



ABN 23 101 049 334
And Controlled Entities

ANNUAL REPORT

***For the Year Ended
30 June 2025***

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CHAIRMAN

Clive Jones

MANAGING DIRECTOR

Tara French

NON-EXECUTIVE DIRECTORS

Terry Gardiner
Jonathan Downes

COMPANY SECRETARY

Mike Robbins

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WEST PERTH WA 6005

AUDITORS

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Subiaco WA 6008

SHARE REGISTRAR

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STOCK EXCHANGE LISTING

Australian Securities Exchange
(Home Exchange: Perth, Western Australia)
Code: CAZ

BANKERS

National Australia Bank
100 St Georges Terrace
PERTH WA 6000

DIRECTORS' REPORT

Cazaly Resources Limited Annual Report 2025

Your directors present their report, together with the financial statements of Cazaly Resources Limited (**the Company** or **Cazaly**) and its controlled entities (**the Group**) for the financial year ended 30 June 2025.

1. DIRECTORS AND COMPANY SECRETARY

Directors

The following directors have been in office since the start of the financial year to the date of this report unless otherwise stated:

Tara French – CEO and Managing Director
Clive Jones – Chairman
Terry Gardiner – Independent Non-Executive Director
Jonathan Downes – Independent Non-Executive Director

Company Secretary

Mike Robbins

Directors' Meetings

The number of Directors' meetings held and conducted during the financial year and the number of meetings attended by each Director are:

	Meetings	
	No. Eligible	No. Attended
Mr Jones	8	8
Ms French	8	8
Mr Gardiner	8	8
Mr Downes	8	8

The Company does not have a formally constituted audit and risk committee or remuneration and nomination committee as the Board considers that the Company's size and type of operation do not warrant the formation of such committees. The Board performs the role of these committees and items that are usually required to be discussed by these committees are marked as separate Board meeting agenda items, as and when required.

2. PRINCIPAL ACTIVITIES

The principal activity of the Group during the financial year was mineral exploration and evaluation activities as well as seeking out further exploration, acquisition and joint venture opportunities. There were no significant changes in the nature of the Group's principal activities during the financial period.

3. OPERATING RESULTS & FINANCIAL POSITION

The Group's loss after tax for the year was \$5,812,182 (2024: \$892,253). The Group's net assets at the end of the year are \$9,930,188 (2024: \$15,542,371).

Cash and cash equivalents as at year end were \$2,866,366 (2024: \$5,033,336).

Exploration expenditure, including tenement acquisitions, totalled \$1,663,026 for the year (2024: \$2,836,512). The main expenditure was on the Goongarrie project, the Carb project in Canada, the continued good standing of Ashburton and Halls Creek tenements and new project generation. Exploration expenditure written off for the year was \$4,882,312 (2024: \$178,431) and mainly related to the write off of original acquisition costs and expenditures on its Ashburton, Lyons, Sundown and Kaoko projects plus costs associated with new project generation.

Net administration expenses and employee benefits for the year totalled \$846,730 (2024: \$1,005,929).

During this next financial year, the Group intends to continue to further develop its current core projects whilst also exploring key commodity opportunities both in Australia and overseas.

4. MATERIAL BUSINESS RISKS

There are inherent risks associated with mineral exploration and development activities that specifically relate to the Company's operations. Due to the speculative nature of mineral exploration activities, there is no certainty that the Company's activities will result in a new economic mineral discovery. Even if economic mineralisation is discovered there is no guarantee that it can be commercially exploited. The following highlights key risks to the business and is not intended to be an exhaustive list of risk factors to which the Company may be exposed.

Security of Tenure

The Company operates in Australia, Namibia and Canada. In all jurisdictions, the Company's activities are conducted on granted tenements or licences governed by the relevant state legislation. Each licence is granted for a specified term and has specific compliance conditions, including but not limited to annual expenditure, payments of rents and rates, and reporting commitments.

Exploration licences are subject to periodic renewal. Any licence renewal, while not guaranteed, may come with increased costs. While the Company endeavours to meet its commitments for exploration licences, there is no guarantee that the Company will satisfy the expenditure commitments. If the term of any licence is not renewed or extended, the Company may suffer damage through loss of the opportunity to discover and/or develop any mineral resources on these tenements.

Interests in tenure may also be compromised or lost due to changes in government policy, third party interests, or claims.

Land Access

Land access is critical for exploration and/or development to succeed. Under various government legislation, the Company will generally be required to obtain the consent of and/or pay compensation to landowners/occupiers, the holders of pastoral leases, petroleum tenure and other tenure which overlay areas within Company tenements in respect of any proposed exploration or mining activities on the tenements. The Company may also be required to obtain the consent of the relevant Minister in relation to activities on certain areas of the tenements.

Negotiating land access agreements has the potential to delay, curtail and preclude the Company's operations.

Aboriginal Heritage, Native Title, and First Nation Groups

Mining tenements are generally subject to native title laws and may be subject to future native title applications. Native title may preclude or delay granting of exploration and mining tenements or the ability of the Company to explore, develop and/or commercialise the mining tenements. Considerable expenses may be incurred negotiating and resolving issues, including any compensation agreements reached in settling native title claims lodged over any of the mining tenements held or acquired by the Company.

The presence of Aboriginal sacred sites and cultural heritage artefacts on mining tenements is protected by Western Australian and Commonwealth laws. Any destruction or harming of such sites and artefacts may result in the Company incurring significant fines and court injunctions. The existence of such sites may limit or preclude exploration or mining activities on those sites, which may cause delays and additional expenses for the Company in obtaining clearances.

First Nations continuous right to self-determination and respect for, and access to, traditions is key to the preservation of indigenous culture.

The Company's Canadian projects may now or in the future be the subject of First Nation land claims. The legal nature of First Nation land claims is a matter of considerable complexity. The impact of any such claim on the Company's material interest in the projects and/or potential ownership interest in the projects in the future, cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of First Nation

DIRECTORS' REPORT

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rights in the areas in which the projects are located, by way of negotiated settlements or judicial pronouncements, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of First Nation interests in order to facilitate exploration and development work on the Company's mineral properties, and there is no assurance that the Company will be able to establish practical working relationships with the First Nation communities in the area which would allow it to ultimately develop the Company's mineral properties.

Future capital requirements

The Company's capital requirements depend on numerous factors. Additional funding may be required and may be raised by the Company via the issue of equity, debt, or a combination of debt and equity or asset sales. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern or remain solvent.

Reliance on key personnel

The Company is reliant on a number of key personnel and consultants, including members of the Board and its experienced management team. The loss of one or more of these key contributors could have an adverse impact on the business of the Company. There is no guarantee that the Company can continue to attract and retain high quality, suitably qualified and experienced people.

New projects and acquisitions

The Company may make acquisitions in the future as part of future growth plans. In this regard, the Directors will use their expertise and experience in the resources sector to assess the value of potential projects that have characteristics that the Directors consider are likely to provide returns to Shareholders.

There can be no guarantee that any new project acquisition or investment will eventuate from these pursuits, or that any acquisitions will result in a return for Shareholders. Such acquisitions may result in use of the Company's cash resources and/or the issuance of equity securities, which will dilute shareholdings.

Sovereign / Political risk

Cazaly currently operate in Namibia, Australia, and Canada. There is sovereign risk associated with operating in any country, including Australia. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over land access and natural resources.

Any future material adverse changes in government policies or legislation in which the Company has projects that affect ownership, exploration, development or activities of companies involved in exploration and production, may affect the viability and profitability of the Company.

Results of studies

Subject to the results of any future exploration and testing programs, the Company may progressively undertake a number of studies in respect to the Company's current projects or any new projects. These studies may include scoping studies, pre-feasibility studies and bankable feasibility studies.

There can be no guarantee that any of the studies will confirm the economic viability of the Company's projects, or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Further, even if a study determines the economics of the Company's projects, there can be no guarantee that the projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study, once production commences including but not limited to operating costs, mineral recoveries and commodity prices.

Resource and Reserve estimates

There is no guarantee that any of the Company's projects will become feasible and consequently no forecast is made of whether any ore reserve will be defined in the future.

Environmental liabilities

The Company's activities are subject to potential risks and liabilities associated with (without limitation) the potential pollution of the environment and the necessary disposal of waste products resulting from mineral exploration and development. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration is not generally available to the Company (or to other companies in the minerals industry) at a reasonable price. To the extent that the Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. Laws and regulations intended to ensure the protection of the environment are constantly changing and are generally becoming more restrictive.

Environmental regulation risk

The Company's projects are subject to provincial, state and federal laws and regulations regarding environmental matters. The governments and other authorities that administer and enforce environmental laws and regulations determine these requirements. As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if they result in mine development.

While the Company complies with all environmental laws and regulations, the cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop mineral deposits. There are also risks that the Company may inadvertently breach environmental laws and regulations, with consequential adverse effects on the financial position and performance of the Company.

Further, the Company may require approvals from relevant authorities before it can undertake activities that are likely to impact the environment. There is no guarantee that approvals will be granted, thus preventing the Company from undertaking its desired activities.

Climate change

The Company acknowledges the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted.

Climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the environment in which the Company operates.

Commodity price volatility

The Company is currently exposed to the risks of commodity price volatility which affects the Company's expenditure.

5. REVIEW OF OPERATIONS**PROJECTS****Safety, Health, Environment & Community Relations**

The Company has sound management systems in place for all its safety, health, environmental and community relation work practices.

During the 2025 financial year, there were no lost time injuries (LTI's) and no reportable incidents relating to safety, health, environment or community-related matters.

Cazaly has developed its Environmental, Social and Governance (**ESG**) framework to enable it to report, in the future, against the 21-core metrics and disclosures as promoted by the World Economic Forum. The Company has and continues to consult with all its stakeholders when addressing the planned systems and actions required for the four key ESG pillars – Governance, Planet, People and Prosperity.

The Board is currently reviewing the Company's initial baseline ESG report.

AUSTRALIA**Goongarrie – Gold Project (Earn-In up to 80%)**

On 12 February 2025, the Company announced that it had entered into an exclusive binding agreement with Brightstar Resources Ltd (ASX: BTR), for an option to earn up to an 80% interest in the Goongarrie Gold project (Goongarrie).

Goongarrie is located in the northeastern goldfields, 90km north of Kalgoorlie, and is easily accessible via the Goldfields Highway that runs along the western boundary of the project area (Figure 1). The project consists of 70km² of greenstone sequence within the Kalgoorlie Terrain. Importantly Goongarrie covers twelve kilometers of the Bardoc Tectonic Zone (BTZ), which is the northern extension of the Boulder-Lefroy Shear Zone (BLSZ) to the south, one of the richest gold mineralised structures in the Yilgarn Craton. Subsequent exploration activities have identified two additional subparallel N-S structures that also have the potential to host significant gold deposits.

Following a period of due diligence, on [25 March 2025](#), Cazaly exercised its option to earn into the Goongarrie Gold Project under the following terms:

- Cazaly to spend an initial \$1m on exploration within 12 months to earn a 25% interest;
- Expend further funds of \$1m within 18 months to earn a 51% interest; and
- Expend further funds of \$1m within 18 months to earn to an 80% interest.

Project History

Goongarrie was acquired by Kingwest Resources Ltd (ASX: KWR) in 2019. In May 2023 KWR merged with Brightstar Resources Limited whose focus shifted away from the Goongarrie project following their recent merger with Alto Metals Ltd (ASX: AME).

Prior to KWR acquiring the project, very little exploration activity had been completed across the project as work was focused at Menzies and Kalgoorlie. Historic work included soil sampling, trenching, auger drilling, shallow aircore (**AC**) drilling, and limited reverse circulation (**RC**) drilling. This work targeted oxide gold mineralisation at surface associated with the Bardoc Tectonic Zone-Boulder Lefroy Shear Zone (BTZ). Two gold deposits along the BTZ were initially mined in the late 1980s at Jennys Reward, and Goongarrie Lady which was recently re-commissioned by a private group. There is potential for the discovery of new gold deposits undercover along the 2km strike length of the BTZ and along largely untested parallel mineralised structures that run N-S through the length of the project.

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KWR completed aeromagnetic and passive seismic surveys in addition to AC, RC and diamond drilling, which largely focused on targets beneath thick clay sediments on Lake Goongarrie, along a N-S structure parallel to the BTZ. Several other gold prospects were also identified along the BTZ that require further drilling and is the initial focus for Cazaly.

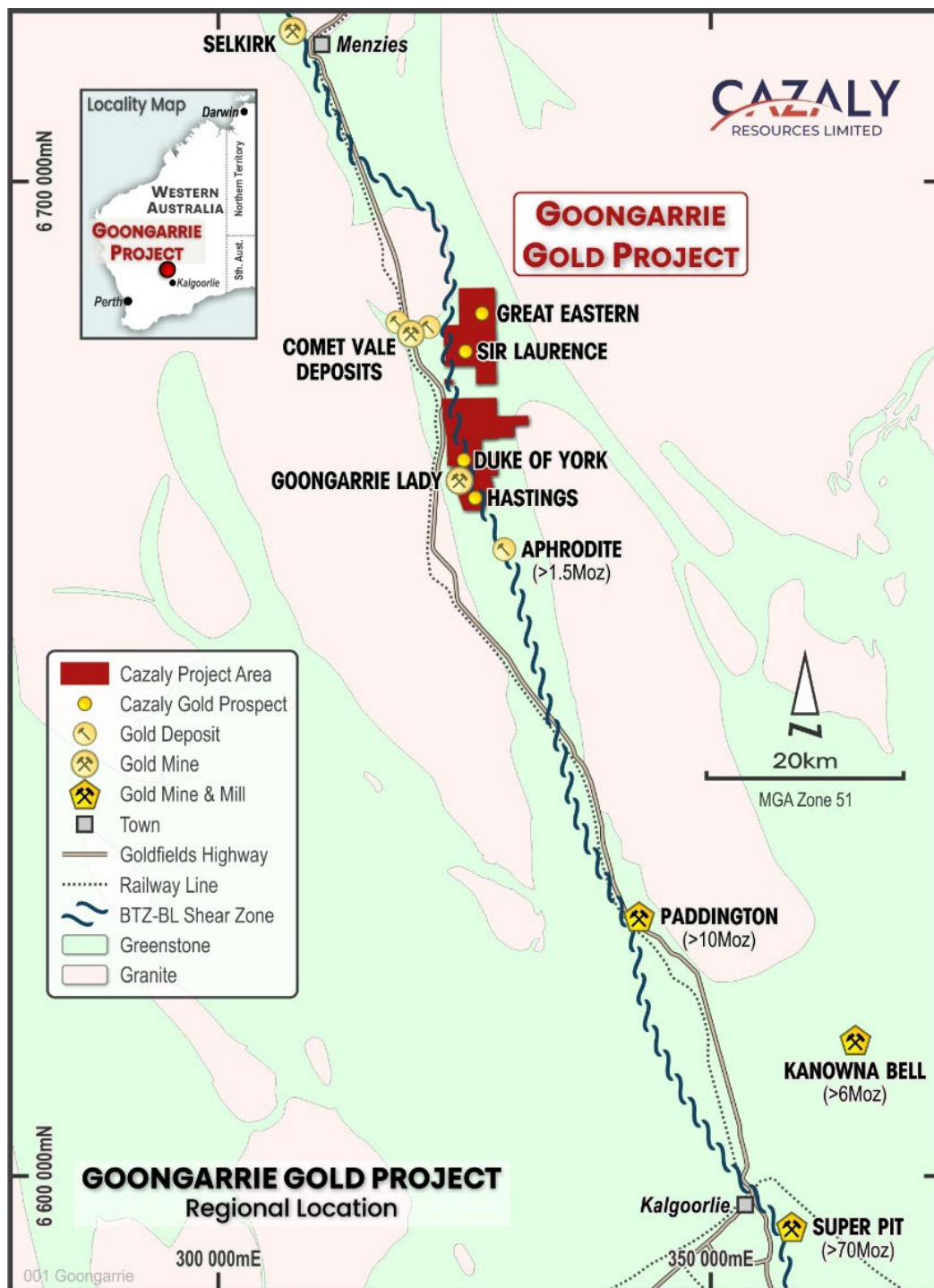


Figure 1. Goongarrie Gold project, located in the Eastern Goldfields, 90km north of Kalgoorlie.

The Goongarrie Gold Project includes a number of significant gold prospects (Figure 2) including:

- **Duke of York** – bedrock gold mineralisation along the BTZ shear extending from the open pit mines at Goongarrie Lady to Jennys Reward. Anomalous gold intercepts include **13m @ 3.5g/t Au** from 36–49m in JRRC008¹, and **8m @ 10.7g/t Au** from 75–83m in JRRC024², and remains to be tested up dip and along strike.
- **Hastings** – bedrock gold mineralisation over 1km strike, including the anomalous gold intersection in KGA038, **38m @ 3.1g/t Au**, that extends from 62m to the end of hole at 100m depth³. The prospect lies under cover along the BTZ shear zone which hosts the recent +1Moz Aphrodite gold discovery located 9km to the south.
- **Sir Laurence** – widespread gold mineralisation over 2km strike within channel sands and gravels (e.g. KGA0409 3m @ 6.5g/t Au from 86–89m⁴) at the base of Goongarrie Lake sediments. Mineralisation was also discovered in the underlying bedrock within the Black Flag Group with anomalous intercepts including 5m @ 4.7g/t Au from 113.3m in KGD004⁵.
- **Great Eastern** – bedrock gold mineralisation within ultramafic and clastic sediments associated with a significant N-S trending fault and NW splays at the greenstone/granite margin.

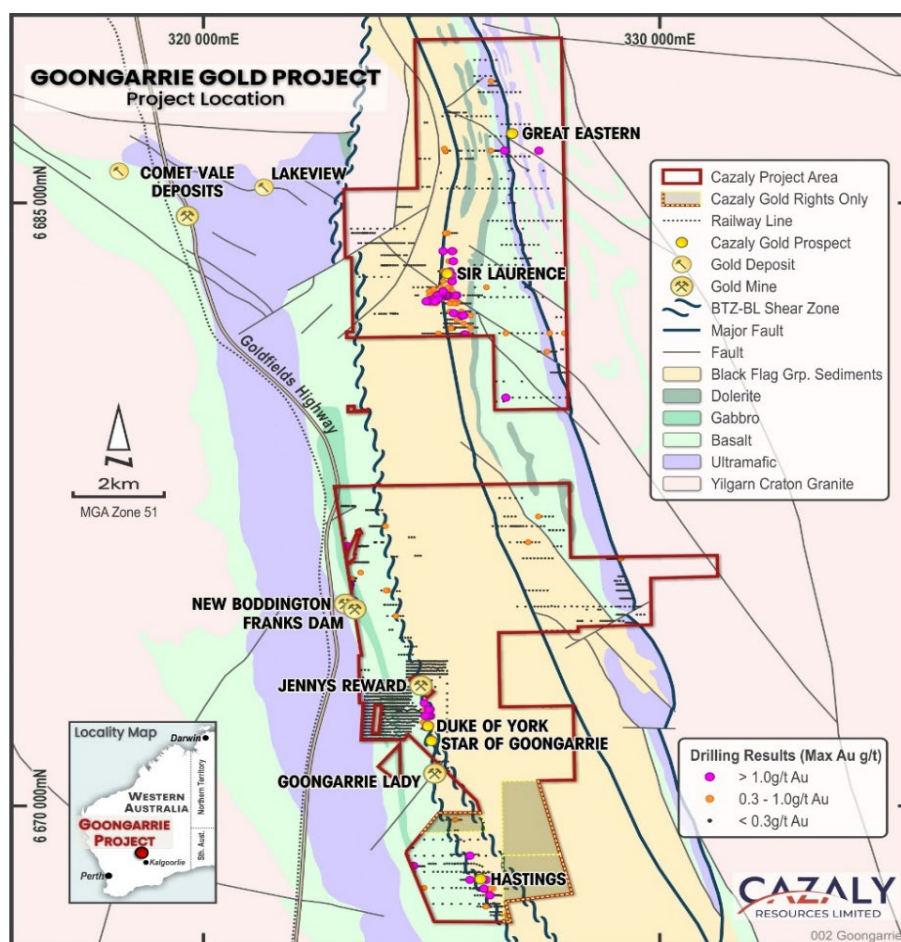


Figure 2. Historical drilling results and gold prospects at the Goongarrie Gold project.

¹ 28 February 2001. Goldfields Exploration Combined Annual Report Goongarrie (Jenny's Reward) Project (A61812) 1 January 2000 to 31 December 2000.

² 28 February 2002. Red Back Mining NL Goongarrie Project Annual Report (A64564) 1 January 2001 to 31 December 2001.

³ 01 February 2021. Kingwest Resources Limited ASX announcement "Stellar gold grades in Goongarrie Project discovery"

⁴ 5 October 2021. Kingwest Resources Limited ASX announcement "Lake Goongarrie's Sir Laurence Discovery extended; five new gold anomalous zones detected. Follow up drilling imminent".

⁵ 11 July 2022. Kingwest Resources Limited ASX announcement "High grade gold intersection confirms Sir Laurence potential".

Table 1. Goongarrie project tenements

Tenement	Grant Date	Expiry Date	Holder / Comments	Rights
E29/966	6/09/2016	5/09/2026	Goongarrie Operational and Mining Pty Ltd	All rights
E29/996	9/08/2018	8/8/2028	Goongarrie Operational and Mining Pty Ltd	All rights
E29/1062	13/03/2020	12/03/2025	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2381	5/02/2019	4/02/2027	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2412	5/02/2019	4/02/2027	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2413	1/02/2019	31/01/2027	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2588	23/11/2021	22/11/2025	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2656	28/11/2023	27/11/2027	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2675	28/11/2023	27/11/2027	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2676	28/11/2023	27/11/2027	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2531	30/07/2020	29/07/2028	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2533	1/10/2020	30/09/2024	Goongarrie Operational and Mining Pty Ltd	All rights
P29/2380	5/02/2019	4/02/2027	Kalgoorlie Nickel Pty Ltd	Gold rights only
P29/2467	21/09/2020	20/09/2024	Kalgoorlie Nickel Pty Ltd	Gold rights only
P29/2468	21/09/2020	20/09/2024	Kalgoorlie Nickel Pty Ltd	Gold rights only

N.B. Goongarrie Operational and Mining Pty Ltd is a wholly owned subsidiary of Brightstar Resources Limited. Brightstar retain the gold rights on Kalgoorlie Nickel Pty Ltd tenements (ASX: ARL)

Project Update

As announced in the June'25 quarterly, Cazaly made significant progress on its exploration activities at Goongarrie. Programme of work approvals were received for both RC and AC drilling from the Department of Energy, Mines, Industry Regulation and Safety (DEMIRS).

A heritage survey was completed (Figure 3) across the proposed drilling area covering 5km strike of the Menzies and Boorara Shear Zones on the southern project area. No heritage sites were identified, so the Company could proceed with drilling as planned.



Figure 3. Cazaly Managing Director, Tara French and Aboriginal Elder, Aubrey Lynch on the initial heritage survey at Goongarrie.

Cazaly completed the initial phase of RC drilling at the project. Eighteen holes (Figure 4) were drilled for 1,917m to validate and follow up historical intercepts and test other prospective areas for gold mineralisation. The drilling was also designed to provide sufficient information to inform the next phase of drilling. The drilling program was successful in achieving the objectives and in addition identified a new gold target area, "Duchess".

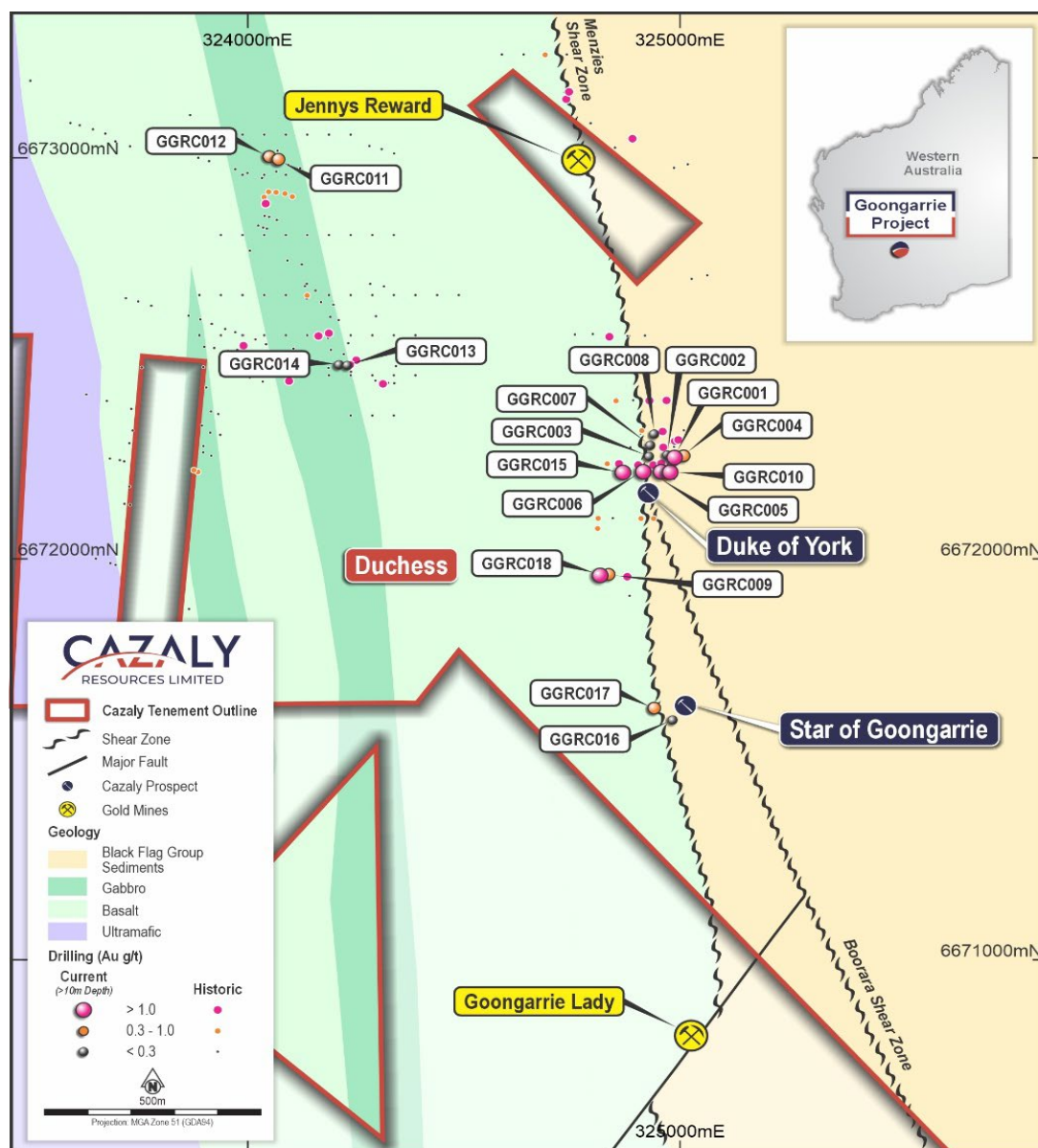


Figure 4. Goongarrie initial RC Drill collar locations

Maiden RC drilling results

The validity of anomalous gold mineralisation in historical drilling at Duke of York including 13m @ 3.5g/t Au and 4m @ 2.7g/t Au was confirmed with recent shallow RC drill intercepts including 12 metres at 7.2g/t gold from 24m downhole, including 4m at 19.4g/t gold in GGRC004. A new prospect was also identified with a significant intercept: 20 metres at 1.9g/t gold from 104m down hole, including 8 metres at 3.8g/t gold in GGRC018. Drilling samples were collected and assayed at 4m composited intervals, and were reported in Cazaly's ASX announcement dated 21 July 2025. All anomalous gold intercepts were further assayed using 1m spit samples that were collected at the time of drilling, to better define and characterise the mineralised zones and are reported below in Table 2 and 3.

Shallow gold mineralisation at Duke of York is associated with redox boundaries and some supergene enrichment and lateral dispersion can be expected in these zones. Primary gold mineralisation at Duke of York is associated with quartz veining, biotite-chlorite-sericite alteration, and sulphides, mostly within sheared mafic units. Mineralised quartz veins dip 70 degrees to the west. Duke of York drill sections (Figures 6 & 7) are shown below. Drilling indicates gold mineralisation along the mafic/sedimentary contact at Duke of York is strike limited to the north, however there is potential for further gold mineralisation to the south and west hosted within an ultramafic unit (GGRC015).

Table 2. Anomalous Intercepts above 10 gold gram x metres

Prospect	Hole ID	m From	m To	Interval m	Au ppm	Au gram metres
Duke of York	GGRC004	27	33	6	10.3	61.8
	includes	27	28	1	56.3	56.3
Duke of York	GGRC005	61	63	2	9.2	18.5
	includes	61	62	1	15.9	15.9
Duke of York	GGRC010	32	42	10	5.7	56.5
	includes	34	36	2	23.8	47.5
	includes	34	35	1	41.9	41.9
Duke of York	GGRC015	169	172	3	3.8	11.3
Duchess	GGRC018	107	126	19	1.5	29.2
	includes	119	121	2	6.6	13.1

Grade distribution confirms the anomalous shallow grades at the Duke of York Prospect are related to supergene enrichment around very high-grade quartz veins noted in Table 2, with 1m samples returning grades of 56.3g/t, 41.9g/t, and 15.9g/t gold (Figure 5). Gold bearing quartz veins plunge steeply to the south (Figure 6 & 7).

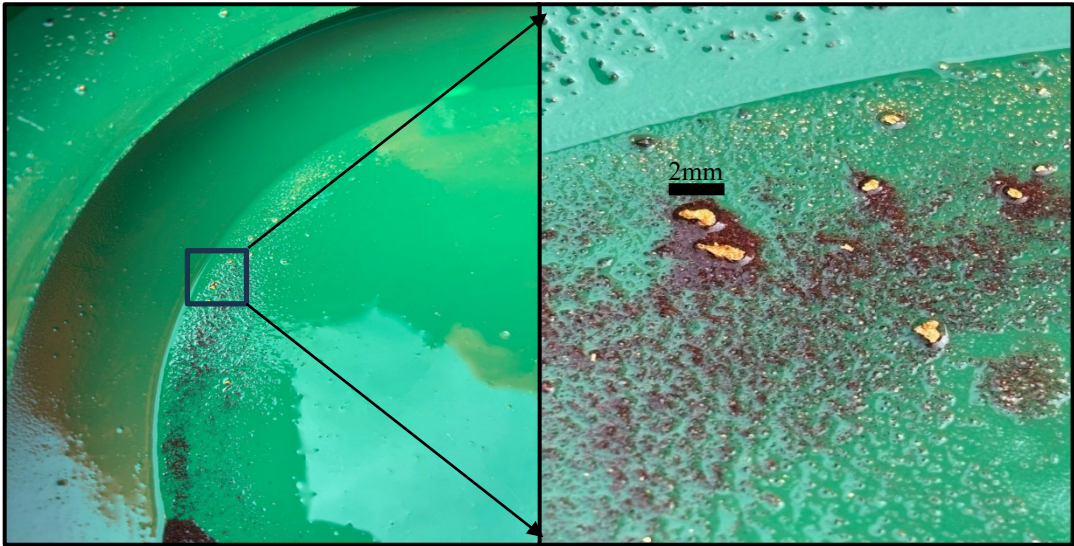


Figure 5. Visible gold recovered from panned concentrate of RC drill sample GGRC010 (34–35m), returning 41.9g/t Au (may not be representative of broader mineralisation).

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Table 3. Anomalous Intercepts above 0.3g/t Au

Prospect	Hole ID	m From	m To	Interval m	Au ppm	Au gram metres
Duke of York	GGRC001	17	20	3	0.7	2.2
Duke of York	GGRC002	11	12	1	1.2	1.2
Duke of York	GGRC002	44	45	1	0.7	0.7
Duke of York	GGRC003	81	83	2	0.4	0.8
Duke of York	GGRC004	27	33	6	10.3	61.8
Duke of York	GGRC005	31	36	5	1.0	4.9
Duke of York	GGRC005	40	43	3	1.6	4.8
Duke of York	GGRC005	53	56	3	0.4	1.3
Duke of York	GGRC005	61	63	2	9.2	18.5
Duke of York	GGRC006	31	32	1	2.9	2.9
Duke of York	GGRC006	36	37	1	2.2	2.2
Duke of York	GGRC006	104	105	1	0.7	0.7
Duke of York	GGRC006	108	111	3	2.6	7.8
Duke of York	GGRC008	23	24	1	0.5	0.5
Duchess	GGRC009	20	22	2	3.4	6.7
Duchess	GGRC009	81	87	6	0.8	4.5
Duchess	GGRC009	92	93	1	0.6	0.6
Duchess	GGRC009	97	98	1	0.5	0.5
Duke of York	GGRC010	32	42	10	5.7	56.5
Masons Flat	GGRC011	22	23	1	0.43	0.4
Masons Flat	GGRC011	27	33	6	0.76	4.6
Masons Flat	GGRC012	58	60 (EOH)	2	1.0	2.0
Duke of York	GGRC015	94	96	2	3.2	6.4
Duke of York	GGRC015	102	105	3	1.0	2.9
Duke of York	GGRC015	110	111	1	0.3	0.3
Duke of York	GGRC015	117	118	1	0.5	0.5
Duke of York	GGRC015	169	172	3	3.8	11.3
Star of Goongarrie	GGRC017	33	36	3	0.7	2.0
Star of Goongarrie	GGRC017	50	51	1	0.4	0.4
Star of Goongarrie	GGRC017	102	103	1	2.7	2.7
Duchess	GGRC018	107	126	19	1.5	29.2
Duchess	GGRC018	137	138	1	0.7	0.7

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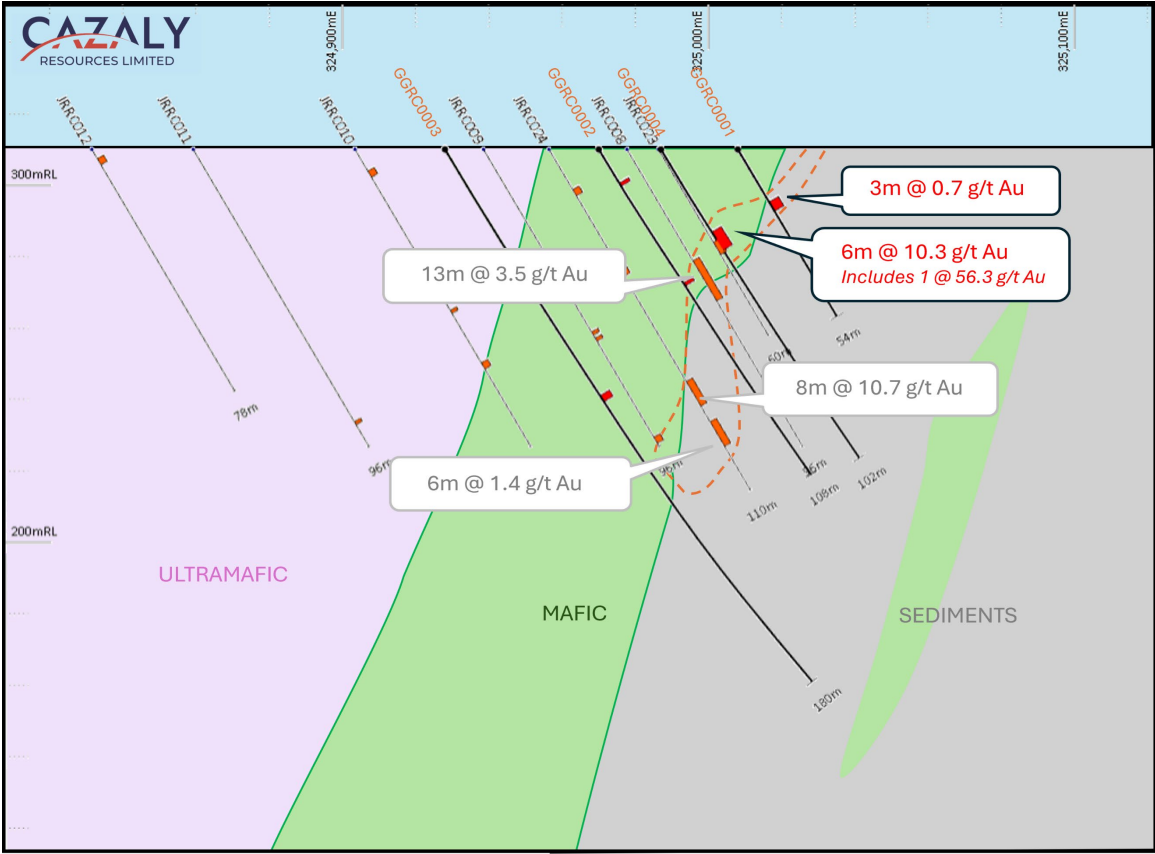


Figure 6. Duke of York Cross Section 6,672,245mN +/-20m

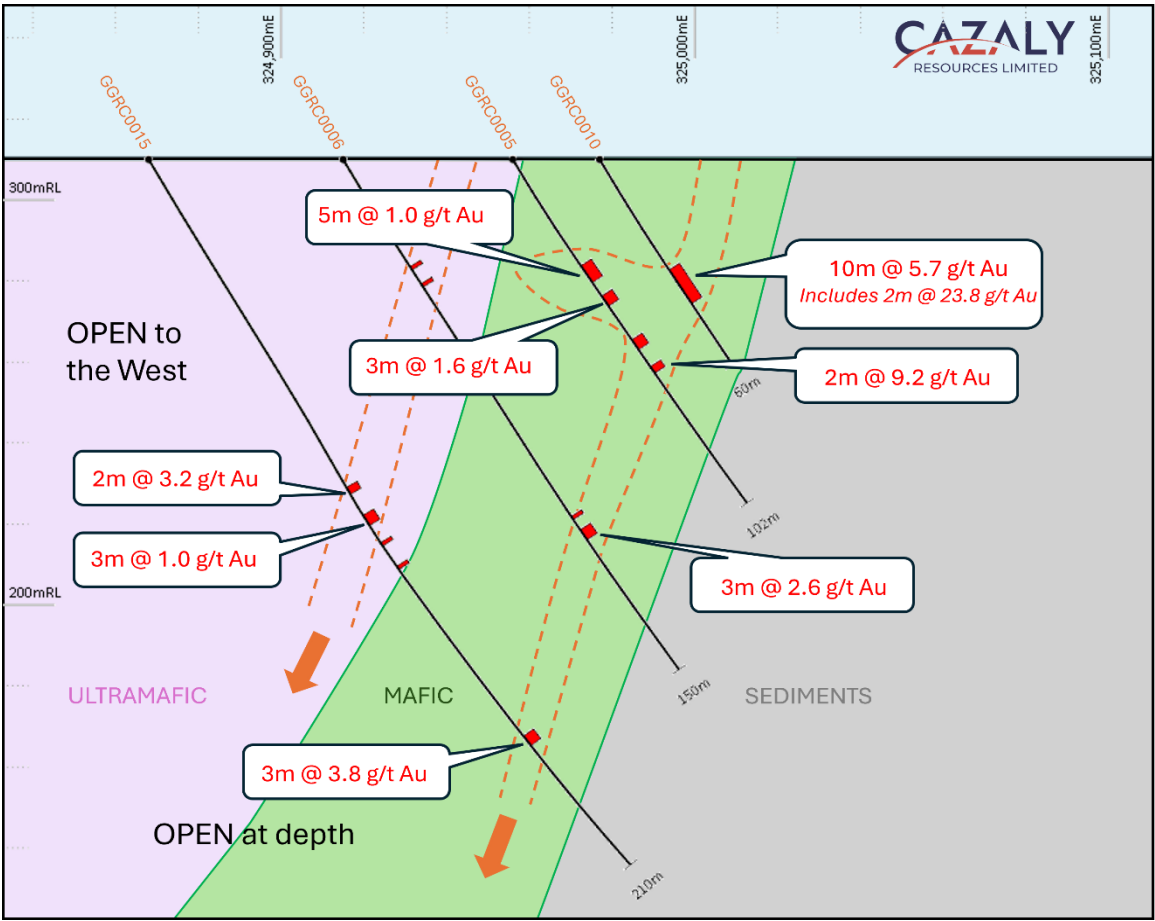


Figure 7. Duke of York Cross Section 6,672,215mN +/-10m

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Duchess prospect

A zone of structural complexity adjacent to a magnetic high and a single historical drill hole with anomalous gold intercepts, located 300m southwest of Duke of York, was tested with two drill holes. Initially, GGRC009 was drilled to a depth of 120m and intersected a significant zone of sericite alteration, and sulphides (pyrite/pyrrhotite) with fine quartz veining parallel to shearing within an ultramafic unit. A second hole drilled to test this at depth, GGRC018, returned 19m @ 1.5/t Au, including 2m @ 6.6g/t Au (Figure 8). Cazaly named this new prospect Duchess. This mineralisation is open along strike and down dip. Further work will be planned at Duchess to define the extent of gold mineralisation. There is also evidence of gold mineralisation within this ultramafic unit, located 255m to the north on the most southern line drilled at Duke of York in GGRC015. This indicates there is substantial area of potential for further gold mineralisation within this ultramafic unit to the west of existing drilling at Duke of York.

Gold mineralisation at the new Duchess prospect, located 300m southwest of Duke of York, is associated with a broader shear zone within the mafic-ultramafic sequence (Figure 8). Higher gold grades (2m @ 6.6g/t) are associated with shearing, micro quartz veins parallel to the shear fabric, and pervasive alteration. This distinguishes the Duchess prospect from the Duke of York prospect and confirms the Goongarrie project holds potential for both styles of gold mineralisation suitable for open pit and underground development.

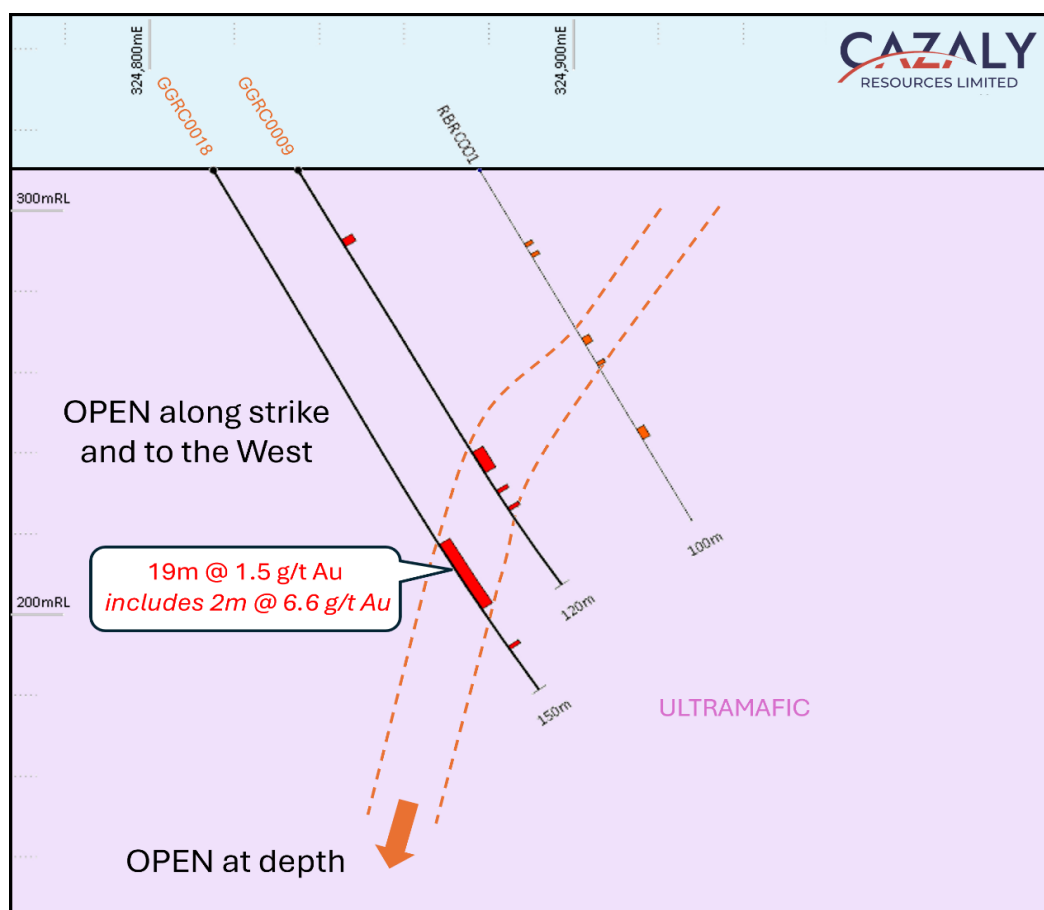


Figure 8. Duchess Cross Section 6,671,960mN +/- 20m

As announced on 19 August 2025, following the receipt of drilling approvals, AC drilling commenced. This initial phase of AC drilling was designed on a broad 80m x 80m grid and will be reduced to 40m where required in areas of interest. The program was designed to test high priority areas along the Menzies shear corridor in zones of structural complexity around magnetic anomalies (Figure 9), including drill testing along strike of the newly identified Duchess prospect.

The magnetic anomalies and structural complexities within the Menzies shear were highlighted in the recently reprocessed aeromagnetic data (Figure 9).

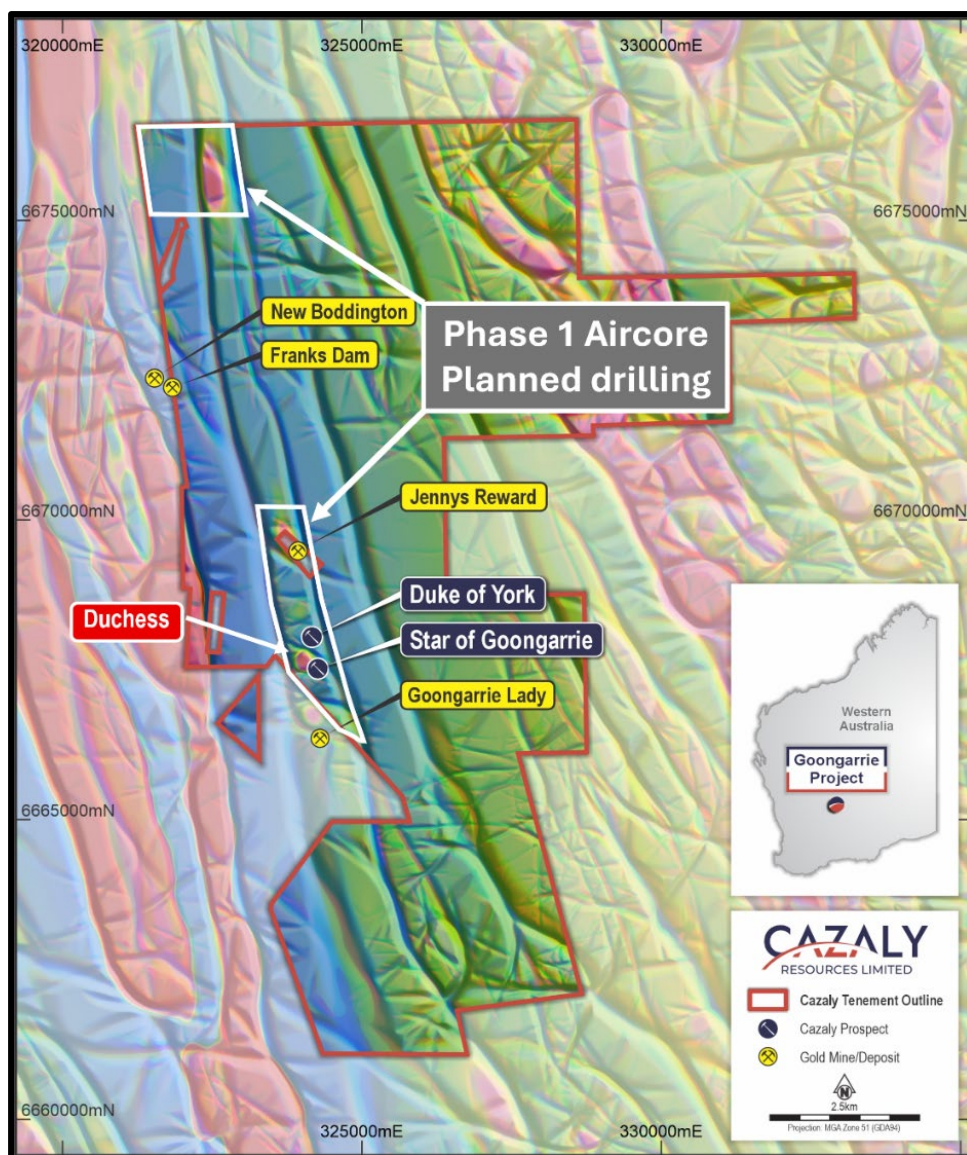


Figure 9. Initial AC drilling is planned to test the Menzies–Boorara Shear corridor over high priority gold target areas.

Supporting Cazaly ASX Announcements

The following announcements can be referenced for further information on the Goongarrie Gold project including historical drilling results. The Company is not aware of any new information or data that materially affects the information included in the original market announcements.

- 12 February 2025: Joint Venture Secured over advanced gold project in Western Australia's world class gold mining district.
- 25 March 2025: Cazaly exercises option to earn up to 80% of the Goongarrie Gold project.
- 17 April 2025: Goongarrie Gold Project update.
- 10 June 2025: Approvals granted for drilling at Goongarrie Gold project.
- 17 June 2025: RC drilling commences at Duke of York Gold prospect.
- 21 July 2025: High-grade gold intercepts identify new target at Goongarrie
- 31 July 2025: Quarterly Activities and Cash Flow Report
- 18 August 2025: Final assay results boost high grade gold at Goongarrie
- 19 August 2025: Aircore drilling commences at Goongarrie

Cautionary Statement (historical)

The historical exploration results reported above have been sourced from the KWR historical database and public reports and may not be reported in accordance with the JORC Code. The historical information is an accurate representation of the available data for the project that has been sourced to date.

Halls Creek Copper - Zinc - Silver Project (CAZ 100%)

The Halls Creek Copper, Zinc and Silver project is situated 25km southwest of Halls Creek and covers part of the Halls Creek Mobile Zone which is highly prospective for a range of commodities including copper, gold, and nickel. The project includes the Mount Angelo North volcanogenic massive sulphide (VMS) copper-zinc-silver deposit and the Bommie porphyry copper deposit (Figure 10).

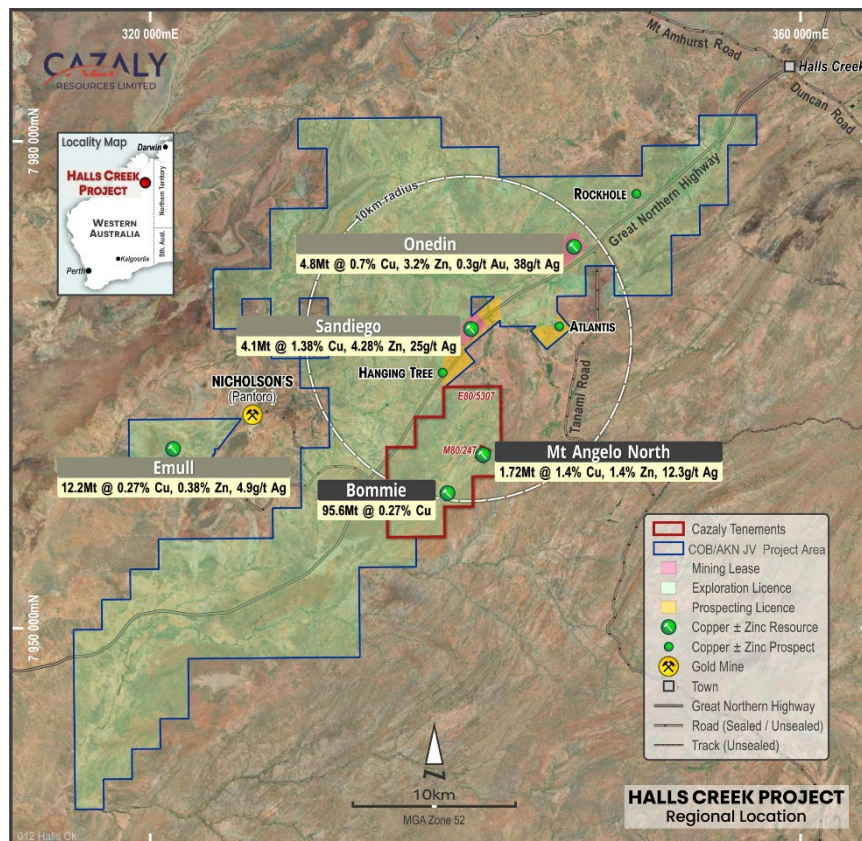


Figure 10. Cazaly's Halls Creek Mt Angelo North and Bommie copper resources relative to AuKing's project area.

Positive scoping study results, from AuKing Mining Limited's Koongie Park copper-zinc project which included the mineral resources at the Company's 100% owned Mt Angelo North (1.72Mt @ 1.4% Cu, 1.4% Zn and 12.3g/t Ag) and Bommie (MRE: 95.6Mt @ 0.27% Cu) deposits (Figure 10), confirms the potential for a financially robust, globally competitive project with LOM of 11 years with an estimated total production of 110kt Cu, 38kt Zn and 355koz Ag.

The full scoping study results are included in Cazaly's announcement titled: "AuKing Completes Scoping Study on Halls Creek Copper Project" dated 1 June 2023. AuKing Mining recently entered into an earn-in Joint Venture with Cobalt Blue Holdings Limited (ASX: COB) whereby COB can earn up to 75% interest in the project⁶. COB are currently investigating development options for their JV.

Cazaly continues to explore commercial opportunities for its assets at Halls Creek.

Mineral Resource Estimates for these deposits are reported in accordance with the JORC Code 2012 as per tables 4 and 5 below by resource classification and weathering state.

⁶ [ASX:AKN - AuKing signs new Joint Venture for Koongie Park Project](#)

Table 4. Mount Angelo North Cu-Zn-Ag Deposit, Mineral Resource Estimate (0.4% Cu cut-off), January 2022

Type	Indicated				Inferred				Total			
	TONNES Metric	Cu %	Ag ppm	Zn %	TONNES Metric	Cu %	Ag ppm	Zn %	TONNES Metric	Cu %	Ag ppm	Zn %
Oxide	149,000	1.4	21	0.9	67,500	0.9	9	0.9	216,000	1.2	17	0.9
Transitional	158,000	1.7	16	1.5	157,000	1.2	7	0.6	316,000	1.4	12	1.1
Fresh	699,000	1.7	13	1.8	487,000	1.0	10	1.4	1,187,000	1.4	12	1.6
Total	1,007,000	1.6	15	1.6	712,000	1.0	9	1.2	1,719,000	1.4	12	1.4

Table 5. Bommie Porphyry Copper Deposit, Maiden Mineral Resource Estimate (0.2% Cu cut-off), November 2022

Type	Indicated			Inferred			Total		
	TONNES Metric	Cu %	Cu metal Tonnes	TONNES Metric	Cu %	Cu metal Tonnes	TONNES Metric	Cu %	Cu metal Tonnes
Oxide	212,000	0.29	1,000	1,108,000	0.27	3,000	1,320,000	0.27	4,000
Transitional	2,799,000	0.30	8,000	6,978,000	0.28	19,000	9,777,000	0.27	28,000
Fresh	13,091,000	0.30	39,000	71,380,000	0.27	190,000	84,471,000	0.27	230,000
Total	16,102,000	0.30	48,000	79,466,000	0.27	212,000	95,568,000	0.27	262,000

For further technical information on Tables 3 and 4 please refer to the Cazaly ASX Quarterly Activities Report for December 2021 (dated 31 January 2022) and ASX announcement dated 24 November 2022 for details of drilling, results and the resource estimation parameters.

Cheela Plains Copper Project (CAZ 100%)

Cazaly's Cheela Prospect (E08/3272) is located in the Ashburton Basin in the Pilbara region of Western Australia, is a non-core asset and was sold to Black Cat Syndicate Ltd (ASX: BC8) in July '25 for \$200,000 comprising \$150,000 in cash and \$50,000 worth of BC8 fully paid ordinary shares at an issue price of \$0.807 per share.

CANADA

Carb Nb-REE Carbonatite – Niobium & Rare Earth Elements Project (CAZ 100%)

The Carb niobium (Nb) and rare earth elements (REE) project is located in northwest Ontario, Canada in the Red Lake District a well-known mining province comprising 93 mineral claims covering a very large +3km diameter carbonatite complex (Figure 11).

Shallow drill holes completed in 1967 (DD001-004) intersected sovite, a coarse-grained carbonatite, with Cerium (Ce) and Lanthanum (La) bearing carbonate minerals. Subsequent geochemical studies on the drill core revealed Ce >5%, La >1% and Nb >0.5ppm. One sample returned a Nb assay of 7.1%.

Field work conducted by the Company since acquisition in June 2023 has confirmed the carbonatite has the potential to host economic Nb and REE mineralisation. The best handheld pXRF readings on historical drill core include **Nb 0.6%, Neodymium (Nd) 1.49%, Praseodymium (Pr) 0.42%, La 3.36%, and Ce 4.34%**. Drill testing will provide better characterisation of the distribution of Nb and REE mineralisation across the carbonatite.

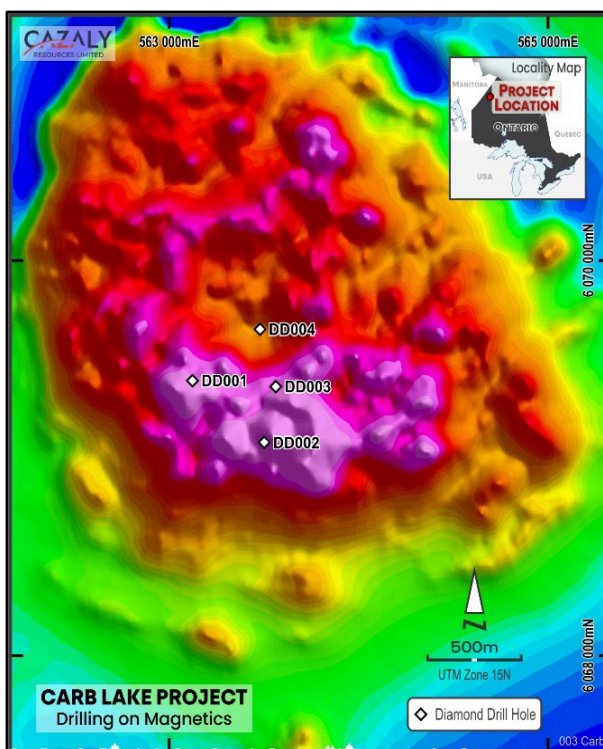


Figure 11. Carb Nb-REE Carbonatite Intrusive with historical drill hole locations.

The Company and its in-country team continue to maintain regular and transparent communication with the First Nation community in order to progress the approved drill program (refer to ASX announcement 7 August 2024).

Cautionary Statement

The historical exploration results reported have been sourced from public reports and are not reported in accordance with the JORC Code. The historical information is an accurate representation of the available data for the project that has been sourced to date. The pXRF exploration results reported herein have been collected by the Company on historical core samples and are not equivalent to analytical laboratory results. The use of spot pXRF readings only provides an indication of the potential order of magnitude of analytical laboratory assay results. The downhole location of pXRF results collected cannot be relied upon for actual location due to the incomplete nature of the remaining historical drill core.

For further historical references and technical information please refer to Cazaly's 2023 announcements dated 27 April, 3 May, 14 June, 31 July, 22 August, 22 September and 10 November, and 2024 announcements dated 25 March and 1 July.

Sundown Lithium Project (CAZ 25%)

The Company decided not to proceed any further with the terms of the property option agreement on the project.

NAMIBIA

Abenab North Rare Earth Elements & Base Metals Project (CAZ 95%)

The application status of the new exclusive prospecting licence EPL 9852, Abenab North, remains at notification of intention to grant. The grant is subject to an Environmental Clearance Certificate (ECC) issued by the Ministry of Environment, Forestry, and Tourism.

The ECC application along with an Environmental and Social Impact Assessment and an Environmental Management Plan were submitted to the Ministry of Mines and Energy and the Ministry of Environment, Forestry, and Tourism (MEFT) in March 2025.

Cazaly has been notified that the ECC application is progressing through the review process, however the MEFT are experiencing some internal processing delays.



Figure 12. Location of Namibian Critical Minerals Projects

The project is located in the northern region of Namibia (Figure 12). The application covers an area of approximately 790km² and is considered highly prospective for REE and base metal mineralisation as evidenced from the results of previous but limited exploration (Figure 13).

The project lies in the Otavi Mountain Land region of northern Namibia located approximately 450km by road from the capital of Windhoek in an area supported by the towns of Tsumeb and Grootfontein. The region is a significant well mineralised base metals province with historic production from several mines including Tsumeb, Kombat, Abenab and the Berg Aukas mines. Tsumeb is a world-famous Cu-Pb-Zn-Ag-Ge-Cd mine renowned for its wealth of rare and unusual minerals and was mined from 1897 to 1996.

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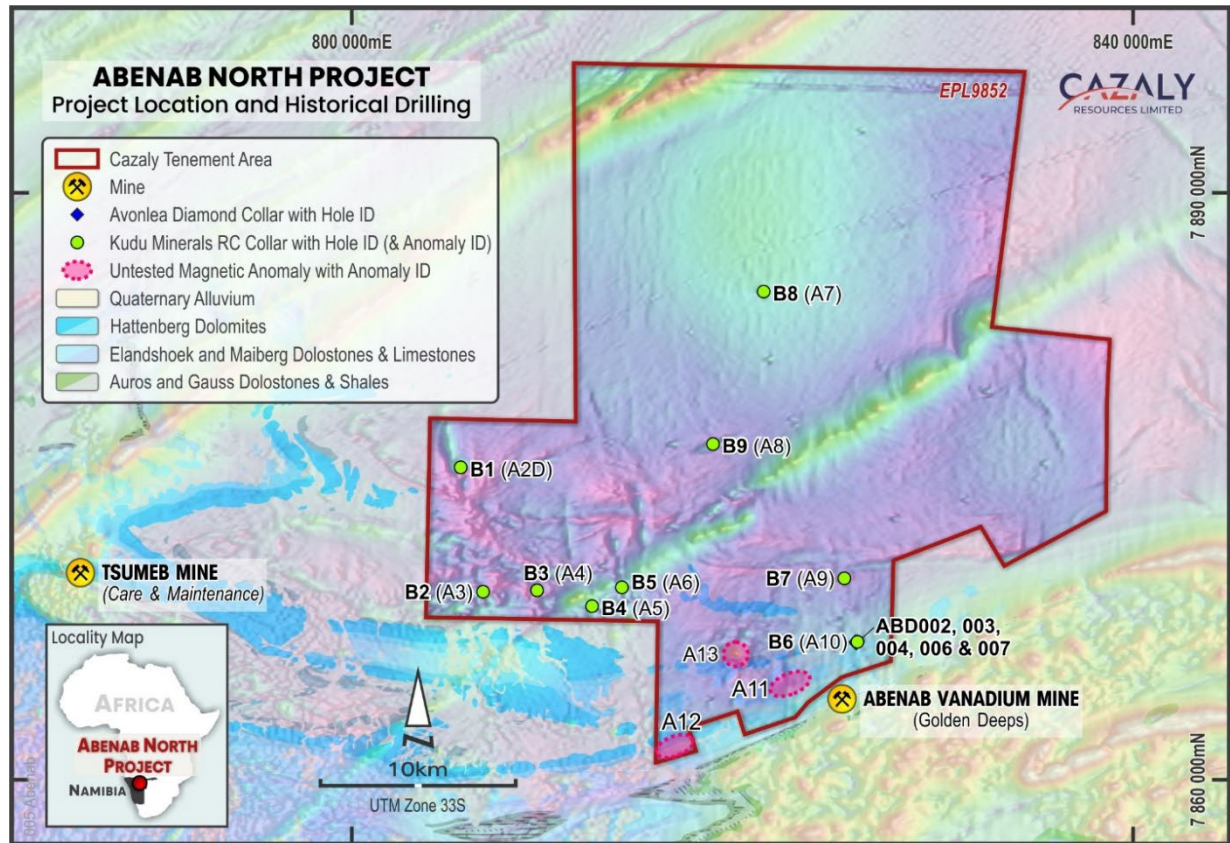


Figure 13. Abenab North Project with historical drill hole locations and untested magnetic anomalies.

Kaoko Lithium Project (CAZ 95%)

The Kaoko critical minerals project was re-evaluated during the June'25 quarter and no longer aligned with the Company's directive. The licence expired on 8 June 2025.

OTHER INTERESTS

Mt Venn (CAZ 20%, SRR 80%)

The Mt Venn Gold project is located 125km northeast of Laverton in the North-eastern Goldfields Region of Western Australia and covers approximately 400km² of prospective greenstone sequence. The project area lies within the Mount Venn-Yamarna-Dorothy Hills greenstone belt which is the most easterly major N-S striking greenstone belt of the Yilgarn Craton.

The belt is considered highly prospective for gold and nickel and is positioned along the western limb of the Yamarna Greenstone Belt that hosts Gold Road's and Gold Fields' 8Moz Gruyere Gold Mine. Together, the Yilgarn greenstone belts account for 30% of the world's gold reserves, most of Australia's nickel production and other base metal and rare earth deposits.

The project is subject to an unincorporated Joint Venture between the operators Orbminco Limited (ASX: OBI, formerly known as Woomera Mining Limited) 80% and Cazaly 20%. Cazaly is free carried to the completion of a pre-feasibility study.

On the [13 January 2025](#) Sarama Resources (ASX: SRR) announced it executed a non-binding Heads of Agreement with OBI to acquire their 80% majority share of the Mount Venn Gold Project, with the parties executing a binding agreement in February 2025. The completed transaction was announced on [23 July 2025](#). Cazaly look forward to SRR accelerating gold exploration at Mount Venn.

DIRECTORS' REPORT

Cazaly Resources Limited Annual Report 2025

Sarama is undertaking a review of historical exploration data and planning systematic exploration programs to advance high-priority gold targets. Field activities will focus on surface geochemistry, geophysical surveys, and reconnaissance drilling to rapidly evaluate the most prospective areas

McKenzie Springs (CAZ 30%, FIN 70%)

The McKenzie Springs project is a joint venture with Fin Resources Ltd (ASX: FIN) over exploration licence E80/4808, located in the Kimberley region of Western Australia. The project lies south along strike from the Savannah nickel-copper-cobalt mine owned by Panoramic Resources Ltd (ASX: PAN).

A ground FLTEM survey was designed to test the interpreted gossan for nickel and copper mineralisation across the Spring Creek Intrusion. The program is scheduled to be undertaken in the second half of 2025.

Royalties (CAZ 100%)

Cazaly maintains a royalty over the Parker Range iron ore mine and is entitled to receive A\$0.50/tonne of iron ore produced from the mine, once the first 10 million tonnes of production have been reached. The Parker Range iron ore mine is included in the "Yilgarn Hub" which was put on care and maintenance by Mineral Resources Limited (ASX: MIN) on 31 December 2024. During the June'25 quarter, MIN announced the sale of the Yilgarn Hub to Yilgarn Iron Investments Pty Ltd (YII). Discussions have commenced with YII to determine their production activities and possible timing of the initial receipt of royalty payments.

The Company retains a royalty interest of US\$0.30/tonne in the Hamersley iron ore project, managed by Equinox Resources Limited (ASX: EQN). The project is located in the heart of the Pilbara iron ore province and currently has a total Mineral Resource estimate of 343.2Mt at 54.5% Fe (reported in compliance with JORC Code 2012 - refer to Pathfinder's ASX Announcement dated 24 January 2020). Recent work by Equinox included reinterpretation of the MRE which confirms an initial Direct Shipping Ore component of 108.5Mt @ 58% Fe (refer to Equinox ASX Announcement dated 6 June 2024). Equinox is committed to advancing the project towards development.

CORPORATE

The Company had cash and investments totalling \$3.2 million at 30 June 2025.

Equity Issues

There were no equity issues made during the financial year ended 30 June 2025.

6. FUTURE DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

The Group continues to assess other potential project opportunities that will add value to its portfolio, in addition to continuing its mineral exploration activity on and around its exploration projects with the aim of identifying commercial mineral resources.

7. SIGNIFICANT CHANGES IN STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Group during the financial year.

8. AFTER BALANCE DATE EVENTS

Apart from the sale of its Cheela Plains project for consideration of \$200,000 (as announced by Black Cat Syndicate on 10 July 2025, the Directors are not aware of any matters or circumstances at the date of the report, other than those referred to in this report or the financial statements or notes thereto, that has significantly affected or may significantly affect the operations, the results of operations or the state of affairs of the Group in subsequent financial years.

9. INFORMATION ON DIRECTORS

Clive Jones

Non-Executive Chairman

Experience

Mr Jones has been involved in mineral exploration for over 30 years and has proven geological and commercial experience in a range of commodities including gold, base metals, lithium, mineral sands, iron ore, uranium and industrial minerals both in Australia and overseas. Mr Jones is a founding Director of Cazaly and is also a Director of Bannerman Energy Limited (listed on the ASX and on the Namibian Stock Exchange).

Equity Holdings

27,993,707 fully paid ordinary shares

Listed Directorships

Current
Bannerman Energy Ltd (Non-Executive Director)

Tara French

Managing Director

Experience

Ms French is a geologist with over 25 years mining and exploration experience, predominantly in Western Australia and before joining Cazaly, led a large team as General Manager of Exploration for Regis Resources Limited where she was employed for 14 years and played a key role in the transition and growth of Regis over that time. Ms French has experience in project evaluation, resource estimation, open cut, and underground mining across multiple commodities. She also holds an honours degree in Economic Metalliferous Geology, is a Member of the Australian Institute of Geoscientists, and is a Graduate Member of the Australian Institute of Company Directors.

Equity Holdings

8,423,959 fully paid ordinary shares
1,500,000 options exercisable at \$0.056 expiring 12 October 2025

Listed Directorships

Current
Lefroy Exploration Ltd (Non-Executive Director)

Terry Gardiner

Independent Non-Executive Director

Experience

Mr Gardiner has been involved in capital markets, corporate advising, stockbroking & derivatives trading for over 25 years. For the past eighteen years Mr Gardiner has been an Executive Director of boutique broker Barclay Wells Ltd. He also holds other Non-Executive Director roles with various ASX listed and unlisted public companies.

Equity Holdings

17,866,667 fully paid ordinary shares

Listed Directorships

Current
Galan Lithium Limited (Non-Executive Director)
Roto-Gro International Limited (Non-Executive Director)
Charger Metals NL (Non-Executive Director)

Jonathan Downes

Independent Non-Executive Director

Experience

Mr Downes, BSc (GeoPhys) MAIG, has over 30 years' experience in the mineral and energy sectors and specialises in project identification, financing and development and has worked in various geological and corporate capacities. Jonathan has experience with nickel, gold and base metals. Mr Downes is currently the Managing Director of Kaiser Reef Limited and is a director of Brightstar Resources Limited and Chairman of Strata Minerals Limited.

Equity Holdings

400,100 fully paid ordinary shares
2,000,000 options exercisable at \$0.047 expiring 25 November 2025

DIRECTORS' REPORT

Cazaly Resources Limited Annual Report 2025

Listed Directorships

Current

Kaiser Reef Limited (Managing Director)

Brightstar Resources Limited (Non-Executive Director)

Strata Minerals Limited (Non-Executive Chairman)

Last three years

Corazon Mining Limited (Non-Executive Director) (resigned September 2023)

Mike Robbins – Company Secretary

Mr Robbins has over 25 years resource industry experience at both operational and corporate levels, within Australia and overseas. During that time, he has held numerous project and head office roles and is also the Company Secretary for Galan Lithium Limited.

10. ENVIRONMENTAL

The Group has a policy of complying with or exceeding its environmental performance obligations. The Board believes that the Group has adequate systems in place for the management of its environmental requirements. The Group aims to ensure the appropriate standard of environmental care is achieved, and in doing so, that it is aware of and is in compliance with all environmental legislation. The Directors are not aware of any breach of environmental legislation for the financial year under review.

11. REMUNERATION REPORT – AUDITED

This report details the nature and amount of remuneration for each director of the Company.

Remuneration Policy

The remuneration policy of Cazaly has been designed to align Director and Executive objectives with shareholder and business objectives by providing a fixed remuneration component which is assessed on an annual basis in line with market rates and Group performance. The further tailoring of goals between shareholders and the Directors and Executives is achieved through the issue of equity to the Directors and Executives to encourage the alignment of personal and shareholder interest.

The Cazaly Board believes the current remuneration policy is appropriate and effective in its ability to attract and retain high quality personnel in order to achieve its strategic objectives and create value for shareholders.

The Group is exploration and development focussed, and therefore speculative in terms of performance. Consistent with attracting and retaining talented people, the Directors and Executives are paid market rates associated with individuals in similar positions, within the same industry. Where necessary, independent advice is obtained to confirm that executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices.

All remuneration paid to Directors and Executives is valued at the cost to the Company and expensed or carried forward on the balance sheet for any time that is attributable to exploration and evaluation. Any awarded option incentives are valued using the Black-Scholes methodology.

Fees and payments to Non-Executive Directors reflect the demands which are made on, and the responsibilities of, the directors. Non-Executive Directors receive a fixed fee for time, commitment and responsibilities and may be paid remuneration as the directors determine where the director performs services outside the scope of the ordinary duties of the director. Non-Executive Directors may also be paid expenses properly incurred in attending meetings or otherwise in connection with the Company's business.

The Company's constitution provides that the Non-Executive Directors, as a whole, may be paid or provided fees or other remuneration for their services as a director of the Company. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting (last approved in 2022). Fees for Non-Executive Directors are not linked to the performance of the Company. However, to align Directors' interests with shareholder interests, all Directors are encouraged to hold shares in the Company.

DIRECTORS' REPORT

Cazaly Resources Limited Annual Report 2025

Employment Details

All Directors have engagement contracts in place.

Mr Clive Jones is currently the Non-Executive Chairman of the Company. His annual remuneration is split between a monthly consulting fee of \$5,167 per month and an annual salary component of \$62,000 (plus statutory superannuation).

Mr Terry Gardiner and Mr Jonathan Downes, are Non-Executive Directors and are both employed by the Company on an annual salary of \$52,000 (plus statutory superannuation).

Ms Tara French is the Company's Managing Director and is on an annual salary of \$290,000 (plus statutory superannuation). Should Ms French or the Company wish to terminate her contract, either Ms French or the Company are required to give written notice of at least three (3) months before the effective date of termination.

Termination payments are not payable under the circumstances of unsatisfactory performance.

Details of Remuneration for Years Ended 30 June 2025 & 30 June 2024

The remuneration for key management personnel of the company during the year was as follows:

	Short-term Benefits				Post Employment Benefits	Other Long-term Benefits	Share based Payment		Total	Performance Related
	Cash, salary & bonuses	Cash profit share	Non-cash Benefit	Other	Super	Other	Equity	Options & Rights		
	\$	\$	\$	\$	\$	\$	\$	\$	\$	%
Tara French – Managing Director										
2025	290,000	-	-	-	33,350	-	-	-	323,350	-
2024	290,000	-	-	-	31,900	-	-	-	321,900	-
Clive Jones – Chairman and Executive Director (i)										
2025	124,000	-	-	-	7,130	-	-	-	131,130	-
2024	124,000	-	-	-	6,820	-	-	-	130,820	-
Terry Gardiner – Non-Executive Director										
2025	52,000	-	-	-	5,980	-	-	-	57,980	-
2024	52,000	-	-	-	5,720	-	-	-	57,720	-
Jonathan Downes – Non-Executive Director										
2025	52,000	-	-	-	5,980	-	-	-	57,980	-
2024	52,000	-	-	-	5,720	-	-	-	57,720	-
Total Remuneration										
2025	518,000	-	-	-	52,440	-	-	-	570,440	-
2024	518,000	-	-	-	50,160	-	-	-	568,160	-

- i) Aggregate short-term benefits of \$124,000 (2024: \$124,000) were paid or were due and payable to Clive Jones or Widerange Corporation Pty Ltd, a company controlled by Mr Clive Jones, for the provision of corporate and technical advice to the Company. This amount includes a salary of \$62,000 (2024: \$62,000).

Voting and comments made at the Company's 2024 Annual General Meeting

The adoption of the Remuneration Report for the financial year ended 30 June 2024 was put to the shareholders of the Company at the Annual General Meeting held 21 November 2024. The Company received 87% of the poll vote, of those shareholders who exercised their right to vote, in favour of the remuneration report for the 2024 financial year. The resolution was passed without amendment by the poll and on proxy vote. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

DIRECTORS' REPORT

Cazaly Resources Limited Annual Report 2025

Related Party Information

The Company paid \$58,400 (2024: \$57,480) for the provision of Company Secretarial services to Galan Lithium Ltd. Galan Lithium Ltd is considered by the Company to be a related Party, as a Galan Non-Executive Director, Mr Terry Gardiner, is also a director of Cazaly Resources Ltd.

The Company paid \$Nil (2024: \$119,335 plus 5 million unlisted options exercisable at \$0.045 on or before 13 December 2026) for the provision of Lead Manager services to Barclay Wells Ltd. Barclay Wells is considered to be a related Party, as a Barclay Wells executive director, Mr Terry Gardiner, is also a director of Cazaly Resources Ltd.

Key Management Personnel (KMP) Equity Holdings

SHARES	Balance	Granted as	Options	Net Change	Balance	
30 June 2025	01-07-24	Remuneration	Exercised	Other	30-06-25	
C. Jones	27,993,707	-	-	-	27,993,707	
T. French	3,423,959	-	-	-	3,423,959	
T. Gardiner	17,866,667	-	-	-	17,866,667	
J. Downes	400,100	-	-	-	400,100	
	49,684,433	-	-	-	49,684,433	
	Balance	Granted as	Options	Net Change	Balance	
30 June 2024	01-07-23	Remuneration	Exercised	Other	30-06-24	
C. Jones	23,898,469	-	-	4,095,238	27,993,707	
T. French	1,000,000	-	-	2,423,959	3,423,959	
T. Gardiner	9,717,893	-	-	8,148,774	17,866,667	
J. Downes	300,100	-	-	100,000	400,100	
	34,916,462	-	-	14,767,971	49,684,433	
OPTIONS	Balance	Issued/	Lapsed/	Balance	Vested	Vested and
30 June 2025	01-07-24	Acquired	Exercised	30-6-25	during year	exercisable
C. Jones	-	-	-	-	-	-
T. French	3,000,000	-	(1,500,000)	1,500,000	-	1,500,000
T. Gardiner	-	-	-	-	-	-
J. Downes	2,000,000	-	-	2,000,000	-	2,000,000
	5,000,000	-	-	3,500,000	-	3,500,000
	Balance	Issued/	Lapsed/	Balance	Vested	Vested and
30 June 2024	01-07-23	Acquired	Exercised	30-6-24	during year	exercisable
C. Jones	-	-	-	-	-	-
T. French (i)	3,500,000	1,500,000	(2,000,000)	3,000,000	1,500,000	3,000,000
T. Gardiner	-	-	-	-	-	-
J. Downes (ii)	2,000,000	-	-	2,000,000	-	2,000,000
	5,500,000	1,500,000	(2,000,000)	5,000,000	1,500,000	5,000,000

- (i) Ms French was issued with a total of 5 million options as approved by shareholders on 19 November 2021. 2,000,000 options were exercisable at \$0.067 on or before 19 November 2023 (expired), 1,500,000 options are exercisable at \$0.056 on or before 12 October 2024 and 1,500,000 options are exercisable at \$0.056 on or before 12 October 2025
- (ii) Mr Downes was issued with 2 million options as approved by shareholders on 18 November 2022. Options are exercisable at \$0.047 on or before 25 November 2025.

As approved by shareholders on 19 November 2021, 5 million performance rights (with time related vesting conditions) were awarded to Ms French and were due to expire on 11 October 2025. Ms French converted the 5 million performance rights to fully paid ordinary shares on 20 August 2025.

End of Remuneration Report (Audited).

DIRECTORS' REPORT

Cazaly Resources Limited Annual Report 2025

12. INDEMNIFYING OFFICERS OR DIRECTORS

In accordance with the constitution, except as may be prohibited by the Corporations Act 2001 every Director and Officer, or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by them in their capacity as an Officer or agent of the Company or any related corporation in respect of any act or omission whatsoever and howsoever occurring or in defending any proceedings, whether civil or criminal. No indemnification has been paid with respect to the Company's auditor.

The Company has insurance policies in place for all Directors and Officers.

13. OPTIONS

Unquoted options forfeited or cancelled

During, or since the end of the financial year, no options were forfeited or cancelled.

Unquoted options expired or lapsed

On 12 October 2024, 1.5million options (exercisable at \$0.056) expired.

On 5 August 2024, 500,000 options (exercisable at \$0.06) expired.

Options on issue

At the date of this report the Company had the following options on issue:

Expiry Date	Exercise Price	Options on Issue
12/10/25	\$0.056	1,500,000
25/11/25	\$0.047	2,000,000
13/12/26	\$0.045	5,000,000

Option holders do not have any rights to participate in any issue of shares or other interests in the Company or any other entity.

14. PROCEEDINGS ON BEHALF OF GROUP

No person has applied for leave of Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

15. AUDITORS INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended 30 June 2025 has been received and can be found on page 27.

16. NON-AUDIT SERVICES

The Board of Directors is satisfied that the provision of non-audit services performed during the year by the Group's auditors is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. No other fees were paid or payable to the auditors for non-audit services performed during the year ended 30 June 2025.

DIRECTORS' REPORT

Cazaly Resources Limited Annual Report 2025

This report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of Directors.

Tara French
Managing Director
19 September 2025

Competent Persons Statements

The information contained herein that relates to Exploration Results is based upon information compiled or reviewed by Ms Tara French and Mr Don Horn, who are employees of the Company. Ms Tara French and Mr Horn are both Members of the Australasian Institute of Geoscientists and have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Ms Tara French and Mr Horn both consent to the inclusion of their names in the matters based on the information in the form and context in which it appears.

(1) The information in this report that relates to the Mount Angelo North mineral resource is based on information compiled by Ms Vanessa O'Toole Principle Consultant of Honey Mining and Resources Pty Ltd, a Competent Person, who is a Member of The Australasian Institute of Mining and Metallurgy and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Ms Vanessa O'Toole consents to the inclusion in the report of the matters based on her information in the form and context in which it appears.

(2) The information in this report that relates to the Bommie porphyry copper mineral resource estimation is based on work completed by Mr. Stephen Hyland, a Competent Person and Fellow of the AusIMM. Mr. Hyland is Principal Consultant Geologist with Hyland Geological and Mining Consultants (HGMC), who is a Fellow of the Australian Institute of Mining and Metallurgy and holds relevant qualifications and experience as a qualified person for public reporting according to the JORC Code in Australia. Mr Hyland is also a Qualified Person under the rules and requirements of the Canadian Reporting Instrument NI43-101. Mr Hyland consents to the inclusion in this report of the information in the form and context in which it appears.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have also not materially changed from the original market announcements. Copies of all referenced announcements are available to view at <https://www.cazalyresources.com.au>

Forward Looking Statement

This annual report may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Cazaly Resources Ltd's planned exploration program(s) and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may," "potential," "should," and similar expressions are forward looking statements. Although Cazaly Resources Ltd believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties, and no assurance can be given that actual results will be consistent with these forward-looking statements. The forward-looking statements in this annual report reflect views held only as at the date of this annual report.

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To the Board of Directors,

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit director for the audit of the financial statements of Cazaly Resources Limited and its controlled entities for the year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours Faithfully,

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis

MARK DELAURENTIS CA
Director

Dated this 19th day of September 2025
Perth, Western Australia

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**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
For Year Ended 30 June 2025**

	Note	2025 \$	2024 \$
Revenue from continuing operations	2	287,307	297,466
Gain/(Loss) on sale of financials assets		87,364	675,625
Other Income	2	34,324	53,335
Employee benefits		(517,503)	(547,035)
Finance Costs		(12,238)	(14,991)
Depreciation		(101,363)	(100,503)
Administrative expenses	3	(329,227)	(458,895)
Compliance and regulatory expenses	3	(252,560)	(222,645)
Occupancy expenses		(88,547)	(93,290)
Written-off exploration expenditure	11	(4,882,312)	(178,431)
Equity based payments		-	(52,722)
Impairment of financial assets		(37,428)	(250,167)
Profit/(loss) before income tax		(5,812,183)	(892,253)
Income tax (expense)/ benefit	6	-	-
Profit/(loss) for the year from continuing operations		(5,812,183)	(892,253)
Other comprehensive income		-	-
Total comprehensive income/(loss) for the year		(5,812,183)	(892,253)
Earnings/(loss) for the year attributable to:			
Members of the parent entity		(5,805,263)	(891,451)
Non-controlling interest		(6,920)	(802)
		(5,812,183)	(892,253)
Total comprehensive income/(loss) attributable to:			
Members of the parent entity		(5,805,263)	(891,451)
Non-controlling interest		(6,920)	(802)
		(5,812,183)	(892,253)
<u>Earnings/(loss) per share from continuing and discontinuing operations</u>			Cents
Basic weighted average earnings/(loss) per share	18	(1.26)	(0.21)
Diluted weighted average earnings/(loss) per share	18	(1.26)	(0.21)

The accompanying notes form part of these financial statements.

**CONSOLIDATED STATEMENT OF
FINANCIAL POSITION**
As at 30 June 2025

	Note	2025	2024
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents	7	2,866,366	5,033,336
Trade and other receivables	8	51,819	35,760
Prepayments		12,678	5,245
TOTAL CURRENT ASSETS		2,930,863	5,074,341
NON-CURRENT ASSETS			
Trade and other receivables	8	63,347	60,319
Financial assets	9	342,836	588,949
Property, plant and equipment	10	8,791	14,016
Exploration and evaluation assets	11	6,976,688	10,195,974
Rights of use assets	26	104,149	200,287
TOTAL NON-CURRENT ASSETS		7,495,811	11,059,545
TOTAL ASSETS		10,426,674	16,133,886
CURRENT LIABILITIES			
Trade and other payables	12	301,047	103,592
Provisions	13	82,127	79,412
Lease liability	26	104,312	95,199
TOTAL CURRENT LIABILITIES		487,486	278,203
NON-CURRENT LIABILITIES			
Lease liability	26	9,000	113,312
TOTAL NON-CURRENT LIABILITIES		9,000	113,312
TOTAL LIABILITIES		496,486	391,515
NET ASSETS		9,930,188	15,742,371
EQUITY			
Issued capital	14	29,420,419	29,420,419
Reserves	15	418,214	532,214
Accumulated losses	16	(19,885,097)	(14,193,834)
Controlling entity interest		9,953,536	15,758,799
Non-controlling interest		(23,348)	(16,428)
TOTAL EQUITY		9,930,188	15,742,371

The accompanying notes form part of these financial statements.

**CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY
For the year ended 30 June 2025**

	Issued Capital	(Accumulated Losses)	Option Reserve	Non- Controlling Interest	Total
	\$	\$	\$	\$	\$
Balance at 30 June 2023	26,872,021	(13,326,581)	503,690	(15,626)	14,033,504
Earnings/(loss) for the year	-	(891,451)	-	(802)	(892,253)
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income/(loss) for the year	26,872,021	(14,218,032)	503,690	(16,428)	13,141,251
Transactions with owners, in their capacity as owners, and other transfers:					
Shares issued	2,835,733	-	-	-	2,835,733
Shares to be issued	(168,000)	-	-	-	(168,000)
Share issue costs	(119,335)	-	-	-	(119,335)
Options expired	-	24,198	(24,198)	-	-
Option reserve	-	-	52,722	-	52,722
Balance at 30 June 2024	29,420,419	(14,193,834)	532,214	(16,428)	15,742,371
Earnings/(loss) for the year	-	(5,805,263)	-	(6,920)	(5,812,183)
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income/(loss) for the year	29,420,419	(19,999,097)	532,214	(23,348)	9,930,188
Transactions with owners, in their capacity as owners, and other transfers:					
Shares issued	-	-	-	-	-
Shares to be issued	-	-	-	-	-
Share issue costs	-	-	-	-	-
Options expired	-	114,000	(114,000)	-	-
Option reserve	-	-	-	-	-
Balance at 30 June 2025	29,420,419	(19,885,097)	418,214	(23,348)	9,930,188

The accompanying notes form part of these financial statements.

**CONSOLIDATED CASH FLOW
STATEMENT**
For the year ended 30 June 2025

	Note	2025 \$	2024 \$
Cash Flows from Operating Activities			
Receipts from services agreements		92,213	118,196
Payments to suppliers and employees		(1,203,459)	(1,417,615)
Interest received and bill discounts received		179,672	155,559
<i>Net cash used in operating activities</i>	19	(931,574)	(1,143,860)
Cash Flows from Investing Activities			
Purchase of equity investments		(95,332)	(258,500)
Payments for exploration and evaluation		(1,528,418)	(1,755,876)
Payments for purchase of exploration assets		-	(449,009)
Proceeds from sale of equity investments		391,382	2,963,125
Proceeds from term deposit bond		(3,028)	(10,640)
<i>Net cash used in investing activities</i>		(1,235,396)	489,100
Cash Flows from Financing Activities			
Proceeds from issue of share		-	1,989,000
Share issue costs		-	(119,335)
<i>Net cash provided by financing activities</i>		-	1,869,665
Net increase/(decrease) in cash held		(2,166,970)	1,214,905
Cash and cash equivalents at beginning of the financial year		5,033,336	3,818,431
Cash and cash equivalents at end of the financial year	7	2,866,366	5,033,336

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

1. STATEMENT OF MATERIAL ACCOUNTING POLICIES

These consolidated financial statements and notes represent those of Cazaly Resources Limited (**the Company** or **Cazaly**) and its controlled entities (**the Group**). Cazaly Resources Limited is a listed public company, incorporated and domiciled in Australia.

The financial statements were authorised for issue on 19 September 2025 by the Directors of the Company.

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out in accounting policies that the AASB has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

These financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Going Concern

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Group incurred a loss after tax for the year of \$5,812,183 (2024: \$892,253) and net cash outflows from operating activities of \$931,574 (2024: \$1,143,860). There was a working capital surplus of \$2,443,377 at 30 June 2025 compared to a surplus of \$4,796,138 at 30 June 2024. The Company also has access to financial assets that are valued at \$342,836 (2024: \$588,949).

Pending the outcome of various transactions, the Group could have tenement and exploration commitments of \$636,667 (2024: \$1,807,926) due within the next twelve months.

The Directors have prepared a cash flow forecast, which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12-month period from the date of signing this financial report. Based on the cash flow forecasts and other factors referred to above, the Directors are satisfied that the going concern basis of preparation is appropriate because:

- the Directors have an appropriate plan to raise additional funds as and when it is required. Considering the Group's current exploration projects, the Directors believe that the additional capital required can be raised in the market; and
- the Directors have an appropriate plan to contain certain operating and exploration expenditure if appropriate funding is unavailable; and
- the Directors will divest its interest in financial assets held for trading as and when required to fund ongoing expenditure.

(a) Principles of Consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by the Company at the end of the reporting period. A controlled entity is any entity over which the Company has the power to govern the financial and operating policies to obtain benefits from the entity's activities. Control will generally exist when the parent owns, directly or indirectly through subsidiaries, more than half of the voting power of an entity. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are also considered.

Where controlled entities have entered or left the Group during the year, the financial performance of those entities are included only for the period of the year that they were controlled. A list of controlled entities, at 30 June 2025 is contained in Note 21 to the financial statements.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the Group have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the Company.

Non-controlling interests, being the equity in a subsidiary not attributable, directly or indirectly, to a parent, are shown separately within the Equity section of the consolidated Statement of Financial Position and Statement of Profit or Loss and other Comprehensive Income. The non-controlling interest in the net assets comprises their interests at the date of the original business combination and their share of changes in equity since that date.

(b) Plant and Equipment

Plant and equipment are stated at cost less accumulated depreciation and impairment. The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed based on the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

(c) Depreciation

Depreciation is provided on plant and equipment. Depreciation is calculated on a straight-line basis to write off the net cost or other revalued amount of each asset over its expected useful life to its estimated residual value.

The depreciation rates used for each class of depreciable assets are plant and equipment (40%) and motor vehicles (22.5%). The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the Statement of Profit or Loss and other Comprehensive Income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

(d) Exploration, Evaluation and Development Expenditure

Costs incurred during exploration and evaluations relating to an area of interest are accumulated. Costs are carried forward to the extent they are expected to be recouped through successful development, or by sale, or where exploration and evaluation activities have not yet reached a stage to allow a reasonable assessment regarding the existence of economically recoverable reserves. In these instances, the entity must have rights of tenure to the area of interest and must be continuing to undertake exploration operations in the area.

Accumulated costs carried forward in respect of an area of interest that is abandoned are written off in full against profit in the year in which the decision to abandon the area is made. When production commences, the accumulated costs for the relevant area of interest will be amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to capitalise costs in relation to that area of interest.

Costs of site restoration are provided over the life of the project from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been estimated of future costs, current legal requirements and technology on an undiscounted basis.

(e) Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, are transferred to entities in the consolidated group are classified as finance leases. Finance leases are capitalised by recording an asset and a liability equal to the present value of the minimum lease payments, including any guaranteed residual values. Leased assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease term.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

(f) Financial Instruments

Financial Assets

Initial Recognition and Measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

For a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and

either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive outstanding contractual amounts in full before considering any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate.

All financial liabilities are recognised at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables.

(g) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks and other short-term highly liquid investments with maturity dates of three to six months or less.

(h) Trade and Other Receivables

Trade receivables, which generally have 30–60-day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An allowance for doubtful debts is made when there is objective evidence that the entity will not be able to collect the debts. Bad debts are written off when identified.

(i) Revenue and Other Income

Revenue from the sale of goods is recognised upon the delivery of goods to customers. Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets. Revenue from the rendering of a service is recognised upon the delivery of the service to the customers. All revenue is stated net of the amount of goods and services tax (GST).

Operating revenue

Revenue from the rendering of services is recognised upon the delivery of the service to the customer.

Interest revenue

Interest revenue is recognised using the effective interest rate method.

(j) Impairment of Assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is recognised immediately in profit or loss unless the asset is carried at a revalued amount in accordance with another standard (eg in accordance with the revaluation model in AASB 116). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

(k) Goods and Services Tax (GST)

Revenues, expenses, and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office ("ATO"). In these circumstances GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the cash flow statement on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

(l) Taxation

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

The current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

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

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

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

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

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled, and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation, and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Cazaly and its wholly owned Australian subsidiaries have formed an income tax consolidated group under tax consolidation legislation.

(m) Trade and Other Payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the company prior to the end of the financial year that are unpaid and arise when the company becomes obliged to make future payments in respect of the purchase of these goods and services.

(n) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result, and that outflow can be reliably measured.

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

(o) Share Based Payments

The Group operates equity-settled share-based payment employee share and option schemes. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the good or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is shown in the option reserve.

The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using a Black-Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

(p) Issued Capital

Issued and paid-up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(q) Earnings Per Share

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

Diluted earnings per share is calculated as net earnings attributable to members, adjusted for costs of servicing equity (other than dividends) and preference share dividends; the after tax effect of dividends and interest associated with dilutive potential ordinary shares that would have been recognised as expenses; and other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(r) Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled.

(s) Interest in Joint Operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When a Group entity undertakes its activities under joint operations, the Group as a joint operator recognises in relation to its interest in a joint operation:

its assets, including its share of any assets held jointly;

- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the AASBs applicable to the particular assets, liabilities, revenues and expenses.

When a Group entity transacts with a joint operation in which a Group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a Group entity transacts with a joint operation in which a Group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

(t) Critical Accounting Estimates and Judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

Key Judgements – Exploration and evaluation expenditure

Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current. These costs are carried forward in respect of an area that has not at balance sheet date reached a stage that permits reasonable assessment of the existence of economically recoverable reserves, refer to the accounting policy stated in note 1(d).

Key Judgements – Share based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using a Black-Scholes option pricing model.

Key Judgments – Environmental issues

Balances disclosed in the financial statements and notes thereto are not adjusted for any pending or enacted environmental legislation, and the directors understanding thereof. At the current stage of the company's development and its current environmental impact the directors believe such treatment is reasonable and appropriate.

Key Estimate – Taxation

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of directors. These estimates consider both the financial performance and position of the company as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by the Australian Taxation Office.

(u) Fair value measurements

The Group measures and recognises the asset, 'Financial assets held for trading' at fair value on a recurring basis after initial recognition.

The Group does not subsequently measure any liabilities at fair value on a non-recurring basis.

(i) Fair Value Hierarchy

AASB 13: *Fair Value Measurement* requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1	Level 2	Level 3
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

(ii) Valuation techniques

The Company selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation technique selected by the Company is the *Market approach whereby* valuation techniques use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.

When selecting a valuation technique, the Company gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable. The following table provides the fair values of the Company's assets and liabilities measured and recognised on a recurring basis after initial recognition and their categorisation within the fair value hierarchy:

30 June 2025					
Recurring fair value measurements	Note	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<i>Financial assets at fair value through profit or loss:</i>					
Australian listed shares at fair value		242,836	-	-	242,836
Australian unlisted shares at fair value		-	100,000	-	100,000
		242,836	100,000	-	342,836
30 June 2024					
Recurring fair value measurements	Note	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<i>Financial assets at fair value through profit or loss:</i>					
Australian listed shares at fair value		488,949	-	-	488,949
Australian unlisted shares at fair value		-	100,000	-	100,000
		488,949	100,000	-	588,949

(v) Leases

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

Group as a lessee

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

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets (office premises) are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. This is 3 years.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

ii) Lease liabilities

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

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

The Group's lease liabilities are included in Interest-bearing loans and borrowings, refer note 26.

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

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

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Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(w) New, revised or amending accounting standards and interpretations adopted

Adoption of new and revised Accounting Standards

The Group has adopted all new and revised Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to its operations.

Standards and Interpretations in issue not yet adopted

The Group has reviewed the new and revised Standards and Interpretations on issue not yet adopted for the year ended 30 June 2025 and determined that there is no material impact of the Standards and Interpretations in issue not yet adopted by the Company.

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

	2025	2024
	\$	\$
2. REVENUE & OTHER INCOME		
Revenue from Continuing Operations		
- interest received	179,672	155,559
- recoupment of office costs on-charged	107,635	141,907
	<u>287,307</u>	<u>297,466</u>
Other Income		
- government grant received	-	-
- other	34,324	53,335
	<u>34,324</u>	<u>53,335</u>

3. PROFIT/(LOSS) FOR THE YEAR

Profit/(loss) before income tax from continuing operations includes the following specific expenses:

Expenses

Administrative expenses		
Consulting	29,750	42,093
Advertising, printing and stationery	6,058	7,596
Travel and accommodation	47,987	37,743
Memberships	31,249	40,122
Insurance	69,675	73,467
Other	144,508	257,874
	<u>329,227</u>	<u>458,895</u>
Compliance and regulatory expenses		
ASX, ASIC, registry and secretarial	197,339	203,159
Legal	55,221	19,486
	<u>252,560</u>	<u>222,645</u>
Employee Benefits		
Superannuation	92,886	90,007

4. KEY MANAGEMENT PERSONNEL

Interests of Key Management Personnel

Refer to the remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the Company's key management personnel for the year ended 30 June 2025. The totals of remuneration paid to key management personnel of the Company during the year are as follows:

Short-term employee benefits	518,000	518,000
Post-employment benefits	52,440	50,160
Termination benefits	-	-
Other long-term benefits	-	-
Share based payments	-	-
	<u>570,440</u>	<u>568,160</u>

A total of \$294,833 (2024: \$130,333) was capitalised to exploration expenditure.

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

Related Party Information

The Company paid \$58,400 (2024: \$57,480) for the provision of Company Secretarial services to Galan Lithium Ltd. Galan Lithium Ltd is considered by the Company to be a related Party, as a Galan Non-Executive Director, Mr Terry Gardiner, is also a director of Cazaly Resources Ltd.

The Company paid \$Nil (2024: \$119,335 plus 5 million unlisted options (exercisable at \$0.045 on or before 13 December 2026) for the provision of Lead Manager services to Barclay Wells Ltd. Barclay Wells is considered to be a related Party, as a Barclay Wells executive director, Mr Terry Gardiner, is also a director of Cazaly Resources Ltd.

	2025 \$	2024 \$
5. AUDITORS REMUNERATION		
Remuneration of the auditor for:		
- Auditing or reviewing the financial report	28,521	24,379
	<u>28,521</u>	<u>24,379</u>
6. INCOME TAX EXPENSE		
The components of the tax expense/(income) comprise:		
Current tax	-	-
Deferred tax	-	-
	<u>-</u>	<u>-</u>
(a) The prima facie tax on profits/(losses) from ordinary activities before income tax is reconciled to the income tax as follows:		
Profit/(loss) from continuing operations	(5,812,183)	(892,253)
Prima facie tax benefit on loss from ordinary activities before income tax at 25% (2024: 25%)	<u>(1,453,046)</u>	<u>(223,063)</u>
Add/(subtract):		
Tax effect of:		
Other non-allowable items	630,714	21,000
Effect of tax losses derecognised	687,827	300,593
Current year capital losses not recognised	32,260	15,900
Movement in unrecognised temporary differences	<u>102,245</u>	<u>(244,430)</u>
Income tax expense (benefit) attributable to entity	<u>-</u>	<u>-</u>
(b) Recognised deferred tax assets at 25% (2024: 25%) comprise the following:		
Carry forward revenue losses	1,013,577	1,335,668
Capital raising and future black hole deductions	4,635	6,952
Provisions and accruals	121,848	120,728
Other	<u>29,223</u>	<u>114,406</u>
	1,169,283	1,577,754
Less: Set off of deferred tax liabilities	<u>(1,169,283)</u>	<u>(1,577,754)</u>
	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

	2025 \$	2024 \$
Recognised deferred tax assets at 25% (2024: 25%) comprise the following:		
Prepayments	(3,170)	(1,311)
Exploration expenditure	(1,140,076)	(1,526,371)
ROU assets	(26,037)	(50,072)
	(1,169,283)	(1,577,754)
Less: Set off of deferred tax asset	1,169,283	1,577,754
	-	-
(c) Deferred tax recognised directly in equity:		
Relating to equity raising costs	-	-
	-	-
(d) Unrecognised deferred tax assets at 25% (2024: 25%) comprise the following:		
Deferred tax assets have not been recognized in respect to the following as they are not considered to have met the recognition criteria:		
Deductible temporary differences	375,529	419,184
Tax capital losses	178,160	145,900
Tax revenue losses	2,937,719	2,146,240
	3,491,408	2,711,324

The corporate tax rates on both recognised and unrecognised deferred tax assets and deferred tax liabilities have been calculated with respect to the tax rate that is expected to apply in the year the deferred tax asset is realised, or the liability is settled.

7. CASH AND CASH EQUIVALENTS

Cash at bank	2,866,166	5,033,136
Petty cash	200	200
	2,866,366	5,033,336

8. TRADE AND OTHER RECEIVABLES

Current

Trade receivables	15,422	23,711
Other receivables	36,397	12,049
	51,819	35,760

Other receivables normally have 30–60-day terms. At 30 June 2025 and 30 June 2024 there were no receivables due from companies related to the Directors.

Non-Current

Bonds	63,347	60,319
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Bonds are term deposits, held by way of bank guarantee.

9. FINANCIAL ASSETS

Current

Financial assets, at fair value through profit or loss:

Australian listed shares at fair value	242,836	488,949
Australian unlisted shares at fair value	100,000	100,000
	342,836	588,949

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

	2025 \$	2024 \$
10. PROPERTY, PLANT AND EQUIPMENT		
Plant and Equipment		
At cost	351,386	351,386
Accumulated depreciation	(344,221)	(339,467)
	<u>7,165</u>	<u>11,919</u>
Motor Vehicle		
At cost	65,878	65,878
Accumulated depreciation	(64,252)	(63,781)
	<u>1,626</u>	<u>2,097</u>
	<u>8,791</u>	<u>14,016</u>

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and end of the current financial year.

	2025		
	Plant and Equipment	Motor Vehicles	Total
	\$	\$	\$
Balance at the beginning of the year	11,919	2,097	14,016
Additions	-	-	-
Disposals/write offs	-	-	-
Depreciation expense	(4,754)	(471)	(5,225)
Carrying amount at the end of the year	<u>7,165</u>	<u>1,626</u>	<u>8,791</u>

	2024		
	Plant and Equipment	Motor Vehicles	Total
	\$	\$	\$
Balance at the beginning of the year	17,865	2,706	20,571
Additions	-	-	-
Disposals/write offs	-	-	-
Depreciation expense	(5,946)	(609)	(6,555)
Carrying amount at the end of the year	<u>11,919</u>	<u>2,097</u>	<u>14,016</u>

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

	2025 \$	2024 \$
11. EXPLORATION AND EVALUATION ASSETS		
Non-Current		
Costs carried forward in respect of areas of interest in:		
Exploration and evaluation phases at cost	6,976,688	10,195,974
Movement – exploration and evaluation		
Brought forward	10,195,974	7,537,893
Exploration expenditure capitalised during the year	1,663,026	1,708,775
Acquisitions	-	1,127,737
Exploration expenditure capitalised on tenements sold during the year	-	-
Capitalised expenditure on tenements sold	-	-
Exploration expenditure written off	(4,882,312)	(178,431)
	6,976,688	10,195,974

Exploration expenditure, including tenement acquisitions, totalled \$1,663,026 for the year (2024: \$2,836,512). The main expenditure was on its Goongarrie project, the Carb project in Canada, the continued good standing of Ashburton and Halls Creek tenements and new project generation. Exploration expenditure written off for the year was \$4,882,312 (2024: \$178,431) and mainly related to the write off of original acquisition costs and expenditures on its Ashburton, Lyons, Sundown and Kaoko projects plus costs associated with new project generation.

The value of the Group's interest in exploration expenditure is dependent upon:

- the continuance of the Group's rights to tenure of the areas of interest;
- the results of future exploration; and
- the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

12. TRADE AND OTHER PAYABLES

Current

Trade creditors	252,123	41,417
Other creditors and accrued expenses	48,924	62,175
	301,047	103,592

Creditors are non-interest bearing and settled on 30–45-day terms.

13. PROVISIONS

Current

Provision for annual leave	44,083	41,459
Provision for long service leave	38,044	37,953
	82,127	79,412

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

	2025	2024
	\$	\$

14. ISSUED CAPITAL

461,302,991 fully paid ordinary shares (2024: 461,302,991) with no par value

29,420,419 29,420,419

Share Movements

	30 June 2025 Number	30 June 2025 \$	30 June 2024 Number	30 June 2024 \$
Balance at the beginning of the year	461,302,991	29,420,419	371,821,793	26,704,021
Issue of shares – finders fee (i)	-	-	4,115,663	168,000
Issue of shares – Sundown Li Project (ii)	-	-	19,065,535	678,733
Issue of shares – \$0.03 placement (iii)	-	-	59,633,333	1,789,000
Issue of shares – \$0.03 placement (iv)	-	-	6,666,667	200,000
Balance at the end of the year	461,302,991	29,420,419	461,302,991	29,539,754
Share issue costs	-	-	-	(119,335)
	461,302,991	29,420,419	461,302,991	29,420,419

- (i) Shares issued to Exiro Minerals Corp (value CDN\$150,000) as part of a consulting and finder's fee agreement in relation to the Company's Canadian projects (shares issued 24 July 2023).
- (ii) Shares issued to IMinerals Corp as per the terms and conditions of an agreement for a 25% interest in the Sundown project in Quebec (shares issued 11 August 2023).
- (iii) Shares issued as per the terms and conditions of a placement announced on 27 November 2023 (56,666,666 shares issued on 6 December 2023 and 2,966,667 shares issued on 7 December 2023).
- (iv) Upon receipt of shareholder approval, 6,666,667 shares were issued to a director (Mr Terry Gardiner or his nominee) as per the terms and conditions of a placement announced on 27 November 2023 (shares issued 21 June 2024).

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held and in proportion to the amount paid up on the shares held. At shareholders meetings each ordinary share is entitled to one vote in proportion to the paid-up amount of the share when a poll is called, otherwise each shareholder has one vote on a show of hands.

Option Movements

Exercise Period	Exercise Price	Number on issue at 30 June 2024	Issued during the year	Exercised/Expired/Cancelled	Number on issue at 30 June 2025
On or before 12/10/24	\$0.056	1,500,000	-	(1,500,000)	-
On or before 12/10/25	\$0.056	1,500,000	-	-	1,500,000
On or before 5/8/24	\$0.06	500,000	-	(500,000)	-
On or before 25/11/25	\$0.047	2,000,000	-	-	2,000,000
On or before 13/12/26	\$0.045	5,000,000	-	-	5,000,000
		10,500,000	-	(2,000,000)	8,500,000

Equity Based Payments

Options are issued to directors, employees and consultants. The options may be subject to performance criteria, and are issued to directors, employees and consultants to increase goal congruence between executives, directors and shareholders. Options carry no dividend or voting rights.

No share options issued during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

Capital risk management

The Board controls the capital of the Group in order to provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern. The Group's capital includes ordinary share capital. There are no externally imposed capital requirements. The working capital position of the Group at 30 June 2025 and 30 June 2024 are as follows:

	2025 \$	2024 \$
Cash and cash equivalents	2,866,366	5,033,336
Trade and other receivables	51,819	35,760
Financial assets	342,836	588,949
Current liabilities	(487,487)	(278,203)
Working capital position	<u>2,773,535</u>	<u>5,379,842</u>

15. OPTION RESERVE

Opening balance	532,214	503,690
Equity based payments (refer note 14)	-	52,722
Transfer to Accumulated Losses	(114,000)	(24,198)
Closing balance	<u>418,214</u>	<u>532,214</u>

This reserve records the value of equity benefits provided to employees, consultants and directors as part of their remuneration, share based payments to third parties and option consideration for any acquisitions.

16. ACCUMULATED LOSSES

Opening balance	(14,193,834)	(13,326,581)
Net earnings/(loss) attributable to members	(5,805,263)	(891,451)
Transfer from Option Reserve	114,000	24,198
Closing balance	<u>(19,885,097)</u>	<u>(14,193,834)</u>

17. FINANCIAL RISK MANAGEMENT

The Group's principal financial instruments comprise receivables, payables, held-for-trading investments, cash and short-term deposits.

The Board of Directors has overall responsibility for the oversight and management of the Group's exposure to a variety of financial risks (including fair value interest rate risk, credit risk, liquidity risk and cash flow interest rate risk). The Group's risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

Maturity profile of financial instruments

The following tables detail the Group's exposure to interest rate risk as at 30 June 2025 and 30 June 2024:

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

30 June 2025	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non- interest bearing	2025 Total
	\$	\$	\$	\$
Financial assets				
Cash and cash equivalents	366,166	2,500,000	200	2,866,366
Trade and other receivables	-	63,347	51,819	115,166
Financial assets – held for trading	-	-	342,836	342,836
	366,166	2,563,347	394,855	3,324,368
Weighted average effective interest rate	3.34%			
Financial Liabilities				
Trade and other payables	-	-	301,047	301,047
	-	-	301,047	301,047

30 June 2024	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non- interest bearing	2024 Total
	\$	\$	\$	\$
Financial assets				
Cash and cash equivalents	783,136	4,250,000	200	5,033,336
Trade and other receivables	-	60,319	35,760	96,079
Financial assets – held for trading	-	-	588,949	588,949
	783,136	4,310,319	624,909	5,718,364
Weighted average effective interest rate	4.18%			
Financial Liabilities				
Trade and other payables	-	-	103,593	103,593
	-	-	103,593	103,593

Net Fair Values

The carrying value and net fair values of financial assets and liabilities at balance date are:

	2025		2024	
	Carrying Amount	Net fair Value	Carrying Amount	Net fair Value
	\$	\$	\$	\$
Financial assets				
Cash and deposits	2,866,366	2,866,366	5,033,336	5,033,336
Receivables	115,166	115,166	96,079	96,079
Investment held for trading	342,836	342,836	588,949	588,949
	3,324,368	3,324,368	5,718,364	5,718,364
Financial liabilities				
Payables	301,047	301,047	103,593	103,593
	301,047	301,047	103,593	103,593

The financial instruments recognised at fair value in the statement of financial position have been analysed and classified using a fair value hierarchy reflecting the significance of the inputs used in making the measurements. All financial instruments measured at fair value are level one, meaning fair value is determined from quoted prices in active markets for identical assets.

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

Interest rate risks

The Group's exposure to market interest rates relates to cash deposits held at variable rates. The Board constantly analyses its interest rate exposure. Within this analysis consideration is given to potential renewals of existing positions.

Credit risk

The maximum exposure to credit risk at balance date is the carrying amount (net of provision of doubtful debts) of those assets as disclosed in the Statement of Financial Position and notes to the financial statements. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group's exposure and the credit ratings of its counterparties are continuously monitored, and the aggregate value of transactions concluded is spread amongst approved counterparties.

Credit risk related to balances with banks and other financial institutions is managed by the Board. The Board's policy requires that surplus funds are invested with counterparties with a Standard & Poor's rating of at least AA-. The Group's surplus funds are invested with AA- rated financial institutions, the amount is \$2,866,366 (2024: \$5,033,336).

Liquidity risk

The responsibility for liquidity risk management rests with the Board. The Group manages liquidity risk by maintaining sufficient cash or credit facilities to meet the operating requirements of the business and investing excess funds in highly liquid short-term investments.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Sensitivity Analysis – Interest Rate Risk

The Company has performed sensitivity analysis relating to its exposure to interest rate risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in these risks.

	2025	2024
	\$	\$
Change in loss		
• Increase in interest rate by 100 basis points	28,607	50,178
• Decrease in interest rate by 100 basis points	(28,607)	(50,178)
Change in equity		
• Increase in interest rate by 100 basis points	21,455	37,921
• Decrease in interest rate by 100 basis points	(21,455)	(37,921)

18. EARNINGS PER SHARE ATTRIBUTABLE TO MEMBERS

a) Reconciliation of earnings to profit or loss:

Earnings/(loss) for the year	(5,805,263)	(891,451)
Earnings/(loss) used to calculate basic and diluted EPS	(5,805,263)	(891,451)

2025	2024
No. of Shares	No. of Shares

b) Basic and diluted weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS

461,302,991	461,302,991
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NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

19. CASH FLOW INFORMATION

	2025 \$	2024 \$
Reconciliation of cash flows from operating activities with profit/(loss) after income tax		
Profit/(Loss) after income tax	(5,812,183)	(892,253)
<i>Non-operating cash flows in loss for the year:</i>		
Depreciation	101,363	100,503
Net (Gain)/ Loss on sale of shares	(87,364)	(675,625)
Finance costs on lease	(95,199)	(86,954)
Employee & Consultant equity settled transactions	-	52,722
Fair value adjustment to investments	37,428	250,167
Exploration write-off	4,882,312	178,431
<i>Changes in assets and liabilities:</i>		
Decrease/(increase) in trade receivables and prepayments	(17,977)	(11,547)
Increase/(decrease) in trade payables, accruals and employee entitlements	60,046	(59,304)
Cash outflow from operations	(931,574)	(1,143,860)

20. COMMITMENTS

To maintain rights of tenure to mining tenements, the Group would have the following discretionary exploration expenditure requirements up until expiry of leases. These obligations, which are subject to renegotiation upon expiry of the leases, are not provided for in the financial statements and may be payable:

No longer than one year	145,000	1,807,926
Longer than one year, but not longer than five years	491,667	2,294,355
Longer than five years	-	-
	636,667	4,102,281

If the Group decides to relinquish certain leases and/or does not meet these obligations, assets recognised in the statement of financial position may require review to determine the appropriateness of carrying values. The sale, transfer or farm-out of exploration rights to third parties will reduce or extinguish these obligations.

21. OPERATING SEGMENTS

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board in assessing performance and determining the allocation of resources. The Group is managed primarily on the basis of its exploration and corporate activities. Operating segments are determined on the same basis.

Exploration

Segment assets, including acquisition cost of exploration licenses, all expenses related to the tenements and profit on sale of tenements are reported in this segment.

Segment assets and liabilities

Where an asset is used across multiple segments, the asset is allocated to the segment that receives the majority of economic value from the asset. In the majority of instances, segment assets are clearly identifiable on the basis of their nature and physical location. Unless indicated otherwise in the segment assets note, deferred tax assets and intangible assets have not been allocated to operating segments.

Liabilities are allocated to segments where there is direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables.

Unallocated items

Non-recurring items of revenue or expenses are not allocated to operating segments as they are not considered part of the core operations of any segment.

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

2025	Exploration \$	Unallocated \$	Total \$
Revenue			
Interest received	-	179,672	179,672
Gain on Sale of Shares	-	87,364	87,364
Other	30,153	111,806	141,959
Total segment revenue	30,153	378,842	408,995
Segment net operating profit (loss) before tax	(4,852,159)	(960,024)	(5,812,183)
Depreciation	-	101,363	101,363
Impairment of exploration assets	4,882,312	-	4,882,312
Share based payments	-	-	-
Segment assets	6,976,688	3,449,987	10,426,674
Exploration expenditure	6,976,688	-	6,976,688
Property, plant & equipment	-	8,791	8,791
Segment liabilities	252,677	243,810	496,487
2024	Exploration \$	Unallocated \$	Total \$
Revenue			
Interest received	-	155,559	155,559
Gain on Sale of Shares	-	675,625	675,625
Other	53,335	141,907	195,242
Total segment revenue	53,335	973,091	1,026,426
Segment net operating profit (loss) before tax	(125,096)	(767,157)	(892,253)
Depreciation	-	100,503	100,503
Impairment of exploration assets	178,431	-	178,431
Share based payments	-	52,722	52,722
Segment assets	10,195,974	5,937,912	16,133,886
Exploration expenditure	10,195,974	-	10,195,974
Property, plant & equipment	-	14,016	14,016
Segment liabilities	112,009	279,509	391,518

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NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

	2025 \$	2024 \$
22. PARENT ENTITY DISCLOSURES		
(a) Statement of financial position		
Assets		
Current assets	2,930,845	5,069,402
Non-current assets	7,577,101	10,313,918
Total assets	10,507,946	15,383,320
Liabilities		
Current liabilities	487,487	278,206
Non-current liabilities	9,000	113,312
Total liabilities	496,487	391,518
Equity		
Issued capital	29,420,419	29,420,419
Reserves:		
Equity settled employee benefits	418,214	759,128
Retained profits	(19,827,174)	(15,187,745)
Total Equity	10,011,459	14,991,802
(b) Statement of Profit or Loss and Other Comprehensive Income		
Total profit/ (loss)	(4,639,429)	(884,945)
Total comprehensive income	(4,639,429)	(884,945)

Loans to Controlled Entities

Loans are provided by Cazaly Resources Ltd ('the Parent') to its controlled entities for their respective operating activities. Amounts receivable from controlled entities are non-interest bearing with no fixed term of repayment. The eventual recovery of the loan will be dependent upon the successful commercial application of these projects or the sale to third parties.

23. EVENTS SUBSEQUENT TO REPORTING DATE

Apart from the sale of its Cheela Plains project for consideration of \$200,000 (as announced by Black Cat Syndicate on 10 July 2025), the Directors are not aware of any matters or circumstances at the date of the report, other than those referred to in this report or the financial statements or notes thereto, that has significantly affected or may significantly affect the operations, the results of operations or the state of affairs of the Group in subsequent financial years.

24. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Contingent Liabilities

Halls Creek

As announced on 12 November 2020, the Company acquired an 80% interest in the Halls Creek project from 3D Resources Limited bringing Cazaly to a 100% interest in the project. There is a contingent liability of \$250,000 due to 3D Resources Limited upon production of minerals in a commercial and saleable quantity and there is a royalty obligation to Vox Royalty Australia Pty Ltd on the tenement (M80/247). The royalty payable is a 1.5% net smelter return of production attributable to the tenement.

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

Contingent Assets

Parker Range

On 19 August 2019, the sale of Parker Range to Mineral Resources was completed pursuant to which Cazaly is entitled to a royalty at the rate of A\$0.50 for every dry metric tonne of iron ore extracted and removed from the Parker Range area after the first 10 million dry metric tonnes of production.

Hamersley

Following the sale of the Hamersley Iron Ore Project in 2021, to Equinox Resources Limited (ASX: EQN), the Company is entitled to a royalty interest of US\$0.30/tonne in the project. The project is located in the heart of the Pilbara iron ore province and currently has a total Mineral Resource estimate of 343.2 Mt at 54.5% Fe (reported in compliance with JORC Code 2012 – refer to Pathfinder's ASX Announcement dated 24 January 2020). Equinox continues to advance feasibility studies to progress the development of the project.

25. SHARE BASED PAYMENTS

The following table illustrates the number and weighted average exercise prices of and movements in all vested options on issue during the year (please also refer to Note 14 for further details on equity-based payments issued during the year):

	2025		2024	
	Number of Options	Weighted Ave Exercise Price \$	Number of Options	Weighted Ave Exercise Price \$
Balance at beginning of reporting period	10,500,000	0.048	8,500,000	0.056
Expired during the year	(2,000,000)	0.057	(4,500,000)	0.0593
Vested during the year	-	-	1,500,000	0.056
Issued during the year	-	-	5,000,000	0.045
Balance at end of reporting period	<u>8,500,000</u>	0.046	<u>10,500,000</u>	0.048
Exercisable at end of reporting period	<u>8,500,000</u>		<u>10,500,000</u>	

The options outstanding at 30 June 2025 had a weighted average remaining life of 1.00 years (2024 – 1.73 years). The weighted average fair value of the options outstanding at 30 June 2025 was \$0.015 (2024 – \$0.015).

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

26. RIGHT OF USE ASSETS AND LEASE LIABILITY

Right-of-use assets

	2025 \$	2024 \$
Office lease		
At carrying amount	200,287	11,637
Additions	-	288,413
Written off – Repairs & Maintenance	-	(5,815)
Less: Accumulated amortisation	(96,138)	(93,948)
	104,149	200,287

Leases

As of 30 June 2025, the net carrying amount of the office held under a lease arrangement is \$113,312 (2024 - \$208,511).

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period:

As at 1 July 2024	208,511	7,052
Additions	-	288,413
Accretions of interest	9,928	13,921
Payments	(105,127)	(100,875)
As at 30 June 2025	113,312	208,511
Current	104,312	95,199
Non-current	9,000	113,312

The following are the amounts recognised in profit or loss:

Depreciation	96,138	93,948
Interest expense on lease liabilities	9,928	13,921
Total amount recognised in profit or loss	106,066	107,869

In 2025, the Group had total cash outflows for leases of \$105,127 (2024: \$100,875).

NOTES TO THE FINANCIAL STATEMENTS

Cazaly Resources Limited Annual Report 2025

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Name	Type of Entity	% Owned	Country of Incorporation	Australian or foreign resident	Foreign tax jurisdiction of foreign residents
Parent Entity					
Cazaly Resources Limited	Body corporate	NA	Australia	Australia	Australia
Controlled Entities					
Cazaly Iron Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Sammy Resources Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Cazroy Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Baker Fe Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Baldock Fe Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Lockett Fe Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Hase Fe Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Vanrock Resources Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Discovery Minerals Pty Ltd	Body corporate	80%	Australia	Australia	Australia
Kunene North Pty Ltd	Body corporate	100%	Australia	Australia	Australia
Philco One Hundred & Seventy-Three (Pty) Ltd	Body corporate	95%	Namibia	Foreign	Namibia
Mulga Minerals Inc	Body corporate	100%	Canada	Foreign	Canada

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DIRECTORS' DECLARATION

Cazaly Resources Limited Annual Report 2025

In accordance with a resolution of the directors of Cazaly Resources Limited, the directors of the Company declare that:

1. the financial statements and notes, as set out, are in accordance with the Corporations Act 2001 and:
 - a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and
 - b. give a true and fair view of the financial position as at 30 June 2025 and of the performance for the year ended on that date of the consolidated group.
2. in the directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
3. in the directors' opinion the information disclosed in the consolidated entity disclosure statement is true and correct; and
4. the directors have been given the declarations required by s 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer.

On behalf of the Directors



Tara French
Managing Director
19 September 2025

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CAZALY RESOURCES LIMITED AND ITS CONTROLLED ENTITIES

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Cazaly Resources Limited ("the Company") and its subsidiaries ("the Consolidated Entity"), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the director's declaration.

In our opinion:

- a. the accompanying financial report of the Consolidated Entity is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2025 and of its financial performance for the year then ended; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
Evaluation and Evaluation Assets (Refer to Note 11) Exploration and evaluation is a key audit matter due to: • The significance of the balance to the Consolidated Entity's financial position. • The level of judgement required in evaluating management's application of the requirements of AASB 6 Exploration for and Evaluation of Mineral Resources. AASB 6 is an industry specific accounting standard requiring the application of significant judgements, estimates and industry knowledge. This includes specific requirements for expenditure to be capitalised as an asset and subsequent requirements which must be complied with for capitalised expenditure to continue to be carried as an asset.	Our procedures included, amongst others: • Assessed management's determination of its areas of interest for consistency with the definition in AASB 6. This involved analysing the tenements in which the consolidated entity holds an interest and the exploration programs planned for those tenements. • For each area of interest, we assessed the Consolidated Entity's rights to tenure by corroborating to government registries and evaluating agreements in place with other parties as applicable; • We tested the additions to capitalised expenditure for the year by evaluating a sample of recorded expenditure for consistency to underlying records, the capitalisation requirements of the Consolidated Entity's accounting policy and the requirements of AASB 6; • We considered the activities in each area of interest to date and assessed the planned future activities for each area of interest by evaluating budgets for each area of interest. • We assessed each area of interest for one or more of the following circumstances that may indicate impairment of the capitalised expenditure: ○ the licenses for the right to explore expiring in the near future or are not expected to be renewed; ○ substantive expenditure for further exploration in the specific area is neither budgeted or planned; ○ decision or intent by the Consolidated Entity to discontinue activities in the specific area of interest due to lack of commercially viable quantities of resources; and ○ data indicating that, although a development in the specific area is likely to proceed, the carrying amount of the exploration asset is unlikely to be recovered in full from successful

Key Audit Matter	How our audit addressed the Key Audit Matter
	development or sale; and We assessed the appropriateness of the related disclosures in note 11 to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 30 June 2025, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the remuneration report and our related assurance opinion.

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

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

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error, and the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity'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 the directors either intend to liquidate the Consolidated Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, 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 Consolidated Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' 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 Consolidated Entity'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 financial report 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 Consolidated Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity audit. We remain solely responsible for our audit opinion.

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

We also provide the directors 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 the directors, we determine those matters that were of most significance in the audit of the financial report 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.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of Company, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis

MARK DELAURENTIS CA
Director

Dated this 19th day of September 2025
Perth, Western Australia

ADDITIONAL SHAREHOLDER INFORMATION

Cazaly Resources Limited Annual Report 2025

Additional information required by Australian Securities Exchange Limited and not shown elsewhere in this Annual Report is as follows. The information is provided as at **8 September 2025**.

DETAILS OF HOLDERS OF EQUITY SECURITIES

ORDINARY SHAREHOLDERS

There are 466,302,991 fully paid ordinary shares on issue, held by 2,185 shareholders. Each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person who is a member or a representative or a proxy of a member shall have one vote and on a poll every member present in person or by proxy or attorney or other authorised representative shall have one vote for each share held.

TWENTY LARGEST SHAREHOLDERS BY HOLDING

Ordinary Shareholders	Fully Paid Ordinary	
	Number	%
Kingsreef Pty Ltd (NB & DL Family A/c)	31,529,841	6.76
Mr Clive Bruce Jones (Alyse Investment A/c)	22,482,040	4.82
ACN 139 886 025 Pty Ltd	16,117,640	3.46
Mr Terry James Gardiner	14,666,667	3.15
Jetosea Pty Ltd	14,649,348	3.14
Mr Derek Patrick Knox	9,900,000	2.12
Citicorp Nominees Pty Ltd	9,827,965	2.11
Raymond Gardener & Hineaka Black (Tumeke S/Fund)	9,000,000	1.93
Mr C W Chalwell & Mr I W Wilson (Chalwell Pension Fund A/c)	8,000,000	1.72
Ms Tara French & Mr John William Kolichis	7,173,959	1.54
Mr Jose De Abreu	6,000,000	1.29
Cord Investments Pty Ltd (Andrew c Ferguson S/F A/C)	5,600,000	1.20
Widerange Corporation Pty Ltd	5,511,667	1.18
Kingsreef Pty Ltd	5,343,550	1.15
Estate Mr Nathan Bruce McMahon	4,793,755	1.03
Furnace Technologies Pty Ltd	4,585,000	0.98
BNP Paribas Noms Pty Ltd	4,474,100	0.96
Brevmar Pty Ltd (Glen Invest S/Fund)	4,200,000	0.90
Mr Thomas Francis Corr	4,000,000	0.86
Mr Dion Morrison	4,000,000	0.86
Buckland Capital Pty Ltd (D Millar S/F A/c)	4,000,000	0.86
Tilpa Pty Ltd (Tilpa Pty Ltd Staff S/F A/c)	4,000,000	0.86
	199,630,532	42.81%

VOTING RIGHTS

Subject to any rights or restrictions for the time being attached to any class or classes (at present there are none) at general meetings of shareholders or classes of shareholders:

- (a) each shareholder entitled to vote, may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- (c) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held, or in respect of which he/she has appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

HOLDERS OF NON-MARKETABLE PARCELS

There are 1,220 shareholders who hold less than a marketable parcel of shares.

ADDITIONAL SHAREHOLDER INFORMATION

Cazaly Resources Limited Annual Report 2025

DISTRIBUTION OF SHARE HOLDERS

	Ordinary Shares
1 to 1,000	123,040
1,001 to 5,000	1,452,407
5,001 to 10,000	1,997,260
10,001 to 100,000	29,065,980
100,001 and over	433,664,304
	466,302,991

SUBSTANTIAL SHAREHOLDERS

As at report date, the following shareholders are recorded as Substantial Shareholders pursuant to their last notices lodged in accordance with section 671B of the Corporations Act:

Substantial Shareholder	Ordinary Shares held
Nathan McMahon & associated entities	37,363,256
Clive Jones & associated entities	23,424,904

The shares and percentages held, as set out above, are based on the total issued share capital at the date of notification to the Company of the relevant substantial shareholder interest.

SHARE BUY-BACKS

There is no current on-market buy-back scheme.

OTHER INFORMATION

Cazaly Resources Limited, incorporated and domiciled in Australia, is listed on the Australian Securities Exchange (ASX code: CAZ).

INTEREST IN MINING TENEMENTS AS AT 8 SEPTEMBER 2025

AUSTRALIA

Managed by the Company:

Tenement	Project Name	Entity	% Interest
E 38/3864 *	Mt Venn	Sammy	100
E 38/3865	Mt Venn	Sammy	100
E 38/3904	Yamarna	Cazaly	100
E 38/3983 *	Yamarna	Cazaly	100
E 38/3995 *	Yamarna	Cazaly	100
E 38/4000 *	Yamarna	Cazaly	100
E 38/4002 *	Yamarna	Cazaly	100
E 45/6717 *	Yandi	Sammy	100
E 45/6721 *	Yandi	Sammy	100
E 80/5307	Halls Creek	Cazaly	100
M 80/0247	Mt Angelo	Cazaly	100
E 45/6979 *	Marble Bar	Sammy	100
E 45/6982 *	Marble Bar	Sammy	100
E 80/6106 *	Halls Creek	Sammy	100
E 29/1296 *	Marmion	Cazaly	100
E 29/1298 *	Marmion	Cazaly	100
E 29/1300 *	Marmion	Cazaly	100
E 29/0966	Goongarrie	Cazaly	#
E 29/0996	Goongarrie	Cazaly	#
E 29/1062	Goongarrie	Cazaly	#
P 29/2380	Goongarrie Au rights only	Cazaly	#
P 29/2381	Goongarrie	Cazaly	#
P 29/2412	Goongarrie	Cazaly	#
P 29/2413	Goongarrie	Cazaly	#
P 29/2531	Goongarrie	Cazaly	#
P 29/2533	Goongarrie	Cazaly	#
P 29/2588	Goongarrie	Cazaly	#
P 29/2656	Goongarrie	Cazaly	#
P 29/2675	Goongarrie	Cazaly	#
P 29/2676	Goongarrie	Cazaly	#
P 29/2467	Goongarrie Au rights only	Cazaly	#
P 29/2468	Goongarrie Au rights only	Cazaly	#

*applications

JV earn in with Brightstar Resources (ASX:BTR) up to 80% (see body of report for details)

Joint Venture Tenements not Managed by the Company:

Tenement	Project Name	Entity	% Interest
E 80/4808	McKenzie Springs	Sammy	30
E 38/3111	Mt Venn	Cazaly	20
E 38/3150	Mt Venn	Cazaly	20
E 38/3581	Mt Venn	Cazaly	20
E 09/2346	Errabiddy	Sammy	20
E 31/1019	Yilgangi	Cazaly	10
E 31/1020	Yilgangi	Cazaly	10
M 31/0427	Yilgangi	Cazaly	10

ADDITIONAL SHAREHOLDER INFORMATION

Cazaly Resources Limited Annual Report 2025

NAMIBIA

Tenement	Project Name	Entity	% Interest
EPL 9852	Abenab North	Kunene North	95

*application

CANADA

Claim Nos.	Project Name	Entity	% Interest
688637	Carb Lake	Mulga Minerals	100
688626	Carb Lake	Mulga Minerals	100
688571-688624	Carb Lake	Mulga Minerals	100
688532-688568	Carb Lake	Mulga Minerals	100

Claim Nos.	Project Name	Entity	% Interest
CDC2692045	Sundown	Mulga Minerals	25
CDC2692770 - CDC2692787	Sundown	Mulga Minerals	25
CDC2692815 - CDC2692823	Sundown	Mulga Minerals	25
CDC2692844 - CDC2692848	Sundown	Mulga Minerals	25
CDC2692852 - CDC2692856	Sundown	Mulga Minerals	25
CDC2692859 - CDC2692877	Sundown	Mulga Minerals	25
CDC2692879 - CDC2692895	Sundown	Mulga Minerals	25
CDC2694070 - CDC2694105	Sundown	Mulga Minerals	25
CDC2694124 - CDC2694125	Sundown	Mulga Minerals	25
CDC2694127 - CDC2694159	Sundown	Mulga Minerals	25
CDC2694805 - CDC2694810	Sundown	Mulga Minerals	25
CDC2702917 - CDC2706250	Sundown	Mulga Minerals	25
CDC2706265 - CDC2706281	Sundown	Mulga Minerals	25
CDC2706322 - CDC2706338	Sundown	Mulga Minerals	25
CDC2706489 - CDC2706503	Sundown	Mulga Minerals	25
CDC2712582 - CDC2712583	Sundown	Mulga Minerals	25
CDC2712591 - CDC2712594	Sundown	Mulga Minerals	25
CDC2714462 - CDC2714465	Sundown	Mulga Minerals	25
CDC2715879 - CDC2715880	Sundown	Mulga Minerals	25
CDC2719108 - CDC2719124	Sundown	Mulga Minerals	25
CDC2723400 - CDC2723414	Sundown	Mulga Minerals	25
CDC2728079 - CDC2728094	Sundown	Mulga Minerals	25
CDC2745317	Sundown	Mulga Minerals	25
CDC2745988 - CDC2746004	Sundown	Mulga Minerals	25
CDC2755227 - CDC2755282	Sundown	Mulga Minerals	25
CDC2755296 - CDC2755311	Sundown	Mulga Minerals	25
CDC2755573 - CDC2755584	Sundown	Mulga Minerals	25
CDC2756049 - CDC2756082	Sundown	Mulga Minerals	25
CDC2757063 - CDC2757095	Sundown	Mulga Minerals	25
CDC2757211 - CDC2757221	Sundown	Mulga Minerals	25
CDC2757594	Sundown	Mulga Minerals	25
CDC2757683	Sundown	Mulga Minerals	25
CDC2758850 - CDC2758982	Sundown	Mulga Minerals	25
CDC2759016 - CDC2759021	Sundown	Mulga Minerals	25
CDC2760330 - CDC2760335	Sundown	Mulga Minerals	25
CDC2706279 (a)	Sundown	Mulga Minerals	25
CDC2706328 (a)	Sundown	Mulga Minerals	25
CDC2706497 (a)	Sundown	Mulga Minerals	25
CDC2706498 (a)	Sundown	Mulga Minerals	25

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ADDITIONAL SHAREHOLDER INFORMATION

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CDC2712593 (a)	Sundown	Mulga Minerals	25
CDC2692860 (b)	Sundown	Mulga Minerals	25
CDC2692873 (b)	Sundown	Mulga Minerals	25
CDC2694129 (b)	Sundown	Mulga Minerals	25

502 Mining Claims are held 75% by IMinerals Corp

5 Mining Claims are held 75% by 1254704 B.C. LTD (a)

3 Mining Claims are held 75% by ILife Holdings Ltd (b)