



**RESOURO**  
STRATEGIC METALS



# ANNUAL REPORT

Year Ended 31 March

**2025**

ARBN 671 716 457 | [RESOURO.COM](https://resouro.com)

Resouro Strategic Metals Inc. (Company) is a company incorporated in Vancouver, Canada.  
The Company is also registered as a foreign company under the Corporations Act with ARBN 671 716 457.

For personal use only



## Annual Report Contents

<b>Section</b>	<b>Page</b>
<b>Chairman's Letter</b>	<b>3</b>
<b>Consolidated Financial Statements</b>	<b>6</b>
<b>Management's Discussion &amp; Analysis</b>	<b>37</b>
<b>ASX Additional Information</b>	<b>71</b>
<b>Corporate Directory</b>	<b>84</b>

For personal use only

## Chairman's Letter

Dear Shareholders,

It is my pleasure to present to you the **FY25 Annual Report for Resouro Strategic Metals Inc. (ASX: RAU | TSX-V: RSM)** which is the Company's second Annual Report since listing on the ASX in June 2024 and becoming a dual listed company, in conjunction with our prior listing on the TSX-V in Canada.

FY25 marked a pivotal period for Resouro, as we transitioned from a single-market explorer to a dual-listed strategic metals developer with growing global recognition. The year began with a successful ASX listing, which enabled us to aggressively advance exploration at our flagship Tiros Titanium and Rare Earths Project in Brazil, a project the Board believes has the potential to emerge as one of the world's most significant sources of titanium and magnet rare earths.

The capital raised through our ASX IPO allowed us to accelerate drilling and development activities, with early success validating the geological potential of Tiros and positioning Resouro as a serious emerging player in the global critical minerals landscape.

### **Achievements**

Resouro achieved several key milestones throughout the Financial Year, with a selection of the most notable in order of occurrence across FY25 being:

<b>Date</b>	<b>Announcement/Achievement</b>
14 June '24	Resouro to Commence Trading on ASX
18 July '24	Significant Maiden JORC Resource for Tiros Project, Brazil
13 August '24	Proof of Concept Positive Metallurgical Test Results – Tiros Project
10 September '24	Binding Agreement Signed for Acquisition of 3 new Mineral Rights
17 October '24	Experienced REE Specialist Alistair Stephens Appointed as CEO
22 November '24	Resouro to Commence Trading on the OTCQB Venture Market
27 November '24	MOU Signed with Government of Minas Gerais and Invest Minas
16 January '25	Appointment of Progesys as Tiros Project Managers & EIA Consultants
6 February '25	Spectacular Assay Results from Tiros Central Block
17 February '25	Resouro Partners with the MagBras Initiative
17 March '25	Continuous High-Grade Titanium & REE Mineralisation – Tiros

Subsequent to the end of FY25, the run of achievements continued with the following key milestones:

<b>Date</b>	<b>Announcement/Achievement</b>
9 April '25	Significant Upgrade in Measured and Indicated Resource -Tiros
22 April '25	High Grade Assay Results up to 26% TiO <sub>2</sub> Tiros North Block
28 April '25	Strategic Partnership to Unlock Potential of Tiros Project
16 June '25	Resouro's Tiros Project Selected for BNDES and FINEP Funding

### **Maiden JORC MRE and Updated JORC MRE**

Our Maiden JORC Mineral Resource Estimate (MRE), for the Tiros Titanium and Rare Earth Elements (REE) Project in Brazil (**Tiros** or **Project**), announced on 18 July, 2024 delineated a 1.7 billion (**bn**) tonne resource. This placed the Tiros Project as one of the largest undeveloped titanium and rare earth resources not only in Brazil, but globally.

The MRE was surpassed in April 2025 with an updated MRE. The updated MRE (Measured and Indicated), applying a 1,000 ppm Total Rare Earth Oxide (TREO) cut-off, presents 1.4 billion tonnes at 12% TiO<sub>2</sub> and 4,000 ppm TREO containing 1,100 ppm Magnet Rare Earths Oxide (MREO) with a high-grade zone identified as summarised in the table below. Drilling data to support the high-grade (HG) and medium grade (MG) is detailed in the JORC Table 1 in Appendix 2 of the Company's announcement to ASX on 9 April, 2025 along with all relevant data to support the Updated MRE.

- Measured and Indicated Resources increased by almost 37% to 1.4 billion tonnes:
  - Measured Resources 367 Mt at 12% TiO<sub>2</sub> and 4,100 ppm TREO,
  - Indicated Resources 1,000 Mt at 12% TiO<sub>2</sub> and 4,000 ppm TREO,
  - Total Resources 1,400 Mt at 12% TiO<sub>2</sub> and 4,000 ppm TREO
- High-grade mineralisation within the MRE:
  - Measured Resources 30 Mt at 24% TiO<sub>2</sub> and 9,300 ppm TREO,
  - Indicated Resources 74 Mt at 23% TiO<sub>2</sub> and 8,900 ppm TREO,
  - Total Resources 104 Mt at 23% TiO<sub>2</sub> and 9,100 ppm TREO

This positions Resouro among the most advanced and early-stage titanium and REE developers globally, with a unique combination of scale, grade, and access to infrastructure.

### **CEO appointment**

On the management front, we were pleased to announce the appointment of Alistair Stephens as CEO in November 2024.

Alistair brings over 35 years of global mining expertise to the Company. In the initial 15 years of his career, he worked in mining operations in Western Australia for Newmont, KCGM, WMC Resources Ltd and Orica. He has successfully defined a significant global inventory of major rare earths resource deposits and been a leader in successful metallurgical test work programs, metallurgical flowsheet development and engineering designs that will be crucial in the development of Resouro's globally significant Tiros Titanium-Rare Earths Project in Brazil.

Alistair brings a wealth of leadership experience across team building, strategic planning, corporate governance, stakeholder engagement, corporate finance, talent management, commodity marketing, and end-to-end mining and processing operations.

### **Novo Mundo**

In addition to Tiros, Resouro has a 100% ownership and title in the Novo Mundo Gold Project (**Novo Mundo**) located in the Alta Floresta Gold Province, in the Mato Grosso state, also in Brazil. Resouro is continuing to assess its strategic options to crystallise value from this project.

Once again, I would like to take this opportunity to thank our loyal shareholders and key stakeholders for their ongoing support, which is instrumental to Resouro on its path to success.

I would also like to thank my fellow directors, CEO, Alistair Stephens, CFO and Corporate Secretary, Sandra Evans and the technical and operations teams on the ground for their continued efforts across the year.

We look forward to another year of even greater success and achievement at Resouro.

Yours faithfully,



**Chris Eager**



***President & Chairman***

For personal use only



Consolidated Financial Statements of  
**Resouro Strategic Metals Inc.**

**For the years ended March 31, 2025 and March 31, 2024**  
(Expressed in Canadian Dollars)

For personal use only

To the Shareholders of Resouro Strategic Metals Inc.:

### Opinion

We have audited the consolidated financial statements of Resouro Strategic Metals Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2025 and March 31, 2024, and the consolidated statements of loss and other comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2025 and March 31, 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS<sup>®</sup> Accounting Standards as issued by the International Accounting Standards Board.

### Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company will require additional financing in order to conduct its planned work programs. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company'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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

For personal use only

## Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, 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 Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are 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 Canadian generally accepted 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 these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

The engagement partner on the audit resulting in this independent auditor's report is Sergey Fesenko.

Calgary, Alberta

June 25, 2025

*MNP LLP*

Chartered Professional Accountants

**RESOURO STRATEGIC METALS INC.**  
**Consolidated Statements of Financial Position**  
**(Expressed in Canadian dollars)**

As at,	Notes	March 31, 2025	March 31, 2024
<b>ASSETS</b>			
Current assets			
Cash		\$ 1,843,664	\$ 1,921,272
Prepaid expenses		54,958	23,010
Accounts receivable		26,800	29,193
		1,925,422	1,973,475
Non-current assets			
Right-of-use asset	6	7,849	36,740
Property and equipment	4	218,391	194,787
Exploration and evaluation assets	5	5,730,340	5,640,340
		5,956,580	5,871,867
<b>TOTAL ASSETS</b>		<b>7,882,002</b>	<b>7,845,342</b>
<b>LIABILITIES</b>			
Current liabilities			
Accounts payable and accrued liabilities	8	167,342	938,708
Due to related party	11	100,019	98,685
Lease obligation - current portion	7	5,789	32,857
		273,150	1,070,250
Non-current liabilities			
Lease obligation - non-current portion	7	-	2,351
<b>TOTAL LIABILITY</b>		<b>273,150</b>	<b>1,072,601</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	9	19,480,922	12,985,642
Warrants	9	464,274	464,274
Contributed surplus		3,471,602	2,842,375
Foreign currency translation reserve		32,087	32,087
Non-controlling interest	10	17,080	253,839
Deficit attributable to shareholders		(15,857,113)	(9,805,476)
Total equity		7,608,852	6,772,740
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$ 7,882,002</b>	<b>\$ 7,845,342</b>
Nature of Operations and Going Concern	1		

Approved by the Board of Directors on June 23, 2025

\_\_\_\_\_  
*"Christopher Eager"*  
CEO and Director

\_\_\_\_\_  
*"Philippe Martins"*  
Director

The accompanying notes are an integral part of these consolidated financial statements.

**RESOURO STRATEGIC METALS INC.**  
**Consolidated Statements of Loss and Other Comprehensive Loss**  
**(Expressed in Canadian dollars)**

	Notes	For the year ended	
		2025	March 31, 2024
<b>General and administrative</b>			
Management fees		\$ 1,549,268	\$ 566,030
Professional fees		1,352,680	1,300,751
Office and administrative expenses		144,855	134,164
Share-based compensation	9	243,390	1,385,975
Travel and related expenses		354,146	191,656
Depreciation	4	45,703	3,295
Accretion of right-of-use obligation	7	3,317	2,460
Depreciation of right-of-use asset	6	29,326	11,985
Foreign exchange loss (gain)		(63,772)	36,457
<b>Exploration and evaluation expenditures</b>	5	<b>2,801,058</b>	<b>101,481</b>
		<b>6,459,971</b>	<b>3,734,254</b>
<b>Other items</b>			
Interest income		(171,575)	(12,025)
Penalty relief		-	(21,856)
<b>Total comprehensive loss</b>		<b>6,288,396</b>	<b>3,700,373</b>
<b>Total comprehensive loss attributable to</b>			
Common shareholders		6,051,637	3,695,693
Non-controlling interest	10	236,759	4,680
<b>Attributable comprehensive loss</b>		<b>\$ 6,288,396</b>	<b>\$ 3,700,373</b>
<b>Net loss per share - basic and diluted</b>			
		\$ (0.07)	\$ (0.06)
<b>Weighted average shares outstanding basic and diluted</b>			
		<b>89,155,810</b>	<b>62,856,955</b>

The accompanying notes are an integral part of these consolidated financial statements.

**RESOURO STRATEGIC METALS INC.**  
**Consolidated Statements of Cash Flows**  
**(Expressed in Canadian dollars)**

		For the year ended March 31,	
	Note	2025	2024
<b>Cash flow used in operating activities</b>			
Loss for the year		\$ (6,288,396)	\$ (3,700,373)
Items not affecting cash:			
Share-based compensation	9	243,390	1,385,975
Depreciation	4	45,703	3,295
Foreign exchange		-	-
Accretion of right-of-use obligation	7	3,317	2,460
Depreciation of right-of-use asset	6	29,326	11,985
Net change in non-cash working capital balances:			
Accounts receivable		2,393	17,934
Prepaid expenses		(31,948)	(1,062)
Due from related parties		1,334	98,685
Accounts payable and accrued liabilities		(771,801)	(639,386)
Cash flow used in operating activities		<b>(6,766,682)</b>	<b>(2,820,487)</b>
<b>Cash flow provided by financing activities</b>			
Related party financing	11	-	(261,099)
Repayment of office lease	7	(32,737)	(15,977)
Exercise of stock options	9	46,375	-
Private placement, net share issue costs	9	6,794,743	6,449,620
Cash flow provided by financing activities		<b>6,808,381</b>	<b>6,172,544</b>
<b>Cash flow used in investing activities</b>			
Cash obtained from acquisition	5	-	48,713
Exploration and evaluation costs	5	-	(1,199,962)
Property and equipment	4	(69,307)	(12,071)
Exploration and evaluation costs	5	(50,000)	(274,225)
Cash flow used in investing activities		<b>(119,307)</b>	<b>(1,437,545)</b>
<b>Net change in cash</b>		<b>(77,608)</b>	<b>1,914,513</b>
Cash at beginning of the year		1,921,272	6,759
<b>Cash at the end of the year</b>		<b>\$ 1,843,664</b>	<b>\$ 1,921,272</b>

The accompanying notes are an integral part of these consolidated financial statements.

**RESOURO STRATEGIC METALS INC.**  
**Consolidated Statements of Shareholders' Equity**  
**(Expressed in Canadian dollars)**

	Share Capital			Contributed surplus	Non-controlling interest	Other comprehensive income	Accumulated deficit	Total equity
	Number of shares	Amount	Warrants					
<b>Balance at March 31, 2023</b>	<b>43,974,956</b>	<b>\$ 5,770,329</b>	<b>\$ 359,707</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 32,087</b>	<b>\$ (6,109,783)</b>	<b>\$ 52,340</b>
Shares issued in private placements (Note 9)	30,565,236	6,743,000	-	-	-	-	-	6,743,000
Shares issued as compensation (Note 5)	1,642,000	870,260	-	-	-	-	-	870,260
Shares issuance costs (Note 9)	-	(413,380)	-	-	-	-	-	(413,380)
Agent shares (Note 9)	-	120,000	-	-	-	-	-	120,000
Agent warrants (Note 9)	-	(104,567)	104,567	-	-	-	-	-
Share based compensation (Note 9)	-	-	-	1,385,975	-	-	-	1,385,975
Acquisition compensation issued (Note 5)	-	-	-	1,456,400	-	-	-	1,456,400
Non-controlling interest (Note 10)	-	-	-	-	258,519	-	-	258,519
Loss for the year attributable to shareholders	-	-	-	-	(4,680)	-	(3,695,693)	(3,700,373)
<b>Balance at March 31, 2024</b>	<b>76,182,192</b>	<b>\$ 12,985,642</b>	<b>\$ 464,274</b>	<b>\$ 2,842,375</b>	<b>\$ 253,839</b>	<b>\$ 32,087</b>	<b>\$ (9,805,476)</b>	<b>\$ 6,772,741</b>
Shares issued in private placements (Note 9)	16,000,000	7,300,420	-	-	-	-	-	7,300,420
Shares issuance costs (Note 9)	-	(933,772)	-	-	-	-	-	(933,772)
Shares issued - property acquisition (Note 5)	142,857	40,000	-	-	-	-	-	40,000
Agent options (Note 9)	-	-	-	428,094	-	-	-	428,094
Stock options exercised (Note 9)	265,000	88,632	-	(42,257)	-	-	-	46,375
Share based compensation (Note 9)	-	-	-	243,390	-	-	-	243,390
Loss for the year attributable to shareholders	-	-	-	-	(236,759)	-	(6,051,637)	(6,288,396)
<b>Balance at March 31, 2025</b>	<b>92,590,049</b>	<b>\$ 19,480,922</b>	<b>\$ 464,274</b>	<b>\$ 3,471,602</b>	<b>\$ 17,080</b>	<b>\$ 32,087</b>	<b>\$ (15,857,113)</b>	<b>\$ 7,608,852</b>

The accompanying notes are an integral part of these consolidated financial statements.

For personal use only

## RESOURO STRATEGIC METALS INC.

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

---

### 1. NATURE OF OPERATIONS AND GOING CONCERN

Resouro Strategic Metals Inc. (“**the Company**” or “**Resouro**”), was incorporated on August 4, 1992, under the laws of British Columbia, Canada. The Company’s head office and registered is Suite 250, 997 Seymour Street, Vancouver, British Columbia, Canada V6B 3M1. The Company’s shares are listed on the Australian Securities Exchange (the “**ASX**”) under the symbol “**RAU**”, the Canadian Toronto Stock Exchange, Venture Exchange, (the “**TSX.V**”) under the symbol “**RSM**” and the United States Over the Counter Venture Market exchange (the “**OTCQB**”) under the symbol “**RSGOF**”.

The Company has four subsidiaries. Ison Mining Pte Ltd. (“**ISON**”) is owned by Resouro. ISON was incorporated under the laws of Singapore. ISON owns 100% of the outstanding shares of ISON do Brasil Mineração Ltda (“**ISON do Brasil**”), a company incorporated under the laws of Brazil. Tiros Stratmet Pte Ltd (“**TSPS**”) is 100% owned by Resouro. TSPS was incorporated under the laws of Singapore. TSPS owns 90% of the outstanding shares of Tiros Minerais Estrategicos Mineração Ltda (“**TMEL**”), a company incorporated under the laws of Brazil. A third party holds a 10% non-controlling interest (“**NCI**”) over the Tiros project assets through its 10% ownership of TMEL.

The Company is an exploration stage company and has interests in mineral exploration properties in Brazil. Substantially all of the Company’s efforts are devoted to financing and developing these properties and/or acquiring new ones. There has been no determination whether the Company’s interests in mineral exploration properties contain mineral reserves, which are economically recoverable. The recoverability of resources discovered is dependent upon the reserves being economically recoverable, the ability of the Company to obtain the necessary financing to complete their exploration and development, confirmation of the Company’s interest in the underlying claims and leases, ability to obtain the necessary permits to mine, and future profitable production or proceeds from the disposition of these assets.

These consolidated financial statements are prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. Realization values may be substantially different from the carrying values shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. The Company’s continuing operations and the ability of the Company to meet mineral property and other commitments are dependent upon the ability of the Company to continue to raise additional equity or debt financing and to seek joint venture partners. At the date of these consolidated financial statements, the Company has not achieved profitable operations and has accumulated losses since inception. The Company had a working capital surplus of \$1,652,272 and an accumulated deficit attributable to shareholders of \$15,857,113 for the year ended March 31, 2025. The Company has incurred a comprehensive loss of \$6,288,396 for the year ended March 31, 2025.

These factors indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. Management estimates that the Company currently has adequate capital to operate for the coming year.

### 2. MATERIAL ACCOUNTING POLICIES

#### Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”) and Interpretations of the IFRS Interpretations Committee.

**2. MATERIAL ACCOUNTING POLICIES** *(Continued)*

These consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The preparation of these consolidated financial statements requires management to make judgments, estimates, and assumptions that affect the application of the policies and reported amounts of assets, liabilities, revenue, and expenses. Actual results may differ from these estimates. The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

**Basis of consolidation**

These consolidated financial statements comprise the accounts of the parent company, and its wholly-owned subsidiaries, after the elimination of all material intercompany balances and transactions.

*Subsidiaries*

Subsidiaries are all entities over which the Company has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company until the date on which control ceases. The Company has four subsidiaries. ISON is 100% owned by Resouro. ISON was incorporated under the laws of Singapore. ISON owns 100% of the outstanding shares of ISON do Brasil, a company incorporated under the laws of Brazil. TSPS is 100% owned by Resouro. TSPS was incorporated under the laws of Singapore. TSPS owns 90% of the outstanding shares of TMEL, a company incorporated under the laws of Brazil. A third party owns a 10% NCI of the Tiros project assets through its 10% ownership of TMEL.

Subsidiaries are deconsolidated from the date control ceases. The interest of non-controlling shareholders in the acquiree are initially measured at the non-controlling shareholders' proportionate share of the acquiree's identifiable net assets (after any relevant fair value adjustments to the assets, liabilities and contingent liabilities recognised as part of the business combination). Changes in the Company's ownership interests that do not result in a loss of control are accounted for as equity transactions with the existing shareholder.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity. The non-controlling interests' share of losses, where applicable, is attributed to the non-controlling interests irrespective of whether the non-controlling shareholders have a binding obligation and can make an additional investment to cover the losses.

**Functional and Presentation Currency**

These consolidated financial statements are presented in Canadian dollars, which is the functional and reporting currency of Resouro and its subsidiaries. Below is a list of ownership percentages and functional currencies of Resouro's subsidiaries:

<b>Entity Name</b>	<b>Functional Currency</b>	<b>Ownership Percentage</b>
ISON Mining Pte Ltd. ("ISON")	Canadian Dollar	100%
ISON Do Brasil Mineração ("ISON do Brasil")	Canadian Dollar	100%
Tiros Stratmet Pte Ltd ("TSPS")	Canadian Dollar	100%
Tiros Minerais Estrategicos Mineração Ltda ("TMEL")	Canadian Dollar	90% (10% NCI)

## 2. MATERIAL ACCOUNTING POLICIES (Continued)

### Financial instruments

#### *Financial assets*

The Company recognizes financial assets when it becomes party to the contractual provisions of an instrument. On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: amortized cost; fair value through other comprehensive income (“FVTOCI”); or fair value through profit or loss (“FVTPL”). The classification of financial assets depends on the purpose for which the financial assets were acquired and is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial assets are measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income. The classification determines the method by which the financial assets are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded. Financial assets are classified as current assets or non-current assets based on their maturity date. The Company’s financial assets consist of cash and accounts receivable classified at amortized cost.

The Company’s financial assets consist of cash and accounts receivable classified at amortized cost.

#### *Derecognition of financial assets*

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

#### *Impairment of financial assets*

An expected credit loss (“ECL”) model applies to financial assets measured at amortized cost, contract assets and debt investments at FVTOCI, but not to investments in equity instruments. The ECL model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. The Company’s financial assets measured at amortized cost are subject to the ECL model.

#### *Financial liabilities*

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss. Financial liabilities are designated as either: fair value through profit or loss; or amortized cost using the effective interest rate. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded. The Company’s financial liabilities consist of accounts payable and accrued liabilities, loan payable and due to related party classified at amortized cost. Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

## RESOURO STRATEGIC METALS INC.

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

---

### 2. MATERIAL ACCOUNTING POLICIES (Continued)

#### *Derecognition of financial liabilities*

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

#### **Leases**

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At commencement date, right-of-use assets are measured at cost, where cost comprises (a) the amount of the initial measurement of the lease liability; (b) any lease payments made at or before the commencement date, less any lease incentives

received; (c) any initial direct costs incurred by the Company; and (d) an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the

condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any re-measurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term.

A lease liability is initially measured at the present value of the unpaid lease payments, discounted using the lessee's incremental borrowing rate applied to the lease liabilities. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and the type of leased asset. Subsequently, the Company measures a lease liability by: (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) re-measuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in substance fixed lease payments.

#### **Cash**

Cash in the consolidated statements of financial position is comprised of cash at banks and on-hand.

#### **Property, plant and equipment**

Property, plant and equipment are carried at cost, less accumulated depreciation and accumulated impairment losses. The carrying amounts of property, plant, and equipment (including initial and subsequent capital expenditure) are amortized to their estimated residual value over the estimated useful lives of the specific assets concerned. Amortization is provided using the straight-line basis evenly over the estimated useful lives of the property, plant and equipment. Property and equipment is comprised of furniture, office equipment, computer equipment, computer software and facility equipment.

The cost of an item of property, plant and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Amortization methods, useful lives and residual values are reviewed each year end and adjusted if appropriate.

For personal use only

## RESOURO STRATEGIC METALS INC.

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

---

### 2. MATERIAL ACCOUNTING POLICIES (Continued)

#### Exploration and evaluation assets and expenditures

Acquisition costs for exploration and evaluation assets, net of recoveries, are capitalized on a property-by-property basis. Acquisition costs include cash consideration and the value of common shares, based on recent issue prices, issued for mineral properties pursuant to the terms of the agreement. Exploration expenditures, net of recoveries, are recorded in the statement of loss and other comprehensive loss as incurred.

After an exploration and evaluation asset is determined by management to be commercially viable and technically feasible, exploration and evaluation expenditures on the property will first be assessed for impairment before being transferred to property under development. Thereafter, all costs will be capitalized to the property.

Option payments to acquire an exploration and evaluation asset, made at the sole discretion of the Company under an option agreement, are capitalized at the time of payment. Option payments received are treated as a reduction of the carrying value of the related acquisition cost for the mineral property until the payments are in excess of acquisition costs, at which time they are then credited to the statement of loss and other comprehensive loss. Option payments are at the discretion of the optionee and, accordingly, are accounted for when receipt is reasonably assured.

Capitalized acquisition costs are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When there is little prospect of further work being carried out by the Company or its partners on a property, when a property is abandoned or when the capitalized costs are no longer considered recoverable, the related property costs are written down to management's estimate of their net recoverable amount. The recoverability of the carrying amount of mineral properties is dependent on the successful development and commercial exploitation or the sale of the respective areas of interest.

Exploration and evaluation assets and mineral properties are not subject to depletion or amortization – they are assessed for impairment annually or when circumstances indicate that the carrying value may not be recoverable.

At disposal, gains or losses of an item within Exploration and Evaluation Assets, are calculated as the difference between the proceeds from disposal and the carrying amount. Those gains or losses are recognized net within other income in the statement of loss and other comprehensive loss.

#### Impairment of non-financial assets

The carrying amounts of Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit).

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro-rata basis.

In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## **2. MATERIAL ACCOUNTING POLICIES** *(Continued)*

### **Income taxes**

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss, except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable regarding previous years. Deferred tax is provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not provided for: the initial recognition of assets or liabilities that effect neither accounting or taxable profit; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to the offset of current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

### **Provisions and asset retirement obligations**

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

### **Non-controlling interest**

Non-controlling interest represents equity interests in subsidiaries owned by outside parties. The share of net assets of subsidiaries attributable to non-controlling interests is presented as a component of shareholders' equity (deficiency). Changes in the Company's ownership interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

Non-controlling interest consists of the non-controlling interest at the date of the original acquisition plus the non-controlling interest share of changes in equity since the date of acquisition. The Company owns 90% of the Tiros property assets held by its subsidiary, TMEL. These consolidated financial statements include 100% of the assets and liabilities related to TMEL and include a non-controlling interest representing 10% of TMEL.

### **Share capital**

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects. The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a financing to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any value attributed to the warrants is recorded as part of the share-based payment reserve.

Transaction costs directly attributed to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

## RESOURO STRATEGIC METALS INC.

Notes to the Consolidated Financial Statements

For the years ended March 31, 2025 and March 31, 2024

(Expressed in Canadian Dollars)

---

### 2. MATERIAL ACCOUNTING POLICIES (Continued)

#### Share-based compensation

The fair value of stock options granted to employees is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each statement of financial position date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors and officers of the Company.

#### Earnings (loss) per share

Basic earnings (loss) per share ("EPS") is calculated using the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated by adjusting the loss attributable to equity shareholders, and the weighted average number of common shares outstanding for the effects of all potentially dilutive instruments. The calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the year. In years where a loss is reported, diluted loss per share is the same as basic loss because the effects of potentially dilutive common shares would be anti-dilutive.

#### Critical accounting judgments and estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Information about significant areas of estimation uncertainty and judgments made by management in preparing the financial statements are described below. The preparation of financial statements in conformance with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue, and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

#### Judgments

Critical accounting judgments require management to make assumptions that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

##### *Functional currency*

The functional currency of each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Determination of the functional currency may involve certain judgments to determine the primary economic environment, and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment. The Canadian dollar was determined to be the functional currency for all entities within the corporate group on a prospective basis. All entities continue to measure the items in their financial statements using their functional currencies.

For personal use only

## RESOURO STRATEGIC METALS INC.

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

---

### 2. MATERIAL ACCOUNTING POLICIES (Continued)

#### *Mineral properties under exploration*

The carrying amount of the Company's exploration and evaluation assets does not necessarily represent present or future values, and the Company's exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the mineral properties themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

#### *Going Concern*

These consolidated financial statements have been prepared on a going concern basis and do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Management has applied judgment in the assessment of the Company's ability to continue as a going concern, considering all available information, and concluded that the going concern assumption is appropriate for a period of at least twelve months following the end of the reporting period. Given the judgment involved, actual results may lead to a materially different outcome.

#### **Acquisitions**

The acquisition in Note 5 required management to make a judgment as to whether the entity constituted a business under the definitions of IFRS 3. The assessment required management to assess the inputs, processes, and ability of those entities to produce outputs at the time of acquisition. Pursuant to the assessment, the acquisition of the entity was considered an asset acquisition.

#### **Estimates**

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

#### *Share-based payments and warrant valuations*

The determination of the fair value of stock options or warrants using the Black-Scholes option pricing model, requires the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate.

For personal use only

### 3. NEW AND FUTURE ACCOUNTING STANDARDS

#### Accounting pronouncements adopted

##### **IFRS 1 - Non-current Liabilities with Covenants**

Effective January 1, 2024, amendments to IAS 1 clarified how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability with covenants as current or non-current and related disclosure. There were no impacts to the Company's financial statements. The Company does not have covenant requirements.

##### **IAS 7 - Supplier Finance Arrangements**

In May 2023, the IASB issued amendments to IAS 7 – Statement of Cash Flows and IFRS 7 – Financial Instruments: Disclosures. The amendments add requirements to disclose information that allows users to assess how supplier finance arrangements affect an entity's liabilities, cash flows, and exposure to liquidity risk. The amendments are effective for annual reporting periods beginning on or after January 1, 2024. The Company adopted these amendments in the current year and determined there to be no material impact on the consolidated financial statements.

##### **IAS 21- Lack of Exchangeability**

In August 2023, the IASB issued amendments to IAS 21 – The Effects of Changes in Foreign Exchange Rates in relation to Lack of Exchangeability. The amendments require entities to apply a consistent approach in assessing whether a currency can be exchanged into another currency and in determining the exchange rate to use and the disclosures to provide when it cannot. These amendments are effective for annual reporting periods beginning on or after January 1, 2025, with early adoption permitted. The Company assessed the impact of the amendments and determined there to be no material impact on the consolidated financial statements.

#### Accounting pronouncements not yet effective

##### **IFRS 9 - Classification and Measurement of Financial Instruments**

In May 2024, the IASB issued amendments to IFRS 9 – Financial Instruments and IFRS 7 – Financial Instruments: Disclosures. The amendments relate to settling financial liabilities using an electronic payment system and assessing contractual cash flow characteristics of financial assets, including those with Environmental, Social, and Governance (ESG)-linked features. The IASB also amended disclosure requirements relating to investments in

equity instruments designated at FVOCI and added disclosure requirements for financial instruments with contingent features. The amendments are effective for annual periods beginning on or after January 1, 2026, with early adoption permitted. The Company is assessing the impacts to the consolidated financial statements.

##### **IFRS 18 – Presentation and Disclosure in Financial Statements**

In April 2024, the International Accounting Standards Board (IASB) issued IFRS 18, Presentation and Disclosure in Financial Statements, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 becomes effective for annual reporting periods beginning on or after January 1, 2027, with early adoption permitted. The new standard introduces defined categories—operating, investing, and financing—in the statement of profit or loss, mandates standardized subtotals such as operating profit, and requires enhanced disclosures for management performance measures (MPMs). It also introduces more detailed requirements for the disaggregation of material items. The Company is currently assessing the potential impact of IFRS 18 on its financial statement presentation and disclosures and has not undertaken early adoption.

**RESOURO STRATEGIC METALS INC.**  
Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

**4. PROPERTY AND EQUIPMENT**

	Cost	Accumulated Depreciation	Net Book Value
<b>Computer &amp; software</b>			
Opening balance at March 31, 2023	\$ 1,730	\$ (409)	\$ 1,321
Additions	48,825	(1,088)	47,737
Balance at March 31, 2024	50,555	(1,497)	49,058
Disposals	(2,485)	262	(2,223)
Additions	51,109	(23,411)	27,698
<b>Balance at March 31, 2025</b>	<b>99,179</b>	<b>(24,646)</b>	<b>74,533</b>
<b>Office furniture &amp; renovations</b>			
Opening balance at March 31, 2023	7,552	(453)	7,099
Additions	5,008	(869)	4,139
Balance at March 31, 2024	12,560	(1,322)	11,238
Disposals	(219)	111	(108)
Additions	11,677	(7,054)	4,623
<b>Balance at March 31, 2025</b>	<b>24,018</b>	<b>(8,265)</b>	<b>15,753</b>
<b>Machinery &amp; equipment</b>			
Opening balance at March 31, 2023	6,246	(432)	5,814
Additions	130,015	(1,338)	128,677
Balance at March 31, 2024	136,261	(1,770)	134,491
Additions	4,972	(14,434)	(9,462)
<b>Balance at March 31, 2025</b>	<b>141,233</b>	<b>(16,204)</b>	<b>125,029</b>
<b>Office renovations</b>			
Opening balance at March 31, 2024	-	-	-
Additions	4,253	(1,177)	3,076
<b>Balance at March 31, 2025</b>	<b>4,253</b>	<b>(1,177)</b>	<b>3,076</b>
Total property and equipment at March 31, 2024	199,376	(4,589)	194,787
<b>Total property and equipment at March 31, 2025</b>	<b>\$ 268,683</b>	<b>\$ (50,292)</b>	<b>\$ 218,391</b>

For personal use only

**RESOURO STRATEGIC METALS INC.**

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

**5. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES**

	March 31, 2024	Additions	March 31, 2025
<u>Brazil</u>			
Novo Mundo	\$ 1,636,607	\$ -	\$ 1,636,607
Tiros project	3,863,203	90,000	3,953,203
Santa Angela	140,530	-	140,530
<b>Total</b>	<b>\$ 5,640,340</b>	<b>\$ 90,000</b>	<b>\$ 5,730,340</b>

	March 31, 2023	Additions	March 31, 2024
<u>Brazil</u>			
Novo Mundo	\$ 961,857	\$674,750	\$ 1,636,607
Tiros project	-	3,863,203	3,863,203
Santa Angela	140,530	-	140,530
<b>Total</b>	<b>\$ 1,102,387</b>	<b>\$4,537,953</b>	<b>\$ 5,640,340</b>

**The Tiros Rare Earth Elements and Titanium Oxide Project**

On July 31, 2023, the Company entered into a definitive purchase agreement (“**Tiros Agreement**”) to acquire a 33.3% interest in the Tiros project (“**Tiros**”) with the right to earn the remaining interest by achieving certain milestones. The Tiros Agreement included acceleration provisions. Resouro acquired 80,000 shares of TSPS a company incorporated in Singapore whose subsidiary TMEL, a company incorporated in Brazil, holds the titles that comprise the Tiros project area. The Company received approval from the TSX Venture Exchange (“**TSXV**”) on March 11, 2024, which constitutes the closing date.

On October 19, 2023, the Company announced that it had entered into an agreement, the First Addendum, with RBM Consultoria Mineral Eirlei (“**RBM**”) to accelerate the earn-in provisions detailed in the Tiros Agreement which resulted in the transfer of RBM’s control over TSPS to Resouro. Therefore, at March 11, 2024, upon close of the transaction, Resouro owned 100% of TSPS which owned 90% of TMEL. The remaining 10% of TMEL is owned by RBM as a non-controlling interest. This transaction has been accounted for as an acquisition of net assets, rather than a business combination, as the net assets acquired did not represent a separate business operation. The Company applied IFRS 2 Share-based Payments in accounting for and assessing the transaction.

The following tables summarize the fair value of the total consideration paid and the aggregate fair value of the identified assets acquired, and liabilities assumed:

<u>Purchase price</u>	<u>Value</u>
Stock options (Note i)	\$ 1,456,400
Common shares (Note ii)	870,260
Performance rights (Note iii)	-
Funding to TMEL prior to acquisition	1,199,962
<b>Total purchase price</b>	<b>\$ 3,526,622</b>

**RESOURO STRATEGIC METALS INC.**

Notes to the Consolidated Financial Statements

For the years ended March 31, 2025 and March 31, 2024

(Expressed in Canadian Dollars)

**5. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (Continued)**

<b>Net Assets Acquired</b>	<b>Total</b>
Current assets	\$ 68,172
Property and equipment	171,777
Exploration and evaluation assets	3,863,203
Current liabilities	(318,012)
Value of net assets allocated to NCI – 10%	(258,518)
<b>Total net assets acquired</b>	<b>\$ 3,526,622</b>

- (i) On March 11, 2024, 4,000,000 stock options were issued to Resmin as compensation for its 33.3% ownership of TSPS. The options are exercisable at a price of \$0.20 per share, for a period of five years from the date of grant. The fair value assigned for the stock options was \$1,540,000 and was expensed upon issuance. The fair value was determined using the Black-Scholes option-pricing model, with the following assumptions: expected dividend yield of 0%; risk-free interest rate of 3.5%; volatility of 69%, and an expected life of 5 years. The options vested immediately following issuance.
- (ii) On March 19, 2024, the Company issued 1,642,000 common shares to RBM as compensation for the 66.7% ownership of TSPS, a company incorporated in Singapore whose subsidiary TMEL, a company incorporated in Brazil, holds the titles that comprise the Tiros project area. The shares are subject to a four month hold period. A fair value of \$870,260 was assigned to the shares.
- (iii) In consideration of RBM accelerating the earn-in provision of the Tiros Agreement RBM will receive 750,000 performance rights of Resouro that will be convertible into common shares upon completion of the Definitive Feasibility Study by Resouro. The performance rights are considered to have no value at this time because management cannot accurately predict when the performance condition associated with those rights will be met.

On September 9, 2024 the Company entered into a binding agreement to acquire 3 additional tenements in the Tiros project area. The tenements complement the existing holdings by extending the mineral rights held in the North to the Southern holdings. The three tenements are contiguous with the Sao Gotardo block of the Tiros project and intersect the Capacete Formation associated with the project.

Consideration paid includes the following staged transactions:

- a. Initial cash payment of \$50,000 and the issuance of 142,857 common shares were completed on October 24, 2024. The shares are valued at a price of \$0.28, which was the closing common share price on October 24, 2024, for a total value of \$40,000.
- b. Milestone 1: Resouro will drill 6 holes on the tenements whereby at least 3 holes show a minimum of 20 continuous meters of intercepts with over 2,000 ppm of TREO, within 2 years of the purchase date. If drilling is not completed within 2 years, then payment is due at September 9, 2026.  
Payment: \$50,000 and 142,857 common shares of Resouro.
- c. Milestone 2: Resouro completes sufficient work to issue a JORC compliant report with an inferred resource of 100 million tonnes of at least 2,000 ppm TREO within 3 years of the purchase date.  
Payment: \$50,000 and common shares based on the 20-day Volume-Weighted Average Price (“VWAP”) of Resouro shares which occur immediately prior to the date the milestone is completed, with a minimum VWAP floor price of \$0.24.
- d. Milestone 3: Up to one year after the milestone 2 payment is made the final payment is due.  
Payment: \$100,000 and common shares based on the 20-day VWAP of Resouro shares which occur immediately prior to the date the milestone is completed, with a minimum VWAP floor price of \$0.24.

## RESOURO STRATEGIC METALS INC.

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

---

### 5. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (Continued)

#### Buracão Gold project

During February 2021, the Company entered into an option agreement with a private owner to acquire 100% interest in mineral rights on the Buracão Gold project, located on the border between the States of Tocantins and Goias, Brazil.

On February 25, 2023, the Company notified the seller that it was discontinuing its investments in the Buracão project. The Company has decided to reprioritize its allocation of resources from the Buracão project to the Novo Mundo gold project. Per the option agreement, the Company had the right to withdraw without further payment obligations if it gave 30-day notice before the second anniversary of signing the option agreement. The Company did not provide the required 30-day notice, and as a result the Company has incurred a penalty of 2,000,000 (Brazilian Real “BRL”), per the option agreement, which were due in 3 installments. The final BRL 1,000,000 payment was reduced by 8% to BRL 920,000 because the Company paid the final amount early which resulted in a penalty relief of \$21,856 and was recognized as an exploration and evaluation expenditure in the statement of loss and other comprehensive loss as of March 31, 2024.

As a result of the withdrawal from the option agreement, the \$503,508 of acquisition costs were written off from the exploration and evaluation assets and recorded as a net loss under exploration and evaluation expenditures in the statement of loss and other comprehensive loss. In addition, the \$533,800 penalty was recognized as an impairment cost under exploration and evaluation expenditures in the statement of loss and other comprehensive loss for a total impairment of \$1,037,308 at March 31, 2023.

#### Novo Mundo project

On May 11, 2021, the Company entered into an agreement with Nexa Recursos Minerais S.A. (“Nexa”) for the rights to conduct exploration work for up to three years (the “**Exploration Period**”) on the Novo Mundo project located in the State of Mato Grosso, Brazil. The Company is now the rightful owner and titleholder of the Novo Mundo Project subject to the terms of the purchase agreement.

The Company has the rights to conduct exploration work at its sole discretion. If within the remaining exploration period for each Mineral Right, an identified resource target which is predominately precious metals, the Company shall have the first right to develop and solely fund the project and Nexa will retain a 1.5% Net Smelter Return (“NSR”).

If within the remaining exploration period for each Mineral Right, an identified resource target of which is predominately base metals:

- Nexa shall have the first right to develop and solely fund a base metals project and the Company will retain a 1.5% NSR; and
- if Nexa does not wish to proceed, the Company may elect to develop a base metals project and Nexa will retain a 1.5% NSR.
- if it is determined that the Project is predominantly a precious metals Project, any base metals should be considered as byproducts of gold, silver and/or indium deposits in the Mineral Rights shall not be considered as base metals and shall be part of the precious metals project.

Either party has the option to buy back the NSR from the counterparty for:

- US\$2,000,000 for the full 1.5% NSR (can be adjusted proportionately for partial buyback) before May 11, 2023; and
- US\$5,000,000 for the full 1.5% NSR (can be adjusted proportionately for partial buyback) between May 11, 2021 to May 11, 2026.

On January 19, 2023, the Company submitted two partial exploration reports (“**PER**”) to the Brazilian National Mining Agency (“**ANM**”). Following the approval of the first PER, the Company negotiated the timing of a payment of BRL 2,500,000 to Cooperativa dos Garimpeiros do Vale do Rio Peixoto (“**Coogavepa**”), the original project

For personal use only

**5. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES** *(Continued)*

owner, previous to Nexa, during October 2023, in order to proceed with the next phase of the exploration program. The final payment of BRL 1,500,000 (CAD \$405,000) was recognized as an exploration and evaluation expenditure in the statement of loss and other comprehensive loss as of March 31, 2024 and was paid on June 19, 2024.

**Santa Angela project**

During December 2021, the Company acquired certain mineral exploration rights from the ANM to conduct mineral exploration work on the Santa Angela project in the State of Mato Grosso, Brazil. Total consideration paid for the exploration rights was BRL 551,099 (\$140,530).

**Exploration and evaluation expenditures**

For the year ended,	March 31, 2025	March 31, 2024
Drilling program	\$ 698,144	\$ 14,342
Laboratory and studies	1,799,536	-
Professional consultants	2,453	51,957
Government fees	135,409	18,854
Equipment and supplies	165,516	16,328
<b>Total exploration and evaluation expenditures</b>	<b>\$ 2,801,058</b>	<b>\$ 101,481</b>

**6. RIGHT-OF-USE ASSETS**

On October 1, 2023, the Company entered into a lease to rent office space in Australia for a term of twenty-one months. As a result, \$48,578 was added to the right-of-use asset and the associated liability for payments. A discount rate of 14.5% was used to determine the present value of the lease obligations.

Opening balance - April 1, 2024	\$ 36,740
Depreciation, for the year	(29,326)
Foreign exchange impact	435
Net carrying value - March 31, 2025	\$ 7,849
Opening balance - April 1, 2023	\$ -
Additions	48,578
Depreciation, for the year	(11,985)
Foreign exchange impact	147
Net carrying value - March 31, 2024	\$ 36,740

For personal use only

**RESOURO STRATEGIC METALS INC.**  
Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

**7. LEASE OBLIGATION**

The Company's lease obligations at March 31, 2025 relate to the office lease in Australia. A discount rate of 14.5% was used to determine the present value of the lease obligations.

Opening balance - April 1, 2024	\$ 32,857
Repayments	(30,386)
Accretion	3,317
Foreign exchange impact	1
Closing balance - March 31, 2025	\$ 5,789

Opening balance - April 1, 2023	\$ -
Additions	48,578
Repayments	(18,328)
Accretion	2,460
Foreign exchange impact	147
Closing balance - March 31, 2024	\$ 32,857

**8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	March 31, 2025	March 31, 2024
Trade and other payables	\$ 105,342	\$ 870,940
Accrued liabilities	62,000	67,768
	\$ 167,342	\$ 938,708

For personal use only

## 9. SHARE CAPITAL

### Authorized

As at the date of this report, the authorized share capital of the Company was an unlimited number of common shares without par value.

	Ref	Number <sup>(1)</sup>	Value
Balance at March 31, 2023 <sup>(2)</sup>		43,974,956	\$ 5,770,329
Shares issued, May 10, 2023	(i)	2,753,333	413,000
Share issue costs, May 10, 2023	(i)	-	(5,292)
Shares issued, July 11, 2023	(ii)	14,133,333	2,120,000
Share issue costs - agent shares issued, July 11, 2023	(ii)	-	(120,000)
Share issue costs - agent warrants issued, July 11, 2023	(ii)	-	(104,567)
Share issue costs, July 11, 2023	(ii)	-	(11,529)
Shares issued, August 29, 2023	(iii)	10,107,142	2,830,000
Share issue costs, August 29, 2023	(iii)	-	(186,191)
Shares issued, March 19, 2024	(iv)	1,642,000	870,260
Shares issued, March 25, 2024	(v)	3,571,428	1,500,000
Shares issue costs, March 25, 2024	(iv)	-	(90,368)
<b>Balance at March 31, 2024</b>		<b>76,182,192</b>	<b>12,985,642</b>
Shares issued, June 14, 2024	(vi)	16,000,000	7,300,420
Shares issue costs, June 14, 2024	(vi)	-	(933,772)
Stock options exercised, April 26, 2024	(vii)	150,000	50,915
Stock options exercised, October 22, 2024	(viii)	115,000	37,717
Shares issued, October 24, 2024	(ix)	142,857	40,000
<b>Balance at March 31, 2025</b>		<b>92,590,049</b>	<b>\$ 19,480,922</b>

<sup>1</sup> A Director of the Company owned 19.7% of the outstanding common shares as of March 31, 2025.

<sup>2</sup> As of March 31, 2025 there are 9,337,257 shares held in escrow.

### Issued

- (i) On May 10, 2023, the Company closed a private placement in which 2,753,333 common shares were issued at a price of \$0.15 per common share for cash consideration of \$413,000. The Company paid \$5,292 in finders' fees.
- (ii) On July 11, 2023, the Company closed a private placement in which 13,333,333 common shares were issued at a price of \$0.15 per common share for cash consideration of \$2,000,000. The Company issued an additional 800,000 common shares valued at \$120,000 to a broker as a finders' fee. The Company issued 600,616 warrants to a broker as a finders' fee with an exercise price of \$0.20. The warrants expire on July 11, 2026. The Company paid an additional \$11,529 in cash finders' fees.
- (iii) On August 29, 2023, the Company closed a private placement in which 10,107,142 common shares were issued at a price of \$0.28 per common share for cash consideration of \$2,830,000. The Company paid \$186,191 in finders' fees.

## RESOURO STRATEGIC METALS INC.

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

### 9. SHARE CAPITAL (Continued)

- (iv) On March 19, 2024, the Company issued 1,642,000 common shares to RBM as compensation for transfer of RBM's control over TSPS, a company incorporated in Singapore whose subsidiary TMEL, a company incorporated in Brazil, holds the titles that comprise the Tiros project area. A fair value of \$870,260 was assigned to the shares.
- (v) On March 25, 2024, the Company issued 3,571,428 common shares at a price of \$0.42 per common share for cash consideration of \$1,500,000. The Company paid \$90,368 in share issue costs of which \$63,000 were finders' fees.
- (vi) On June 14, 2024, the Company successfully completed a dual listing on the Australian Securities Exchange ("ASX"). Concurrent to the ASX listing the Company closed a private placement in Australia, which was considered an Initial Public Offering ("IPO") on the ASX ("ASX offer").

The Company successfully closed the ASX offer on June 14, 2024, in which 16,000,000 CHESSE Depository Interests ("CDI") over common shares were issued at a price of AUD\$0.50 (CAD\$0.46). Cash consideration of AUD\$8,000,000 (CAD \$7,300,420) was received and \$933,772 of share issue costs were recognized. The CDIs are subject to a 4 month plus 1 day hold period.

Taylor Collison Limited, an Australian broker, acted as the Lead Manager for the ASX Offer. As compensation for its services, the Lead Manager was paid a broker fee of AUD\$440,000 (CAD\$402,600) which was equal to 5.5% of the aggregate gross proceeds of the Offer and was issued 1,843,643 broker options in the Company at an exercise price of CAD\$0.68, vesting immediately, and expiring three years from the date of issue. The fair value assigned for the stock options was \$428,094. The broker options are subject to a 24-month escrow period.

Under ASX listing regulations, the following equity is subject to a 24-month escrow period. These equity instruments will be released from escrow on June 14, 2026:

Holder	Equity	Number	Issue date	Remaining life	Escrow release
Resmin	Options	4,000,000	March 11, 2024	4.0	June 14, 2026
Resmin	Options	750,000	October 11, 2023	3.6	June 14, 2026
Directors	Options	750,000	October 11, 2023	3.6	June 14, 2026
RBM	Shares	1,642,000	March 11, 2024	N/A	June 14, 2026
RBM	Performance rights	750,000	October 15, 2023	3.6	June 14, 2026
Taylor Collison	Options	1,843,643	June 4, 2024	4.3	June 14, 2026

- (vii) On April 26, 2024, 150,000 stock options were exercised. The options were valued at \$50,915 which is comprised of \$26,250 cash and \$24,665 of the Black-Scholes value re-classified from contributed surplus to share capital.
- (viii) On October 22, 2024, 115,000 stock options were exercised. The options were valued at \$37,717 which is comprised of \$20,125 cash and \$17,592 of the Black-Scholes value re-classified from contributed surplus to share capital.
- (ix) On October 24, 2024, 142,857 common shares were issued to acquire 3 additional tenements in the Tiros project area (Note 5). The shares were issued at \$0.28 for a value of \$40,000.

**RESOURO STRATEGIC METALS INC.**

Notes to the Consolidated Financial Statements  
 For the years ended March 31, 2025 and March 31, 2024  
 (Expressed in Canadian Dollars)

**9. SHARE CAPITAL (Continued)****Escrow Shares**

Under the terms of the RTO, the Company issued the following shares:

- The pre-RTO shareholders were deemed to have been issued 7,031,079 common shares with a fair market value of \$2,091,371.
- The Company issued 29,655,750 common shares as consideration to the ISON shareholders with a value of \$1,670,388. Of the 29,655,750 common shares issued, 26,671,273 were subject to escrow and have been released on a timed-release basis.

As of March 31, 2025, there remain 9,018,507 common shares held under a Surplus Escrow Agreement:

	Percentage of Total Escrowed Securities Released	Total Number of Escrowed Securities Released
Release Dates		
May 13, 2022	5%	1,127,314
November 13, 2022	5%	1,127,314
May 13, 2023	10%	2,254,627
November 13, 2023	10%	2,254,627
May 13, 2024	15%	3,381,942
November 13, 2024	15%	3,381,942
May 13, 2025	40%	9,018,507
<b>Total</b>	<b>100%</b>	<b>27,928,215</b>

As of March 31, 2025, there remain 318,750 common shares held in escrow under a Value Escrow Agreement:

	Percentage of Total Escrowed Securities Released	Total Number of Escrowed Securities Released
Release Dates		
May 16, 2022	10%	212,500
November 16, 2022	15%	318,750
May 16, 2023	15%	318,750
November 16, 2023	15%	318,750
May 16, 2024	15%	318,750
November 16, 2024	15%	318,750
May 13, 2025	15%	318,750
<b>Total</b>	<b>100%</b>	<b>2,443,750</b>

**Reserve for warrants**

On May 15, 2022, the Company completed a non-brokered private placement of 7,288,127 units at a price of \$0.35 per unit for gross proceeds of \$2,550,844 concurrent to the RTO. Each unit consisted of one common share and one-half share purchase warrant, where each full share purchase warrant is exercisable at \$0.50 per share for 24 months from the date of issuance with an expiry date of May 15, 2024, subject to an acceleration clause. The fair value of the warrants was recognized upon issuance, to reserve for warrants, where they remained until expiration or exercise. There were 3,644,062 warrants issued. A fair value of \$359,707 was assigned to the warrants, using the Black-Scholes option pricing model, and the following assumptions: expected dividend yield of 0%; risk-free interest rate of 2.6% and a volatility of 89%. The warrants expired on May 15, 2024, unexercised.

On July 11, 2023, the Company issued 600,616 common share purchase warrants to a broker as a finders' fee. A fair value of \$104,567 was assigned to the warrants, using the Black-Scholes option pricing model and the following assumptions: expected dividend yield of 0%; risk-free interest rate of 4.13%; volatility of 105% and an expected life of 36 months.

**RESOURO STRATEGIC METALS INC.**

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

**9. SHARE CAPITAL (Continued)**

In consideration of RBM accelerating the earn-in provision of the Tiros Agreement RBM will receive 750,000 performance rights of Resouro that will be convertible into common shares upon completion of the Definitive Feasibility Study by Resouro. The performance rights are considered to have no value at this time because management is not expecting the performance condition associated with those rights to be met prior to the 5-year expiry date. The performance rights will be subject to the applicable hold periods under TSXV policies and Canadian securities laws.

**Stock options**

On January 18, 2024, the Company announced the results of the Annual General Meeting (“AGM”) which included the approval of an amended stock option plan. The amended stock option plan allows the Company to issue a fixed number of stock options up to 14,193,752 which represented 20% of the issued and outstanding common shares as of December 15, 2023.

Date	Number of Options	Tiros fair value adjustment	Number Vested	Remaining life	Escrow release date
Issued: June 13, 2023	4,560,000	-	2,906,667	3.2	-
Issued: October 11, 2023 <sup>(1)</sup>	2,250,000	-	2,250,000	3.5	June 14, 2026
Issued: March 11, 2024 <sup>(2)</sup>	4,000,000	\$ 1,456,400	4,000,000	3.9	June 14, 2026
Exercised: April 26, 2024	(150,000)	-	-	-	-
Expired: April 30, 2024	(50,000)	-	-	-	-
Exercised: October 22, 2024	(115,000)	-	-	-	-
Issued: November 1, 2024	2,000,000	-	250,000	4.6	-
<b>Total</b>	<b>12,495,000</b>	<b>\$ 1,456,400</b>	<b>9,406,667</b>	<b>3.7</b>	

(1) 1,500,000 options are held in escrow.

(2) 4,000,000 options are held in escrow.

- i) On June 13, 2023, the company issued 4,560,000 common share purchase options to directors and officers of the Company. The options were exercisable at a price of \$0.175 per share, for a period of five years from the date of grant. The fair value assigned for the stock options was \$789,732, which will be expensed over the next 24 months. The fair value was determined using the Black-Scholes option-pricing model, with the following assumptions: expected dividend yield of 0%; risk-free interest rate of 3.18%; volatility of 112%, and an expected life of 5 years. The options vest over a 24-month period following issuance with the exception of the options issued to a consulting firm, which vest over a 12-month period.
- ii) On October 11, 2023, the company issued 2,250,000 common share purchase options to directors and officers of the Company. The options were exercisable at a price of \$0.50 per share, for a period of five years from the date of grant. The fair value assigned for the stock options was \$800,040 and were expensed upon issuance. The fair value was determined using the Black-Scholes option-pricing model, with the following assumptions: expected dividend yield of 0%; risk-free interest rate of 4.33%; volatility of 112%, and an expected life of 5 years. The options vested immediately following issuance and expire on October 11, 2028.
- iii) On March 11, 2024, 4,000,000 stock options were issued to Resmin as compensation for its 33.3% ownership of TSPS. Upon TSXV approval the compensation was issued to close the acquisition. The options are exercisable at a price of \$0.20 per share, for a period of five years from the date of grant. The fair value assigned for the stock options was \$1,456,400 and was expensed upon issuance. The fair value was determined using the Black-Scholes option-pricing model, with the following assumptions: expected dividend yield of 0%; risk-free interest rate of 3.87%; volatility of 75%, and an expected life of 3 years. The options vested immediately following issuance. The value of the options form part of the value of the Tiros exploration assets recognized on the balance sheet. The options expire on March 11, 2029.

**RESOURO STRATEGIC METALS INC.**

Notes to the Consolidated Financial Statements  
 For the years ended March 31, 2025 and March 31, 2024  
 (Expressed in Canadian Dollars)

**9. SHARE CAPITAL (Continued)**

- iv) On April 26, 2024, 150,000 stock options were exercised. The options were valued at \$50,915 which is comprised of \$26,250 cash and \$24,665 of the Black-Scholes value re-classified from contributed surplus to share capital.
- v) On April 30, 2024, 50,000 stock options expired.
- vi) On October 22, 2024, 115,000 stock options were exercised. The options were valued at \$37,717 which is comprised of \$20,125 cash and \$17,592 of the Black-Scholes value re-classified from contributed surplus to share capital.
- vii) On November 1, 2024, the company issued 2,000,000 common share purchase options to an officer of the Company. The options expire in five years from the date of grant. The stock options have a variety of vesting dates and exercise prices dependent the achievement of a variety of milestones:
- (i) 250,000 vesting upon signing, issued at November 1, 2024, exercisable at CAD\$0.50;
  - (ii) 250,000 upon Delivery of a Viable REE Leaching Flowsheet, exercisable at CAD\$0.65;
  - (iii) 250,000 upon completion of a Preliminary Economic Assessment that justifies project development, exercisable at CAD\$0.75;
  - (iv) 750,000 upon Delivery of a Pre-Feasibility Study with a minimum 30% internal rate of return, exercisable at CAD\$0.90; and
  - (v) 500,000 upon the Company's market capitalisation, based on the non-diluted capital structure as at the date of the Agreement, being at least A\$150 million for a period of not less than 20 trading days based on the ASX CDI price, exercisable at CAD\$1.00.

The fair value assigned for the first tranche of stock options described above in point (i) was \$36,317 which was expensed upon issuance. The remaining options issued under the conditions described in points (ii), (iii) and (iv) will be expensed over 24 months with an expense of \$30,578 recognized for the period ended March 31, 2025, for a total share-based compensation expense of \$66,895. No value was assigned for condition (v). The fair values were determined using the Black-Scholes option-pricing model, with the following assumptions: expected dividend yield of 0%; risk-free interest rate of 3.05%; volatility of 79.8%, and an expected life of 5 years.

For the year ended March 31, 2025, a total share-based compensation expense of \$243,390 (March 31, 2024 \$1,385,975) has been recognized in the consolidated statement of loss and other comprehensive loss.

**10. NON-CONTROLLING INTEREST**

As of March 11, 2024, which marked the close of the Tiros acquisition, Resouro owned 90% (March 31, 2025 - 90%) and RBM owned 10% (March 31, 2025 - 10%) of the outstanding shares of TMEL.

	<b>RBM NCI Ownership</b>
Tiros Minerai s Estrategicos Mineracao Ltda ("TMEL")	10%
<b>TMEL Financials as of March 31, 2025</b>	
Net loss	\$(2,367,594)
<b>Net loss attributable to non-controlling interest</b>	<b>(236,759)</b>
Current assets	914,726
Non-current assets	195,050
Current liabilities	(110,608)
<b>Net assets</b>	<b>999,168</b>

**10. NON-CONTROLLING INTEREST** (Continued)

	<b>RBM NCI Ownership</b>
Tiros Minerais Estrategicos Mineracao Ltda (“ <b>TMEL</b> ”)	10%
<b>TMEL Financials as of March 31, 2024</b>	
Net loss	\$(46,800)
<b>Net loss attributable to non-controlling interest</b>	<b>(4,680)</b>
Current assets	43,259
Non-current assets	170,553
Current liabilities	(282,588)
<b>Net assets</b>	<b>(68,776)</b>

**11. RELATED PARTY TRANSACTIONS AND BALANCES**

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, which includes the directors and officers. The aggregate value of transactions related to key management personnel are as follows:

<b>Year ended,</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>
Officers	\$ 706,260	\$ 362,260
Directors	843,008	203,770
<b>Total compensation</b>	<b>\$ 1,549,268</b>	<b>\$ 566,030</b>

As of March 31, 2025, \$100,019 was due to Officers and Directors for consulting fees and reimbursable expenses (March 31, 2024 - \$98,685).

As of March 31, 2024, a loan valued at \$nil (March 31, 2023 - \$261,099) was due to an Officer of the Company. During the year ended March 31, 2024, the loan was repaid in full.

**12. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT**

The Company classified its financial instruments as follows:

	March 31, 2025	March 31, 2024
Financial assets - amortized cost:		
Cash	\$ 1,843,664	\$ 1,921,272
Accounts receivable	26,800	29,193
<i>Financial liabilities - amortized cost:</i>		
Accounts payable and accruals	167,342	938,708
Due to related party	100,019	98,685

## RESOURO STRATEGIC METALS INC.

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

---

### 12. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT *(Continued)*

#### **Fair value**

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
- c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The carrying value of cash, accounts receivable, accounts payable and accrued liabilities, and due to related party approximate their fair value because of the short-term nature of these instruments.

#### **Capital risk management**

Capital is comprised of the Company's components of shareholders' equity. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term.

Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. The Company is not subject to any capital restrictions and did not change its approach to capital management during the most recent period.

#### **Credit risk**

Credit risk is the risk of loss arising from a customer or third party to a financial instrument failing to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash, and accounts receivable. The Company limits exposure to credit risk by maintaining its cash with large financial institutions.

#### **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company relies on the issuance of shares and warrants and loans from an officer of the Company in order to fund exploration programs.

#### **Currency risk**

The Company and its subsidiaries have identified its functional currency as the Canadian dollar. Certain administrative and exploration expenditures have been paid in the EURO, the United States dollar, the Australian dollar and the Brazilian Real. The Company's exposure to foreign currency risk arises primarily on fluctuations in value between the Canadian dollar and those currencies. The Company does not have any derivative instruments in place to manage fluctuations in foreign exchange values. Management believes the foreign exchange risk related to currency conversion is minimal.

For personal use only

**RESOURO STRATEGIC METALS INC.**

Notes to the Consolidated Financial Statements  
For the years ended March 31, 2025 and March 31, 2024  
(Expressed in Canadian Dollars)

**12. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)****Interest rate risk**

As the Company's interest-bearing assets and liabilities are not subject to significant interest rates, the Company's income and operating cash flows are not significantly affected by changes in the market interest rates.

**13. INCOME TAXES**

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

<b>Year ended March 31,</b>	<b>2025</b>	<b>2024</b>
Comprehensive loss for the year	<b>\$(6,288,396)</b>	\$(3,700,373)
Expected income tax expense (recovery)	<b>(1,697,867)</b>	(999,101)
Canadian income tax rate	<b>27%</b>	27%
Effect of change in statutory and foreign tax rates and other	<b>(233,682)</b>	30,968
Permanent differences Share based compensation	<b>68,805</b>	378,506
Share issue costs	<b>(252,119)</b>	(146,205)
Listing expenses	<b>-</b>	-
Change in unrecognized deductible temporary differences and other	<b>2,114,863</b>	735,832
Total income tax expense (recovery)	<b>\$ -</b>	\$ -

The significant components of the Company's temporary differences and unused tax losses are as follows:

<b>Period ended,</b>	<b>March 31, 2025</b>	<b>Expiry date range</b>	<b>March 31, 2024</b>	<b>Expiry date range</b>
Non-capital losses - Canada	<b>\$12,746,681</b>	<b>2027-2044</b>	\$8,934,406	2027-2043
Non-capital losses - Brazil	<b>5,345,016</b>	<b>No expiry date</b>	2,474,824	No expiry date
Non-capital losses - Singapore	<b>12,804</b>	<b>2044</b>	12,804	2043
Other - Brazil	<b>41,642</b>	<b>No expiry date</b>	-	No expiry date
Share issuance costs - Canada	<b>1,125,083</b>	<b>2027-2044</b>	512,949	2027-2043
	<b>\$19,271,226</b>		\$11,934,983	

**14. SEGMENTED INFORMATION**

The Company operates in a single reportable operating segment: the acquisition and exploration of mineral properties in Brazil.

For personal use only



**Resouro Strategic Metals Inc.**

**MANAGEMENT'S DISCUSSION & ANALYSIS**  
**For the year ended March 31, 2025**  
**(Reported in Canadian Dollars)**

For personal use only

## **General**

This Management's Discussion and Analysis ("**MD&A**") provides a review of the operational performance of Resouro Strategic Metals Inc. ("**Resouro**", or the "**Company**"). The report was prepared in accordance with the requirements of National Instrument 51-102, Continuous Disclosure Obligations, and it should be read in conjunction with the condensed financial statements for the year ended March 31, 2025 (the "**Financial Statements**"). The Financial Statements and the accompanying notes have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). All dollar amounts are reported in Canadian dollars ("**CAD**") unless otherwise stated. This document is dated June 26, 2025.

The Board of Directors of the Company have reviewed and approved the information contained in this MD&A and the annual audited Financial Statements.

Readers are cautioned that this MD&A contains certain forward-looking statements. Please see the section concerning "Forward Looking Statements" below.

Additional information relating to the Company can be found on the Canadian System for Electronic Document Analysis and Retrieval ("**SedarPlus**") at [www.sedarplus.ca](http://www.sedarplus.ca). The Company is listed on the Australian Securities Exchange ("**ASX**") under the symbol "RAU", the Canadian Toronto Stock Exchange (Venture Exchange), ("**TSX.V**") under the symbol "RSM" and the United States Over the Counter Venture Market Exchange ("**OTCQB**") under the symbol "RSGOF".

Additional information relevant to the Company's activities can be found on the Company's website at [www.resouro.com](http://www.resouro.com).

## **Corporate Mandate**

Resouro is a mineral exploration and development company focused on the discovery and advancement of economic mineral projects in Brazil, including the Tiros Titanium dioxide and Rare Earth Elements Project ("**Tiros Project**") in Minas Gerais and the Novo Mundo Gold Project in Mato Grosso.

## **Forward Looking Statements**

This MD&A may contain "forward looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicate herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by securities law and regulations.

## **Going Concern**

The financial statements have been prepared on the basis of accounting principles applicable to a going concern, which contemplate the realization of assets and the discharge of liabilities in the ordinary course of business. As of the date of this report, the Company had recurring net losses and negative cash flows from operations. In addition, the Company has future spending commitments with the Government of Brazil to keep its exploration concessions in good standing.

These consolidated financial statements are prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. Realization values may be substantially different from the carrying values shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the

Company be unable to continue as a going concern. The Company’s continuing operations and the ability of the Company to meet mineral property and other commitments are dependent upon the ability of the Company to continue to raise additional equity or debt financing and to seek joint venture partners. At the date of these consolidated financial statements, the Company has not achieved profitable operations and has accumulated losses since inception. The Company had a working capital surplus of \$1,652,272 and an accumulated deficit attributable to shareholders of \$15,857,113 for the year ended March 31, 2025. The Company has incurred a loss from operations of \$6,288,396 for the year ended March 31, 2025.

These factors indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. As a listed company and with the ability to raise capital at any time, management estimates that the Company currently has, or will have as needed, adequate capital to operate for the coming year.

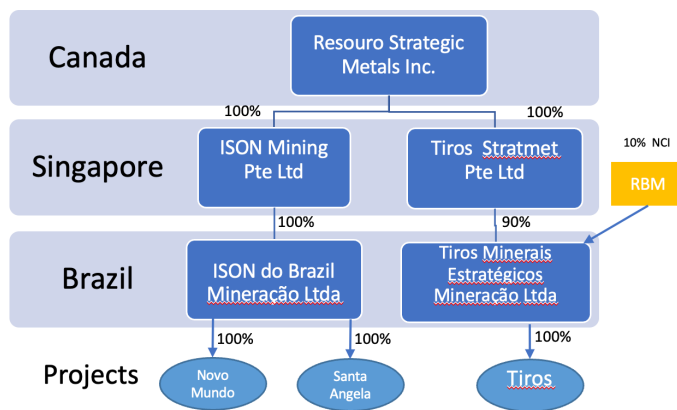
Title to exploration and evaluation assets involve certain inherent risks due to the difficulty of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history of exploration and evaluation assets. The Company has investigated title to all of its exploration and valuation assets, and, to the best of its knowledge, title to all of its properties are properly registered and in good standing. However, there can be no guarantee that title to exploration and evaluation assets are not subject to prior claims, agreements, or transfers and rights of ownership may be affected by undetected defects. The properties in which the Company has earned or committed to earn an interest are located in Brazil.

### Corporate Name History

Effective October 17, 2023, the Company changed its name from Resouro Gold Inc. to Resouro Strategic Metals Inc. (“Resouro”).

### Corporate Structure

The Company was incorporated on August 4, 1992, in the province of British Columbia, Canada. The Company’s registered office is Suite 250 – 997 Seymour Street, Vancouver, British Columbia, Canada. ISON Mining Pte Ltd (“ISON”) is 100% owned by Resouro. ISON is incorporated under the laws of Singapore. ISON owns 100% of the outstanding shares of ISON do Brasil Mineração Ltda (“ISON do Brasil”), a company incorporated under the laws of Brazil. The Novo Mundo project titles and rights belong ISON do Brazil and the Santa Angela project title and rights are under assignment and transfer to ISON do Brazil. Tiros Stratmet Pte Ltd (“TSPS”) is 100% owned by Resouro. TSPS is incorporated under the laws of Singapore and owns 90% of the outstanding shares of Tiros Minerais Estrategicos Mineração Ltda (“TMEL”), a company incorporated under the laws of Brazil. RBM Consultoria Mineral Eirlei (“RBM”) holds a 10% free-carry, non-controlling interest in TMEL. The Tiros project is 90% owned by TMEL.



For personal use only

## Corporate Highlights

### Tiros Acquisition

On March 11, 2024, Resouro completed the Tiros acquisition. The following transactions were undertaken:

1. Resouro acquired 100% of the outstanding shares of TSPS whose 90% owned subsidiary, TMEL, holds the titles that comprise the Tiros project assets.
2. Resouro paid the following consideration for the acquisition:
  - a. 1,642,000 common shares of Resouro were issued to RBM for the acquisition of RBM's control over TSPS.
  - b. 750,000 performance rights were issued to RBM for the acquisition of RBM's control over TSPS. The rights give RBM the right to convert to common shares if the Definitive Feasibility Study ("DFS") is completed within 5 years from the date of issue.
  - c. 4,000,000 stock options were issued to Resmin for the acquisition of Resmin's 33.3% ownership in TSPS. The stock options may be exercised at a price of \$0.20 and will expire on March 11, 2029.

In exchange for the consideration paid, TMEL now holds the rights to the Tiros project assets which are currently being explored for Titanium dioxide and rare earth elements. All consideration paid is subject to a 2-year escrow required by the ASX listing that went into effect on June 14, 2024.

### Listing on Australian Securities Exchange and Concurrent Private Placement

On June 14, 2024, the Company successfully completed a dual listing on the ASX. Concurrent to the ASX listing the Company closed a private placement which was considered an Initial Public Offering ("IPO") on the ASX ("ASX offer").

The Company successfully closed the ASX offer on June 14, 2024, in which 16,000,000 CHESS Depository Interests ("CDI") over common shares were issued at a price of AUD \$0.50 (CAD \$0.46). Cash consideration of AUD\$8,000,000 (CAD \$7,300,718) was received.

Taylor Collison Limited, an Australian broker, acted as the Lead Manager for the ASX Offer. As compensation for its services, the Lead Manager was paid a broker fee of AUD \$440,000 (CAD \$402,600) which was equal to 5.5% of the aggregate gross proceeds of the Offer and was issued 1,843,643 broker compensation stock options at an exercise price of CAD \$0.68, vesting immediately, and expiring three years from the date of issue.

Under ASX listing regulations, the following equity is subject to a 24-month escrow period:

Holder	Equity	Number	Issue Date	Remaining Life	Escrow Release
Resmin	Options	4,000,000	March 11, 2024	4.0	June 14, 2026
Resmin	Options	750,000	October 11, 2023	3.6	June 14, 2026
Directors	Options	750,000	October 11, 2023	3.6	June 14, 2026
RBM	Shares	1,642,000	March 11, 2024	N/A	June 14, 2026
RBM	Performance rights	750,000	October 15, 2023	3.6	June 14, 2026
Taylor Collison	Options	1,843,643	June 4, 2024	2.2	June 14, 2026

## Issuance of Shares

	Ref	Number	Value
Balance at March 31, 2023 <sup>(2)</sup>		43,974,956	\$ 5,770,329
Shares issued, May 10, 2023		2,753,333	413,000
Share issue costs, May 10, 2023		-	(5,292)
Shares issued, July 11, 2023		14,133,333	2,120,000
Share issue costs - agent shares issued, July 11, 2023		-	(120,000)
Share issue costs - agent warrants issued, July 11, 2023		-	(104,567)
Share issue costs, July 11, 2023		-	(11,529)
Shares issued, August 29, 2023		10,107,142	2,830,000
Share issue costs, August 29, 2023		-	(186,191)
Shares issued, March 19, 2024		1,642,000	870,260
Shares issued, March 25, 2024		3,571,428	1,500,000
Shares issue costs, March 25, 2024		-	(90,368)
Balance at March 31, 2024		76,182,192	12,985,642
Shares issued, June 14, 2024	(i)	16,000,000	7,300,420
Shares issue costs, June 14, 2024	(i)	-	(933,772)
Stock options exercised, April 26, 2024	(ii)	150,000	50,915
Stock options exercised, October 22, 2024	(iii)	115,000	37,717
Shares issued, October 24, 2024	(iv)	142,857	40,000
<b>Balance at March 31, 2025</b>		<b>92,590,049</b>	<b>\$ 19,480,922</b>

- (i) On June 14, 2024, the Company successfully completed a dual listing on the Australian Securities Exchange (“ASX”). Concurrent to the ASX listing the Company closed a private placement in Australia, which was considered an Initial Public Offering (“IPO”) on the ASX.

The Company successfully closed the ASX offer on June 14, 2024, in which 16,000,000 CDIs over common shares were issued at a price of AUD \$0.50 (CAD \$0.46). Cash consideration of AUD \$8,000,000 (CAD \$7,300,420) was received and \$933,772 of share issue costs were recognized. The CDIs are subject to a 4 month plus 1 day hold period, which has now expired.

Taylor Collison Limited, an Australian broker, acted as the Lead Manager for the ASX Offer. As compensation for its services, the Lead Manager was paid a broker fee of AUD \$440,000 (CAD \$402,600) which was equal to 5.5% of the aggregate gross proceeds of the Offer and was issued 1,843,643 broker compensation options at an exercise price of CAD \$0.68, vesting immediately, and expiring three years from the date of issue. The fair value assigned for the stock options was \$428,094. The broker options are subject to a 24-month escrow period.

- (ii) On April 26, 2024, 150,000 stock options were exercised. The options were valued at \$50,915 which is comprised of \$26,250 cash and \$24,665 of the Black-Scholes value re-classified from contributed surplus to share capital.
- (iii) On October 22, 2024, 115,000 stock options were exercised. The options were valued at \$37,717 which is comprised of \$20,125 cash and \$17,592 of the Black-Scholes value re-classified from contributed surplus to share capital.
- (iv) On October 24, 2024, 142,857 common shares were issued to acquire 3 additional tenements in the Tiros project area. The shares were issued at \$0.28 for a value of \$40,000.

## Issuance of Stock Options

On January 18, 2024, the Company announced the results of the Annual General Meeting (“AGM”) which included the approval of an amended stock option plan. The amended stock option plan allows the Company to issue up to a fixed number of stock options, 14,193,752, which represented 20% of the issued and outstanding common shares as of December 15, 2023.

Date	Number of Options	Tiros fair value adjustment	Number Vested	Remaining life	Escrow release date
Issued: June 13, 2023	4,560,000	-	2,906,667	3.2	-
Issued: October 11, 2023 <sup>(1)</sup>	2,250,000	-	2,250,000	3.5	June 14, 2026
Issued: March 11, 2024 <sup>(2)</sup>	4,000,000	\$ 1,456,400	4,000,000	3.9	June 14, 2026
Exercised: April 26, 2024	(150,000)	-	-	-	-
Expired: April 30, 2024	(50,000)	-	-	-	-
Exercised: October 22, 2024	(115,000)	-	-	-	-
Issued: November 1, 2024	2,000,000	-	250,000	4.6	-
<b>Total</b>	<b>12,495,000</b>	<b>\$ 1,456,400</b>	<b>9,156,667</b>	<b>3.7</b>	

- On June 13, 2023, the Company issued 4,560,000 stock options to directors, officers and a consulting firm with an exercise price of \$0.175 and a 5-year expiry period, pursuant to the Company’s stock option plan. The options vest over a 24-month period. During April 2024, 150,000 options were exercised, and 50,000 options expired. Therefore, 4,360,000 stock options remain outstanding.
- On October 11, 2023, the Company issued 2,250,000 stock options to directors, officers and a consulting firm with an exercise price of \$0.50 with a 5-year expiry period, pursuant to the Company’s stock option plan. The options vested immediately. Further to the June 14, 2024 listing on the ASX, the 1,500,000 options issued to Directors are subject to a 24-month escrow, ending June 14, 2026.
- On March 11, 2024, 4,000,000 stock options were issued to Resmin as compensation for its 33.3% ownership of TSPS. The options are exercisable at a price of \$0.20 per share, for a period of five years from the date of grant. The fair value assigned for the stock options was \$1,456,400 and was expensed upon issuance. The fair value was determined using the Black-Scholes option-pricing model, with the following assumptions: expected dividend yield of 0%; risk-free interest rate of 3.87%; volatility of 75%, and an expected life of 3 years. The options vested immediately following issuance. The value of the options form part of the value of the Tiros exploration assets recognized on the balance sheet. The options are subject to a 24-month escrow, ending June 14, 2026. The options expire on March 11, 2029.
- On November 1, 2024, the company issued 2,000,000 common share purchase options to an officer of the Company. The options expire in five years from the date of grant. The stock options have a variety of vesting dates and exercise prices dependent the achievement of a variety of milestones:
  - 250,000 vesting upon signing, at November 1, 2024, exercisable at CAD\$0.50;
  - 250,000 upon Delivery of a Viable REE Leaching Flowsheet, exercisable at CAD\$0.65;
  - 250,000 upon completion of a Preliminary Economic Assessment that justifies project development, exercisable at CAD\$0.75;
  - 750,000 upon Delivery of a Pre-Feasibility Study with a minimum 30% internal rate of return, exercisable at CAD\$0.90; and
  - 500,000 upon the Company’s market capitalisation, based on the non-diluted capital structure as at the date of the Agreement, being at least A\$150 million for a period of not less than 20 trading days based on the ASX CDI price, exercisable at CAD\$1.00.

The fair value assigned for the first tranche of stock options described above in point (i) was \$36,317 which was expensed upon issuance. The remaining options will be expensed over 24 months with an expense of \$84,507

recognized for the period ended December 31, 2024, for a total share-based compensation expense of \$120,824. The fair values were determined using the Black-Scholes option-pricing model, with the following assumptions: expected dividend yield of 0%; risk-free interest rate of 3.05%; volatility of 79.8%, and an expected life of 5 years.

## Sustainability Inaugural Report

During June 2024, the International Sustainability Standards Board (“ISSB”) published the Sustainability Policy, IFRS S1 and the Climate Policy, IFRS S2. Both policies became effective January 1, 2025. These policies provide the requirements for the disclosure of climate and sustainability-related financial information to meet the needs of investors and stakeholders. It ensures companies provide relevant, reliable, and comparable information about the sustainability risks and opportunities that impact their enterprise value. The financial disclosure for implementing IFRS S1 and IFRS S2 must include a comprehensive understanding of its financial impact on the company’s operations, systems, and reporting procedures. In response, Resouro will publish its inaugural Sustainability report with the year end, March 31, 2025, Audited Financial Statements and MD&A.

To assist us with the creation of our Sustainability program and policies, Resouro engaged an external advisor prior to the ISSB publication of the IFRS standards. Digbee provided us with an independent assessment of our Environmental, Social, and Governance (“ESG”) policies and management practices at both the corporate and project level. Digbee hosts a specialized data and research platform focused on providing ESG solutions tailored to the mining sector. It offers Resouro insights into sustainability performance and assists in addressing our ESG related risks and opportunities.

Resouro also engaged an external data management and reporting firm to determine our reporting metrics for Climate and Green House Gas emissions (“GHG”).

As of March 31, 2025, the Company has incurred \$22,968 in fees related to the Digbee services and \$5,785 in fees related to the quantitative determination of GHG emissions, for a total expenditure of \$28,753.

## Exploration Projects

### PROPERTY I - Tiros Titanium Dioxide (“TiO<sub>2</sub>”) and Rare Earth Elements (“REE”) Project

The Tiros project is located in the Alto Paranaíba region, Minas Gerais, Brazil. Tiros is comprised of 28 mineral licenses totaling approximately 497 square kilometers (“km<sup>2</sup>”) located 350 kilometres (“km”) from Belo Horizonte, the state capital which is located in one of the most infrastructurally developed states of Brazil. The Tiros licenses cover the most prospective portions of the Capacete formation with the greatest exploration potential.

On July 31, 2023, Resouro entered into the Tiros Agreement followed by the First Addendum agreement signed on October 19, 2023, to acquire a 90% interest in the Tiros project and the Second Addendum, which incorporated adjustments to the Agreement in order to comply with ASX listing rules. Resouro acquired 100% of the outstanding shares of TSPS, a company incorporated in Singapore whose subsidiary TMEL, a company incorporated in Brazil, holds the titles that comprise the Tiros project. The original owner, RBM, owns a 10% free-carried, non-controlling interest in TMEL.

### JORC Report Published with Maiden Resource Estimate

On July 17, 2024, the Company published its JORC report for the Tiros project. Highlights of the report included the following:

- Maiden Resource Estimate (“MRE”) for the Tiros Project of 1.7 billion tonnes (“bn tonnes”) at 3,900 parts per million (“ppm”) Total Rare Earth oxide (“TREO”), 1,100 ppm Magnet Rare Earth Oxides (“MREO”) and 12% Titanium dioxide (“TiO<sub>2</sub>”) in all three resource categories.
- Of the 1.7 bn tonnes, the deposit contains a high-grade domain of 120 million tonnes (“mn tonnes”) containing 9,000 ppm TREO, (including 2,400 ppm of MREO) and 23% TiO<sub>2</sub>.

- The combined Measured and Indicated resources represent 1 bn tonnes at 4,050 ppm TREO (including 1,120 ppm MREO) and 12% TiO<sub>2</sub>.

The MRE places the Tiros Project as one of the largest undeveloped Titanium dioxide and rare earth resource globally and in Brazil.

For full exploration results including relevant JORC table information, refer to the Company's ASX announcement of 18 July 2024 (TSXV - July 17, 2024) on *Sedarplus.ca* or the Company's website [www.resouro.com](http://www.resouro.com).

### JORC Report Update

On April 8, 2025, the Company provided an update to its JORC report based on additional assays received from a 46 infill and resource expansion drill program conducted during 2024 (refer ASX releases dated 6th February 2025 and 17th March 2025; TSX-V releases dated 5th February 2025 and 16th March 2025). The revised MRE, tabled below, represents an increase of 11.7% of total resources, from step-out drilling, and an improved detail of data, from infill drill holes.

Resource Category	Million tonnes	TiO <sub>2</sub> %	TREO (ppm)
<b>Measured</b>	367	12	4,100
<b>Indicated</b>	1,000	12	4,000
<b>Measured + Indicated</b>	1,400	12	4,000
<b>Inferred</b>	500	12	3,700

**Table 1:** Total MRE tonne and grade using a cut-off grade of 1,000 ppm TREO (rounding applied, refer Table 4).

The MRE has an area of high-grade Titanium dioxide and rare earths mineralisation represented in Table 2 and was modelled by applying a cut-off grade of 8,000 ppm TREO.

Resource Category	Million tonne	TiO <sub>2</sub> %	TREO (ppm)
<b>Measured</b>	30	24	9,301
<b>Indicated</b>	74	23	8,865
<b>Measured + Indicated</b>	103	23	9,100
<b>Inferred</b>	33	22	8,300

**Table 2:** High-grade tonne and grade based on a cut-off grade of 8,000 ppm TREO (rounding applied, refer Table 4).

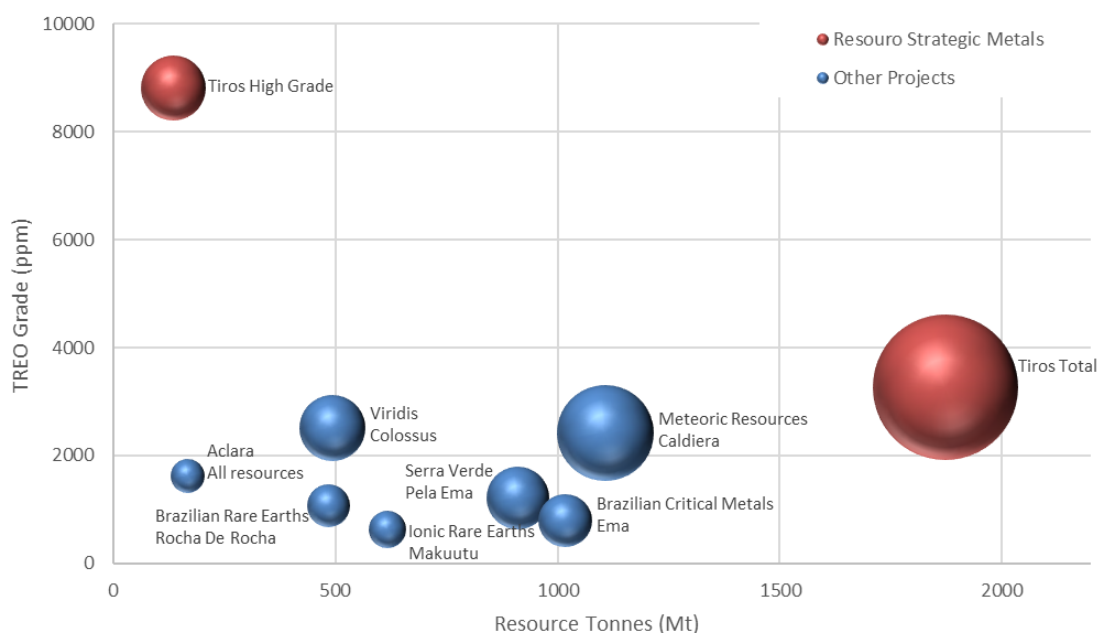
The high-grade Measured and Indicated Resource has been increased by 37% in total for no change in Titanium dioxide grade and similar for rare earths grades, Table 3.

Resource Category	Change in tonne	Change in TiO <sub>2</sub> %	Change in TREO (ppm)
<b>Measured + Indicated</b>	+37%	0%	-1%

**Table 3:** The percentage change in Measured and Indicated resources in the high-grade component of the MRE in tonnes, and grade.

The Central Block MRE represents just under 8% of Resouro’s total tenement holding area in the Tiros region which spans four project areas called Tiros North, Tiros Central, and in the south Sao Gotardo, and Campos Altos, Figure 3.

The significance of the current MRE and the potential for further prospective resources across all tenements can be visualised in Figure 1 and Figure 2. The Tiros project MRE is substantially larger and higher-grade when compared selectively to other rare earths projects with similar, characteristics or geographic location. This combined with the potential for resource expansion from exploration places Tiros as a globally significant resource of both Titanium dioxide and rare earths, Figure 1.



**Figure 1:** Bubble chart of Tiros total and high-grade MRE for rare earths in comparison to selected peer projects in relation to tonnage of all mineral resources against average grade. The bubble size reflects the metal content calculated as total resource tonnes times average resource grade, ASX release dated 9 April 2025.

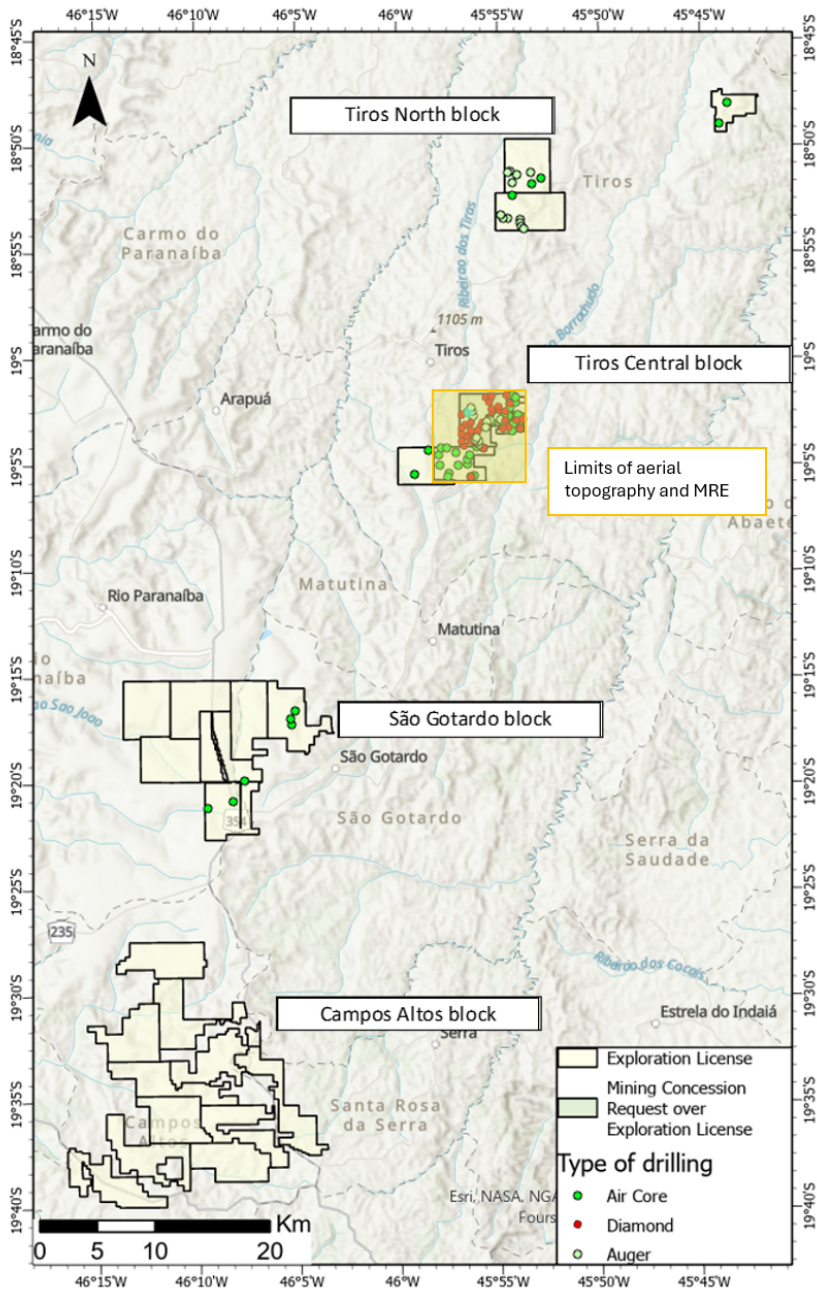
This MRE update marks a significant milestone for the Company, establishing as one of the world’s largest and most significant resources of both Titanium dioxide and rare earths. It also highlights a very high-grade mineralisation zone, which will be the focus of the Company’s initial scoping study and subsequent feasibility studies, along with the related economic assessments.

### Key Resource Parameters

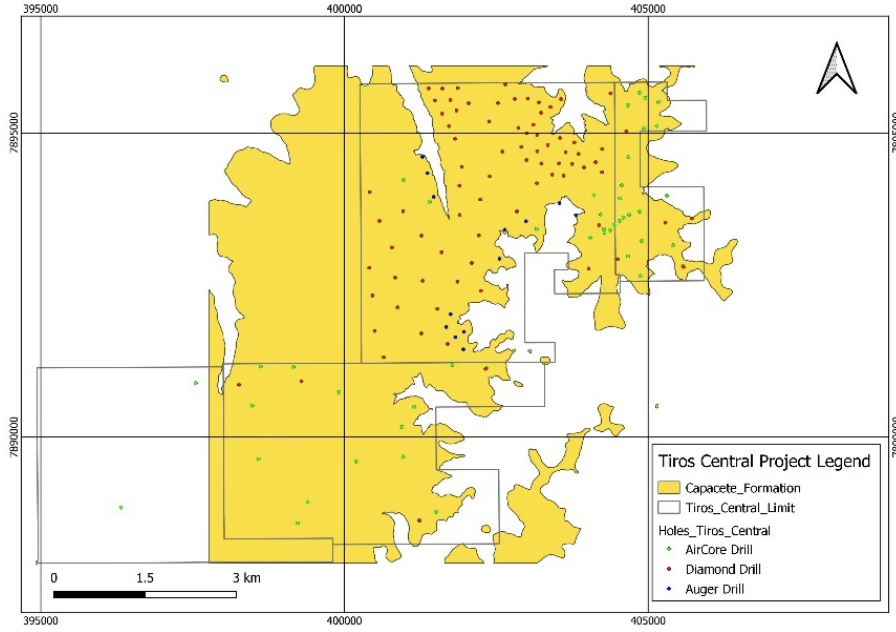
Atticus Geoscience (“Atticus”) has modelled this MRE utilising the results of 152 drill holes across the Tiros central tenements (refer to Figures 4 and 5) including 78 diamond drill holes, 29 air core holes, and 25 auger holes undertaken by Resouro (2023 to 2025) and one (1) diamond drill hole and 19 air core historical drill holes undertaken by previous tenement owners (Vicenza 2011, and Iluka, 2016).

A conservative assumption of 1,000 ppm TREO (refer to Figure 10) cut-off was applied to the resource estimation which delivered an MRE of 1.9 bn tonnes @ 3,920 ppm TREO (Measured, Indicated, Inferred) comprising an outstanding 1,100 ppm MREO (oxides of Pr, Nd, Tb, and Dy) and 12% TiO<sub>2</sub>.

The MRE was limited by aerial topography covering 3,300 hectares (“ha”), which represents approximately 7% of the Resouro tenements that comprise the Project area. The MRE excludes neighbouring Resouro-owned tenements, which indicate further potential for expansion.



**Figure 2:** View of the Resouro tenements including the Tiros Projects with the Tiros Central block shown that is the subject of this mineral resources estimate



**Figure 3:** Plan view of the Tiros Central block showing drill holes locations

### Mineral Resource Estimate

The total Mineral Resource Estimate at Tiros, applying a 1,000 ppm TREO cut-off, presents 1.9 billion tonnes at 12% TiO<sub>2</sub> and 3,920 ppm TREO with 1,075 ppm MREO (oxides of Pr, Nd, Tb, and Dy). The Indicated and Measured resources represent 1.4 billion tonnes at 12% TiO<sub>2</sub> and 4,029 ppm TREO containing 1,100 ppm MREO with a high-grade zone identified as summarised in Table 4. The grade-tonnage curve for the mineral resource estimation is shown in Figure 10.

DOMAIN	Category	Million Tonne	TiO <sub>2</sub> %	TREO (ppm)	MREO (ppm)	MREO/TREO ratio
HG (High Grade)	Measured	30	24	9,300	2,500	27%
	Indicated	74	23	8,900	2,300	26%
	<b>M + I</b>	<b>103</b>	<b>23</b>	<b>9,100</b>	<b>2,400</b>	<b>26%</b>
	Inferred	33	22	8,300	2,200	27%
MG (Medium Grade)	Measured	340	11	3,700	1,000	27%
	Indicated	930	11	3,600	1,000	28%
	<b>M + I</b>	<b>1,300</b>	<b>11</b>	<b>3,600</b>	<b>1,000</b>	<b>28%</b>
	Inferred	470	11	3,400	920	27%
TOTAL (HG+MG)	Measured	367	12	4,100	1,100	27%
	Indicated	1,000	12	4,000	1,100	28%
	<b>M + I</b>	<b>1,400</b>	<b>12</b>	<b>4,000</b>	<b>1,100</b>	<b>28%</b>
	Inferred	500	12	3,700	1,000	27%
<b>Total</b>	<b>M + I + I</b>	<b>1,900</b>	<b>12</b>	<b>3,900</b>	<b>1,100</b>	<b>28%</b>

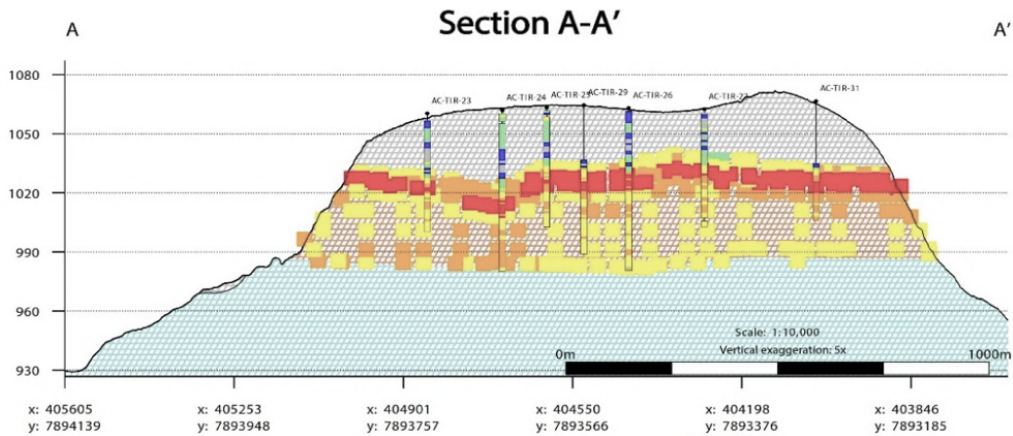
**Table 4:** Values in the Mineral Resource Estimate have been rounded to 2 significant figures for the Inferred and 3 significant figures for Indicated and Measured as to reflect the uncertainty of the estimation.

### Geology and Interpretation

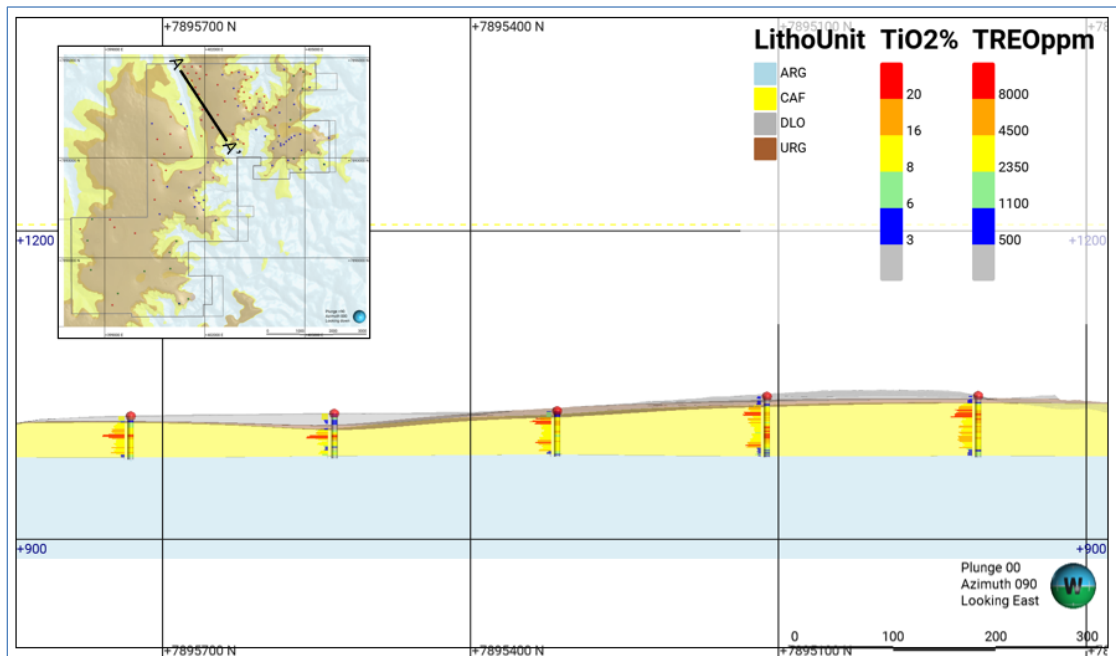
Titanium dioxide and rare earths oxide mineralization are hosted in the Capacete Formation, belonging to the Mata da Corda Group. Titanium dioxide is associated with the mineral anatase, originating from the alteration of perovskite.

The rare earths minerals are distributed throughout the Capacete formation and are a particular mineralogical feature of this volcano-stratigraphic horizon. The Capacete Formation a relatively thin stratigraphic unit (Figures 4,5,6,7,8 and 9) that is comprised of interbedded fine and coarser grained volcanic derived deposits, including what may be ash tuffs, reworked coarse sediments and volcanoclastic breccias.

The formation is the erosion product of the rocks of the Patos Formation, also belonging to the Mata da Corda Group. The Patos Formation represents a voluminous stratigraphy of Upper Cretaceous kamafugite pyroclastic flows, hosted in the Brasília Belt, southwest of the São Francisco Craton.

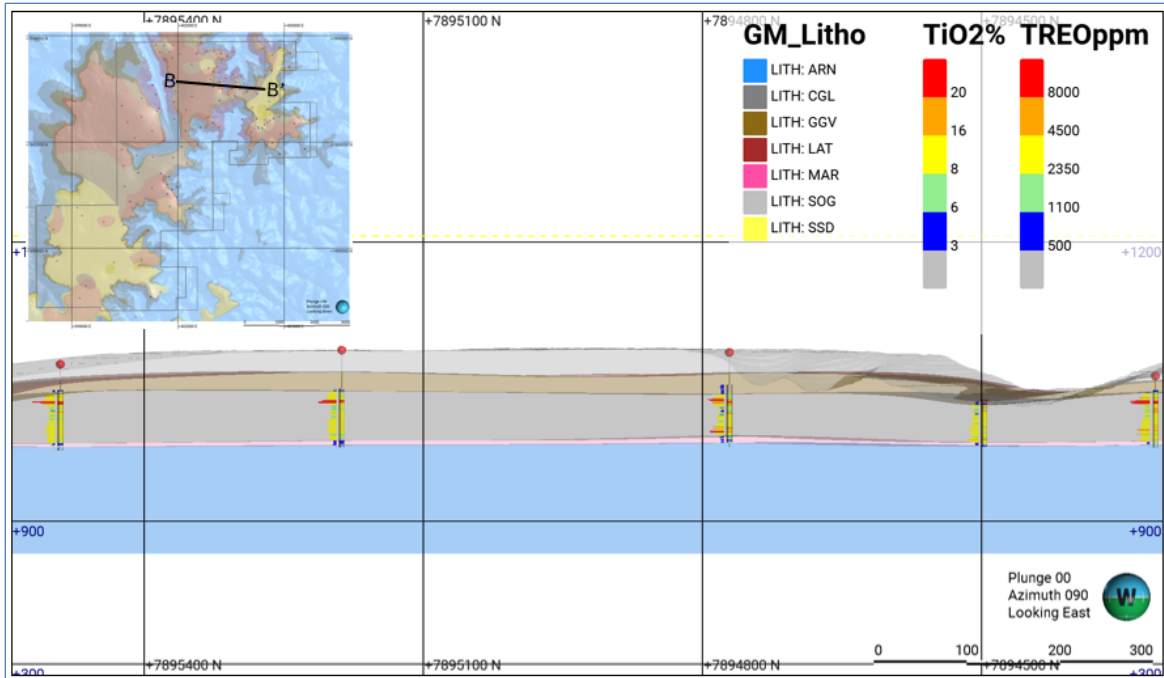


**Figure 4:** An illustrated cross section of the Tiros Project mineralisation demonstrating the relationship with overburden, high-grade mineralisation (red) and low-grade mineralisation (yellow and brown).

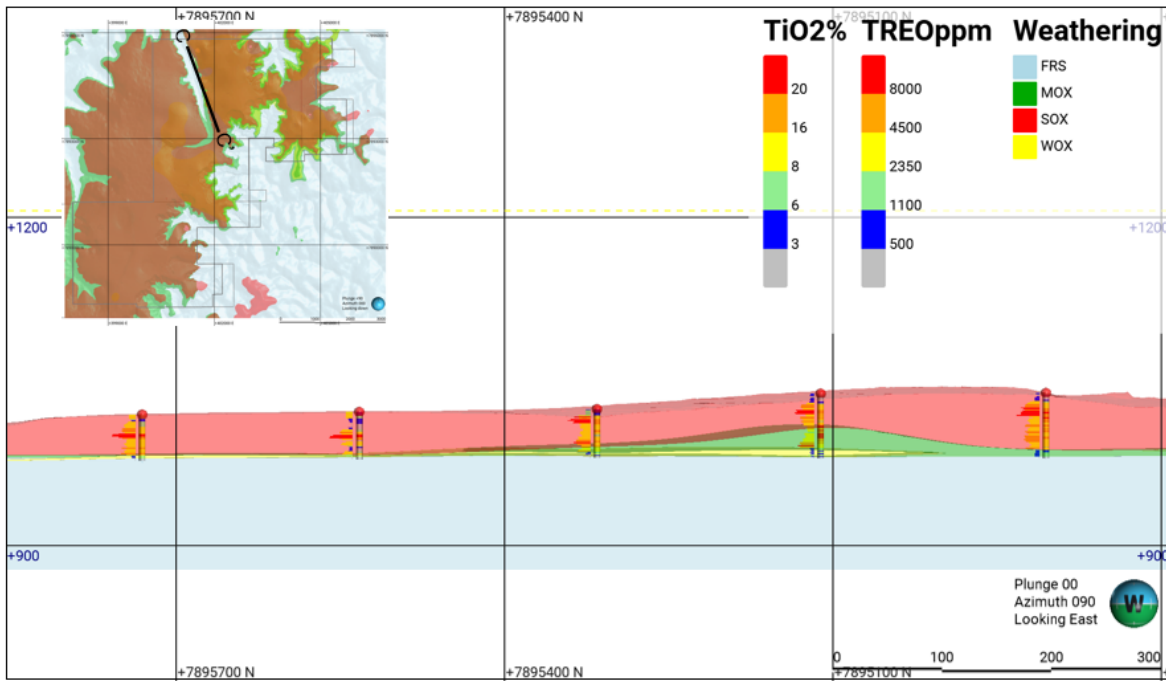


**Figure 5:** Section view (A-A) of the Tiros deposit showing the major lithological units (ARG - Areado Group, CAF – Capacete Formation, URG – Urucua Group/ Tertiary Cover, DLO – Detritus-Lateritic Overburden), and drill holes coloured by TREO ppm, and TiO<sub>2</sub>% coloured in the bars.

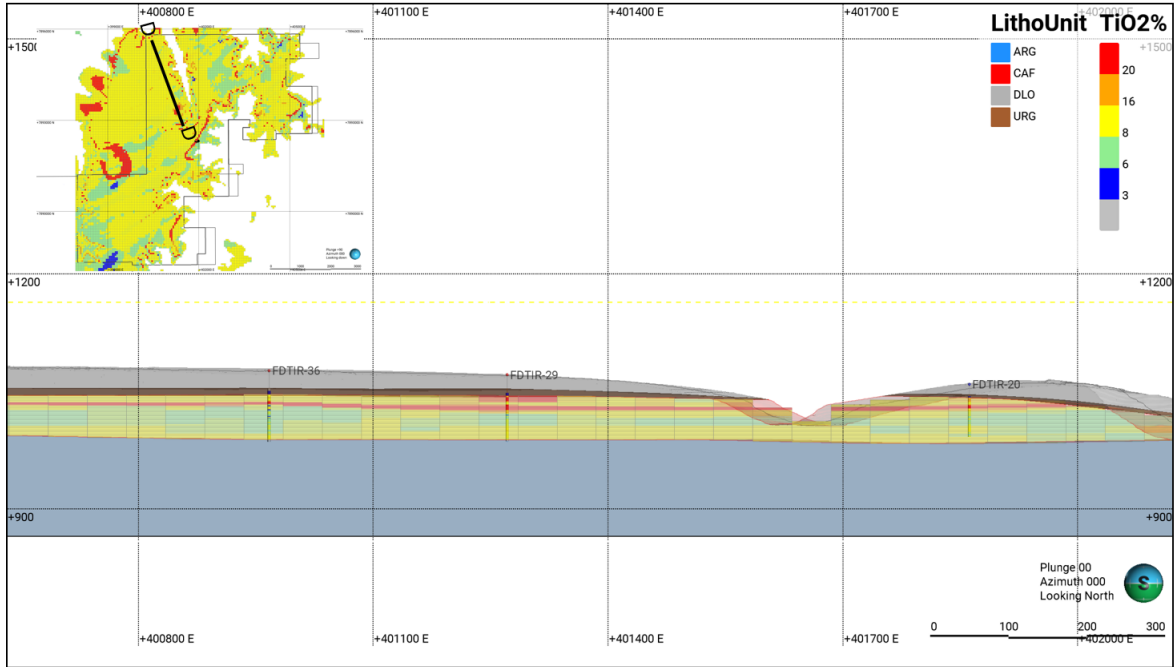
For personal use only



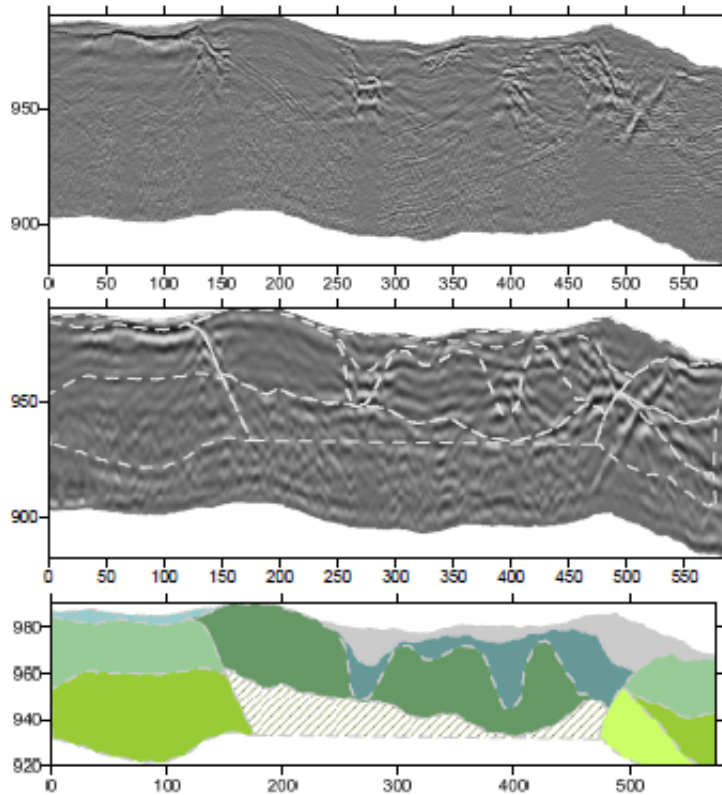
**Figure 6:** Section view (B-B) of the Tiros deposit showing the facies of the principal lithologic units, (ARN - Arenite, CGL – Conglomerate, GGV – Gravel/ Sediments Gravel, LAT – Laterite, MAR – Magnetic Arenite, SOG – Soil General, SSD – Sand/sediment Sand), and drill holes coloured by TREO ppm, and TiO<sub>2</sub>% coloured bars.



**Figure 7:** Section view (C-C) of the Tiros deposit showing the weathering / oxidation model, (FRS – Fresh, MOX – moderately oxidised, SOX – Strongly Oxidised, WOX – Weakly Oxidised), and drill holes coloured by TREO ppm and TiO<sub>2</sub>% as coloured bars.



**Figure 8:** Section view (D-D) of the Tiros deposit showing the block model coloured by TiO<sub>2</sub>% within the major lithological units. (only the Capacete (CAF) formation has been blocked and estimated).



**Figure 9:** An example of how ground penetrating radar at Tiros has been used in assisting the interpretation of geological boundaries along with drill data for the classification of mineralisation domains. Top image, raw ground radar data; Middle image, initial interpretation of ground radar domains; Bottom image, interpreted geological domains.

## Drilling Techniques

Three types of drilling were carried out on the Project: diamond, air core and auger drilling. The following is a breakdown of the three types of drill holes used in the MRE.

Historical drilling included Vicenza (2011), who completed a single diamond drill hole (HQ-size), oriented vertically and reaching 82.45 metres (“m”). Nineteen 75-millimetre (“mm”) diameter air core drill holes were undertaken by the Iluka-Vicenza JV and totalled 914 m with depths of up to 60 m.

Auger drilling undertaken by Resouro totalled nine (9) drill holes of 100 mm diameter, totalling 86.5 m and with depth of the holes up to about 15 m. Air core drilling by Resouro totalled 23 holes totalling 1,425.5 m and up to depths of 85 m. Diamond drilling (HQ-size) by Resouro totalled 78 drill holes totalling 5290 m with depths up to 110 m. All holes were vertical and with depths below 110 m, therefore no trajectory measures were collected, and deviation of the holes is presumed to be negligible.

## Sampling and Sub-Sampling Techniques

Samples were taken from diamond, air core, and auger drill holes. All material that was drilled was sampled, with nothing being discarded. The sampling intervals were chosen based on geological description during logging of the drill core and pulverized cuttings. The samples were collected according to industry best practice procedures.

Measures to ensure sample representativity, include setting up of a specific sampling procedure and having a dedicated-on-site full-time survey team. A Quality Assurance (QA) and Quality Control (QC) (“QA/QC”) program was implemented across all drilling campaigns and in the resampling of air core holes.

Best practices of drill core recovery and depth marker audits were adhered to during drilling and sampling. The diamond drilling recovery was verified by matching the drill core lengths against the recoveries recorded in the core boxes. For auger and air core drilling, verification was undertaken by weighing chip bags using industry standard work procedures.

Diamond drill core samples (HQ-size core), with an average length of 1.00 metre, were split in half using a spatula, and then in half again, with one quarter of the material sent for chemical analysis and the remaining three quarters stored in the secure core storage shed. The historical air core sample cuttings are from 1-metre-long intervals, originally analysed with a portable XRF by Iluka-Vicenza Joint Venture, were re-analysed by Resouro sending 1.0-kilogram average weight samples to SGS laboratories in Belo Horizonte. Auger samples are all 1.0 metre in length with all material being sent for analysis. The sampling and QA/QC were planned by the geologists and care was taken to avoid any contamination between neighbouring samples.

## Sample Analysis Method

All drilling and sampling data has been verified, validated and imported into a “SQL” Server cloud-based data management system, including data and meta-data on the collar, survey, lithology, alteration, density and assay samples. Information from all the drill holes in the resource area were used in the geological modelling and resource calculation, a total of 5,615 samples.

The majority of the samples have been analysed in the SGS Geosol laboratories, using the laboratory method ICP95A for the major rock component elements and their oxides, and the laboratory method IMS95A for the rare earth elements (“REEs”): Ce, La, Nd, Pr, Sm, Eu, Gd, Tb, Dy, Er, Ho, Lu, Tm, Yb, and Y, as well as U and Th. To evaluate their distribution and modelling, the REEs have been grouped by calculating and combining assay values for the heavy (“HREO”) and light (“LREO”) oxide factions and then summing these values to obtain a Total Rare Earth Oxide (“TREO”).

For personal use only

The calculation of the HREO, the LREO and TREO is completed within the database and exported as three new columns ready for analysis and modelling. Below are the details of the formula used in calculating the HREO, LREO, MREO and TREO:

$$\text{HREO: } ([Dyppm]*1.1477) + ([Erppm]*1.1435) + ([Eu ppm]*1.158) + ([Gdppm]*1.1526) + ([Hoppm]*1.1455) + ([Lu ppm]*1.1371) + ([Tb ppm]*1.1761) + ([Tm ppm]*1.1421) + ([Yb ppm]*1.1386) + ([Y ppm]*1.2699)$$

$$\text{LREO: } ([Ce ppm]*1.1712) + ([La ppm]*1.1727) + ([Nd ppm]*1.1664) + ([Pr ppm]*1.2081) + ([Sm ppm]*1.1596)$$

**MREO:** has been reported as a metal equivalent, using the calculation of:  $MREO: ([Pr ppm]*1.2081) + ([Nd ppm]*1.1664) + ([Tb ppm]*1.1761) + ([Dy ppm]*1.1477)$

$$\text{TREO: HREO} + \text{LREO}$$

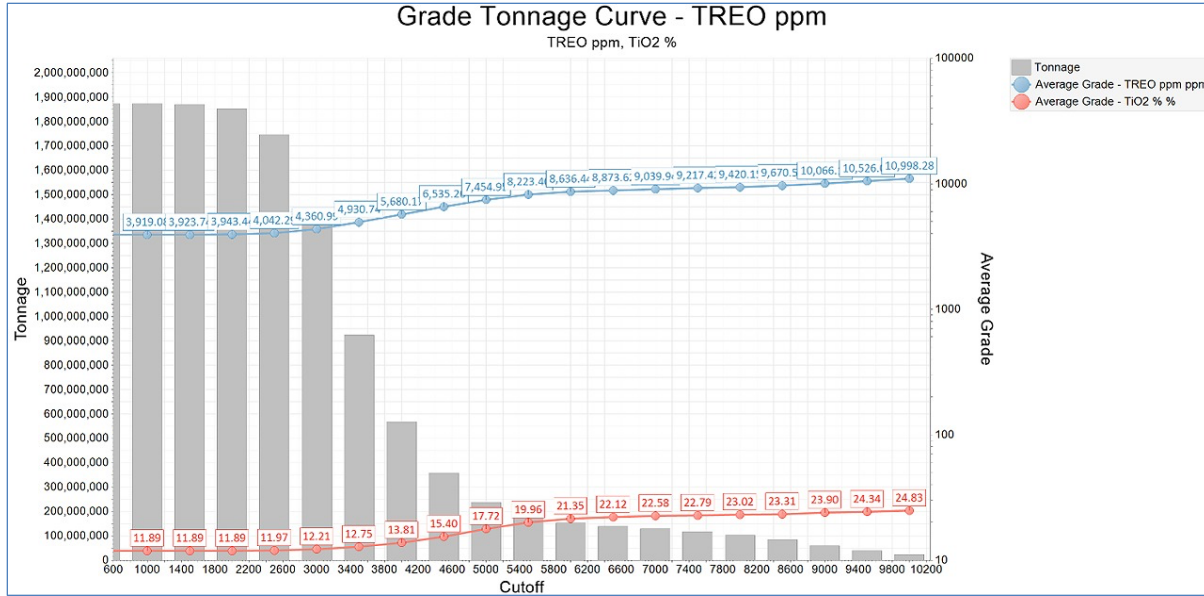
### Estimation Methodology and Cut-off Grade Selection

The estimation of the mineral resource is broken down into the following stages:

- Validation of the information utilized in the resource and database compilation.
- Interpretation and 3D modelling of the lithology, oxidation and mineralization.
- Development of the estimation domains.
- Compositing of grade within the domains.
- Exploratory data analysis.
- Block model definition.
- Interpolation of grade within the defined domains.
- Review and model the variability in the rock density.
- Evaluation of confidence in the estimation.
- Model validation.
- Definition of reasonable economic extraction.

Validation of the data and database compilation was completed using Geobank™ data management software. The interpretation and 3D geological modelling were completed using Leapfrog Geo™ software. Statistical studies were performed using Micromine™ tools, and the block model and subsequent estimation and validation was carried out using the Micromine™ 2020 software.

The geometry and stratigraphic location of the mineralised unit makes it suitable for extraction via open pit mining methods. A cut-off grade of 1,000 ppm TREO was selected based on other studies for similar deposits. A statistical review of the block model identified a marked drop or limit of mineralisation at 1,000 ppm that was then used as the basis of the block model statistics, represented in Figure 10.



**Figure 10:** Tiros Project Grade-Tonnage Curve for TREO and TiO<sub>2</sub>, for combined measured, indicated and inferred resources.

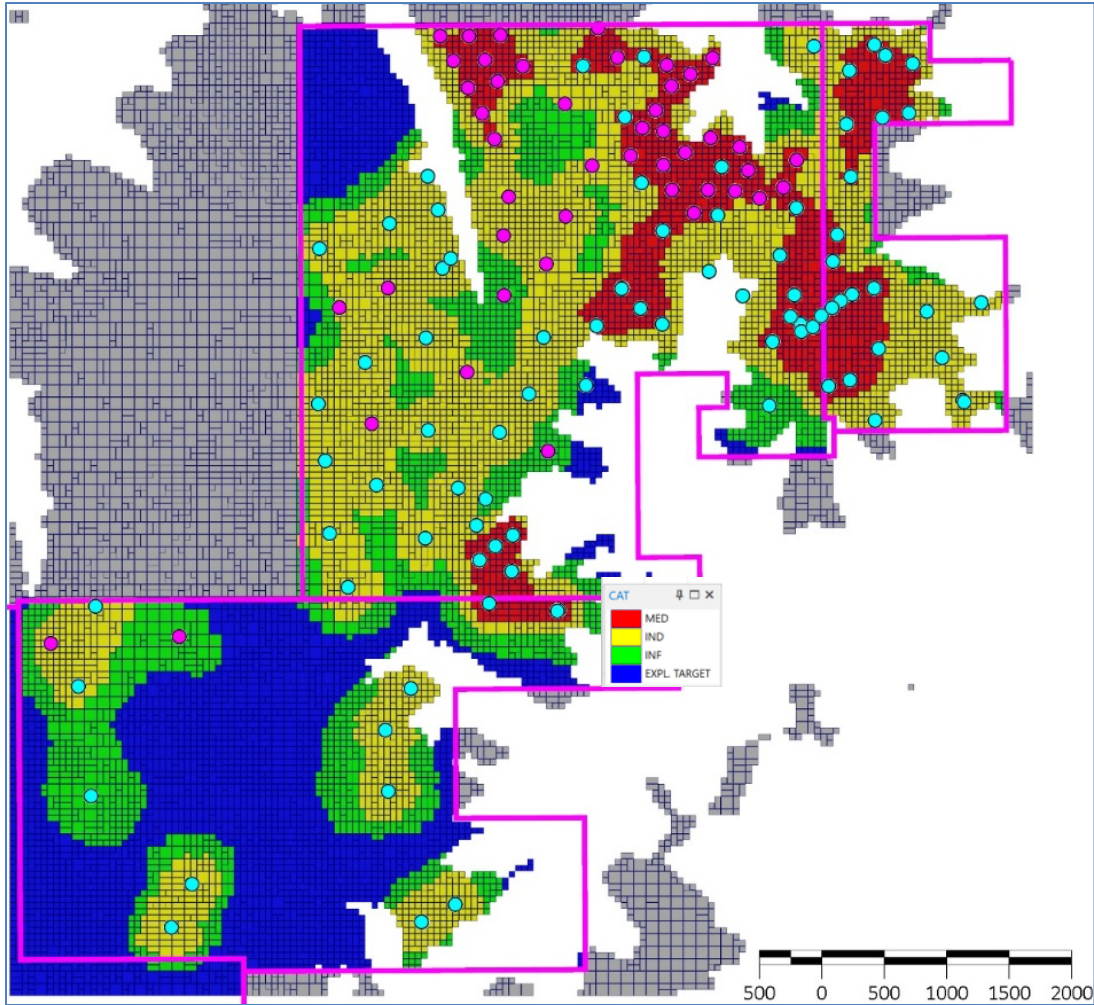
**Criteria Used for Classification**

Classification of the mineral resources is based on the ranges observed in the search ellipsoids and the number of drill hole composites that went into estimating the blocks. Table 5 shows the parameters used to define the different resource classifications with Figure 11 depicting the distribution of mineral resource classification (Measured Resources in red, Indicated Resources in yellow, and Inferred Resources as green and exploration targets in blue.

Blocks were assigned a classification based on the statistical parameters, upon which the edges of the classification boundaries were smoothed to produce the final model, Figure 12.

	Distance		
	X - Y (along structure)	Min N° Drillholes	Min N° Samples
<b>Measured</b>	150	3	6
<b>Indicated</b>	260	2	4
<b>Inferred</b>	400	2	2

**Table 5:** Resource Classification search ellipsoids summary for Tiros



**Figure 11:** Plan view of the Tirois deposit with the classification of the mineral resources: Measured (red), Indicated (yellow), and Inferred (green); blue material is the area without classification considered as an exploration target.

### Mining, Metallurgy, and Other Material Modifying Factors

For a mineral deposit to be considered a mineral resource, it must demonstrate “Reasonable Prospects for Eventual Economic Extraction” (“RPEEE”). This implies that mineral resources are reported at an appropriate cut-off grade that takes into account the potential costs of extraction scenarios and processing recoveries.

The geometry and stratigraphic location of the mineralised unit makes this project suitable for extraction via open pit mining methods. However, as results for metallurgical test-work on the potential recoveries have not yet been concluded it has not been possible to define a break-even cut-off for an optimised pit.

To define the portion of the resource that shows reasonable prospects for eventual economic extraction a cut-off grade of 1,000 ppm TREO was selected based on other studies for similar deposits. In addition, statistical analysis of this deposit has identified that approximately 1,000 ppm identifies a marked drop or limit of mineralisation.

## Tiros North Block Auger Drilling Results

On April 21, 2025, the Company announced the auger drilling results on the Tiros North Block.

The North block was initially chosen because earlier results from auger drilling showed a high-grade zone close to the surface. Assay results exclude additional 18 auger holes for 180 m of drilling, with results pending at ALS laboratory, at Vespasiano, Minas Gerais.

All assay intervals (Table 1) are determined using cut-off grades of 1,000 ppm for TREO and 6% for TiO<sub>2</sub> while the high-grade zone is defined using a cut-off grade of 6,000 ppm for TREO and/or 16% for TiO<sub>2</sub>. These results from the Northern Permit of the Tiros North Block confirm high-grade mineralisation is continuous and is either exposed at surface or covered by a thin layer of overburden.

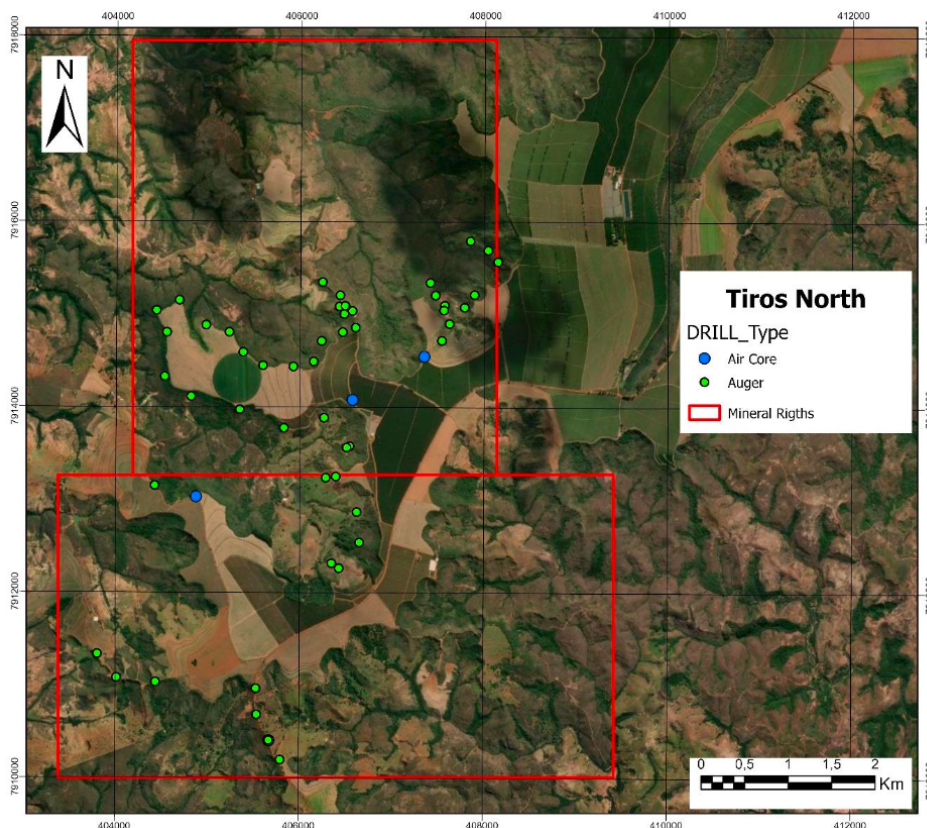
**Table 6: Significant Assay intervals from Auger Holes, Tiros North**

Hole_ID	Type	From	To	TiO <sub>2</sub> %	TREO ppm	NdPr ppm
FT-26	Auger	10.00	12.00	10.63	2,170	337
FT-27	Auger	0.00	10.70	10.76	4,694	1,520
FT-28	Auger	9.00	20.00	16.97	8,322	1,644
Includes	Auger	14.00	20.00	22.08	11,793	2,441
Also includes	Auger	19.00	20.00	25.6	12,138	2,370
FT-29	Auger	1.00	12.00	19.28	6,669	1,218
Includes	Auger	5.00	12.00	23.41	8,149	1,677
FT-30	Auger	4.00	12.00	13.34	5,606	732
Includes	Auger	10.00	12.00	18.58	10,063	1,915
FT-31	Auger	2.00	13.00	15.24	3,720	646
Includes	Auger	5.00	9.00	17.71	4,070	558
FT-32	Auger	0.00	11.65	15.35	7,178	1,325
Includes	Auger	6.00	10.00	20.81	14,229	2,884
Also includes	Auger	8.00	9.00	22.1	18,827	4,058
FT-33	Auger	0.00	14.00	16.13	5,137	1,147

For personal use only

Includes	Auger	3.00	7.00	20.94	7,001	1,602
FT-34	Auger	0.00	11.00	13.35	3,322	661
Includes	Auger	4.00	6.00	18.60	2,920	719
FT-35	Auger	0.00	1.00	6.02	4,460	653
FT-36	Auger	0.00	3.50	10.30	2,522	610
FT-38	Auger	0.00	8.00	11.93	4,175	1,120
FT-39	Auger	2.00	3.00	6.70	4,139	274
FT-40	Auger	0.00	7.00	8.98	2,570	518
FT-42	Auger	1.00	9.50	15.01	8,118	1,694
Includes	Auger	5.00	9.00	18.90	11,059	2,514
FT-43	Auger	0.00	12.00	11.17	3,513	502
Includes	Auger	11.00	12.00	17.60	9,136	1,766
FT-44	Auger	0.00	1.00	8.62	4,136	1,237
FT-47 (partial)	Auger	8.00	12.00	10.64	1,565	248

The Tiros North Block, Figure 12, is a plateau, where the Capacete Formation is preserved. Auger holes were positioned along the rim of the plateau, in zones with little or no overburden.



**Figure 12:** Map of the drilling grid at the Tiros North Block

The geological map of the Capacete formation, Figure 12, demonstrates the relationship between mineralization and overburden. The current campaign targets zones not covered by overburden.

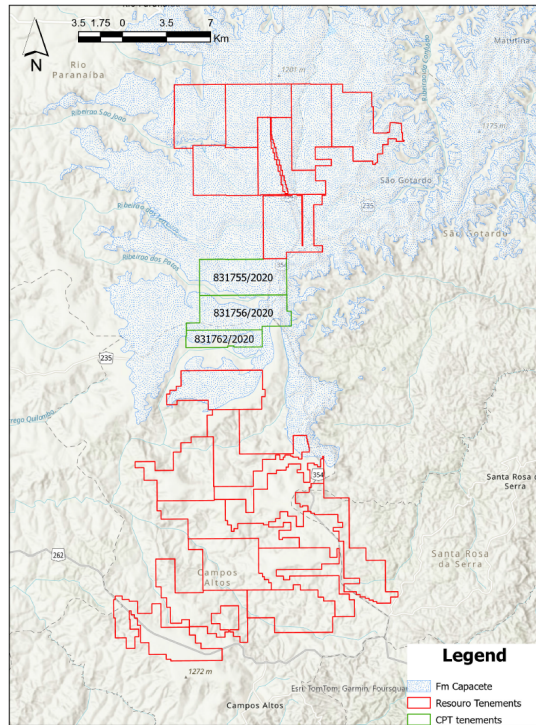
### **Tiros Acquisition of Additional Tenements**

On September 9, 2024, the Company entered into a binding agreement to acquire three (3) additional tenements in the Tiros project area. The tenements complement the existing holdings by extending the mineral rights held in the North to the Southern holdings. The three (3) tenements, totaling 4,744 ha, are contiguous with the Sao Gotardo block of the Tiros project and intersect the Capacete Formation associated with the project.

Consideration paid includes the following staged transactions:

- a. Initial payment \$50,000 and 142,857 common shares of Resouro.
- b. Milestone 1: Resouro will drill 6 holes on the tenements whereby at least 3 holes show a minimum of 20 continuous meters of intercepts with over 2,000 ppm of TREO, within 2 years of the purchase date. If drilling is not completed within 2 years, then the payment is due on September 9, 2026.  
Payment: \$50,000 and 142,857 common shares of Resouro.
- c. Milestone 2: Resouro completes sufficient work to issue a JORC compliant report with an inferred Resouro of 100 mn tonnes of at least 2,000 ppm TREO within 3 years of the purchase date.  
Payment: \$50,000 and common shares based on the 20-day Volume Weighted Average Price (“VWAP”) of Resouro shares which occur immediately prior to the date the milestone is completed, with a minimum VWAP floor price of \$0.24.
- d. Milestone 3: Up to one year after the milestone 2 payment is made the final payment is due.  
Payment: \$100,000 and common shares based on the 20-day VWAP of Resouro shares which occur immediately prior to the date the milestone is completed, with a minimum VWAP floor price of \$0.24.

The Company considers this consolidation of tenements in the highly prospective Capacete Formation a strategic acquisition to complement the current land holdings in the Tiros area.



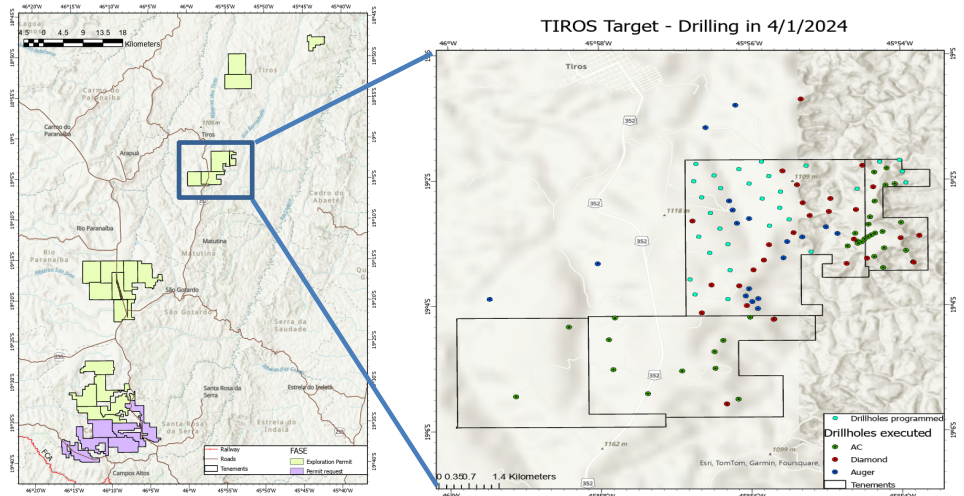
**Figure 13: Acquired Tenements**

### Project History

The exploration history of the areas that make up the Tiros project began in 2010, with the original owner of the Tiros titles, Agua Metais Ltda, initially focusing on phosphate from in 2013. From 2010 to 2017, there was extensive geological mapping covering the Capacete formation undertaken. This mapping was based on the geophysical interpretation and field work previously undertaken. Between 2016 to 2017, 20 air-core drilling holes were undertaken totaling 1,225 m with depths varying from 35 m to 60 m. Between 2017 to 2023, during which time RBM assumed ownership of the titles, RBM maintained the Tiros project titles, expanded the project by acquiring new titles and undertaking various geological desktop studies.

The Tiros project exploration work carried out by Resouro began in 2023. It was comprised of chemical reanalysis of samples from historic drilling which included auger, air-core and diamond drilling campaigns. There were 257 m drilled over 25 auger holes, 1,562 m drilled over 30 air-core holes and 1,634 m drilled over 26 diamond drill holes (the results of which are noted below). Refer to Figure 14 for details of the Company's drilling location.

For personal use only



**Figure 14: Drilling location and targets**

**Auger Drilling**

An auger drilling campaign totaled 257 m for 25 auger drill holes (which were 10 cm in diameter), varied in depth from 6 m to 15 m in the Tiroso central property (“tenement”) shown in Figure 14, above. Drilling has been undertaken following the standard operating procedures for the auger equipment and drilled to maximum physical depth of the equipment.

The auger results show high levels of Titanium dioxide consistent with historical drilling and high levels of rare earth elements consistent with the work undertaken by RBM. The results also indicated the material mineralization is consistent with that known in historic exploration although the results did indicate the lower-level thickness of the mineralized zone because the lower boundary was not reached in the auger drilling program.

The results of the auger program indicated the geological interpretation and method of exploration is appropriate and is consistent with the geological understanding of the Capacete Formation.

**Table 7: Results of the Resouro Auger drilling campaign**

HoleID	X	Y	Z	AZIMUTH	DIP	Interval FROM	Interval TO	Average TREO ppm	Average TiO <sub>2</sub> %
FT-01	401470.1	7893949	1002.723	0	90	0	6	4,189	20.56
FT-02	401368.3	7894337	997.0978	0	90	0	11	5,253	15.26
FT-03	401286	7894607	997.0582	0	90	0	6	4,058	15.03
FT-04	402991	7893548	1027.228	0	90	3	15	6,699	19.41
FT-05	402639.2	7893409	1018.939	0	90	2	9	3,455	10.92
FT-07	403540.6	7893845	944.0546	0	90	0	2	3,610	10.82
FT-09	401958.9	7891441	1039.084	0	90	3	11	5,768	16.03
FT-10	401827.6	7891643	1001.096	0	90	7	10	3,143	8.76
FT-11	401967.7	7891730	1033.299	0	90	0	10.5	7,181	10.47
FT-14	404435.9	7911032	1040.91	0	90	12	15	662	9.37
FT-15	404013.3	7911081	1034.5	0	90	3	16	1,846	9.92
FT-16	403803.7	7911334	988.3385	0	90	0	13	1,546	7.2
FT-18	405538.3	7910684	1022.839	0	90	2	9	2,508	7.66
FT-19	405670.3	7910407	1021.412	0	90	0	11	4,131	8.78

FT-20	405796.2	7910196	1037.287	0	90	6	7	223	6.14
FT-21	404814.6	7914113	892.66	0	90	0	2	1,882	4.65
FT-23	404683.3	7915151	912.154	0	90	0	11	5,155	14.03
FT-24	404434.8	7915040	916.733	0	90	0	15	3,885	13.01
FT-25	406423.4	7915087	1012.846	0	90	0	12	8,150	20.1

### Air Core Drilling

The air core drilling campaign totaled 1,562 m over 30 air-core drill holes (10 cm diameter), with the depth of the holes varying from 40m to 85m. Drilling was undertaken following the standard operating procedures for the air-core drilling equipment and undertaken by an experienced drilling contractor. Drilling depth was chosen to reach the hard conglomerate materials.

The air-core results show high levels of Titanium dioxide consistent with historic drilling and high levels of rare earth consistent with the work undertaken by RBM. The results also indicated the material ore zone is consistent with that known in historic exploration work.

**Table 8: Results of the Resouro Air Core drilling campaign**

HoleID	X	Y	Z	AZIMUTH	DIP	Interval FROM	Interval TO	Average TREO ppm	Average TiO <sub>2</sub> %
ACTIR-21	404224	7893656	1050	90	0	0	43	1,979.80	6.31
ACTIR-22	404273	7893424	1053	90	0	0	58	2,704.42	7.60
ACTIR-23	404863	7893710	1051	90	0	2	57	2,704.18	8.24
ACTIR-24	404686	7893661	1064	90	0	0	80	3,624.82	11.36
ACTIR-25	404596	7893609	1054	90	0	0	59	3,027.54	9.05
ACTIR-26	404440	7893490	1054	90	0	0	83	3,210.73	9.96
ACTIR-27	404280	7893363	1057	90	0	29	46	4,214.78	15.06
ACTIR-28	404372	7893400	1035	90	0	32	80	3,712.54	12.31
ACTIR-29	404527	7893553	1055	90	0	45	74	3,942.54	12.11
ACTIR-30	404534	7893922	1047	90	0	18	48	4,480.77	10.93
ACTIR-31	404050	7893281	1057	90	0	33	59	6,410.20	15.13
ACTIR-32	404899	7893225	1038	90	0	51	63	5,305.54	13.80
ACTIR-33	404876	7892647	1058	90	0	10	51	4,342.98	11.46
ACTIR-34	404677	7894603	1072	90	0	53	67	5,165.90	14.00
ACTIR-36	405143	7895114	1019	90	0	6	46	4,575.54	15.15
ACTIR-37	396320	7888840	1024	90	0	22	49	3,198.24	10.47
ACTIR-38	397552	7890890	1022	90	0	20	57	3,277.94	11.89
ACTIR-39	405672	7910407	992	90	0	6	16	4,867.20	9.34
ACTIR-40	406571	7914075	1039	90	0	47	51	6,611.91	14.94
ACTIR-41	422780	7919369	910	90	0	6	12	7,564.85	18.02
ACTIR-42	423471	7921116	959	90	0	17	35	6,417.17	18.45
ACTIR-43	407349	7914551	1054	90	0	47	53	9,713.40	21.63
ACTIR-46	386029	7868243	1109	90	0	41	53	4,331.61	14.42
ACTIR-48	380630	7860388	1125	90	0	24	41	4,746.34	11.60
ACTIR-50	381569	7862210	1122	90	0	13	32	3,442.69	11.55

For personal use only

## Diamond Drilling

A diamond drilling campaign comprises 1,634 m from 26 diamond drill holes (6.35 cm in diameter), with holes up to 93 m in depth. Drilling was undertaken following a standard operating procedure of the diamond drilling equipment and undertaken by an experienced drilling contractor. Drilling depth was chosen to reach the hard conglomerate materials which was identified by the driller and the field geologist.

**Table 9: Results of the Resouro Diamond drilling campaign.**

HoleID	X	Y	Z	AZIMUTH	DIP	Interval FROM	Interval TO	Average TREO ppm	Average TiO2%
FDTIR-01	402326	7891121	1032	90	0	12.4	21.4	7,930.30	20.15
FDTIR-02	404643	7895024	1033	90	0	34	58	5,226.21	12.47
FDTIR-03	405585	7892798	1019	90	0	3	26	6,972.28	14.58
FDTIR-04	401235	7888631	1052	90	0	16	26	6,835.08	17.97
FDTIR-05	404499	7892925	1051	90	0	19	31.9	5,535.54	16.72
FDTIR-06	405286	7893524	1067	90	0	35	49	4,926.38	13.55
FDTIR-07	404023	7892769	1032	90	0	12	18.45	5,453.72	10.60
FDTIR-08	404389	7895655	1013	90	0	13	79	3,787.55	10.06
FDTIR-09	404241	7894354	1055	90	0	37	92.85	4,494.95	12.90
FDTIR-10	405722	7893594	1004	90	0	0	6	1,709.93	5.76
FDTIR-11	403611	7894297	1016	90	0	35	54.4	4,787.55	12.37
FDTIR-12	403171	7894171	1075	90	0	41	63.8	5,958.69	13.86
FDTIR-13	402835	7893707	1083	90	0	17	81.15	3,838.22	11.46
FDTIR-14	402214	7893320	1011	90	0	20	50.15	5,169.93	14.78
FDTIR-15	401701	7891530	1084	90	0	39	101.3	2,019.68	9.55
FDTIR-16	400647	7891313	1083	90	0	36	93	4,281.26	10.42
FDTIR-17	403000	7894552	1016	90	0	36	91.75	4,327.63	11.69
FDTIR-18	402097	7892865	995	90	0	0	66	4,027.60	12.44
FDTIR-19	403646	7894678	1019	90	0	9	79	4,099.00	10.79

## Geology and Mineralization

Mineralization at the Tiros Project is due to a lateritic process enriching epiclastic rocks, and the erosion products of volcanic rocks enriched in Titanium dioxide and rare earth elements. Rare earth and Titanium dioxide mineralization are hosted in highly weathered sedimentary rocks of the Capacete Formation, belonging to the Mata da Corda Group. Titanium dioxide is mainly associated with the mineral anatase, originating from the alteration of perovskite. The upper part of the mineralized zone is known to be higher in grade for both Titanium dioxide and rare earths from the effect of the leaching of gangue elements due to weathering.

Within the Tiros project area, the following lithostratigraphic units were differentiated and mapped, from base to top: Bambuí Group, Areado Group, Mata da Corda Group, laterite and alluvial cover. There is a North-North-East-directed layer that encompasses the rocks of the Mata da Corda Group, represented by the Capacete formation, which generally have a lateritic cover and are exposed only on the slopes of the plateau based on the evaluation of the Tiros project.

## PROPERTY II - Novo Mundo Gold Project

The Novo Mundo project is located in the established gold mining district of Alta Floresta Gold Belt, Mato Grosso. The Company's three contiguous exploration licences cover an area of 16,735 ha. To date, 5,500 m have been drilled to identify mineralization in 10 separate zones. The most significant drill intercepts are listed below:

<p><b>Resouro Drill Hole 10</b> 16.21 m @ 2.97 g/t gold ("Au") from 55.9 m <i>Including</i> 2.29 m @ 11.4 g/t Au at 55.9 m and 1.08 m @ 19.93 g/t Au at 71.03 m</p>
<p><b>Resouro Drill Hole 002</b> Located 200 m to the west of Drill Hole 10 11.65 m @ 5.11 g/t Au from 65.89 m <i>Including</i> 2.5 m @ 8.09 g/t Au from 66.39 m and 4.6 m @ 6.30 g/t Au from 72.94 m</p>
<p><b>Historic Drill Hole FNV 009</b> Located to the East of Drill Hole 10 6.61 m @ 5.47 g/t Au from 62.73 m <i>Including</i> 5.26 m @ 6.82 g/t Au from 64.08 m</p>

On November 18, 2018, Nexa Recursos Minerais S.A. ("Nexa") signed an agreement with Cooperativa dos Garimpeiros do Vale do Rio Peixoto ("Coogavepa") in order to acquire precious metal mineral rights in return for exploration and development expenditures. The Company agreed to assume all Nexa's obligations under the Novo Mundo Agreement with Coogavepe.

Resouro assumed the following obligations:

- (i) Nexa paid Coogavepe an initial price of BRL 400,000 for the transfer of the mineral processes and rights as follows:
  - (a) a first instalment of BRL 150,000 was paid within 30 days after execution of the Novo Mundo Agreement;
  - (b) a second instalment of BRL 250,000 was paid within 30 days after the date that Agência Nacional de Mineração ("ANM") completed the transfer of the exploration precious metal mineral rights to the Company's Brazilian subsidiary, Ison do Brazil Mineracao Ltda ("ISON Brazil"). These obligations have been satisfied by Nexa;
- (ii) Nexa agreed to incur phase one mineral exploration expenditures within 24 months of the date of the assignment of the Mineral processes and rights with the purpose of identifying economic mineralization for base metals (the "Initial Survey"). This obligation was satisfied by Nexa on September 18, 2021; and
- (iii) During October 2023, the Company confirmed its commitment to undertake phase 3 of the exploration work. A payment of BRL 2,500,000 was due to Coogavepe. During December 2023, BRL 750,000 was paid. An additional BRL 250,000 was paid in February 2024 with the final payment of BRL 1,500,000 paid in June 2024. Interest was paid during August 2024 as a result of delays in making the final payments.

On May 11, 2021, the Company, through its subsidiary, entered into a definitive purchase agreement with Nexa Recursos Minerais S.A. ("Nexa"), (the "ISON-Nexa Agreement"), pursuant to which the Company agreed to purchase from Nexa a 100% right to three precious metal exploration licences in the Novo Mundo Gold Project.

For personal use only

Pursuant to the ISON-Nexa Agreement, the consideration to be paid and/or satisfied by the Company to Nexa is as follows:

- (i) payments totalling BRL 3,750,000 (C\$961,857) have been paid, per the ISON-Nexa Agreement;
- (ii) the assumption of Nexa's obligations under an agreement (the "Novo Mundo Agreement") with Cooperativa dos Garimpeiros do Vale do Rio Peixoto ("**Coogavepe**"), who were previous owners of the projects and are a local group of artisanal miners. Coogavepe consented to the mineral rights being assigned from Nexa to the Company.

The ISON-Nexa Agreement provided that for a period of three years ended May 2024, Nexa has the right to explore for base metals at their own cost. If Nexa had discovered a commercially viable base metals project, Nexa would grant Resouro a 1.5% net smelter royalty ("**NSR**"). However, once Nexa's timeframe expired, the Company may now elect to explore the Novo Mundo Project area for base metals and if a commercially viable project is found the Company will grant a 1.5% NSR to Nexa. If the Novo Mundo Gold Project is predominantly precious metals, then base metals will be considered to be precious metals for the purposes of the ISON-Nexa Agreement. The Company has the option to buy back the NSR granted under the ISON-Nexa Agreement for a purchase price of US\$5,000,000 if purchased prior to May 11, 2026. After May 11, 2026, the Company has a right of first refusal to buy back the NSR if any third party wants to purchase it.

On January 19, 2023, the Company submitted two partial exploration reports ("**PER**") to the ANM. The approval for the first PER related with the Mineral Process 866.171/2018 was received on July 28, 2023, and the second approval related with the Mineral Process 866.320/2018 was received August 7, 2023.

Upon Coogavepe granting the mining concession or bulk mining concession (*Guia de Utilização*) to the Company pertaining to any base metal mineral process, the Company shall pay a 1.5% net service revenue ("**NSR**") to Coogavepe, from the effective commercialization of the base metal ore extracted from the concessions. The Novo Mundo Agreement also contemplates the assignment of some of the exploration areas to Coogavepe and providing them the right to apply for a Permissão de Lavra Garimpeira ("**PLG**"). Effectively, the PLG is an Artisanal Mining Permit and is regulated by Federal Law 7,805/1989 and is an autonomous and extraordinary mining regime assigned exclusively to individuals exercising artisanal mining and cooperatives. PLGs allow its titleholders to extract secondary gold from alluvial, colluvial and eluvial sources or weathered soil down to 30 m.

The mineral processes and rights acquired under and subject to the ISON-Nexa Agreement are as follows:

- (i) ANM Mineral Process 866.035/2009, Exploration License No. 5004/2009, which is active and existing under the Brazilian Mining Code ("**BMC**") for gold ore, covering 930.35 ha, located in the Novo Mundo Municipality, State of Mato Grosso, Brazil;
- (ii) ANM Mineral Process 866.320/2018, Exploration License No. 6787/2018, which is active and existing under the BMC for gold ore, covering 8,645.58 ha, located in the Novo Mundo Municipality, State of Mato Grosso, Brazil; and
- (iii) ANM Mineral Process 866.171/2018, Exploration License n°6784/2018, which is active and existing under the BMC for gold ore, covering 8,159.00 ha, located in the Novo Mundo Municipality, State of Mato Grosso, Brazil.

Exploration began on the Novo Mundo project following the conclusion of the RTO in May 2022. The main exploration activities on the project have included:

- desktop work and historical data integration for target definition and ranking;
- regional geological recognisance over the project's tenements and in particular, along the pre-defined mineralized trends;
- geological mapping of the major Dionízio-Luisão mineralized trend;
- detailed geological mapping of the Luisão pit east front and sample, to understand the outcropping ore structural control;
- rock (grab) chip sampling over the main Dionízio-Luisão and surroundings with the aim to identify other parallel trends and check main trend continuity, where 309 samples were collected to date;

- re-logging of the historical drill core with the aim to redefine the rock code and to describe the hydrothermal alteration related to the ore zones. A total of 3,320 metres have been re-logged to date. A few selected ore zones were resampled for ICP multi-element analysis for the definition of the geochemistry of the alteration related to the ore.
- trenching along the main Dionízio-Luisão trend, with the aim to identify the mineralized horizon between the main open pits, where no outcrop is available. The Company open-mapped and sampled 3 trenches to date, for a total of 150 metres and collected 183 channel samples along the trenches;
- commencement of the preliminary drilling program in June 2022. A total of 10 drill holes were programmed with the aim to confirm historical drilling, infill to convert resources to measured for short-term mining plan, test extensions along the strike and down plunge to the main outcropping ore bodies and to test structural control defined by the detailed mapping. The preliminary drilling program was concluded in September 2022 with 10 drill holes for a total of 1,268 m;
- current drilling log, sampling and QAQC sample were concluded a week after the conclusion of the drilling program; and
- rock chip and drilling samples were trucked to ALS Lab in Cuiabá and then to Lima for analysis, with results forthcoming; and,
- 3D geological and hydrothermal alteration model is currently being finalized. The model also includes the structural interpretation taken from the oriented cores. The model has the aim to define the ore controls and to generate exploration vectors for the next exploration program. In addition, the model will be integrated with the grade model for the generation of a new resource estimative for the drilled targets.

During the year ended March 31, 2025, Resouro completed all regulatory requirements for the ANM as required to maintain the project's tenements in good standing.

### **PROPERTY III - Santa Angela project**

The Santa Angela project is an early-stage exploration property. It is situated within the same geologic belt, approximately 150 km from the Novo Mundo project. In December 2021, the Company acquired certain mineral exploration rights from the ANM to conduct mineral exploration work on the Santa Angela project in the State of Mato Grosso, Brazil. Total consideration paid for the exploration rights was BRL 551,099 (\$140,530).

### **PROPERTY IV - Buracão Gold Project**

In February 2021, the Company, through its Brazilian subsidiary, ISON do Brasil, entered into a definitive purchase agreement (the "**Buracão Agreement**"). The terms of the Buracão Agreement provided for the acquisition by the Company of a 100% interest in two (2) mineral processes and rights in the Buracão Gold Project. The total purchase price for the mineral processes and rights is USD \$2.6 million of which \$503,508 has been paid to date. On February 25, 2023, the Company notified the seller that it was discontinuing its investments in the Buracão project. The Company has decided to reprioritize its allocation of resources from the Buracão project to the Novo Mundo gold project. The Company did not provide the 30 days notice required and was therefore subject to a \$533,800 (BRL 2,000,000) penalty. As a result, the \$503,508 of acquisition costs and the \$533,800 penalty fee were written off from the exploration and evaluation assets and recorded as a net loss as a exploration and evaluation expenditure in the statement of loss and other comprehensive loss for the year ended March 31, 2023.

Following discontinuation of the Buracão agreement, the Company paid a total of BRL 1,920,000 to the seller between July 2023 and October 2023. The October 2023 payments earned the Company an 8% discount which was recorded as \$21,888 penalty relief on the consolidated statements of comprehensive loss. The Company reverted the assignment of the Buracão mineral rights back to the seller on August 4, 2023.

### **PROPERTY V - Pernambuco project**

In December 2021, the Company acquired three mineral exploration rights from the ANM to conduct exploration work on the Pernambuco project in the State of Pernambuco, Brazil. Total consideration paid was BRL 100,099. The Company has ceased exploration activities and thus its commitments on the Pernambuco project. As a result, \$25,525

of exploration and evaluation assets were written off and recorded as a net loss under exploration and evaluation expenditures in the statement of loss and other comprehensive loss for the year ended March 31, 2023.

## ***Results of Operations***

### **Year ended March 31, 2025**

The Company recorded a comprehensive loss of \$6,288,396 of which \$236,759 is attributable to a non-controlling interest (“NCI”), for the year ended March 31, 2025, compared to a comprehensive loss of \$3,700,373 for the year ended March 31, 2024, of which \$4,680 was attributable to the NCI.

### **Quarterly Financial Information**

The following table provides selected financial information for the eight quarters up to March 31, 2025, and should be read in conjunction with the Company’s financial statements.

<b>Quarter ended</b>	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024
Total comprehensive loss	\$(1,008,866)	\$(1,423,516)	\$(1,852,917)	\$(2,003,097)
Net loss, non-controlling interest	31,958	50,094	60,693	94,014
Earnings (loss) per share <sup>(1)</sup>	(0.00)	(0.02)	(0.02)	(0.03)
Weighted average shares outstanding <sup>(1)</sup>	89,155,810	92,526,532	92,332,192	79,102,522

<b>Quarter ended</b>	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Total comprehensive loss	\$(712,635)	\$(1,771,291)	\$(661,628)	\$(554,819)
Net loss, non-controlling interest	4,680	-	-	-
Earnings (loss) per share <sup>(1)</sup>	(0.01)	(0.03)	(0.01)	(0.01)
Weighted average shares outstanding <sup>(1)</sup>	62,856,955	70,968,764	62,687,295	45,518,033

<sup>(1)</sup> Basic and diluted

### **Discussion of quarterly results**

#### ***Three months ended March 31, 2025 compared to March 31, 2024***

Total comprehensive loss of \$1,008,867 and \$712,635 were recognized for the three months ended March 31, 2025, and March 31, 2024, respectively of which \$31,958 was attributable to the NCI, for the three months ended March 31, 2025 (March 31, 2024 - \$4,680).

The Company continued with the metallurgical study and an auger drilling program for the Tiros project during the three months ended March 31, 2025, which resulted in higher exploration costs than the comparative period ended March 31, 2024. Expenditures related to the three months ended March 31, 2025, include the following significant components:

- Professional fees \$240,914 (March 31, 2024 - \$303,328);
- Office and administrative expenses \$74,394 (March 31, 2024 - \$70,862);
- Management fees of \$331,337 (March 31, 2024 - \$207,988);
- Exploration and evaluation expenditures \$398,653 (March 31, 2024 - \$62,873);

- Travel and related expenses \$87,036 (March 31, 2024 - \$62,328);
- Share-based compensation expense (\$23,011) (March 31, 2024 - \$201,066);
- Foreign exchange gain (\$91,985) (March 31, 2024 - gain (\$241,761)); and,
- Offset by interest income \$31,559 (March 31, 2024 - \$nil).

In comparison, the Company incurred higher professional fees during the three months ended March 31, 2024, as it engaged the expertise of audit, legal and marketing professionals to execute the IPO process which, resulted in the Company successfully listing on the ASX on June 14, 2024. Management fees were higher for the three months ended March 31, 2024, because the Company engaged the expertise of a Chief Operations Officer (“COO”).

***Three months ended December 31, 2024 compared to December 31, 2023***

Total comprehensive loss of \$1,423,516 and \$1,771,291 were recognized for the three months ended December 31, 2024, and December 31, 2023, respectively of which \$50,094 was attributable to the NCI, for the three months ended December 31, 2024 (December 31, 2023 – nil).

The Company continued with the metallurgical study and an auger drilling program for the Tiros project during the three months ended December 31, 2024, which resulted in higher exploration costs than the comparative period ended December 31, 2023. Expenditures related to the three months ended December 31, 2024, include the following significant components:

- Professional fees \$125,526 (December 31, 2023 - \$473,869);
- Office and administrative expenses \$30,328 (December 31, 2023 – \$23,008);
- Management fees \$449,650 (December 31, 2023 – \$174,536);
- Exploration and evaluation expenditures \$493,075 (December 31, 2023 - \$29,220);
- Travel and related expenses \$87,175 (December 31, 2023 - \$82,419);
- Share-based compensation expense \$152,501 (December 31, 2023 \$800,880);
- Foreign exchange loss \$107,050 (December 31, 2023 - \$184,522); and,
- Offset by interest income \$48,410 (December 31, 2023 - \$3,410).

In comparison, the Company incurred higher professional fees during the three months ended December 31, 2023, as it engaged the expertise of audit, legal and marketing professionals to execute the IPO process which, resulted in the Company successfully listing on the ASX on June 14, 2024. Management fees were higher for the three months ended December 31, 2024, because the Company engaged the expertise of a COO.

***Three months ended September 30, 2024 compared to September 30, 2023***

Total comprehensive loss of \$1,852,917 and \$661,628 were recognized for the three months ended September 30, 2024, and September 30, 2023, respectively of which \$60,693 was attributed to the NCI, for the three months ended September 30, 2024 (September 30, 2023 – nil).

The Company completed its drilling program on the Tiros tenements and continued with the metallurgical study and an auger drilling program during the three months ended September 30, 2024, which resulted in significantly higher exploration costs than the comparative period ended September 30, 2023. Expenditures related to the three months ended September 30, 2024, include the following significant components:

- Professional fees \$530,704 (September 30, 2023 - \$387,127);
- Office and administrative expenses \$28,173 (September 30, 2023 – \$24,039);
- Management fees \$355,028 (September 30, 2023 – \$112,269);
- Exploration and evaluation expenditures \$917,764 (September 30, 2023 - \$7,671);
- Travel and related expenses \$53,068 (September 30, 2023 - \$15,466);
- Share-based compensation expense \$31,677 (September 30, 2023 \$82,113);
- Foreign exchange gain (\$2,856) (September 30, 2023 – loss \$56,050); and,
- Offset by interest income \$72,374 (September 30, 2023 - \$1,939).

In comparison, the Company incurred higher professional fees during the three months ended September 30, 2023 as it engaged the expertise of audit, legal and marketing professionals to execute the IPO process which, resulted in the

Company successfully listing on the ASX on June 14, 2024. Management fees were also higher for the period because the Company engaged the expertise of two new Directors as consultants.

### ***Three months ended June 30, 2024 compared to June 30, 2023***

Total comprehensive loss of \$2,003,097 and \$554,819 were recognized for the three months ended June 30, 2024, and June 30, 2023, respectively of which \$94,014 was attributed to the NCI, for the three months ended June 30, 2024 (June 30, 2023 – nil).

The Company was undertaking a drilling program and a concurrent metallurgical study during the three months ended June 30, 2024, which resulted in significantly higher exploration costs than the comparative period ended June 30, 2023. Expenditures related to the three months ended June 30, 2024, include the following significant components:

- Professional fees \$455,536 (June 30, 2023 - \$128,355);
- Management fees \$413,252 (June 30, 2023 – \$71,237);
- Exploration and evaluation expenditures \$991,566 (June 30, 2023 - \$717);
- Travel and related expenses \$126,867 (June 30, 2023 - \$31,443);
- Office and administrative expenses \$11,960 (June 30, 2023 – \$16,255);
- Share-based compensation expense \$82,223 (June 30, 2023 - \$301,916); and,
- Foreign exchange gain (\$75,982) (June 30, 2023 – (\$4,483)).

### ***Financial Condition, Liquidity and Capital Resources***

As at March 31, 2025, the Company had a deficit attributable to shareholders of \$15,857,113 (March 31, 2024 - \$9,805,476). The Company reported a cash position of \$1,843,664, accounts receivable of \$26,800 and a prepaid balance of \$54,958. Current liabilities are comprised of accounts payable and accrued liabilities of \$167,342 and an amount due to a related party of \$100,019.

During the year ended March 31, 2025, cash decreased by \$77,608. Funds were provided from the gross proceeds of \$7,300,718 received through a private placement that closed on June 14, 2024, which closed concurrently with the Company completing a public listing on the ASX. This funding, together with any future capital raising initiatives, will finance the Company's exploration programs and administrative costs for the next 12 months. The Company has demonstrated its ability to raise new capital during the past 12 months and the Board is confident that it can continue to raise new capital as needed to fund its operations.

#### **Operating activities**

During the year ended March 31, 2025, net cash used in operating activities amounted to \$6,766,682 (March 31, 2024 - \$2,820,487).

#### **Investing activities**

During the year ended March 31, 2025, the Company used \$119,307 cash through investing activities (March 31, 2024 - \$1,437,545). The Company acquired additional tenements on the Tiros property, in Brazil, and acquired additional property and equipment assets to support the ongoing project and administrative efforts in Brazil.

#### **Financing activities**

During the year ended March 31, 2025, cash provided from financing activities was \$6,808,381 (March 31, 2024 - \$6,172,544). Funds were provided from the gross proceeds of \$7,300,718 received through a private placement that closed on June 14, 2024, which closed concurrently with the Company completing a public listing on the ASX.

### **Financial Instruments, Risks and Capital Management**

The Company does not utilize complex financial instruments in hedging metal price, foreign exchange or interest exposure. Any hedging activity requires approval of the Company's Board of Directors. The Company will not hold

or issue derivative instruments for speculation or trading purposes. Please refer to the Consolidated Financial Statements for the year ended March 31, 2025.

### ***Related Party Transactions***

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, which includes the directors and officers. The aggregate value of transactions related to key management personnel are as follows:

<b>Year ended,</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>
Officers	\$ 706,260	\$ 362,260
Directors	843,008	203,770
<b>Total compensation</b>	<b>\$ 1,549,268</b>	<b>\$ 566,030</b>

As of March 31, 2025, \$100,019 was due to Officers and Directors for consulting fees and reimbursable expenses (March 31, 2024 - \$98,685).

As of March 31, 2024, a loan valued at \$nil (March 31, 2023 - \$261,099) was due to an Officer of the Company. During the year ended March 31, 2024, the loan was repaid in full.

### ***Internal Controls and Disclosure Controls Over Financial Reporting***

On November 23, 2007, the British Columbia Securities Commission by which the Company is regulated, exempted Venture Issuers from certifying disclosure controls and procedures, as well as, Internal Controls over Financial Reporting as of December 31, 2007, and thereafter. Since the Company is a Venture Issuer, it is required to file basic certificates. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109.

### ***Off-Balance Sheet Arrangements***

There are no off-balance sheet arrangements or obligations that are not disclosed in the Financial Statements.

### ***Accounting Policies and Recent Accounting Pronouncements***

The Company's significant accounting policies are presented in Note 2 of the annual audited financial statements for the year ended March 31, 2025.

### ***Risks and Uncertainties***

In addition to the usual risks associated with an investment in an exploration-stage company, management and the directors of the Company believe that, in particular, the following risk factors should be considered. It should be noted that the list is not exhaustive and that other risk factors may apply. For further information regarding the Company's risks, please refer to the detailed disclosure below concerning the material risks and uncertainties associated with the Company's business. An investment in the Company may not be suitable for all investors.

### **No assurance of titles or borders**

The acquisition of the right to exploit mineral properties is a very detailed and time-consuming process. There can be no guarantee that the Company has acquired title to any such surface or mineral rights or that such rights will be obtained in the future. To the extent they are obtained, titles to the Company's surface or mineral properties may be challenged or impugned and title insurance is generally not available. The Company's surface or mineral properties may be subject to prior unregistered agreements; transfers or claims and title may be affected by, among other things, undetected defects. Such third-party claims could have a material adverse impact on the Company's operations.

## **Competition**

The Company will compete with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition and development of its projects as well as for the recruitment and retention of qualified employees.

## **Financing risks**

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. The Company's ability to secure a new project is dependent upon the Company's ability to obtain financing through equity or debt financing or other means. The securities markets can experience a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, may experience wide fluctuations in share prices which will not necessarily be related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues.

## **Mineral property exploration and mining risks**

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. The main operating risks include: ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The Company may earn an interest in certain properties through option agreements and acquisition of title to the properties is only completed when the option conditions have been met. These conditions generally include making property payments, incurring exploration expenditures on the properties and can include the satisfactory completion of prefeasibility studies. If the Company does not satisfactorily complete these option conditions in the time frame laid out in the option agreements, the Company's title to the related property will not vest and the Company will have to write-off the previously capitalized costs related to that property. The market price for our various target metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

## **Insured and uninsured risks**

In the course of exploration, development and production of mineral properties, the Company is subject to a number of risks and hazards in general, including adverse environmental conditions, operational accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in the damage to the Company's property or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability. Although the Company maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and a decline in the value of the securities of the Company.

## **Environmental risks and hazards**

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present.

#### **Conflicts of interest**

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

#### **Political and currency risks**

The Company is operating in countries that currently have varied political environments. Changing political situations may affect the way the Company operates. The Company's equity financings are sourced in Canadian dollars, but for the most part, it incurs its expenditures in local currencies. There are no currency hedges in place. Therefore, a weakening of the Canadian dollar against the Brazilian real could have an adverse impact on the amount of exploration conducted.

#### **Key personnel risk**

The Company's success depends on key personnel working in management and administrative capacities or as consultants. The loss of the services of senior management or key personnel could have a material and adverse effect on the Company, its business, and the results of operations.

#### ***Outstanding Share Data***

As of the date of this MD&A, the Company has issued 92,590,049 common shares, 600,616 broker share purchase warrants, 12,495,000 common share purchase options, 1,843,643 broker compensation options and 750,000 performance rights outstanding.

## **DIRECTORS AND OFFICERS**

Chris Eager, Chairman of the Board

Anne Landry, Director and Audit Committee Chair (Remuneration Committee Member)

Justin Clyne, Director and Remuneration Committee Chair (Audit Committee Member)

Philippe Martins, Director (Audit Committee Member, Remuneration Committee Member)

Alistair Stephens, Chief Executive Officer

Sandra Evans, Chief Financial Officer and Corporate Secretary

## **ASX Additional Information**

Additional information required pursuant to **Chapter 4** of the Australian Securities Exchange Limited Listing Rules and also pursuant to the ASX's Conditions of Admission, and not disclosed elsewhere in this Annual Report, is set out below. The information is current as of 25 June, 2025.

### **Corporate Governance:**

The Company's Corporate Governance Statement and Appendix 4G, for the financial year ended 31 March 2025, which are lodged together with this Annual Report, can be found on the Company's website under the 'Corporate Governance' tab at <https://resouro.com/about-us/#corporate-governance>

### **Securityholder Information:**

#### **Details of Substantial Holders:**

As a company incorporated in British Columbia, Canada, the provisions of Chapter 6C of the *Corporations Act 2001 (Cth)* (**Corporations Act**) dealing with notification of substantial holdings does not apply to CDI holders and shareholders in Resouro. However, pursuant to a Deed of Undertaking entered into between the Company and the ASX, the Company has undertaken to inform to the ASX on becoming aware of a person becoming a substantial holder in the Company within the meaning of section 671B of the Corporations Act, varying its substantial holding by 1% or more or ceasing to be a substantial holder, in each case to the best knowledge of the Company.

It is important to note that:

- (a) the requirement to provide this information is limited to circumstances where the information is notified in writing to Resouro by or on behalf of the holder or where Resouro otherwise has specific knowledge that one or more of these events has occurred and has the relevant particulars;
- (b) Resouro is not required to, and does not intend to, make enquiries of any person, including (without limitation) its shareholders, to identify or verify details of substantial holdings;
- (c) unless a holder advises Resouro of the details of any associates (or other relevant persons) that have a relevant interest (or deemed relevant interest) in its Shares, Resouro will be unaware of these other relevant interests, if any; and
- (d) accordingly, any information that Resouro provides to ASX is provided only to the best of the knowledge and belief of Resouro and Resouro expressly disclaims responsibility for the accuracy and completeness of the information provided to the maximum extent permitted by law.

Having regard to the above qualifications and limitations, the tables below detail the information known to Resouro as at 24 June, 2025 concerning substantial holdings in Resouro. Terms which are defined in Chapter 6C of the Corporations Act are used with their defined meanings.

In accordance with the aforementioned Deed of Undertaking entered into between the Company and the ASX, the Company provides ASX with the following information in relation to the substantial holding held by Regal Funds Management Pty Limited.

### 1. Details of Substantial Holder

<b>Name:</b>	Regal Funds Management Pty Limited
<b>ACN/ARSN (if applicable):</b>	107 576 821
<b>Date of becoming a Substantial Holder:</b>	12 June 2024

### 2. Details of Voting Power

To the best of the Company's knowledge, the total number of equity securities and votes attached to all voting shares in the Company that the Substantial Holder or its associates had a relevant interest in (within the meaning of section 608 of the *Corporations Act 2001 (Cth)*) on 7 January, 2025 and as disclosed to ASX on 13 January, 2025, is as follows:

Class of Securities	Number of Securities	Substantial Holder	
		Person's Votes *	Voting Power *
Shares	2,543,827	2,543,827	-
CDIs	9,353,588	9,353,588	-
<b>TOTAL</b>	<b>11,896,875</b>	<b>11,896,875</b>	<b>12.85%</b>

\* *The number of votes held by the substantial holder and the substantial holder's voting power is calculated on the basis that all CDIs were held as shares. Each share represents one CDI.*

### 3. Details of Present Registered Holders

To the best of the Company's knowledge, the persons registered as holders of the equity securities referred to above are as follows:

Holder of Relevant Interest	Registered Holder of Securities	Class and Number of Securities
Regal Funds Management Pty Limited	UBS Nominees Pty Ltd	1,815,283 CDIs
	CDS & Co	279,466 Shares
	Merrill Lynch Canada	2,145,256 Shares
	J P Morgan Securities LLC	50,000 Shares
	J P Morgan Prime Nominees Ltd	3,788,305 CDIs
	Bershaw & Co	68,565 Shares
	Merrill Lynch (Aus) Nominees Pty Ltd	280,000 CDIs
	Citicorp Nominees Pty Limited	120,000 CDIs
	J P Morgan Nominees Australia Ltd	3,350,000 CDIs

In accordance with the aforementioned Deed of Undertaking entered into between the Company and the ASX, the Company provides ASX with the following information in relation to the substantial holding held by Warman Investments Pty Ltd.

1. **Details of Substantial Holder**

**Name:** Warman Investments Pty Ltd  
**ACN/ARSN (if applicable):** 008 404 144  
**Date of becoming a Substantial Holder:** 12 June 2024

2. **Details of Voting Power**

To the best of the Company’s knowledge, the total number of equity securities and votes attached to all voting shares in the Company that the Substantial Holder or its associates had a relevant interest in (within the meaning of section 608 of the *Corporations Act 2001 (Cth)*) on 19 December, 2024 and as disclosed to ASX on 20 December, 2024, is as follows:

Class of Securities	Number of Securities	Substantial Holder	
		Person's Votes *	Voting Power *
Shares	2,224,357	2,224,357	-
CDIs	8,490,697	8,490,697	-
<b>TOTAL</b>	<b>10,715,054</b>	<b>10,715,054</b>	<b>11.57%</b>

\* *The number of votes held by the substantial holder and the substantial holder's voting power is calculated on the basis that all CDIs were held as shares. Each share represents one CDI. This includes 600,000 CDIs held through an associate, Viking Management Services Pty Ltd atf VHK Super Fund. Refer table below.*

3. **Details of Present Registered Holders**

To the best of the Company’s knowledge, the persons registered as holders of the equity securities referred to above are as follows:

Holder of Relevant Interest	Registered Holder of Securities	Class and Number of Securities
Warman Investments Pty Ltd	Morgan Stanley	2,224,357 Shares
Viking Management Services Pty Ltd atf VHK Super Fund	Viking Management Services Pty Ltd atf VHK Super Fund	7,890,697 CDIs
		600,000 CDIs

For personal use only

Number of Holders of Each Class of Equity Securities:

Category	Number of Holders
Common Shares (1)	53
CHESS Depository Interests	214
Unlisted Options	14
Unlisted Warrants	1
Performance Rights (2)	1

*Note (1): The number of common shareholders does not include the beneficial holders held through the largest common shareholder, CDS & Co.*

*Note (2): As at the date of this information, none of the Performance Rights have been vested.*

Voting Rights:

Shareholder Voting Rights are summarized in section 6.3 on page 80 and CDI Voting Rights are summarized in section 6.20 (a) on page 111 of the Company's prospectus dated and lodged with ASIC on 1 May 2024 and lodged with the ASX on 13 June 2024.

Unlisted Option Holders, Warrant Holders and Performance Rights holders do not have voting rights until such a time as those securities are converted into Common Shares or CDIs.

Distribution Range of CDI Holders:

Range	Total Holders	Number of CDIs	% of CDIs
1 to 1,000	11	4,105	0.01%
1,001 to 5,000	41	118,337	0.25%
5,001 to 10,000	44	368,899	0.77%
10,001 to 100,000	82	2,708,899	5.65%
100,001 and over	36	44,739,245	93.32%
<b>Totals</b>	<b>214</b>	<b>47,939,485</b>	<b>100.00%</b>

Distribution Range of Common Share Holders:

Range	Total Holders	Number of Common Shares	% of Common Shares
1 to 1,000	14	1,834	0.00%
1,001 to 5,000	14	65,896	0.07%
5,001 to 10,000	3	17,142	0.02%
10,001 to 100,000	16	3,894,724	4.21%
100,001 and over	6	88,610,453	95.70%
<b>Totals</b>	<b>53</b>	<b>92,590,049</b>	<b>100.00%</b>

Distribution Range of Unlisted Option Holders:

Range	Total Holders	Number of Options	% of Options
1 to 1,000	0	0	0.00%
1,001 to 5,000	0	0	0.00%
5,001 to 10,000	0	0	0.00%
10,001 to 100,000	0	0	0.00%
100,001 and over	14	14,341,643	100.00%
<b>Totals</b>	<b>14</b>	<b>14,341,643</b>	<b>100.00%</b>

Distribution Range of Unlisted Warrant Holders:

Range	Total Holders	Number of Warrants	% of Warrants
1 to 1,000	0	0	0.00%
1,001 to 5,000	0	0	0.00%
5,001 to 10,000	0	0	0.00%
10,001 to 100,000	0	0	0.00%
100,001 and over	1	600,616	100.00%
<b>Totals</b>	<b>1</b>	<b>600,616</b>	<b>100.00%</b>

Distribution Range of Performance Rights Holders:

Range	Total Holders	Number of Performance Rights	% of Performance Rights
1 to 1,000	0	0	0.00%
1,001 to 5,000	0	0	0.00%
5,001 to 10,000	0	0	0.00%
10,001 to 100,000	0	0	0.00%
100,001 and over	1	750,000	100.00%
<b>Totals</b>	<b>1</b>	<b>750,000</b>	<b>100.00%</b>

Unmarketable Parcels:

There was a total of 32 holders of less than a marketable parcel of CDIs on the ASX, comprising a total of 44,049 CDIs (0.91% of CDIs on issue), being a parcel of less than 3,125 CDIs based on a closing price of AUD\$0.16 per CDI on the ASX on 24 June, 2025.

Top 20 CDI Holders:

<b>Name</b>	<b>Number of CDIs</b>	<b>% of CDI</b>
WARMAN INVESTMENTS PTY LTD	10,115,054	21.10%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	7,131,857	14.88%
RESMIN PTE LTD	5,947,436	12.41%
CITICORP NOMINEES PTY LIMITED	4,128,033	8.61%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	3,550,000	7.41%
BILL BROOKS PTY LTD <BILL BROOKS SUPER FUND A/C>	1,998,333	4.17%
STRATA INVESTMENT HOLDINGS PLC	1,730,255	3.61%
UBS NOMINEES PTY LTD	1,415,283	2.95%
BNP PARIBAS NOMS PTY LTD	989,808	2.06%
STRATA INVESTMENT HOLDINGS PLC	860,000	1.79%
STRATA INVESTMENT HOLDINGS PLC	700,000	1.46%
VIKING MANAGEMENT SERVICES PTY LTD <VHK SUPERANNUATION FUND A/C>	600,000	1.25%
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	555,870	1.16%
BNP PARIBAS NOMINEES PTY LTD <CLEARSTREAM>	446,953	0.93%
MR MICHAEL ANTHONY STARKEY	380,376	0.79%
MR ANDREW PHILLIPS	330,000	0.69%
JAF CAPITAL PTY LTD	300,000	0.63%
CEOA PTY LTD <CEOA SUPER FUND A/C>	300,000	0.63%
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	295,397	0.62%
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED <EQUITY FINANCE A/C>	280,000	0.58%
<b>Total Top 20</b>	<b>42,054,655</b>	<b>87.73%</b>
<b>Balance</b>	<b>5,884,830</b>	<b>12.27%</b>
<b>Total CDIs</b>	<b>47, 939,485</b>	<b>100.00%</b>

For personal use only

Top 20 Common Shareholders:

Name	Number of Common Shares	% of Common Shares
CHESS DEPOSITARY NOMINEES PTY LIMITED	47,982,256	51.82%
CDS & CO	23,054,976	24.90%
RESMIN PTE LTD	12,208,314	13.19%
MARCELO JULIANO DE CARVALHO	2,000,000	2.16%
CHIFLEY PORTFOLIOS PTY LTD	1,666,667	1.80%
RBM CONSULTORIA MINERAL EIRELI	1,642,000	1.77%
GEOFFREY NICHOLAS ANICH	600,000	0.65%
DRH SUPERANNUATION FUND PTY LTD	500,000	0.54%
LUIS PHILIPPE MENDES MARTINS	500,000	0.54%
STEPHANIE CHRISTINE BEREZAN	400,000	0.43%
SWISS LIFE LUXEMBOURG SA	371,428	0.40%
AMVEST CAPITAL PRINCIPAL STRATEGIES INC	300,000	0.32%
EXCHANGES CONTROL FOR CLASS C01	241,822	0.26%
DAVID HANNON	178,607	0.19%
KOH HUAN FONG	175,000	0.19%
MARTIN JOHN WALTER	168,750	0.18%
BELABULA HOLDINGS PTY LTD	154,166	0.17%
VIRGINIA OLNICK	140,525	0.15%
BLAISE FRANCIS YERLY	56,250	0.06%
JANE MORGAN	50,000	0.05%
Total Top 20	92,390,761	99.78%
Balance	199,288	0.22%
<b>Total Common Shares</b>	<b>92,590,049</b>	<b>100.00%</b>

Note: The information relating to the top 20 common shareholders is as at 31 May, 2025 being the latest information available through the Company's Canadian share registry, Computershare.

Option Holders with more than 20% of Options on Issue:

Name	Number of Options	% of Options
Resim Pte Ltd	5,750,000	40.09%

Warrant Holders with more than 20% of Warrants on Issue:

Name	Number of Warrants	% of Warrants
Taylor Collison	600,616	100.00%

Performance Rights Holders with more than 20% of Performance Rights on Issue:

Name	Number of Performance Rights	% of Performance Rights
RBM Consultoria Mineral Eireli	750,000	100.00%

Escrowed Securities:

The following securities in the Company are subject to ASX imposed escrow for a period of 24 months following the company's admission to the ASX.

Category	Number of Securities
Shares	1,642,000
Options	7,343,643
Performance Rights	750,000

Business Objectives:

Since the Company's admission to the ASX and to the date of this Annual Report, the Company has used its cash and assets in a form readily convertible to cash that it had at the time of admission, consistent with its business objectives.

Buy-Back:

There is no current on market buy-back.

Listings:

The Company is listed on the ASX under the ticker code "RAU", the TSX-V under the code "RSM", the Frankfurt Stock Exchange under the code "FSE" and the OTC under the code "RSGOF".

Corporations Act 2001 (Cth.):

There are no issues of securities approved for the purposes of item 7 of section 611 of the Corporations Act which have not yet been completed.

As a foreign registered company, Resouro is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act.

Restrictions Under Canadian Law:

Any restrictions on the acquisition of securities imposed by Canadian law including any limitations on the acquisition of securities imposed by the Company's Articles are contained within Annexure B commencing on page 129 of the Company's prospectus lodged with ASIC and dated 1 May 2024 and lodged with the ASX on 13 June 2024.

Employee Incentive Scheme:

No securities were purchased on market during the reporting period under or for the purposes of an employee incentive scheme or to satisfy the entitlements of the holders of options or other rights to acquire securities granted under an employee incentive scheme.

Additional information required pursuant to **Chapter 5** of the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this Annual Report is set out below. The information is current as of 24 June, 2025.

Listing Rule 5.20 Information on Mining Tenements:

The Company has 3 separate projects, the Tiros Rare Earths and Titanium Project in the state of Minas Gerais and the Novo Mundo Gold Project and Santa Angela project, both in the Alto Floresta Gold Province, all in Brazil.

Tiros Project Tenement Holdings

TIROS MINERAIS ESTRATÉGICOS LTDA								
#	Tenement	Area (ha)	Holder	Grant Date	PER Due	Renewal Date	FER Due	Comments
1	831.045/2010	1.735,69	TIROS M. E. MINERAÇÃO LTDA	31/08/2010	N/A	N/A	N/A	Application for Mining Concession requested on October 23th, 2024
2	833.082/2014	1.251,24	TIROS M. E. MINERAÇÃO LTDA	26/07/2016	N/A	N/A	N/A	Application for Mining Concession requested on June 24th, 2025
3	833.083/2014	365,86	TIROS M. E. MINERAÇÃO LTDA	21/06/2016	N/A	N/A	N/A	Application for Mining Concession requested on June 24th, 2025
4	830.450/2017	871,55	TIROS M. E. MINERAÇÃO LTDA	26/07/2018	08/11/2023	N/A	08/11/2026	Exploration permit extension granted on March 7th, 2024
5	830.915/2018	1.055,16	TIROS M. E. MINERAÇÃO LTDA	04/05/2021	02/08/2024	N/A	01/10/2024	Exploration permit extension requested on July 31st, 2024
6	831.390/2020	1.995,44	TIROS M. E. MINERAÇÃO LTDA	11/03/2021	02/08/2024	N/A	01/10/2024	Exploration permit extension requested on July 31st, 2024
7	831.720/2020	1.981,41	TIROS M. E. MINERAÇÃO LTDA	24/03/2021	02/08/2024	N/A	01/10/2024	Exploration permit extension requested on July 31st, 2024
8	831.755/2020	1.987,54	NEXON MINERACAO S.A (CPT)	27/04/2021	02/08/2024	N/A	01/10/2024	Exploration permit extension requested on July 26th, 2024
9	831.756/2020	1.965,41	NEXON MINERACAO S.A (CPT)	27/04/2021	02/08/2024	N/A	01/10/2024	Exploration permit extension requested on July 26th, 2024
10	831.762/2020	820,92	NEXON MINERACAO S.A (CPT)	05/10/2021	06/08/2024	N/A	05/10/2024	Exploration permit extension requested on July 26th, 2024
11	830.026/2021	1.998,88	RODRIGO DE BRITO MELLO	29/12/2021	30/10/2024	N/A	29/12/2024	Exploration permit extension requested on October 29th, 2024
12	830.027/2021	1.986,59	RBM CONSULTORIA MINERAL EIRELI	12/01/2024	13/11/2026	N/A	12/01/2027	
13	831.237/2021	1.855,16	TIROS M. E. MINERAÇÃO LTDA	27/01/2022	28/11/2024	N/A	27/01/2025	Exploration permit extension requested on November 21st, 2024
14	831.314/2021	1.972,27	TIROS M. E. MINERAÇÃO LTDA	29/11/2021	30/09/2024	N/A	29/11/2024	Exploration permit extension requested on September 26th, 2024
15	832.023/2023	1.999,78	RODRIGO DE BRITO MELLO	29/12/2021	30/07/2026	N/A	28/09/2026	
21	832.025/2023	1.998,62	RBM CONSULTORIA MINERAL EIRELI	28/09/2023	30/07/2026	N/A	28/09/2026	

For personal use only

16	832.026/2023	1.984,17	TIROS M. E. MINERAÇÃO LTDA	28/09/2023	30/07/2026	N/A	28/09/2026	
20	832.027/2023	1.999,96	TIROS M. E. MINERAÇÃO LTDA	26/09/2023	28/07/2026	N/A	26/09/2026	
19	832.029/2023	1.978,98	TIROS M. E. MINERAÇÃO LTDA	28/09/2023	30/07/2026	N/A	28/09/2026	
17	832.223/2023	1.988,15	TIROS M. E. MINERAÇÃO LTDA	22/11/2023	23/09/2026	N/A	22/11/2026	
18	832.226/2023	1.999,33	TIROS M. E. MINERAÇÃO LTDA	22/11/2023	23/09/2026	N/A	22/11/2026	
22	832.601/2023	1.995,56	RODRIGO DE BRITO MELLO	29/12/2023	30/10/2026	N/A	29/12/2026	
23	832.604/2023	1.999,79	TIROS M. E. MINERAÇÃO LTDA	29/12/2023	30/10/2026	N/A	29/12/2026	
24	832.620/2023	1.990,14	TIROS M. E. MINERAÇÃO LTDA	12/01/2024	13/11/2026	N/A	12/01/2027	
25	832.621/2023	1.998,33	TIROS M. E. MINERAÇÃO LTDA	12/01/2024	13/11/2026	N/A	12/01/2027	
26	832.624/2023	1.998,75	TIROS M. E. MINERAÇÃO LTDA	12/01/2024	13/11/2026	N/A	12/01/2027	
27	832.625/2023	1.998,43	TIROS M. E. MINERAÇÃO LTDA	12/01/2024	13/11/2026	N/A	12/01/2027	
28	832.627/2023	1.999,29	TIROS M. E. MINERAÇÃO LTDA	12/01/2024	13/11/2026	N/A	12/01/2027	
		<b>49.772,40</b>						

#### Novo Mundo and Santa Angela Project Tenements:

For the purposes of the Company's IPO on the ASX, which was completed in June 2024, the Company obtained a report from William Freire Advogados Associados in relation to the Company's tenement holdings (**William Freire Report**). The William Freire report contains the details of the Company's tenements with respect to all 3 projects and includes the information required pursuant to this Listing Rule. The current information with respect to the Tiros Project is contained in the table above. With respect to the Novo Mundo and Santa Angela Projects, there have not been any changes to the status of the Company's tenement holdings for those two projects since the William Freire Report and the date of this Annual Report. A link to the required information pursuant to this Listing Rule for details of the tenement holdings for those two projects can be found via the following link, on pages 417 and 418 of the Company's prospectus:

#### [Resouro Tenement Information](#)

#### Listing Rule 5.21 Information:

- Listing Rule 5.21.1:

The Company's maiden JORC Mineral Resource Estimate (**MRE**) for the Tiros Project was released to the ASX on 18 July 2024. The MRE was reviewed across late 2024 and into 2025 resulting in the Company publishing an updated MRE (**Updated MRE**) to the ASX on 9 April, 2025.

- Listing Rule 5.21.2:

On 18 July 2024, the Company reported its maiden JORC MRE for the Tiros Project. On 9 April, 2025 the Company reported an Updated MRE. The Updated MRE (Measured and Indicated), applying a 1,000 ppm Total rare Earth Oxide (**TREO**) cut-off, presents 1.4 billion tonnes at 12% TiO<sub>2</sub> and 4,000 ppm TREO containing 1,100 ppm Magnet Rare Earths Oxide (**MREO**) with a high-grade zone identified as summarised in the table below. Drilling data to support the high-grade (**HG**) and medium grade (**MG**) is detailed in the JORC *Table 1* in *Appendix 2* of the Company's announcement to ASX on 9 April, 2025 along with all relevant data to support the Updated MRE.

DOMAIN	Category	Million Tonne	TiO <sub>2</sub> %	TREO (ppm)	MREO (ppm)	MREO/TREO ratio
HG (High Grade)	Measured	30	24	9,300	2,500	27%
	Indicated	74	23	8,900	2,300	26%
	<b>M + I</b>	<b>103</b>	<b>23</b>	<b>9,100</b>	<b>2,400</b>	<b>26%</b>
	Inferred	33	22	8,300	2,200	26%
MG (Medium Grade)	Measured	340	11	3,700	1,000	28%
	Indicated	930	11	3,600	1,000	28%
	<b>M + I</b>	<b>1,300</b>	<b>11</b>	<b>3,600</b>	<b>1,000</b>	<b>28%</b>
	Inferred	470	11	3,400	920	27%
TOTAL (HG+MG)	Measured	367	12	4,100	1,100	28%
	Indicated	1,000	12	4,000	1,100	27%
	<b>M + I</b>	<b>1,400</b>	<b>12</b>	<b>4,000</b>	<b>1,100</b>	<b>28%</b>
	Inferred	500	12	3,700	1,000	27%

- Listing Rule 5.21.3:

Since the release to the ASX of the Company's Updated MRE 9 April, 2025, there have not been any material changes required to be reported in accordance with this rule.

- Listing Rule 5.21.4:

Maiden Mineral Resource Estimate Published 18 July, 2024:

On 18 July 2024, the Company reported its maiden JORC MRE for the Tiros Project of **1.7 billion tonnes (bn tonnes) at 3,900 parts per million ("ppm") Total Rare Earth oxide ("TREO"), 1,100 ppm Magnet Rare Earth Oxides ("MREO") and 12% Titanium Dioxide ("TiO<sub>2</sub>")** in all three resource categories (*refer to the table below*).

Of the 1.7 bn tonnes, the deposit contains a **high grade domain of 120,000,000 tonnes at 9,000 ppm TREO containing 2,400 ppm of MREO and TiO<sub>2</sub> of 23%**. The combined Measured and Indicated resources represent **1.0 bn tonnes at 4,050 ppm TREO containing 1,120 ppm MREO and 12% TiO<sub>2</sub>**.

DOMAIN	CAT	TONNES (t)	TiO <sub>2</sub> (%)	TREO (ppm)	MREO (ppm)
HG (High Grade)	Inferred	42,000,000	23	8,700	2,200
	Indicated	55,700,000	23	9,030	2,380
	Measured	20,800,000	24	9,320	2,530
	<b>Sum</b>	<b>120,000,000</b>	<b>23</b>	<b>9,000</b>	<b>2,400</b>
MG (Medium Grade)	Inferred	620,000,000	11	3,500	950
	Indicated	704,000,000	11	3,650	1,020
	Measured	224,000,000	11	3,570	997
	<b>Sum</b>	<b>1,500,000,000</b>	<b>11</b>	<b>3,500</b>	<b>930</b>
<b>Totals</b>	<b>1,700,000,000</b>	<b>12</b>	<b>3,900</b>	<b>1,100</b>	

Note: JORC-compliant maiden MRE, Tiros Project, Brazil (1,000 ppm TREO cut-off).

Updated Mineral Resource Estimate Published 9 April, 2025:

On 9 April, 2025 the Company reported an Updated MRE. The Updated MRE (Measured and Indicated), applying a 1,000 ppm Total rare Earth Oxide (**TREO**) cut-off, presents 1.4 billion tonnes at 12% TiO<sub>2</sub> and 4,000 ppm TREO containing 1,100 ppm Magnet Rare Earths Oxide (**MREO**) with a high-grade zone identified as summarised in the table below. Drilling data to support the high-grade (**HG**) and medium grade (**MG**) is detailed in the JORC *Table 1* in *Appendix 2* of the Company's announcement to ASX on 9 April, 2025 along with all relevant data to support the Updated MRE.

Comparison between the MRE and Updated MRE:

By way of comparison between the MRE and Updated MRE:

**Measured and Indicated Resources increased by almost 37% to 1.4 billion tonnes:**

Measured Resources	367 Mt at 12% TiO <sub>2</sub> and 4,100 ppm TREO,
Indicated Resources	1,000 Mt at 12% TiO <sub>2</sub> and 4,000 ppm TREO,
<b>Total Resources</b>	<b>1,400 Mt at 12% TiO<sub>2</sub> and 4,000 ppm TREO</b>

**High-grade mineralisation within the MRE:**

Measured Resources	30 Mt at 24% TiO <sub>2</sub> and 9,300 ppm TREO,
Indicated Resources	74 Mt at 23% TiO <sub>2</sub> and 8,900 ppm TREO,
<b>Total Resources</b>	<b>104 Mt<sup>1</sup> at 23% TiO<sub>2</sub> and 9,100 ppm TREO</b>

- Listing Rule 5.21.5:

In accordance with ASX Listing Rule 5.21.5 and the 2012 JORC Code, Resouro confirms that it has established robust governance arrangements and internal controls to ensure the integrity and transparency of its Mineral Resource estimation process. The Mineral Resource estimates disclosed in this report have been prepared by, or under the supervision of, Competent Persons as defined in the JORC Code, who are members of recognised professional organisations and have sufficient experience relevant to the style of mineralisation and type of deposit under consideration.

All data collection, validation, geological modelling, and estimation methods are subject to documented standard operating procedures, with reviews conducted at appropriate project milestones. Internal peer reviews are undertaken by senior geological and resource personnel independent of the estimate's authors, and where appropriate, external reviews are also commissioned. The estimation process incorporates quality assurance protocols, including assessment of sampling methods, assay quality, database integrity, and geological interpretations.

Resouro maintains a transparent chain of custody and data security system and utilises industry-recognised software and geostatistical methods to support the estimation process. The Board, through its Technical Committee, provides oversight and regularly reviews the Company's approach to resource estimation and compliance with JORC Code principles.

- Listing Rule 5.24:

The MRE, updated MRE and information in this Annual Report relating to the MRE and updated MRE is based on, and fairly represents, information and supporting documentation prepared by Mr Simon Mortimer, a Competent and Qualified Person and registered professional geologist (FAIG # 7795) with experience in geology, mineral exploration, geological modelling, mineral resource estimation and classification, and database management. Mr Mortimer has worked alongside Mr Luis Oviedo, a Competent and Qualified Person and registered professional geologist (Chilean comisión of mines, number 013) with domain experience in Rare Earth Element deposits. Mr Oviedo and Mr Simon Mortimer are consultants for Atticus Geoscience and between them have sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify them as Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' and as Qualified Person under the National Instrument 43-101 Standards of Disclosure for Mineral Projects. Mr Luis Oviedo and Mr Simon Mortimer consent to the inclusion of this information in this Annual Report and of the matters based on the information in the form and context in which it appears.

# CORPORATE DIRECTORY

## DIRECTORS 01

---

Christopher Eager – President and Director  
Philippe Martins – Executive Director  
Justin Clyne – Independent Non-Executive Director  
Anne Landry – Independent Non-Executive Director

## CHIEF EXECUTIVE OFFICER 02

---

Alistair Stephens

## CORPORATE SECRETARY 03

---

Sandra Evans

## AUSTRALIAN LOCAL AGENT & PERSON RESPONSIBLE FOR ASX COMMUNICATION 04

---

Justin Clyne

## REGISTERED OFFICE (CANADA) 05

---

Suite 250, 997 Seymour Street,  
Vancouver, British Columbia, Canada  
Tel: +1 403 807 2948

## REGISTERED OFFICE (AUSTRALIA) 06

---

Level 10, Kyle House, 27 Macquarie Place  
Sydney, New South Wales, Australia 2000  
Tel: + 61 407 123 143

## CANADIAN SHARE REGISTRY 07

---

Computershare Trust Company  
3rd Floor, 510 Burrard Street  
Vancouver, British Columbia, Canada V6C 3B9

## AUSTRALIAN SHARE REGISTRY 08

---

Automatic Pty Ltd  
Level 5, 126 Philip Street, Sydney, NSW 2000  
Telephone: +61 2 8072 1400  
Website: <https://www.resourco.com> ASX: RAU | TSX-V:RSM | OTCQB:RSGOF | FSE:8TX