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Annual Report

For the year ended 30 June 2025

MetalsGrove Mining Limited
Annual Report
30 June 2025

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Corporate Directory

Board of Directors

Richard Beazley	Independent Non-Executive Chair
Lijun Yang	Managing Director and CEO
Haidong Chi	Non-Executive Director
Luke Huang	Independent Non-Executive Director

Company Secretary

Rebecca Broughton

Registered Office

Level 2, 389 Oxford Street

Mount Hawthorn WA 6016

Telephone: 08 9380 6789

Email: info@metalsgrove.com.au

Website: www.metalsgrove.com.au

Share Registry

Automic Pty Ltd

Level 5, 191 St Georges Terrace

Perth WA 6000

Telephone: 1300 288 664

Email: hello@automic.com.au

Website: www.automic.com.au

Auditors

Hall Chadwick WA Audit Pty Ltd

283 Rokeby Road

Subiaco WA 6008

Securities Exchange Listing

Shares and options in MetalsGrove Mining Limited are quoted on the Australian Securities Exchange under trading codes MGA and MGAO respectively.

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DIRECTORS' REPORT

Your Directors' present their report on MetalsGrove Mining Limited (the **Company** or **MGA** or **MetalsGrove**) and its controlled entities (together referred to as the **Consolidated Entity** or the **Group**) for the financial year ended 30 June 2025.

Directors

The following persons held office as Directors of MetalsGrove Mining Limited during the financial year.

Name	Title	Appointed	Resigned
Richard Beazley	Independent Non-Executive Chair	22 Dec 2021	
Lijun Yang	Managing Director and CEO	11 Apr 2024	
Haidong Chi	Non-Executive Director	7 Jan 2022	
John Reynolds	Alternate Non-Executive Director to Haidong Chi	12 Mar 2024	10 Apr 2025
Peter Stern	Independent Non-Executive Director	15 Apr 2024	24 Sep 2025
Luke Huang	Independent Non-Executive Director	04 Sep 2024	

Company Secretary

Ms Rebecca Broughton was appointed Company Secretary on 28 February 2023.

Information on Directors

Richard Beazley	Independent Non-Executive Chair
Qualifications	B.Eng. (Mining), MBA, MAusIMM (CP), MAICD
Experience	Mr Beazley is an experienced mining engineer with 35 years of experience with a strong corporate, operational and technical background in the resources industry. Throughout Mr Beazley's career, he has worked on projects throughout Australia, Africa, North and South America. Mr Beazley's former roles include Chief Operating Officer of Sandfire Resources NL (ASX: SFR), Managing Director at Peak Resources Limited (ASX: PEK), General Manager Operations at Consolidated Minerals and General Manager – Southern Cross Operations at St Barbara Limited (ASX: SBM).
Interest in MGA Performance Rights and Options at the date of this report	Nil
Directorships held in other ASX listed entities in the last three years	Non-Executive Chair of Nova Minerals Limited (July 2024 to date). Non-Executive Director of Catalina Resources Ltd (August 2022 to June 2025).

Lijun Yang	Managing Director and CEO
Qualifications	B.Geo, MAIG, MSEG
Experience	Mr Yang has over 15 years' experience in geology and mineral exploration in both China and Australia. Mr Yang is bilingual in English and Mandarin and a Competent Person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Yang has served as exploration geologist, exploration manager, Executive Director and consultant to the board of KalNorth Gold Mines Limited (KGM) from 2013 to 2019.
Interest in MGA Shares, Performance Rights and Options at the date of this report	5,000,000 Fully Paid Ordinary Shares 5,000,000 Listed Options at $0.12, expiry 28 May 2027 4,500,000 Performance Rights, expiry 31 December 2027
Directorships held in other ASX listed entities in the last three years	Nil

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Haidong Chi	Non-Executive Director
Qualifications	B.BA, MBA, Mast.Fin
Experience	Mr Chi is one of the Co-founders of Kimberley Metals Group and KMG Mining Pty Ltd. Mr Chi has been the Managing Director of the company's business operations, liaising with key relevant stakeholders, driving strategic company growth, and responsible for the overall performance of the business for more than 20 years. Mr Chi has strong experience in market insights, strategic advice, business operations, financial performance, investments and ventures. He has delivered valued outcomes and maintained positive relations with business partners, shareholders and relevant authorities. Most recently, Mr Chi was a Vice President of US Capital Holdings Group, a US based private equity investment company that specialises in assisting Chinese companies gain access to international markets.
Interest in MGA Shares, Performance Rights and Options at the date of this report	10,660,000 Fully Paid Ordinary Shares 5,300,000 Listed Options at $0.12, expiry 28 May 2027
Directorships held in other ASX listed entities in the last three years	Nil

Luke Huang	Independent Non-Executive Director (appointed 4 September 2024)
Qualifications	CFA
Experience	Mr Huang is an accomplished Investment Director with extensive experience in Australia's resource operation and investment industry. Mr Huang has a solid background in economics and finance, demonstrated by his leadership as the Managing Director at Au Xingao Investment, where he successfully resolved high stakes litigation and secured significant assets for his company.
Interest in MGA Shares, Performance Rights and Options at the date of this report	2,628,171 Fully Paid Ordinary Shares 2,628,171 Listed Options at $0.12, expiry 28 May 2027
Directorships held in other ASX listed entities in the last three years	Nil

Peter Stern	Independent Non-Executive Director (resigned 24 September 2025)
Qualifications	BSc (Hons), FAICD
Experience	Mr Stern is a graduate of Monash University with a Bachelor of Science (geology major). Mr Stern's career has been in corporate advisory, spending six years with Macquarie Bank and three years with both UBS and Deutsche Bank. In 2000, Mr Stern established Metropolis Pty Ltd, a corporate advisory firm specialising in mergers and acquisitions, capital raisings and proxy contests. Mr Stern is a Fellow of the Australian Institute of Company Directors.

John Reynolds	Alternate Non-Executive Director to Haidong Chi (resigned 10 April 2025)
Qualifications	B.A. LL.B
Experience	Mr Reynolds has more than 20 years' experience in private practice as a lawyer in Australia and the United Kingdom and has worked in house with a number of mining companies. Mr Reynolds is currently the Commercial Manager at KMG Mining Pty Ltd.

Rebecca Broughton	Company Secretary
Qualifications	B.Com, CA, MAICD
Experience	Ms Broughton is a finance professional with 20 years' experience in both financial accounting and governance. Ms Broughton has worked for a number of listed companies in both financial and company secretarial roles.

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Meeting of Directors

The numbers of meetings of the Company's Board of Directors and of each Board committee held during the financial year ended 30 June 2025, and the numbers of meetings attended by each Director were:

	Board	
	A	B
Mr Richard Beazley	10	10
Mr Lijun Yang	10	10
Mr Haidong Chi	10	6
Mr Peter Stern	10	9
Mr Luke Huang	8	6
Mr John Reynolds	8	8

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

Principal Activities

The Group's principal activities for the period ended 30 June 2025 were exploration and project acquisition.

Dividends

No dividends have been declared or paid for the year ended 30 June 2025 (2024: Nil).

Operating Results and Financial Position

The net result of operations for the period ending 30 June 2025 was a loss of $2,413,561 (2024: $3,349,453).

Going Concern

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

For the year ended 30 June 2025 the Consolidated Entity incurred a loss of $2,413,561 (2024: $3,349,453) including non-cash impairment expense of $1,473,902 (2024: $2,409,940) and net cash outflows from operating and investing activities of $1,302,171 (2024: $2,483,062). As at balance date the Consolidated Entity had a working capital surplus of $1,358,635 (2024: $2,574,429) and minimum spend exploration commitments due within twelve months of $164,000 (2024: $307,000).

The Directors have prepared a cash flow forecast, which indicates that the Consolidated Entity 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, given the Consolidated Entity can defer discretionary expenditure in line with available funds.

Should the Group be unable to raise further capital beyond the next 12 months, a material uncertainty would exist as to whether the Group will be able to continue as a going concern, and it may be required to realise assets and extinguish liabilities other than in the ordinary course of business, with amounts realised potentially differing for those stated in the financial statements.

Review of Operations

Exploration Overview

The Company advanced its exploration strategy during the financial year, focusing on high-priority copper and gold assets across Australia while initiating a strategic expansion into West Africa. The Company's efforts were concentrated on advancing existing projects in the Northern Territory and Western Australia, alongside securing a foothold in Côte d'Ivoire through a gold-focused joint venture.

In the Northern Territory, activity occurred at the Bruce Gold-Copper Prospect, where the Company completed an initial program of surface mapping and sampling. This work targeted previously identified ferruginous quartz vein sets, some extending up to 2.8 km in length. High-grade rock chip samples were collected, returning gold values as high as 53.0 grams per tonne (g/t), alongside copper values of up to 2.66%.

At the nearby Edwards Creek Copper-Zinc Prospect, the Company conducted a four-hole reverse circulation (**RC**) drilling program totalling 508 metres. This campaign aimed to follow up on historical intersections, including a noted interval of 4.5 metres at 2.25% copper from previous drilling. A site visit was also undertaken to validate drill collar locations and map gossanous outcrops, confirming the presence of malachite staining.

In Western Australia, the Company was awarded exploration tenement ELA 77/3152 through a ballot process. Now referred to as the Leake Prospect, the tenement lies approximately 135 km south of Southern Cross and is considered prospective for copper and gold mineralisation. It is located adjacent to historical gold workings and within a geologically favourable region near the Great Southern Gold Mine operated by Forrestania Resources.

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As part of a broader refocus on high-potential gold and base metal opportunities, the Company divested several non-core assets during the year, including its Box Hole and Woodie Woodie North projects in the March 2025 quarter.

A major strategic milestone was achieved with the announcement of a binding term sheet for the acquisition of three exploration permits in Côte d'Ivoire, West Africa. The permits, which total approximately 950 square kilometres, are located in the central-western region of the country and lie on the same Birimian greenstone belt and structural trend as the 3.8-million-ounce Abujar Gold Mine. The tenements, Vavoua, Vavoua West, and Kounahiri West, are considered highly prospective, with favourable structural features identified through aeromagnetic surveys and strong gold anomalies reported from adjacent properties. The presence of artisanal mining within the permit areas further supports their exploration potential. The Company plans to commence fieldwork upon completion of the permitting process.

Corporate

Mr Luke Huang was appointed as an Independent Non-Executive Director on 4 September 2024.

Mr John Reynolds resigned on 10 April 2025 as Alternate Director to Mr Haidong Chi.

Mr Peter Stern resigned on 24 September 2025 as Non-Executive Director.

Material Business Risks

The Board of Directors review the key risks associated with conducting exploration and evaluation activities and steps to manage those risks. The key materials risks faced by the Group include:

Exploration

The mineral exploration licences comprising the Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company being able to maintain title to the mineral exploration licences comprising the Projects and obtaining all required approvals for their contemplated activities. In the event that exploration programs prove to be unsuccessful this could lead to a diminution in the value of the Projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration licences comprising the Projects.

Tenure, Access and Grant of Applications

Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements is subject to compliance with the applicable mining legislation and regulations and the discretion of the relevant mining authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in Australia.

The Company considers the likelihood of foreign tenure forfeiture as a material risk in its ongoing operations and incorporates this assessment into its strategic planning and risk management framework. Management evaluates political, legal and regulatory conditions in the relevant jurisdictions, together with the Company's ability to comply with local tenure requirements.

Native Title and Aboriginal Heritage

In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

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The land under the Projects is subject to Native Title Determinations that native title exists in relation to parts of the land subject of those tenements. In addition, several of the tenements that comprise the Bruce Project contain Aboriginal heritage sites of significance which have been registered with the Department of Indigenous Affairs. The existence of the Aboriginal heritage sites within these tenements can lead to restrictions on the areas that the Company will be able to explore and mine.

The Directors will closely monitor the potential effect of native title claims or Aboriginal heritage matters involving tenements in which the Company has or may have an interest.

Future Funding Risk

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

Unforeseen Expenditure Risks

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

Environmental, Weather and Climate Change

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

Cyber Security and IT

The Group relies on IT infrastructure and systems and the efficient and uninterrupted operation of core technologies. Systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, power or telecommunication provider's failure or human error.

Likely Developments and Business Strategies

The likely developments of the Group and the expected results of those developments are to continue exploration activities on the Company's exploration projects.

The Company will continue to assess any other opportunities that are available that have strategic fit for the Company.

Events Subsequent to the End of the Reporting Period

Mr Peter Stern resigned on 24 September 2025.

No matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Environmental Regulation

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

Heritage and Community Relations

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

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

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AUDITED REMUNERATION REPORT

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

Key Management Personnel Covered in this Report

The names and positions of the KMP of the Company and the Group for the period ending 30 June 2025 were:

Richard Beazley	Independent Non-Executive Chair
Lijun Yang	Managing Director & Chief Executive Officer
Haidong Chi	Non-Executive Director
Luke Huang	Independent Non-Executive Director (appointed 4 September 2024)
Peter Stern	Independent Non-Executive Director (resigned 24 September 2025)
John Reynolds	Alternate Non-Executive Director to Haidong Chi (resigned 10 April 2025)

Overview

Remuneration levels for KMP are competitively set to attract the most qualified and experienced candidates. Details of the Company's remuneration strategy are set out below.

This remuneration report:

- explains the Board's policies relating to remuneration of KMP;
- discusses the relationship between these policies and the Company's performance; and
- sets out remuneration details for each of the KMP.

Remuneration philosophy

The philosophy of the Company in determining remuneration levels is to:

- set competitive remuneration packages to attract and retain high calibre employees;
- link executive rewards to shareholder value creation; and
- establish appropriate, demanding performance hurdles for variable KMP remuneration.

Non-Executive Directors Remuneration Policy

In accordance with best practice corporate governance, the structure of Non-Executive Director and Executive remuneration is separate and distinct. The Company's policy is to remunerate Non-Executive Directors a fixed fee reflecting their time commitment and responsibilities.

Fees provided to Non-Executive Directors are inclusive of superannuation and salary sacrifice, if applicable.

Non-Executive Directors fees are determined within an aggregate Directors' fee pool limit, which is periodically recommended for approval by shareholders. The maximum currently stands at $350,000 per rolling 12-month period and is included in the Company's Constitution adopted on 26 November 2021, with shareholder amendments adopted on 14 February 2022. The Board may apportion any amount up to this maximum amount amongst the Non-Executive Directors as it determines. Non-Executive Directors are also entitled to be paid reasonable travel, accommodation and other expenses incurred in performing their duties as Directors.

From time to time, the Company may grant options, performance rights or other equity-based incentives to Non-Executive Directors, subject to obtaining the relevant shareholder approvals. The grant of options, performance rights or other equity-based incentives is designed to attract and retain suitably qualified Non-Executive Directors. Options, performance rights or other equity-based incentives issued to Non-Executive Directors will not have any performance hurdles in accordance with the ASX Corporate Governance Principles and Recommendations, recognising that this may lead to bias in their decision-making and compromise their objectivity.

Remuneration of Executive Directors

In adopting a remuneration strategy for KMP, at all times the Company strives to seek a balance between preservation of cash proceeds and an equitable remuneration structure. To align KMP interests with that of shareholders, KMP have agreed to sacrifice a portion of their cash remuneration in lieu of performance rights and/or options, subject to market disclosure requirements upon appointment and the approval of shareholders on an annual basis.

In addition to the award of performance rights and/or options, the remuneration strategy comprises a fixed cash salary component, statutory superannuation contributions and where appropriate a potential merit-based performance bonus or other share-based incentives in the Company.

Performance milestones are carefully nominated and weighted according to the management role and its connection with the relevant performance milestone. This structure is intended to provide competitive rewards (subject to performance) to attract and retain high calibre executives.

Performance rights and/or options are offered to KMP's at the discretion of the Board. Length of service with the Company, and the past and potential contribution of the person to the Company are also factors considered when awarding performance rights to employees. The award of discretionary performance bonuses are aligned with the

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ongoing performance assessment of the incumbent management team, following review and assessment by the Board of Directors.

Criteria used to determine potential merit-based performance bonuses for the Managing Director and other KMP during the exploration phase, is the setting of key objectives for each KMP and measuring performance against these objectives. Key objectives will normally include specific criteria where performance will be measured against progress indicators. These key objectives will largely be determinable by the objective assessment of performance by the Managing Director.

Company Performance

The table below sets out summary information about the movements in shareholder wealth for the financial year ended 30 June 2025.

	30 June 2025 $	30 June 2024 $	30 June 2023 $	30 June 2022 $
Revenue	81,294	50,386	76,359	3,000
Net loss before tax	(2,413,561)	(3,349,453)	(871,210)	(566,202)
Net loss after tax	(2,413,561)	(3,349,453)	(871,210)	(566,202)
Share price	$0.068	$0.05	$0.11	n/a

Terms of Employment

The terms of employment of the Managing Director and Chief Executive Officer have been formalised in an Executive Services Agreement and contain the following material terms:

Name	Fixed Remuneration	Variable Remuneration	Notice Period
Lijun Yang	$270,000 pa exclusive of superannuation.	4.5m performance rights, subject to various vesting conditions.	Requires a period of 6 months' notice by Company and Employee.

Details of Remuneration

The below table shows the fixed and variable remuneration for KMP:

2025	Short Term Benefit	Long Term Benefit	Share-based Payments	Total	Proportion of remuneration performance related
	Salary & Fees $	Super-annuation $	Performance Rights $	$	%
Richard Beazley	58,000	6,670	11,112	75,782	15%
Lijun Yang	270,000	31,050	49,418	350,468	14%
Haidong Chi	48,000	5,520	36,777	90,297	41%
Peter Stern	48,000	5,520	-	53,520	-
Luke Huang[1]	39,619	4,556	-	44,175	-
John Reynolds [2]	-	-	-	-	-
Total	**463,619**	**53,316**	**97,307**	**614,242**	**16%**

[1] Mr Huang was appointed on 4 September 2024.
[2] Under the Company's constitution, Alternate Directors are not entitled to any remuneration.

2024	Short Term Benefit	Long Term Benefit	Share-based Payments	Total	Proportion of remuneration performance related
	Salary & Fees $	Super-annuation $	Performance Rights $	$	%
Richard Beazley	58,000	6,380	5,594	69,974	26%
Lijun Yang[1]	56,739	6,241	-	62,980	-
Haidong Chi	48,000	5,280	18,514	71,794	58%
John Reynolds[2]	-	-	-	-	-
Peter Stern[3]	10,000	1,100	-	11,100	-
Sean Sivasamy[4]	366,302	38,363	(137,891)	266,774	n/a
Total	**539,041**	**57,364**	**(113,783)**	**482,622**	**n/a**

[1] Mr Yang was appointed on 11 April 2024.
[2] Under the Company's constitution, Alternate Directors are not entitled to any remuneration.
[3] Mr Stern was appointed on 15 April 2024.
[4] Mr Sivasamy resigned on 15 April 2024 and his performance rights lapsed on that date. Mr Sivasamy received $135,000 as a lump sum payout (6 months salary) and his accrued annual leave balance of $17,552 on his resignation.

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Share holdings

The relevant interest of each of the KMP in the share capital of the Company as at 30 June 2025 was:

Name	1 July 2024	Granted as compensation	On exercise of options/rights	Other Changes	Held at 30 June 2025
Richard Beazley	-	-	-	-	-
Lijun Yang	5,000,000	-	-	-	5,000,000
Haidong Chi	10,660,000	-	-	-	10.660,000
Peter Stern	-	-	-	-	-
Luke Huang	2,628,171	-	-	-	2,628,171
John Reynolds	-	-	-	-	-

Long Term Incentives

Both Non-Executive and Executive Directors are entitled to participate in the Employee Securities Incentive Plan, which was included in the Company's Prospectus dated 13 May 2022 and announced on the Australian Securities Exchange on 4 July 2022.

The granting of such incentives is subject to Board determination and discretion as to the timing of the grant and the number of shares, options or performance rights which may be granted. As such the long-term incentives are therefore now available to motivate and compensate executives as the Board determines.

Performance Rights

The following table lists the performance rights issued to the Managing Director, vesting criteria currently on issue:

	Number	Vesting Period	Vesting Condition
Tranche 1	1,500,000	12 months from the date of shareholders' approval received.	Share price not less than $0.10 for 20-day volume weighted average price (VWAP).
Tranche 2	1,500,000	24 months from the date of shareholders' approval received.	Share price not less than $0.20 for 20-day VWAP.
Tranche 3	1,500,000	36 months from the date of shareholder's approval received.	Share price not less than $0.40 for 20-day VWAP.

The following table lists the inputs to the model for the Performance Rights outstanding during the period:

	Tranche 1	Tranche 2	Tranche 3
Dividend yield (%)	0%	0%	0%
Expected volatility (%)	113.3%	99.8%	96.5%
Risk free frate (%)	4.083%	4.083%	4.083%
Expected life (years)	3.12	3.12	3.12
Exercise price ($)	$0.00	$0.00	$0.00
Grant date share price ($)	$0.065	$0.065	$0.065
Expiry date	31 Dec 2027	31 Dec 2027	31 Dec 2027
Number	1,500,000	1,500,000	1,500,000
Fair value at grant date ($)	$0.032	$0.027	$0.024

Under the terms and conditions of the performance rights issued to the Directors, each Performance Right is converted to one fully paid ordinary share upon meeting the vesting criteria.

During the year ended 30 June 2025,1,750,000 performance rights lapsed.

The following table details the remaining valuation of the Performance Rights:

Director	Balance at 1 July 2024	Granted as Remuneration	Value Granted $	Number Lapsed or Forfeited	Lapsed or Forfeited %	Converted to Shares on Vesting	Held at 30 June 2025	Maximum Value yet to Vest $
R Beazley	400,000	-	-	(400,000)	-	-	-	-
L Yang	-	4,500,000	$125,944	-	-	-	4,500,000	$76,526
H Chi	1,350,000	-	-	(1,350,000)	-	-	-	-
P Stern	-	-	-	-	-	-	-	-
L Huang	-	-	-	-	-	-	-	-

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There are no participating rights or entitlements inherent in the Performance Rights and the holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Performance Rights. All shares allotted upon the vesting of Performance Rights will rank pari passu in all respect with other shares.

Options

Under the terms and conditions of the options issued, each option gives the holder the right to subscribe to one fully paid ordinary share. Any option not exercised before the expiry date will lapse on the expiry date.

There are no participating rights or entitlements inherent in the options and the holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options. All shares allotted upon the exercise of options will rank pari passu in all respect with other shares.

The below tables show a reconciliation of unlisted options held by each Director during the year:

Unlisted Options	Balance at 1 July 2024		Granted as compensation	Vested		Lapsed	Held at 30 June 2025	
	Vested and exercisable	Unvested		No.	%		Vested and exercisable	Unvested
R Beazley	1,500,000	-	-	-	-	(1,500,000)	-	-
L Yang	-	-	-	-	-	-	-	-
H Chi	1,500,000	-		-	-	(1,500,000)	-	-
P Stern		-	-		-	-	-	
L Huang	-	-	-	-	-	-	-	-

There were no employee incentive options granted, lapsed or exercised in the year ended 30 June 2025 (2024: Nil).

The below tables shows a reconciliation of listed options held by each Director during the year:

Listed Options	Balance at 1 July 2024		Granted as compensation	Vested		Other Changes	Held at 30 June 2025	
	Vested and exercisable	Unvested		No.	%		Vested and exercisable	Unvested
R Beazley	-	-	-	-	-	-	-	-
L Yang	5,000,000	-	-	-	-	-	5,000,000	-
H Chi	5,300,000	-	-	-	-	-	5,300,000	-
P Stern	-	-	-	-	-	-	-	-
L Huang	2,628,171	-	-	-	-	-	2,628,171	-

Other Transactions with KMP and their Related Parties

There were no related party transactions in the year ended 30 June 2025.

There were no other transactions with KMP or related parties during the year.

END OF AUDITED REMUNERATION REPORT

Options Granted over Unissued Shares

As at the date of this report, the following options over ordinary shares are on issue:

Issue Date	Exercise Price $	Expiry	Number
27 May 2024	$0.12	27 May 2027	52,710,000
Total			**58,210,000**

Performance Rights

As at the date of this report, the following performance rights are on issue:

Issue Date	Exercise Price $	Expiry	Number
20 Nov 2024	$0.00	31 Dec 2027	4,500,000
Total			**4,500,000**

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Non- Audit Services

The auditor of the Company and the Consolidated Entity is Hall Chadwick WA Audit Pty Ltd (Hall Chadwick).

For the year ended 30 June 2025, Hall Chadwick provided no non-audit services (2024: Nil).

Auditor's independence declaration

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

Indemnification of Auditors

The Company has not indemnified its auditor, Hall Chadwick WA Audit Pty Ltd.

Indemnification and Insurance of Officers

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

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

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



Richard Beazley
Chairman

Perth, Western Australia
24 September 2025

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HALL CHADWICK

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 MetalsGrove Mining Limited for the financial 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 WA AUDIT PTY LTD

D M BELL FCA
Director

Dated this 24th day of September 2025
Perth, Western Australia

	Notes	2025 $	2024 $
Other income		81,294	50,386
Share-based payments	13	(97,306)	113,783
Administrative & other expenses	5	(923,647)	(1,103,682)
Impairment of exploration expenditure	10	(1,473,902)	(2,409,940)
Loss before income tax		**(2,413,561)**	**(3,349,453)**
Income tax expense	6	-	-
Loss for the year		**(2,413,561)**	**(3,349,453)**
Items that may be reclassified to profit or loss:			
Other comprehensive loss		(11,553)	(2,078)
Other comprehensive loss for the year attributable to owners of the Company		**(2,425,114)**	**(3,351,531)**
Loss per share attributable to ordinary equity holders:			
Basic and diluted loss per share (cents)	7	(2.289)	(5.813)

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

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	Notes	2025 $	2024 $
Current assets			
Cash and cash equivalents	8	1,384,870	2,687,041
Other current assets	9	97,450	16,783
Total current assets		1,482,320	2,703,824
Non-current assets			
Exploration and evaluation	10	2,542,719	3,619,735
Property, plant and equipment		1,633	5,686
Other financial asset		46,947	77,892
Total non-current assets		2,591,299	3,703,313
Total assets		4,073,619	6,407,137
Current liabilities			
Trade and other payables	11	114,811	129,395
Provisions		8,874	-
Total current liabilities		123,685	129,395
Total liabilities		123,685	129,395
Net assets		**3,949,934**	**6,277,742**
Equity			
Contributed equity	12	10,766,679	10,766,679
Reserves	13	383,681	297,928
Accumulated losses		(7,200,426)	(4,786,865)
Total equity		**3,949,934**	**6,277,742**

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

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	Contributed equity	Share-based payment Reserve	Foreign Currency Translation Reserve	Accumulated losses	Total equity
	$	$	$	$	$
Balance as at 1 July 2023	**8,701,577**	**413,789**	**-**	**(1,437,412)**	**7,677,954**
Loss for the year	-	-	-	(3,349,453)	(3,349,453)
Other comprehensive loss	-	-	(2,078)	-	(2,078)
Total comprehensive loss for the year	-	-	(2,078)	(3,349,453)	(3,351,531)
Transactions with owners in their capacity as owners:					
Contributions of equity, net of costs and tax	2,065,102	-	-	-	2,065,102
Share-based payments issue	-	(113,783)	-	-	(113,783)
Balance as at 30 June 2024	**10,766,679**	**300,006**	**(2,078)**	**(4,786,865)**	**6,277,742**
Loss for the year	-	-	-	(2,413,561)	(2,413,561)
Other comprehensive loss	-	-	(11,553)	-	(11,553)
Total comprehensive loss for the year	-	-	(11,553)	(2,413,561)	(2,425,114)
Transactions with owners in their capacity as owners:					
Contributions of equity, net of costs and tax	-	-	-	-	-
Share-based payments issue	-	97,306	-	-	97,306
Balance as at 30 June 2025	**10,766,679**	**397,312**	**(13,631)**	**(7,200,426)**	**3,949,934**

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

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	Notes	2025 $	2024 $
Cash flows from operating activities			
Payments to suppliers and employees		(985,780)	(1,080,202)
Interest received		81,294	50,386
Net cash outflow from operating activities	8	**(904,486)**	**(1,029,816)**
Cash flows from investing activities			
Payments for property, plant and equipment		-	(2,611)
Payments for exploration activities		(397,685)	(1,450,635)
Net cash outflow from investing activities		**(397,685)**	**(1,453,246)**
Cash flows from financing activities			
Proceeds from issues shares		-	2,108,400
Transaction costs from issue of shares		-	(43,298)
Net cash inflow/(outflow) from financing activities		**-**	**2,065,102**
Net increase in cash and cash equivalents		(1,302,171)	(417,960)
Cash and cash equivalents at the beginning of the period		2,687,041	3,105,001
Cash and cash equivalents at the end of the year	8	**1,384,870**	**2,687,041**

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

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1 Corporate information

The consolidated financial report of MetalsGrove Mining Limited for the year ended 30 June 2025 was authorised for issue in accordance with a resolution of the Directors on 24 September 2025. The Board of Directors has the power to amend the consolidated financial statements after issue.

MetalsGrove Mining Limited is a for-profit company limited by shares whose shares are publicly traded on the Australian Securities Exchange. The Company and its subsidiaries were incorporated and domiciled in Australia. The registered office and principal place of business of the Company is Level 2, 389 Oxford Street, Mount Hawthorn, WA 6016.

2 Reporting entity

The Consolidated Financial Statements comprise of the Company and its subsidiaries.

3 Basis of preparation

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

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

a) Basis of consolidation

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

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

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

b) Goods and services tax ('GST')

Revenues, expenses and assets are recognised net of the amount of GST except:

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

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

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

c) Going Concern

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

For the year ended 30 June 2025 the Consolidated Entity incurred a loss of $2,413,561 (2024: $3,349,453) including non-cash impairment expense of $1,473,902 (2024: 2,409,940) and net cash outflows from operating and investing activities of $1,302,171 (2024: $2,483,062). As at balance date the Consolidated Entity had a working capital surplus of $1,358,635 (2024: $2,574,429) and minimum spend exploration commitments due within twelve months of $164,000 (2024: $307,000).

The directors have prepared a cash flow forecast, which indicates that the Consolidated Entity 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, given the Consolidated Entity can defer discretionary expenditure in line with available funds.

3 Basis of preparation (continued)

Should the Group be unable to raise further capital beyond the next 12 months, a material uncertainty would exist as to whether the Group will be able to continue as a going concern, and it may be required to realise assets and extinguish liabilities other than in the ordinary course of business, with amounts realised potentially differing for those stated in the financial statements.

4 Segment information

Identification of reportable segments

The Group is organised into one operating segment, being exploration. This is based on the internal reports that are being reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers (**CODM**) in assessing performance and in determining the allocation of resources. As a result, the operating segment information is as disclosed in the statements and notes to the financial statements throughout the report.

The Company operates in one reportable segment, being exploration. The Board of Directors review internal management reports on a regular basis that is consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows. As a result, no reconciliation is required because the information as presented is what is used by the Board to make strategic decisions.

5 Expenses

	2025 $	2024 $
Administrative expenses		
Investor and corporate costs	336,069	460,090
Insurance	34,416	8,665
Consultants	775	86,093
Administration costs	10,455	4,598
Occupancy costs	28,638	32,188
Personnel costs	526,370	512,048
Unrealised foreign exchange gain	(13,076)	-
	923,647	1,103,682

6 Income tax expense

The prima facie income tax expense on pre-tax accounting losses from continuing operations reconciles to the income tax expense in the financial statements as follows:

	2025 $	2024 $
Loss from continuing operations before income tax	2,413,561	3,349,453
Tax at the Australian tax rate of 25% (2024: 25%)	(603,390)	(837,363)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Other non-assessable items	351,326	533,188
Temporary differences not bought to account	252,064	304,175
Tax expense	-	-

The tax rate used in the above reconciliation is the corporate tax rate of 25% payable by Australian corporate entities on taxable profits under Australian Tax Law. There has been no change in this tax rate since the previous reporting period.

Accounting Policy

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

The taxation benefits will only be obtained if:

a) the Consolidated Entity derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deduction for the loss to be realised;
b) the Consolidated Entity continues to comply with the conditions for deductibility imposed by law; and
c) no changes in tax legislation adversely affect the consolidated entity in realising the benefits from the deductions for the loss.

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

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6 Income tax expense (continued)

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

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

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

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

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

7 Loss per share

	2025 $	2024 $
Loss used in calculating basic and diluted loss per share	(2,413,561)	(3,349,453)
Loss used in calculating basic and diluted loss per share from continuing operations	(2,413,561)	(3,349,453)
	2025 Number	**2024 Number**
Weighted average number of ordinary shares used in the calculation of basic and diluted loss per share	105,420,000	57,619,973

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

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

8 Cash and cash equivalents

	2025 $	2024 $
Cash at bank and in hand	1,384,870	2,687,041
	1,384,870	**2,687,041**

Accounting Policy

Cash and short-term deposits comprise of cash at bank and in hand and short-term deposits with an original maturity of three months or less.

Reconciliation of loss for the year to net cash flows from operations:

	2025 $	2024 $
Loss for the year	(2,413,561)	**(3,349,453)**
Share-based payment expense	97,306	(113,783)
Depreciation expense	4,053	4,114
Unrealised foreign exchange gain	(13,076)	-
Impairment exploration expenditure	1,473,902	2,409,940
Changes in operating assets and liabilities		
(Increase)/decrease in other assets	(49,723)	(721)
(Decrease)/increase in trade and other payables	(12,261)	20,087
Increase/(decrease) in provisions	8,874	-
Net cash flows from operating activities	**(904,486)**	**(1,029,816)**

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9 Other current assets

	2025 $	2024 $
Other current assets[1]	97,450	16,783
	97,450	**16,783**

[1] Other current assets represent the prepaid portion of the Group's corporate insurances of $58,000, GST receivable of $11,000 and security deposit held by the Northern Territory government of $28,000.

10 Exploration and evaluation expenditure

	2025 $	2024 $
Opening balance	**3,619,735**	**5,078,059**
Acquisition of Zimbabwe projects[1]	-	80,474
Impairment [2]	(1,473,902)	(2,409,940)
Expenditure incurred	396,886	871,142
Closing balance	**2,542,719**	**3,619,735**

[1] On 8 December 2023, the Company acquired 95% of the Arcturus and Beatrice projects in Zimbabwe for a total of US$60,000.

[2] At each reporting date, the Group undertakes an assessment of the carrying amount of its exploration and evaluation assets. Where an indication of impairment 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. During the period, the Group identified indicators on impairment on certain exploration and evaluation assets under AASB 6 Exploration and Evaluation of Mineral Resources. As a result of this review, a total impairment loss of $1,473,902 has been recognised in the statement of profit or loss in relation to Woodie Woodie North and Box Hole projects.

Accounting Policy

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

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

- the costs are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and
- exploration and/or evaluation activities in the area of interest have not at the end of each reporting period reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

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

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

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

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

11 Trade and other payables

	2025 $	2024 $
Trade and other payables	114,811	129,395
	114,811	**129,395**

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

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11 Trade and other payables (continued)

Accounting Policy

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

12 Contributed equity

Issued share 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, net of tax, directly in equity as a reduction of the share proceeds received.

	Number of shares	$
As at 1 July 2023	**52,710,000**	**8,701,577**
Issue of shares associated with the Entitlement Offer	52,710,000	2,108,400
Transaction costs	-	(43,298)
As at 30 June 2024	**105,420,000**	**10,766,679**
As at 30 June 2025	**105,420,000**	**10,766,679**

Ordinary shares

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

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

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

Capital risk management

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

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

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

13 Share-based payments

The Company provides benefits to employees (including Directors) in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares (equity settled transactions).

The Company currently provides benefits under an Employee Incentive Scheme. This Scheme was described in the Company’s Prospectus dated 13 May 2022. There have been no options issued under the Employee Incentive Scheme since inception and 4,500,000 performance rights remain on issue (2024: 1,750,000 performance rights).

Options

Each option entitles the holder, on exercise, to one fully paid ordinary share in the Company. There is no issue price for the options. The exercise price for the options is such price as determined by the Board. An option may only be exercised after the option has vested and any other conditions imposed by the Board on exercise are satisfied. The board may determine the vesting period, if any.

There are no voting or dividend rights attached the options. There are no voting rights attached to the unissued ordinary shares. Voting rights will be attached to the unissued ordinary share when the options have been exercised.

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13 Share-based payments (continued)

Unlisted Options

The number and weighted average exercise prices of the unlisted share options outstanding as at 30 June 2025 is as follows:

	2025		2024	
	Weighted average exercise price $	Number of options	Weighted average exercise price $	Number of options
Outstanding at the beginning of the year	$0.30	5,500,000	$0.30	5,500,000
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Lapsed during the year	$0.30	(5,500,000)	-	-
Outstanding at the end of the year	-	-	$0.30	5,500,000
Exercisable at the end of the year	-	-	$0.30	5,500,000

Non-market performance conditions are not taken into account in the grant date fair value measurement of the services received.

There was no expenditure recognised in this year for the unlisted options (2024: nil).

Listed Options

On 29 April 2024, the Company announced a non-renounceable entitlement offer of one (1) New Share for every one (1) Share held by eligible shareholders at the record date at an issue price of $0.04 per New Share together with one (1) free attaching new option exercisable at $0.12, with an expiry date of 27 May 2027 (Option) for every one (1) new share issued, to raise $2,108,400 (before costs) (**Entitlement Offer**). The Company issued 52,710,000 new listed options. The Options are quoted on the ASX under the code MGAO.

Tranche	Number	Grant Date	Expiry Date	Exercise Price	Fair Value at Grant Date	Vesting Date
MGAO	52,710,000	27 May 24	27 May 27	$0.12	Nil	27 May 24

No share-based payment expenditure was recognised as the options were classified as free attaching securities to the Entitlement Offer.

Performance Rights

There are no participating rights or entitlements inherent in the Performance Rights and the holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Performance Rights. All shares allotted upon the vesting of Performance Rights will rank pari passu in all respect with other shares.

Under the terms and conditions of the Performance Rights granted, each Performance Right is converted to one fully paid ordinary share upon meeting the vesting criteria.

The following table lists the vesting criteria of the performance rights on issue:

	Number	Vesting Period	Vesting Condition
Tranche 1	1,500,000	12 months from the date of shareholders' approval received.	Share price not less than $0.10 for 20-day volume weighted average price (VWAP).
Tranche 2	1,500,000	24 months from the date of shareholders' approval received.	Share price not less than $0.20 for 20-day VWAP.
Tranche 3	1,500,000	36 months from the date of shareholder's approval received.	Share price not less than $0.40 for 20-day VWAP.

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13 Share-based payments (continued)

The following table lists the inputs to the model for the Performance Rights outstanding during the period:

	Tranche 1	Tranche 2	Tranche
Dividend yield (%)	0%	0%	0%
Expected volatility (%)	113.3%	99.8%	96.5%
Risk free frate (%)	4.083%	4.083%	4.083%
Expected life (years)	3.12	3.12	3.12
Exercise price ($)	$0.00	$0.00	$0.00
Grant date share price ($)	$0.065	$0.065	$0.065
Expiry date	31 Dec 2027	31 Dec 2027	31 Dec 2027
Number	1,500,000	1,500,000	1,500,000
Fair value at grant date ($)	$0.032	$0.027	$0.024

The Performance Rights have been valued using a Monte Carlo Share Price Simulation Model.

During the year ended 30 June 2025, 950,000 Class A Performance Rights and 800,000 Class B Performance Rights lapsed (2024: 700,000 Class A Performance Rights, 650,000 Class B Performance Rights and 1,170,000 Class C Performance Rights lapsed).

The weighted average contractual life of the outstanding Performance Rights remaining as at 30 June 2025 is 2.39 years (2024: 0.99 years).

Non-market performance conditions are not considered in the grant date fair value measurement of the services received.

The total expenditure recognised in the statement of comprehensive income is $97,306 (2024: $(113,783) of which ($137,891) is a result of the reversal of the performance rights that lapsed and expensing of $24,108).

Accounting Policy

The cost of share-based payments is recognised in employee benefits expense, together with a corresponding increase in Share-Based Payments Reserve in equity, over the period in which the performance and/or service conditions are fulfilled (the vesting period).

The cumulative expense recognised for equity settled transactions at each reporting date until vesting date reflects:

(i) the extent to which the vesting period has expired; and
(ii) the number of awards that, in the opinion of the Directors, will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options and rights is reflected as additional share dilution in the computation of earnings per share.

The Group measures the cost of equity-settled share-based payments at fair value at the grant using a Black Scholes option-pricing model by taking into account the terms and conditions upon which the instruments were granted.

14 Financial risk management

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

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

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

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14 Financial risk management (continued)

Interest rate risk

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

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

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

2025		Fixed interest maturing in:				Average interest rates	
	Floating interest rate	< 1 year	1 – 5 years	> 5 years	Non-interest bearing	Floating	Fixed
	$	$	$	$	$	%	%
Cash and cash equivalents	1,384,870	-	-	-	-	0.90%	-
Other current assets	-	-	-	-	97,450	-	-
Other financial asset	-	-	-	-	46,947	-	-
Trade and other payables	-	-	-	-	114,811	-	-

2024		Fixed interest maturing in:				Average interest rates	
	Floating interest rate	< 1 year	1 – 5 years	> 5 years	Non-interest bearing	Floating	Fixed
	$	$	$	$	$	%	%
Cash and cash equivalents	2,687,041	-	-	-	-	1.25%	-
Other current assets	-	-	-	-	16,783	-	-
Other financial asset	-	-	-	-	77,892	-	-
Trade and other payables	-	-	-	-	129,395	-	-

As at 30 June 2025, a movement of 1% in interest rates, with all other variables held constant, results in an immaterial movement in post-tax loss and equity.

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

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

Credit risk

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

Liquidity risk

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

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14 Financial risk management (continued)

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

2025	< 1 year $	1 – 5 years $	Total $
Cash and cash equivalents	1,384,870	-	1,384,870
Other current assets	97,450	-	97,450
Trade and other payables	(114,809)	-	(114,809)
Net outflow	**1,367,511**	**-**	**1,367,511**

2024	< 1 year $	1 – 5 years $	Total $
Cash and cash equivalents	2,687,041	-	2,687,041
Other current assets	16,783	-	16,783
Trade and other payables	(129,395)	-	(129,395)
Net outflow	**2,574,429**	**-**	**2,574,429**

15 Subsidiaries

The Consolidated Financial Statements include the financial statements of MetalsGrove Mines Limited and the subsidiaries listed in the following table:

Name of Entity	Country Incorporated	Tax Jurisdiction	Class of Shares	2025 Equity Holding	2024 Equity Holding
Territory Lithium Pty Ltd	Australia	Australia	Ordinary	100%	100%
MetalsGrove Global (Private) Limited	Zimbabwe	Zimbabwe	Ordinary	100%	100%
MetalsGrove CDI Pty Ltd [1]	Australia	Australia	Ordinary	100%	-

[1] MetalsGrove CDI Pty Ltd was incorporated on 10 April 2025.

16 Parent entity information

	2025 $	2024 $
Current assets	1,482,320	2,703,824
Non-current assets	2,591,299	4,280,296
Current liabilities	(123,683)	129,393
Issued capital	10,766,679	10,766,679
Reserves	397,312	300,006
Accumulated losses	(7,214,055)	(4,211,958)
Total equity	**4,013,651**	**6,854,727**
Loss for the year	(2,874,667)	(2,769,044)
Total comprehensive loss for the year	(2,874,667)	(2,769,044)

The Company has no material contingent liabilities.

17 Contingent assets and liabilities

The Group had no contingent assets as at 30 June 2025 (2024: Nil).

The Group had the following contingent liabilities as at 30 June 2025 as a result of the acquisition of three Cote d'Ivoire gold joint venture permits:

a) $50,000 cash payment upon the grant of the Vavoua licence;
b) $50,000 cash payment upon the grant of either the Vavoua West or Kounahiri West licence;
c) $1,000,000 cash payment on the estimation of a JORC compliant mineral resource of not less than 500,000 ounces of gold (or gold equivalent) and a grade of not less than 1 g/t gold (or gold equivalent) on a mineral permit granted pursuant to the Licence Applications (Resource Payments). The Resource Payments are payable in respect of each of the three Licence Applications. For the avoidance of doubt, the maximum amount payable is $3 million. Subject to the mutual agreement of the parties, settlement of a Resource Payment in whole or in part may be by the issue of MGA shares (subject to MGA shareholder approval or available placement capacity under ASX Listing Rule 7.1); and
d) A 1% net smelter royalty in respect of production from the mineral permits granted pursuant to the Licence Applications (Royalty). The Royalty is capped at the greater of $3 million or the amount of the royalty in respect of the first 125,000 ounces of gold production.

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18 Remuneration of auditors

During the year, the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2025 $	2024 $
Auditing and reviewing of financial reports	31,362	31,362
	31,362	**31,362**

The auditor of the parent entity for the period ended 30 June 2025 and 30 June 2024 is Hall Chadwick WA Audit Pty Ltd.

19 Commitments

Exploration and evaluation expenditure commitments

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

The minimum level of exploration commitment expected in the year ending 30 June 2025 for the Group is approximately $164,000 (2024: $307,000). These obligations are expected to be fulfilled in the normal course of operations.

20 Related party transactions

Other transactions with related parties

There were no transactions with related parties for the year ended 30 June 2025 (2024: Nil).

Refer to note 13 for the details of share-based payments granted to the Directors during the period.

There were no other transactions with KMP or related parties during the year.

21 Key management personnel disclosures

Details of key management personnel

The names and positions of the KMP of the Company and the Group during the financial year were:

Richard Beazley	Independent Non-Executive Chair
Lijun Yang	Managing Director and CEO
Haidong Chi	Non-Executive Director
Peter Stern	Independent Non-Executive Director
Luke Huang	Independent Non-Executive Director

Compensation of key management personnel

	2025 $	2024 $
Short-term employee benefits	463,619	386,489
Post-employment benefits	53,316	57,364
Termination benefits	-	152,552
Share-based payments	97,307	(113,783)
	614,242	**482,622**

22 Events occurring after the reporting period

Mr Peter Stern resigned on 24 September 2025.

No matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

23 Critical accounting estimates and assumptions

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

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

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Exploration and evaluation

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

23 Critical accounting estimates and assumptions (continued)

Factors which could impact the future recoverability include the level of reserves and resources, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental obligations) and changes to commodity prices. To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, this will reduce profits and net assets in the period in which this determination is made.

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

24 Changes in accounting policy

In the year ended 30 June 2025, the directors reviewed all the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company and effective for the current annual reporting period. As a result of this review, the directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Company and, therefore, no material change is necessary to Group accounting policies.

25 New accounting standards and interpretations

For the year ended 30 June 2025, the Directors reviewed all new and revised Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are relevant to the Group and effective for the current annual reporting period. Based on this review, the Directors determined that the adoption of these Standards and Interpretations has not had a material impact on the Group and, accordingly, no changes to the Group's accounting policies were required.

The Group has adopted all new, revised or amending Accounting Standards and Interpretations issued by the AASB that are relevant to its operations and effective for accounting periods beginning on or after 1 July 2024. The new and revised Standards and amendments issued but not yet effective, and considered relevant to the Group, are set out below.

Pronouncement	Impact
Improvements to International Financial Reporting Standards Effective 1 January 2026	The annual improvements process deals with non-urgent, but necessary, clarifications and amendments to accounting standards. The application of this standard is not expected to have a material impact on the Group's consolidated financial statements.
Presentation and Disclosure in Financial Statements (AASB 118) Effective 1 January 2027	AASB 118 replaces AASB 11 and introduces new categories and subtotals in the statement of profit or loss. It also requires disclosure of management defined performance measures and includes new requirements for the location, aggregation and disaggregation of financial information. The application of this standard is not expected to have a material impact on the Group's consolidated financial statements.
Subsidiaries without Public Accountability: Disclosures (AASB 119) Effective 1 January 2027	AASB 119 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other AASB accounting standards. The application of this standard is not expected to have a material impact on the Group's consolidated financial statements.

Consolidated Entity Statement

MetalsGrove Mining Limited (the 'head entity') and its wholly owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime.

Key Assumptions and Judgements: Determination of Tax Residency

Section 295(3A) Corporations Act requires that the tax residency of each entity, which is included in the Consolidated Entity Disclosure (CEDS) be disclosed. In the context of an entity which was an Australian resident, 'Australian resident' has the meaning provided in the Income Tax Assessment Act 1997 (Cth). The determination of tax residency involves judgement as the termination of tax residency is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the Group has applied the following interpretations:

Australian tax residency

The Group has applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation's public guidance in Tax Ruling TR2018/5.

Foreign tax residency

The Group has applied current legislation and where available judicial precedent in the determination of foreign tax residency. Where necessary, the Group has used tax advisers with affiliated offices in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with.

Controlled entities	Type of Entity	Country of Incorporation	Australia Resident or Foreign Resident for Tax Purposes	Foreign Tax Jurisdiction of Foreign Resident	Percentage Ownership 2025	Percentage Ownership 2024
MetalsGrove Mining Limited	Body Corporate	Australia	Australia	n/a	n/a	n/a
MetalsGrove Global (Private) Limited	Body Corporate	Zimbabwe	Australia	Zimbabwe	100%	100%
MetalsGrove CDI Pty Ltd	Body Corporate	Australia	Australia	n/a	100%	-

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In the Directors' opinion:

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

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

  (ii) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2025 and of its performance for the year ended on that date, and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable, and

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

(d) the attached Consolidated Entity Disclosure Statement is true and correct.

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

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



Richard Beazley
Chairman

Perth, Western Australia
24 September 2025

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF METALSGROVE MINING LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of MetalsGrove Mining Limited 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 3(c) in the financial report which indicates that the Consolidated Entity incurred a net loss of $2,413,561 during the year ended 30 June 2025. As stated in Note 3(c), these events or conditions, along with other matters as set forth in Note 3(c), indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our opinion is not modified in this respect of this matter.

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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
Exploration and evaluation As disclosed in note 10 to the financial statements at balance date, the carrying amount of exploration and evaluation assets was $2,542,719 following an impairment loss of $1,473,902. The recognition and measurement of exploration and evaluation assets was considered a key audit matter due to: • The carrying value of the assets represents a significant asset of the Consolidated Entity, we considered it necessary to assess whether facts and circumstances existed to suggest the carrying amount of this asset may exceed the recoverable amount; and • Determining whether impairment indicators exist involves significant judgement by management.	Our audit procedures included but were not limited to: • Assessing management's determination of its areas of interest for consistency with the definition in AASB 6 Exploration and Evaluation of Mineral Resources ("AASB 6"); • Assessing the Consolidated Entity's rights to tenure for a sample of tenements; • Testing the Consolidated Entity's exploration costs for the year by verifying a sample of recorded expenditure for consistency to underlying records; • Testing the Consolidated Entity's records with regards to the acquisition occurred during the year; • By testing the status of the Consolidated Entity's tenure and planned future activities, reading board minutes and discussions with management we assessed each area of interest for one or more of the following circumstances that may indicate impairment of the capitalised exploration costs: ○ The licenses for the rights to explore expiring in the near future or are not expected to be renewed; ○ Substantive expenditure for further exploration in the area of interest is not budgeted or planned; ○ Decision or intent by management 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

Key Audit Matter	How our audit addressed the Key Audit Matter
	in the specific area is likely to proceed, the carrying amount of the exploration asset is unlikely to be recorded in full from successful development or sale; and • Assessing the appropriateness of the related disclosures in 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.

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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 skepticism 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.

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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 the 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 WA AUDIT PTY LTD



D M BELL FCA
Director

Dated this 24th day of September 2025
Perth, Western Australia

Additional information required by Australian Securities Exchange Limited and not shown elsewhere in this report is as follows. The information is current as at 31 August 2025.

Issued Equity Capital

	Ordinary Shares	Listed Options
Number of holders	423	83
Number on issue	105,420,000	52,710,000

Voting Rights

Voting rights, on a show of hands, are one vote for every registered holder of Ordinary Shares and on a poll, are one vote for each share held by registered holders of Ordinary Shares. Options and Performance Rights do not carry any voting rights.

Distribution of Holdings of Equity Securities

Holding ranges	Number of Equity Security Holders	
	Ordinary Shares	Units
1 – 1,000	15	3,166
1,001 – 5,000	69	232,334
5,001 – 10,000	92	825,000
10,001 – 100,000	167	6,515,083
100,001 and over	80	97,844,417
Total	**423**	**105,420,000**
	Number of Equity Security Holders	
	Listed Options	**Units**
1 – 1,000	4	2,193
1,001 – 5,000	2	7,755
5,001 – 10,000	10	97,724
10,001 – 100,000	14	394,623
100,001 and over	53	52,207,705
Total	**83**	**52,710,000**

Unmarketable Parcels

The number of shareholders holding less than a marketable parcel (being 463,435 shares based on a share price of $0.058 at 31 August 2025) was 116.

Top 20 Shareholders

Rank	Name	Number of Ordinary Shares	Percentage (%)
1	BRIGHT ELEMENT PTY LTD <YUANLIU FAMILY A/C>	14,280,000	13.55%
2	BNP PARIBAS NOMINEES PTY LTD <CLEARSTREAM>	11,598,426	11.00%
3	MRS HUI AN	11,000,000	10.43%
4	FOUNTAIN STREAM PTY LTD <FOUNTAIN RIVER A/C>	10,000,000	9.49%
5	GOLD GEOLOGICAL CONSULTING PTY LTD	5,000,000	4.74%
6	MR BO JI	3,900,000	3.70%
7	YUANS RARE METALS RESOURCES PTY LTD	3,033,390	2.88%
8	SUNNY LAND HOLDINGS (NSW) PTY LTD <SUNNY LAND INVESTMENT A/C>	2,750,000	2.61%
9	HERMIT INVESTMENT PTY LTD	2,628,171	2.49%
10	BC&TT HOLDINGS PTY LTD <BC&TT FAMILY A/C>	2,500,000	2.37%
11	H2 MIGRATION & EDUCATION PTY LTD	1,924,630	1.83%
12	OREMIN CONSULTANTS PTY LTD <SIVASAMY FAMILY A/C>	1,880,774	1.78%
13	HAFA SUPER PTY LTD <HAFA SF A/C>	1,847,366	1.75%
14	MR ZIHENG TANG	1,768,385	1.68%
15	GOLDEN HOPE PTY LTD <THE WILLIAM FAMILY A/C>	1,706,454	1.62%
16	CENTENNIAL FOUNDA MANAGEMENT PTY LTD	1,695,185	1.61%
17	MR XIN FANG & MRS QIUYI LIN <DDXX SUPER A/C>	1,500,000	1.42%
18	MR LE ZHAO	1,250,000	1.19%
19	SUNNY LAND HOLDING (NSW) PTY LTD <SUNNY LAND INVESTMENT A/C>	1,125,640	1.07%
20	MRS HUI AN	1,000,000	0.95%
	Total	**82,388,421**	**78.15%**
	Total issued capital - selected security class	**105,420,000**	**100.00%**

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On Market Buy Back

There is no current on-market buy-back.

Substantial Shareholders

	Number of Ordinary Shares	Percentage (%)
Bright Element Pty Ltd [1]	14,280,000	13.55%
Haidong Chi [2]	5,330,000	10.11%

1. As lodged on ASX on 21 Jul 2025.
2. As lodged on ASX on 14 Jul 2022.

Corporate Governance

The Company's 2025 Corporate Governance Statement is available for inspection in the Corporate Governance section of the Company's website:

This document is reviewed regularly to address any changes in governance practices and the law.

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The below table details the Group's interest in mining tenements as at 30 June 2025.

Project	Tenement ID	Holder	Lease Status
Bruce	EL 31225	Territory Lithium[1]	Granted
Edwards Creek	EL 32420	Territory Lithium[1]	Granted
Leake	E77/3152	MetalsGrove	Application
Vavoua	PR454	Gemica[2]	Application
Vavoua West	0544DMICM31/03/2022	Gemica[2]	Application
Kounahiri West	0713DMICM27/04/2022	Gemica[2]	Application

[1]Territory Lithium Pty Ltd is a wholly owned subsidiaries of MetalsGrove Mining Limited.
[2] Gemica is the JV partner of gold permits acquired in Cote d'Ivoire.

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