and notes to the financial statements.

The consolidated entity's cash and cash equivalents are deposited with licensed Australian banks. The most significant other financial assets are trade and other receivables. The consolidated entity has a receivable of \$500,000 from Data Laboratories Ltd. As the value of this asset is uncertain it has been impaired in full.

There were no past due debts at the reporting date requiring consideration of impairment provisions.

Liquidity risk analysis

Liquidity risk arises from the consolidated entity's management of working capital. It is the risk that the consolidated entity may encounter difficulty in meeting its financial obligations as they fall due.

The consolidated entity's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. At the reporting date, these reports indicate that the consolidated entity expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances.

Contractual risks

As a party to contracts, the consolidated entity will have various contractual rights in the event of non-compliance by a contracting party. However, no assurance can be given that all contracts will be fully

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performed by all contracting parties and that the consolidated entity will be successful in securing compliance with the terms of each contract by the relevant third party.

18. Share based payments

The following share based payments were in existence during the year:

	June 2024	June 2023
	\$	\$
Options		
<i>Profit or Loss</i>		
Options issued to KMP and related parties	-	157,387
Options issued to employees and consultants	21,110	62,143
	21,110	219,530
<i>Equity</i>		
Options issued to brokers ^(a)	168,500	142,500
	168,500	142,500
Performance Rights		
<i>Profit or Loss</i>		
Performance rights issued to directors ^(b)	24,965	-
Performance rights issued to employees ^(c)	6,108	-
	31,073	-

a) Options issued to Broker

During the year, 50,000,000 quoted options were issued to broker for services provided as part of the capital raising.

Grant condition	Date/vesting	Number of Instruments	Grant Date	Fair value per instrument \$	Value \$
Quoted options exercisable at \$0.018 expiring 13 December 2026		50,000,000	26/10/2023	0.00337	168,500

The fair value of the options issued during the period were calculated using the Hoadley's ESO2 valuation model with the following inputs:

	Performance rights granted
Expected volatility (%)	100%
Risk free interest rate (%)	3.94%
Early exercise multiple	2.5x
Weighted average expected life of options (years)	3
Expected dividends	-
Share price at grant date (\$)	\$0.008

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b) Performance rights issued to directors

During the year, 36,000,000 performance rights were issued to Directors as approved by shareholders at the AGM on 28 November 2023.

Grant Date/vesting condition	Number of Instruments	Grant Date	Fair value per instrument \$	Value \$
Class A Performance Rights vesting on the Company achieving a market capitalisation of \$20,000,000	6,000,000	28/11/2023	0.0052	31,200
Class B Performance Rights vesting on the Company achieving a market capitalisation of \$50,000,000	12,000,000	28/11/2023	0.0038	45,600
Class C Performance Rights vesting on the Company achieving a market capitalisation of \$100,000,000	18,000,000	28/11/2023	0.0027	48,600

The fair value of the Performance Rights issued during the period were calculated using the Hoadley's Barrier 1 Valuation Model with the following inputs:

	Performance rights granted
Expected volatility (%)	100%
Risk free interest rate (%)	4.16%
Weighted average expected life of performance rights (years)	3
Vesting period (years)	3
Expected dividends	-
Share price at grant date (\$)	\$0.006

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c) Performance rights issued to employees

During the year, 18,000,000 performance rights were issued to employees in accordance to the Company's Employee Securities Incentive Plan (ESIP) disclosed per the terms set out in the 2022 announcement of Notice of Meeting.

Grant condition	Date/vesting	Number of Instruments	Grant Date	Fair value per instrument \$	Value \$
Class D Performance Rights vesting on the Company achieving a market capitalisation of \$50,000,000		4,000,000	11/01/2024	0.0032	12,875
Class D Performance Rights vesting on the Company achieving a market capitalisation of \$50,000,000		2,000,000	26/02/2024	0.0023	4,655
Class E Performance Rights vesting on the Company achieving a market capitalisation of \$100,000,000		8,000,000	11/01/2024	0.0023	18,056
Class E Performance Rights vesting on the Company achieving a market capitalisation of \$100,000,000		4,000,000	26/02/2024	0.0016	6,271

The fair value of the Performance Rights issued during the period were calculated using the Hoadley's Barrier 1 Valuation Model with the following inputs:

	Performance rights granted	
Expected volatility (%)	100%	100%
Risk free interest rate (%)	3.73%	3.71%
Weighted average expected life of performance rights (years)	3	3
Vesting period (years)	3	3
Expected dividends	-	-
Share price at grant date (\$)	\$0.005	\$0.004
Grant date	11/01/2024	26/02/2024

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19. Related party disclosures

The key management personnel of the consolidated entity during the reporting period were:

a) Key Management Personnel

Directors	Position
C Daws	Managing Director
L Pereira	Non-Executive Director
J Kingswood	Non-Executive Director

Key management personnel remuneration has been included in the Remuneration Report section of the Directors' Report.

b) Key Management Personnel Compensation

The aggregate compensation of the Key Management Personnel of the consolidated entity is set out below:

	2024	2023
	\$	\$
Short-term key management personnel benefits	426,305	379,510
Post-employment benefits	41,388	35,411
Long-term key management personnel benefits	45,269	-
Share-based payment expense	24,966	115,355
Total	537,928	530,276

c) Equity interests in related parties

Nil.

d) Related party transactions

During the period and following shareholder approval at the Company's Annual General Meeting, the Directors were issued with the following performance rights (refer to Note 18):

Grant condition	Date/vesting	Number of Instruments	Grant Date	Fair value per instrument \$	Value \$
Class A Performance Rights vesting on the Company achieving a market capitalisation of \$20,000,000		6,000,000	28/11/2023	0.0052	31,200
Class B Performance Rights vesting on the Company achieving a market capitalisation of \$50,000,000		12,000,000	28/11/2023	0.0038	45,600

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Class C Performance Rights vesting on the Company achieving a market capitalisation of \$100,000,000	18,000,000	28/11/2023	0.0027	48,600
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There were no other transactions with key management personnel during the financial year.

20. Segment information

The consolidated entity has identified its operating segments based on internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources. The consolidated entity operates in one business segment being exploration for mineral resources. The consolidated entity operates in Australia. All segment assets, segment liabilities and segment results relate to one business segment and therefore no segment analysis has been prepared. No segment information is provided for Chile and Timor-Leste in relation to assets, liabilities, revenue or profit and loss as these are immaterial.

21. Auditor's remuneration

	2024	2023
	\$	\$
Remuneration of RSM Australia Partners as auditors for the Company:		
Audit or review of the financial report	37,575	35,750
Tax services	8,000	7,500
	45,575	43,250

22. Parent company information

	2024	2023
	\$	\$
Statement of Financial Position		
Current assets	251,912	1,100,714
Non-current assets	19,280,965	20,659,922
Total Assets	19,532,877	21,760,636
Current liabilities	372,707	1,296,495
Total liabilities	372,707	1,296,495
Net Assets	19,160,170	20,464,141
Equity		
Issued capital	39,470,928	38,188,925
Reserves	1,167,415	1,827,785
Accumulated losses	(21,478,173)	(19,552,569)
Total Equity	19,160,170	20,464,141
Statement of Profit or Loss and other Comprehensive Income		
Loss for the year	(2,982,596)	(1,604,768)
Total Comprehensive Loss	(2,982,596)	(1,604,768)

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23. Controlled entities

	Country of incorporation	Percentage owned 2024	Percentage owned 2023
WA Nickel Pty Ltd	Australia	100%	100%
Carr Boyd Nickel Pty Ltd	Australia	100%	100%
Estrella Resources (Chile) SpA*	Chile	100%	100%
Estrella Resources Limited R.P.	Timor-Leste	100%	-

*Dormant entity.

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

The parent entity had no entered into any guarantees in relation to the debts of the subsidiaries as at 30 June 2024 and 30 June 2023.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2024 and 30 June 2023.

24. Contingent assets and liabilities

Contingent Assets

Under the terms for the disposal of Mt Edwards Lithium Pty Ltd during the 2018 financial year, the Company will receive the following milestone payments from the Mt Edwards Lithium Project tenements:

- \$1,000,000 on definition of a JORC resource of 2,000,000 tonnes of ore at greater than 1% Li2O (uncut);
- \$1,000,000 upon the processing of 2,000,000 tonnes or ore at greater than 1% of Li2O (uncut) from the disposed tenements; and
- A royalty of \$0.50 per tonne of 75% of the amount of lithium bearing ore processed from the tenements.

There are no other contingent assets or liabilities as at 30 June 2024.

25. Fair value measurement

Fair value hierarchy

The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

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2024	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets				
Ordinary shares at fair value through profit or loss	162,716	-	-	162,716
	162,716	-	-	162,716

2023	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets				
Ordinary shares at fair value through profit or loss	34,456	-	-	34,456
	34,456	-	-	34,456

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the financial year.

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

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

26. Events after the reporting period

On 3 September 2024, the Company issued 58,333,333 ordinary shares at \$0.006 per share, and 8,000,000 free-attaching listed options at \$0.001, expiring 13 December 2026 with the exercise price of \$0.018. The Company still requires to issue the Tranche 2 placement of up to 250,000,000 fully paid ordinary shares after it receives security holder approval.

Other than the above, no matters or circumstances since the end of the year have occurred that have significantly affected or may significantly affect the operations, the results of the operations or the state of affairs of the consolidated entity in subsequent financial years.

**ESTRELLA RESOURCES LIMITED
AND CONTROLLED ENTITIES**

**CONSOLIDATED ENTITY DISCLOSURE STATEMENT
AS AT 30 JUNE 2024**

Name of Entity	Country of Incorporation	Entity Type	Ownership	Tax Residency
Parent Entity				
Estrella Resources Limited	Australia	Australian Public Company		Australia
Controlled Entities				
WA Nickel Pty Ltd	Australia	Australian Private Company	100%	Australia
Carr Boyd Nickel Pty Ltd	Australia	Australian Private Company	100%	Australia
Estrella Resources (Chile) SpA*	Chile	Foreign Private Company	100%	Australia, Chile
Estrella Resources Limited R.P.	Timor-Leste	Foreign Private Company	100%	Australia, Timor-Leste

*Dormant entity.

The parent entity and its wholly owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime.

ESTRELLA RESOURCES LIMITED
AND CONTROLLED ENTITIES

DIRECTORS' DECLARATION

1. In the opinion of the Directors of Estrella Resources Limited:
 - a) The consolidated financial statements and notes of Estrella Resources Limited are in accordance with the Corporations Act 2001, including
 - i) giving a true and fair view of its financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
 - ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
 - b) there are reasonable grounds to believe that Estrella Resources Limited will be able to pay its debts as and when they become due and payable.
 - c) the information disclosed in the attached Consolidated Entity Disclosure Statement is true and correct.
2. The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the CEO and Chief Financial Officer for the financial year ended 30 June 2024.
3. The consolidated financial statements comply with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors made pursuant to section 295(5)(a) of the Corporations Act 2001:



Christopher Daws
Director

Dated: 27 September 2024

Perth

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ESTRELLA RESOURCES LIMITED

Opinion

We have audited the financial report of Estrella Resources 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.

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Material Uncertainty Related to Going Concern

We draw attention to Note 2, which indicates that the Group incurred a loss of \$2,991,140 and had net cash outflows from operating activities of \$1,149,914 and from investing activities of \$287,093 for the year ended 30 June 2024. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed this matter
<p>Exploration and Evaluation Expenditure Refer to Note 7 in the financial statements</p> <p>The Group has capitalised exploration and evaluation expenditure, with a carrying value of \$20,301,133.</p> <p>We determined this to be a key audit matter due to the significant management judgment involved in assessing the carrying value in accordance with <i>AASB 6 Exploration for and Evaluation of Mineral Resources</i>, including:</p> <ul style="list-style-type: none"> • Determining whether expenditure can be associated with finding specific mineral resources, and the basis on which that expenditure is allocated to an area of interest; • Assessing 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. 	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Assessing the Group's accounting policy for compliance with Australian Accounting Standards; • Obtaining evidence that the Group has the right to tenure of its area of interests; • Agreeing a sample of additions to supporting documentation and ensuring the amounts are capital in nature and relate to the area of interest; • Assessing and evaluating management's assessment on whether indicators of impairment existed at the reporting date; • Assessing the amount of the impairment expense recognised in statement of profit or loss and other comprehensive income; • Enquiring with management and reviewing budgets to test that the Group will incur substantive expenditure for each area of interest; and • Through discussions with the management and review of the Board Minutes, ASX announcements and other relevant documentation, assessing management's determination that exploration activities have not yet progressed to the stage where the existence or otherwise of economically recoverable reserves may be determined.



Key Audit Matter	How our audit addressed this matter
<p>Share based payments Refer to Note 18 in the financial statements</p> <p>During the year, the Group entered into a shared-based payments arrangement with its key management personnel, employees and advisors.</p> <p>We determined this to be a key audit matter due to the significant judgements involved in assessing the fair value of the performance rights and options issued during the year.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Assessing the Group’s accounting policy for compliance with Australian Accounting Standards; • Assessing the terms and conditions of the performance rights and options issued; • Obtaining the valuation models prepared by management and assessing whether the models were appropriate for valuing the performance rights and options granted during the year; • Challenging the reasonableness of key assumptions used by management to value the performance rights and options; • Recalculating the value of the share-based payment expense to be recognised in the statement of profit or loss and other comprehensive income; and • Assessing the adequacy of 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.



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:

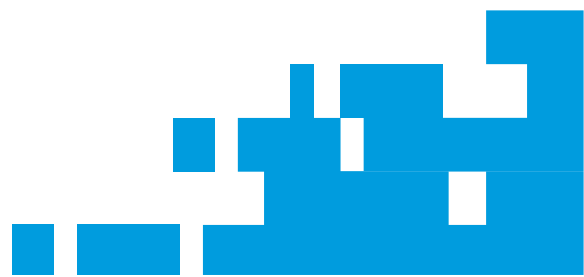
- i. the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii. the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether 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/admin/file/content102/c3/ar2_2020.pdf. This description forms part of our auditor's report.



Report on the Remuneration Report

Opinion on the Remuneration Report

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

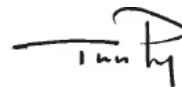
In our opinion, the Remuneration Report of Estrella Resources Limited, for the year ended 30 June 2024, complies with section 300A of the Corporations Act 2001.

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.

A handwritten signature in black ink that reads "RSM".

RSM AUSTRALIA

A handwritten signature in black ink that reads "Tutu Phong".

TUTU PHONG
Partner

Perth, WA
Dated: 27 September 2024

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ESTRELLA RESOURCES LIMITED AND CONTROLLED ENTITIES

SHAREHOLDER INFORMATION

Additional information, current as at 24 September 2024 required by the ASX is as follows:

1. Voting Rights

Shareholder voting rights are specified in the Company's Constitution as adopted by Shareholders on 19 November 2019. Option holders do not have the right to vote at a general meeting of shareholders until such time as the options have been converted into ordinary shares in the Company.

2. Substantial Shareholders

There are no shareholders currently holding greater than 5% of issued capital in the Company.

3. Distribution of Listed Equity Securities

Shareholders

Holdings Ranges	Holders	Total Units	Percentage %
1-1,000	84	15,356	0.00%
1,001-5,000	368	1,275,911	0.07%
5,001-10,000	403	3,233,926	0.18%
10,001-100,000	1,867	83,047,360	4.57%
100,001 and over	1,352	1,730,132,649	95.18%
Total	4,074	1,817,705,202	100.00%

The number of Shareholders with less than a marketable parcel of shares is 2,535.

Optionholders – ESROB – Listed Options exercisable at \$0.018 expiring 13 December 2026

Holdings Ranges	Holders	Total Units	Percentage %
1-1,000	15	10,419	0.00%
1,001-5,000	37	114,002	0.02%
5,001-10,000	26	210,899	0.04%
10,001-100,000	100	4,831,910	0.95%
100,001 and over	113	504,069,957	98.99%
Total	291	509,237,187	100.00%

The number of Optionholders with less than a marketable parcel of securities is 164.

**ESTRELLA RESOURCES LIMITED
AND CONTROLLED ENTITIES**

4. Top 20 Shareholders and Listed Optionholders

20 Largest Shareholders (fully paid ordinary shares)

	Name	Number Held	Percentage %
1	MJ RATTA INVESTMENTS PTY LTD	58,333,333	3.21%
2	WMA HOLDING FZCO	53,603,886	2.95%
3	MR POH SENG TAN	35,000,000	1.93%
4	MS NICOLE JOAN GALLIN	30,000,000	1.65%
4	"MS NICOLE GALLIN &	30,000,000	1.65%
5	MR KYLE HAYNES	27,919,762	1.54%
6	<GH SUPER FUND A/C>"	27,894,413	1.53%
7	MR BRIAN THOMAS RYAN	25,000,000	1.38%
8	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	23,829,593	1.31%
9	APOLLO PHOENIX RESOURCES PTY LTD	22,500,000	1.24%
10	MR IVOR WILLIAM VAN DER SLUYS	20,000,000	1.10%
11	MS KYLIE ANNE CAMPBELL	18,333,333	1.01%
12	"SKED PROPRIETARY LIMITED	17,690,676	0.97%
13	<SKED SUPERANNUATION FUND A/C>"	16,650,000	0.92%
14	"LADYMAN SUPER PTY LTD	15,900,000	0.87%
15	<LADYMANSUPERFUND A/C>"	15,508,995	0.85%
16	"MR THOMAS STEPHEN SANDERS &	15,000,000	0.83%
17	MRS HELEN SANDERS	14,426,137	0.79%
18	<SANDERS FAM SF A/C>"	14,131,873	0.78%
19	"KNAUER FAMILY SUPER PTY LTD	14,000,000	0.77%
		<u>509,617,604</u>	<u>28.04%</u>

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**ESTRELLA RESOURCES LIMITED
AND CONTROLLED ENTITIES**

20 Largest Optionholders (Listed Options exercisable at \$0.018 expiring 13 December 2026)

	Name	Number Held	Percentage %
1	RED AND WHITE HOLDINGS PTY LTD <BLOOD SUPER FUND A/C>	70,000,000	13.75%
2	MS EMMA GONZALEZ	60,710,000	11.92%
3	MR RYAN JAMES ROWE	36,000,000	7.07%
4	CONSULT4NTS PTY LTD	30,602,193	6.01%
5	MR PETER CLAUS KATALINIC & MRS CHERYL KATALINIC <KATALINIC SUPER FUND A/C>	25,000,000	4.91%
6	LA'MONDE INDUSTRIES PTY LTD <DORIZZI SUPER FUND A/C>	20,285,688	3.98%
7	MS KYLIE ANNE CAMPBELL	20,000,000	3.93%
8	KNAUER FAMILY SUPER PTY LTD <KNAUER FAMILY SUPER FUND A/C>	16,650,000	3.27%
9	MR JOHN DAVID MORRIS	14,266,440	2.80%
10	OCEANS FIVE INVESTMENTS PTY LTD	10,000,000	1.96%
10	APOLLO PHOENIX RESOURCES PTY LTD	10,000,000	1.96%
10	MRS SUZANNE ALMA THOMAS	10,000,000	1.96%
10	MR JOHN CAMPBELL SMYTH <SMYTH SUPER FUND A/C>	10,000,000	1.96%
11	MR MARCUS ALLEN KATALINIC	9,000,000	1.77%
12	LADYMAN SUPER PTY LTD <LADYMANSUPERFUND A/C>	8,333,333	1.64%
13	MR WAYNE LESLIE JOHNSON	8,080,291	1.59%
14	SUPERROO PTY LTD <SUPERROO SUPER FUND A/C>	8,000,000	1.57%
15	ANTHONY MAZAK	6,000,000	1.18%
16	MR BRIAN THOMAS RYAN	5,999,996	1.18%
17	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	5,650,000	1.11%
18	CONSULT4NTS PTY LTD	5,000,000	0.98%
18	BEAU NICHOLLS	5,000,000	0.98%
19	MR MATT SANTICH	4,984,977	0.98%
20	GREEN MOUNTAINS INVESTMENTS LTD	4,166,667	0.82%
20	EVOLUTION CAPITAL PTY LTD	4,166,667	0.82%
		407,896,252	80.10%

5. The Name of the Company Secretaries are Mr Stephen Brockhurst and Mr Benjamin Smith.
6. The address of the registered office and principal place of business in Australia is Level 8, 216 St Georges Terrace, Perth WA 6000. Telephone (08) 9481 0389.
7. Registers of securities are held at the following address:
 Automic Registry Services
 Level 5, 191 St Georges Terrace
 Perth WA 6000
 Telephone: (08) 9324 2099

**ESTRELLA RESOURCES LIMITED
AND CONTROLLED ENTITIES**

8. Stock Exchange Listing

Quotation has been granted for all the ordinary shares (ASX: ESR) and listed options (ASX:ESROB) of the company on the Australian Securities Exchange Limited.

9. Restricted Securities

The Company has no restricted securities as at the date of this report.

10. Unquoted Securities

The Company has the following unquoted securities on issue as at the date of this report:

Terms	Number
Unlisted options \$0.06 expiry 21 January 2025	25,750,000
Unlisted options \$0.06 expiry 13 April 2025	20,000,000
Unlisted options \$0.03 expiry 1 December 2025	25,000,000
Share Performance Rights	54,000,000

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ESTRELLA RESOURCES LIMITED
AND CONTROLLED ENTITIES

CORPORATE DIRECTORY

Directors	Mr Christopher Daws Managing Director
	Mr Leslie Pereira Non-Executive Chairman
	Mr John Kingswood Non-Executive Director
Company Secretaries	Mr Stephen Brockhurst Mr Benjamin Smith
Registered Office & Principal Place of Business	Level 8, 216 St Georges Terrace Perth WA 6000
Postal Address	GPO Box 2517 Perth WA 6831
Web Site	www.estrellaresources.com.au
Share Registry	Automic Registry Services Level 5, 191 St Georges Terrace Perth WA 6000
Auditors	RSM Australia Partners Level 32, Exchange Tower 2 The Esplanade Perth WA 6000
Stock Exchange Listing	ASX Code: ESR
Country of Incorporation and Domicile	Australia

ESTRELLA RESOURCES LIMITED
AND CONTROLLED ENTITIES

SCHEDULE OF EXPLORATION TENEMENTS

Country	Location	Project	Tenement	Current Interest (%)
Australia	WA	Carr Boyd Nickel Project	E29/1012	100
Australia	WA	Carr Boyd Nickel Project	E29/0982	100
Australia	WA	Carr Boyd Nickel Project	L24/0186	100
Australia	WA	Carr Boyd Nickel Project	E31/0726	100
Australia	WA	Carr Boyd Nickel Project	E31/1124	100
Australia	WA	Carr Boyd Nickel Project	M31/0012	100
Australia	WA	Carr Boyd Nickel Project	M31/0109	100
Australia	WA	Carr Boyd Nickel Project	M31/0159	100
Australia	WA	Carr Boyd Nickel Project	E31/1215	100
Australia	WA	Carr Boyd Nickel Project	E31/1162	100
Australia	WA	Spargoville Nickel Project	M15/395	100*
Australia	WA	Spargoville Nickel Project	M15/703	100*
Australia	WA	Spargoville Nickel Project	M15/1828	100*
Australia	WA	Spargoville Nickel Project	L15/128	100*
Australia	WA	Spargoville Nickel Project	L15/255	100*
Timor - Leste	Timor - Leste	Timor-Leste Manganese Project	MEL2023-CA-ZA001	100
Timor - Leste	Timor - Leste	Timor-Leste Manganese Project	MEL2023-CA-ZA002	100
Timor - Leste	Timor - Leste	Timor-Leste Manganese Project	MEL2023-CA-ZA003	100

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