



CZR RESOURCES LTD

& CONTROLLED ENTITIES
ABN 91 112 866 869

ANNUAL REPORT
FOR THE YEAR ENDED 30 JUNE 2025

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CORPORATE DIRECTORY

DIRECTORS

Russell Clark
Stefan Murphy
Annie Guo

COMPANY SECRETARY

Trevor O'Connor

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(Home Exchange: Perth, Western Australia)
Code: CZR

DIRECTORS' REPORT

The directors of CZR Resources Ltd present the financial report of the company and its controlled entities (referred to hereafter as the Group) for the financial year ended 30 June 2025.

In order to comply with the provisions of the *Corporations Act 2001*, the directors' report as follows:

DIRECTORS

The names of directors who held office during or since the end of the year:

Russell Clark
Stefan Murphy
Annie Guo

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

COMPANY SECRETARY

The following person has held the position of company secretary during or at the end of the financial year:

Trevor O'Connor

PRINCIPAL ACTIVITIES

The principal activity of the Group during the financial year was mineral exploration.

There were no significant changes in the nature of the Group's principal activities during the financial year.

REVIEW OF OPERATIONS

Introduction

CZR is a Western Australia focused mineral exploration and development company with five projects, all in joint-venture with its major shareholder, Mr Mark Creasy.

CZR's primary development asset was the Robe Mesa iron ore deposit, part of the Yarraloola project. The Company announced the results of the Definitive Feasibility Study (DFS) in October 2023, targeting a production rate of 3.5Mtpa - 5Mtpa over an initial 8-year mine life (ASX announcement 10 October 2023).

Post the reporting period, CZR announced on 9 September 2025 that it had completed the sale of Robe Mesa project to North Mining Limited (an indirect wholly-owned subsidiary of Rio Tinto Limited), Robe River Mining Co Pty Ltd (an indirectly 60% owned subsidiary of Rio Tinto Limited and 40% owned by Mitsui Iron Ore Development) and Mitsui Iron Ore Development Pty Ltd (a wholly-owned subsidiary of Mitsui & Co Ltd) (together, the RRJV) for cash consideration of A\$75 million.

Following completion of the RRJV Transaction, CZR will be fully funded to focus on its advanced exploration assets, including the Croydon gold project located 50km along strike from the 11.2Moz Hemi gold deposit, the Edamurta copper-zinc VMS deposit, located only 45km west of the world-class Golden Grove copper-zinc-gold-silver deposits and its retained Yarraloola iron ore interests in the West Pilbara.

Each project is located close to critical infrastructure (Figure 1) and in well serviced mining jurisdictions. Details of the projects and an overview of results from the 2024-2025 financial year are presented in the following sections.

DIRECTORS' REPORT (Continued)

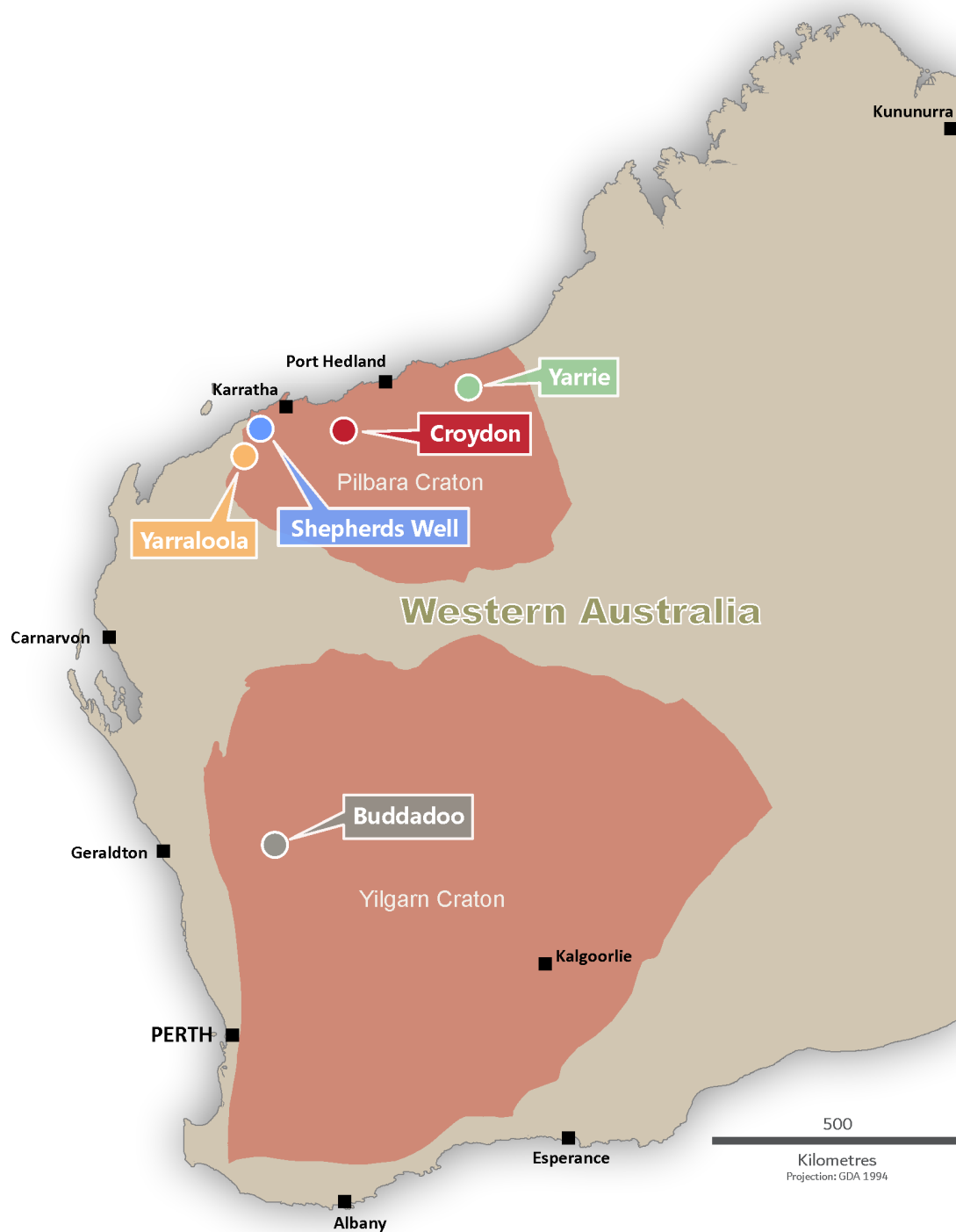


Figure 1. Location of the CZR Resources Ltd tenements in Western Australia.

DIRECTORS' REPORT (Continued)

Yarraloola Project – West Pilbara (85% CZR)

The Yarraloola Project is located in the West Pilbara, with the Robe Mesa deposit located adjacent to the RRJV operations at Mesa F.

CZR has an 85% interest in the Yarraloola Joint Venture with the Creasy Group (15%). CZR has a 50% ownership in Ashburton Link Pty Ltd and a 66.7% export allocation through the proposed Port of Ashburton Export Facility.

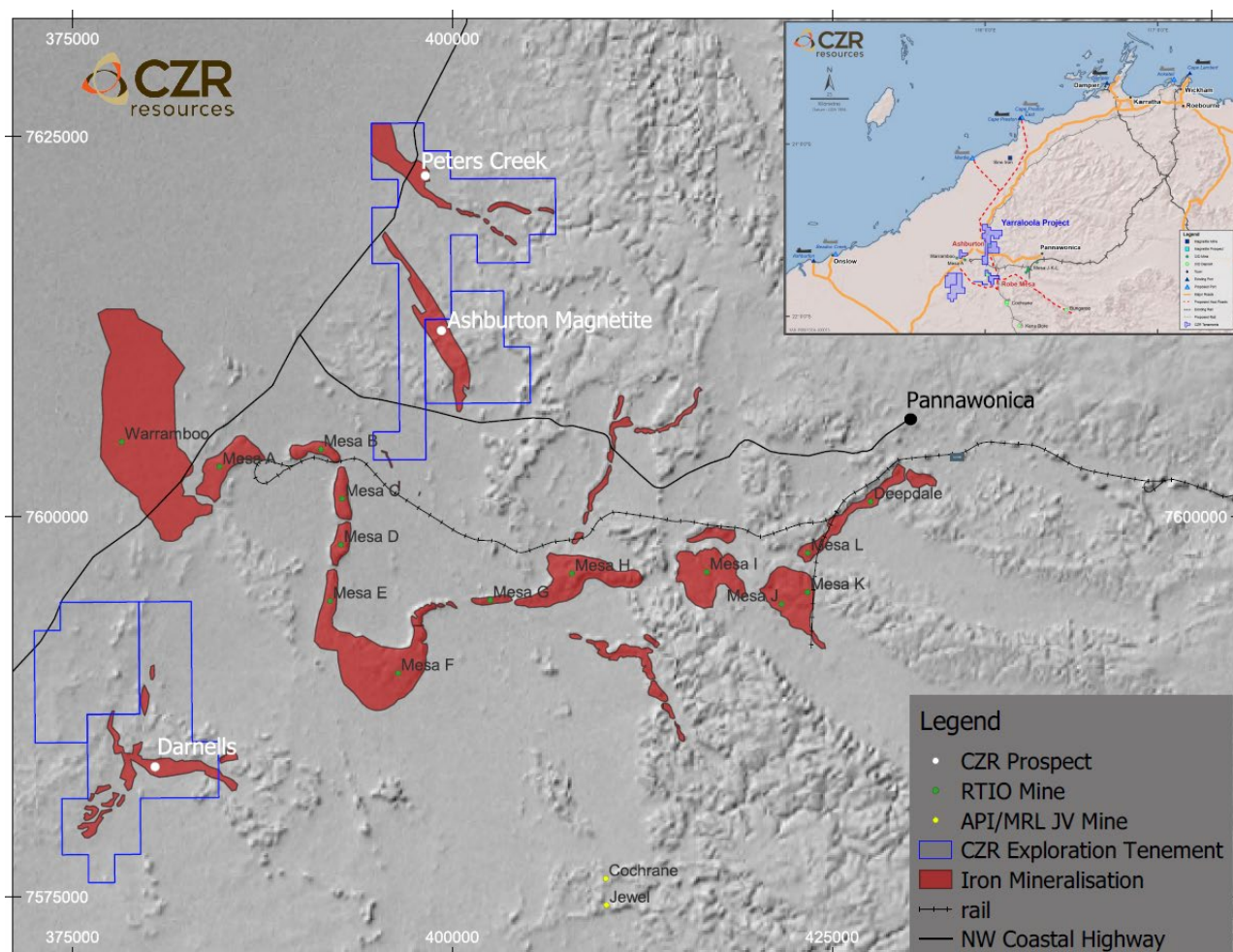


Figure 2. CZR's Yarraloola project showing local infrastructure and iron ore deposits.

On 11 January 2024 CZR announced it had entered into a binding share sale agreement with Miracle Iron Resources Pty Ltd (Miracle Iron) to sell its 85% interest in Robe Mesa and supply chain infrastructure for \$102 million. On 24 February 2025, CZR terminated the Robe Mesa transaction with Miracle Iron, due to outstanding conditions precedent and uncertainty associated with Foreign Investment Review Board (FIRB) approval for the transaction.

On 25 February, CZR and Fenix Resource Ltd (Fenix) entered into a Bid Implementation Agreement (BIA), whereby Fenix made an all-scrip off-market takeover offer to acquire up to 100% of the issued shares in CZR (Fenix Offer).

On 19 March, CZR received a non-binding indicative offer from the participants in the RRJV to acquire CZR's interest in tenements that comprise the Robe Mesa Project (M08/519, M08/533, E08/1060, E08/1686 and E08/2137) for cash consideration of A\$75 million (RRJV Proposal).

DIRECTORS' REPORT (Continued)

Under the RRJV Proposal, CZR would retain its non-Robe Mesa project portfolio, including the highly prospective Croydon Gold Project, Buddadoo base metal and titanium-vanadium magnetite project and 50% interest in Ashburton Link, plus extensive iron ore prospects located on the retained Yarraloola project.

On 11 April, CZR announced it had received a binding offer from the RRJV to acquire CZR's interest in the Robe Mesa Project (RRJV Transaction).

The CZR Board determined that the RRJV Transaction was a superior proposal under the terms of the BIA and provided notice to Fenix to commence the matching right process in accordance with the terms of the BIA. On 17 April, Fenix elected not to provide a counter proposal to CZR pursuant to its matching right under the BIA.

On 17 April, the CZR Board withdrew its previous recommendation in relation to the Fenix Offer, unanimously recommended the RRJV Transaction (in the absence of a Superior Proposal), and entered into:

- a Sale and Purchase Agreement (Sale Agreement) as per the terms of the RRJV Transaction, including an upfront non-refundable exclusivity fee of \$650,000;
- a loan agreement (Zanthus Loan Agreement) between Robe River Mining Co Pty Ltd (RRMC) and Zanthus pursuant to which RRMC agreed to provide Zanthus with a working capital loan facility of \$3,850,000 secured against all of Zanthus' interest in exploration licence E08/1686; and
- a release deed (Release Deed) between Zanthus, ZanF Pty Ltd (ZanF) and Mr Mark Creasy pursuant to which ZanF and Mr Mark Creasy agree to waive all relevant rights under the Yarraloola Joint Venture Agreement that relate to the Sale Agreement

On 29 May 2025, CZR shareholders approved the RRJV Transaction (99.98% acceptance) and, on 3 June 2025, the RRJV received confirmation from the Foreign Investment Review Board (FIRB) that the Treasurer of the Commonwealth of Australia had no objections to the RRJV Transaction, satisfying two key Conditions Precedent

Post the 30 June 2025 reporting period, CZR was advised on 2 September 2025 by the RRJV that all remaining conditions precedent to the RRJV Transaction had been satisfied and/or waived. Completion of the RRJV Transaction occurred on 9 September 2025.

Following completion of the RRJV Transaction, CZR retained several exploration and miscellaneous licences to support future iron ore developments from its Yarraloola Project, in particular the Peters Creek and Darnell prospects (Figure 2). CZR is now seeking to actively explore these assets to provide replacement feed to Ashburton Link.

Croydon Gold Project (CZR 70%)

The Croydon gold project covers 316km² and is located in the Mallina Basin between Karratha and Port Hedland. The region contains Northern Star Resources' Hemi gold deposit which has a Mineral Resource of 11.2 Moz and was acquired through the \$5 billion merger with De Grey Mining (NST ASX Announcement: 2 December 2024).

The Croydon project is split over two blocks (Western and Eastern) and covers approximately 40km strike of the prospective Mallina Basin, about 50km south-west of Hemi and 10km south of the Northern Star's Toweranna gold deposit (Figure 3).

Croydon is also located in a similar structural setting and has a similar geochemical signature to Hemi, with very strong gold and arsenic in surface geochemistry associated with primary gold mineralisation (Figure 7).

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DIRECTORS' REPORT (Continued)

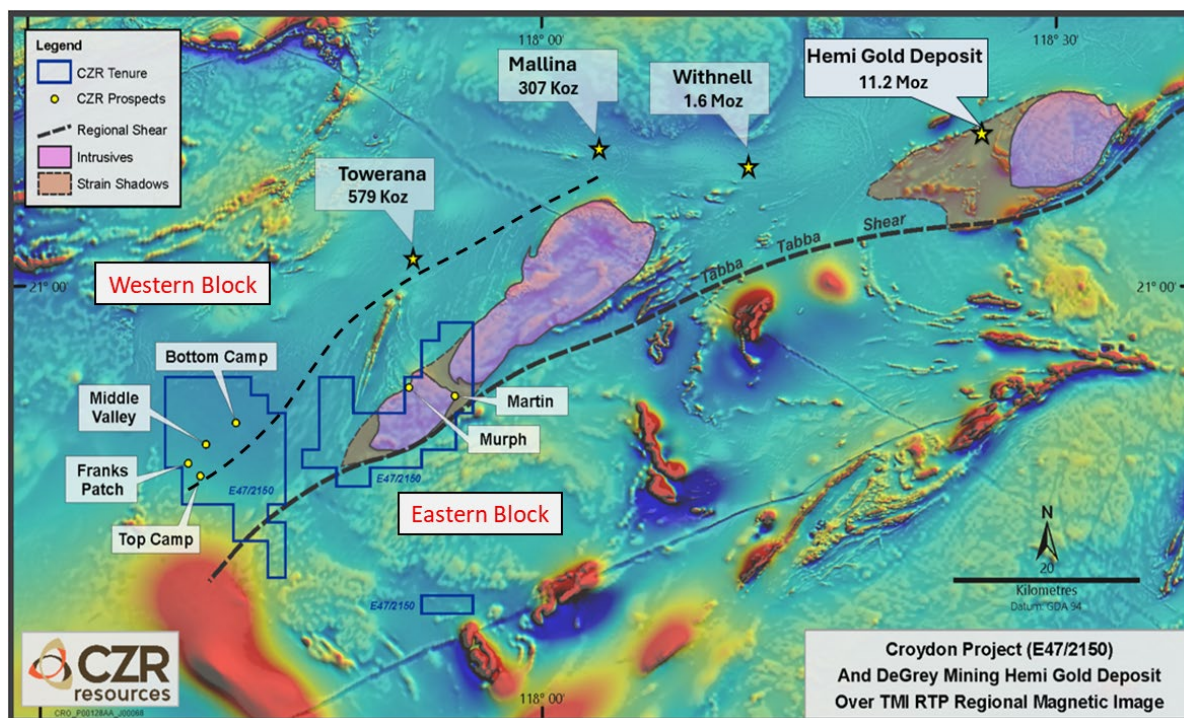


Figure 3. CZR's Croydon project and De Grey Mining's Hemi gold project – Regional gravity over magnetics

A heritage survey was completed with Ngarluma Aboriginal Corporation (NAC) in early August 2024, covering an extensive aircore drilling program over greenfield gold prospects and a targeted RC program to test gravity anomalies for potential Hemi-style mineralisation. In June 2025 all site works were completed and following completion of the RRJV Transaction in September 2025, aircore drilling commenced on the Eastern Block.

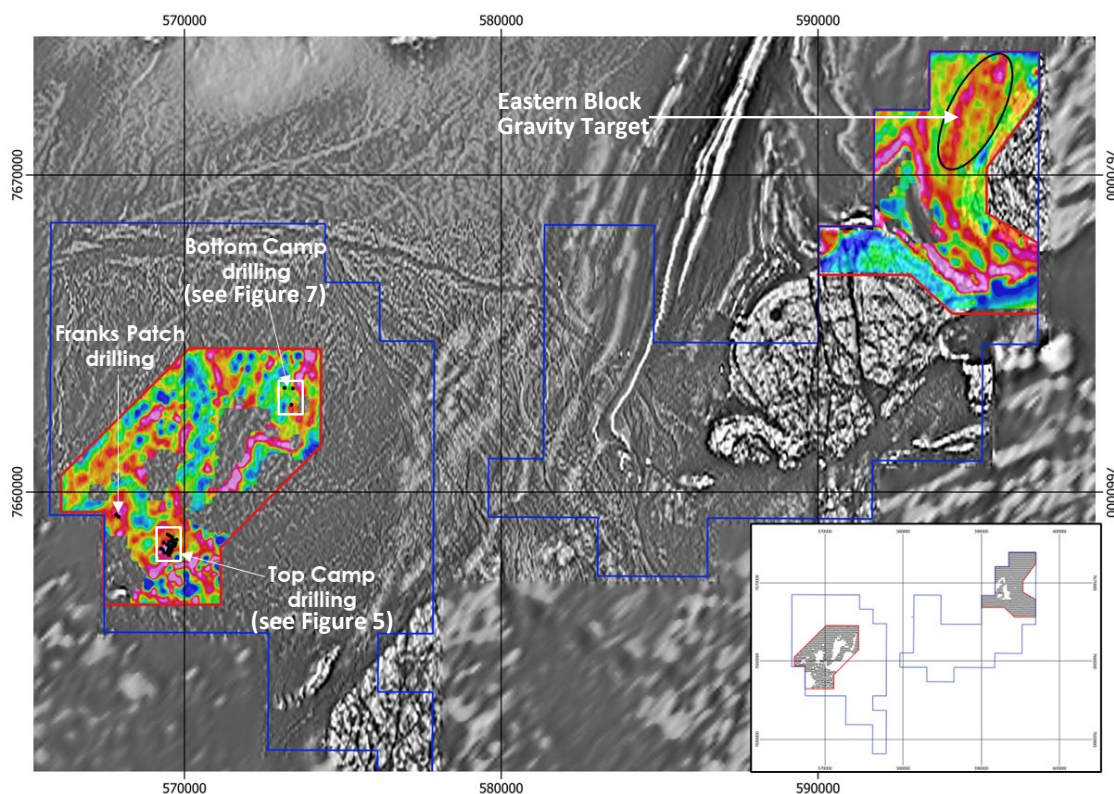


Figure 4. Croydon ground based gravity results over regional magnetics, showing Western Block (Top Camp and Bottom Camp prospects) and greenfield gravity target on the Eastern Block

DIRECTORS' REPORT (Continued)

The aircore drill program will test a gravity anomaly modelled along a 6km NE trend under shallow cover and located in a similar geological setting to Hemi. The aircore geochemistry results will be used to better define the bedrock geology and any gold anomalism associated with the gravity anomaly before RC drill testing.

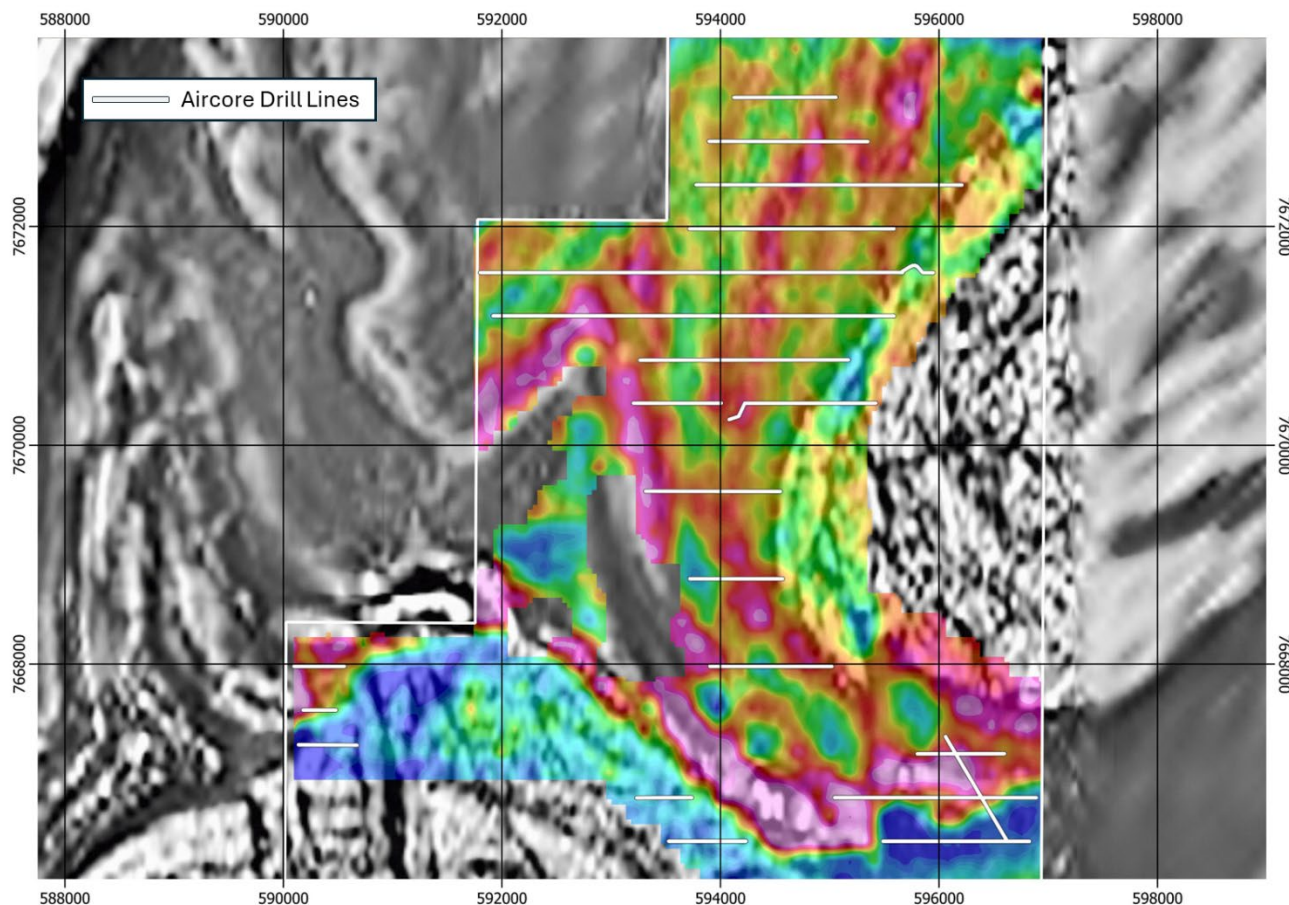


Figure 5. Aircore drill lines over priority gravity anomaly located on the Eastern Block (magnetic base image)

During 2019 and 2020, CZR undertook RC and diamond drilling across Top Camp, Bottom Camp and Franks Patch prospects, which are all situated in the Western Block at Croydon (ASX Announcements 6 February 2020, 2 September 2020, 6 October 2020, 31 March 2021). Significant drill hole intercepts from Top Camp and Bottom Camp are listed in Table 1 and 2, with a plan view of drill hole intercepts at Top Camp in Figure 6.

Following the success of De Grey Mining in defining intrusion-related gold systems at Toweranna and subsequently Hemi, and evidence at Top camp of a trace-element association that indicates that the gold-bearing fluids were derived potentially from an intrusion-related source, CZR assessed its Croydon project for potential Hemi-style intrusions. In December 2022, a ground-based gravity survey was completed to help identify Hemi-style intrusions below the Mallina sediments. The results highlighted several areas that warranted follow-up drilling.

A discrete gravity anomaly was detected below the gold mineralisation at Top Camp and is considered a priority target for intrusion-related gold mineralisation. CZR completed a heritage survey and drill pad clearing during FY25 and has designed a drill program to initially test the gravity high associated with the primary gold mineralisation at Top Camp. RC drilling is scheduled to commence following the aircore drill program in Q4 2025.

DIRECTORS' REPORT (Continued)

Table 1. Top Camp Significant Intercepts

Hole ID	Interval m	Au g/t	From m
CRC007	27	3.2	135
Inc.	8	10.0	135
CRC009	7	1.4	58
Inc.	1	7.7	58
CRC011	3	1.4	1
CRC012	13	0.8	51
CRC018	8	1.7	66
Inc.	1	9.4	66
CRC021	2	22.0	7
CRC022	1	8.5	54
CRC022	9	0.9	148
CRC032	5	3.2	132
Inc.	2	7.0	132
CRC034	2	6.1	74
CRC034	4	1.6	89

Table 2. Bottom Camp Significant Intercepts

Hole ID	Interval m	Au g/t	From m
CRC026	2	1.5	88
CRC027	4	1.7	114

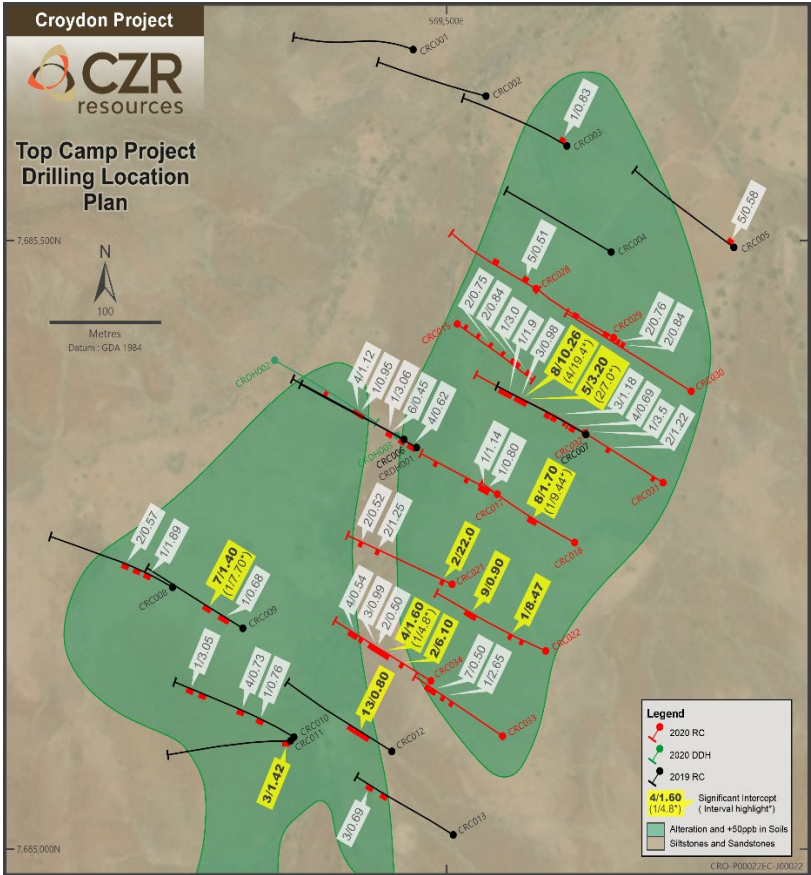


Figure 6. Top Camp drilling with gold intersections

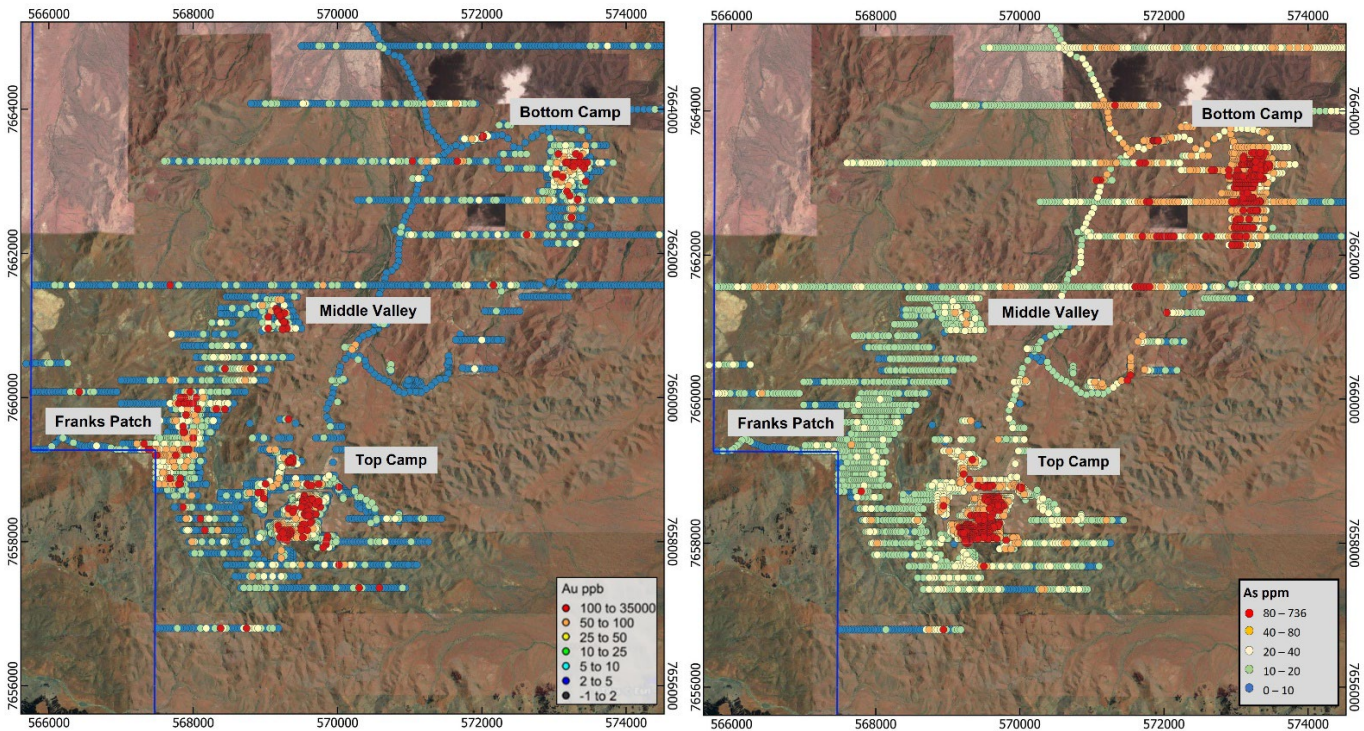


Figure 7. Gold and arsenic in soil geochemistry covering part of the Western Block

DIRECTORS' REPORT (Continued)

Buddadoo Project (CZR 85%)

The Buddadoo project covers 230km² between the small towns of Yalgoo and Morawa approximately 200km east of the port of Geraldton in the mid-west region of Western Australia. The project hosts the Edamurta copper-zinc deposit and Buddadoo vanadium-titanium-magnetite (VTM) deposit (Figure 8).

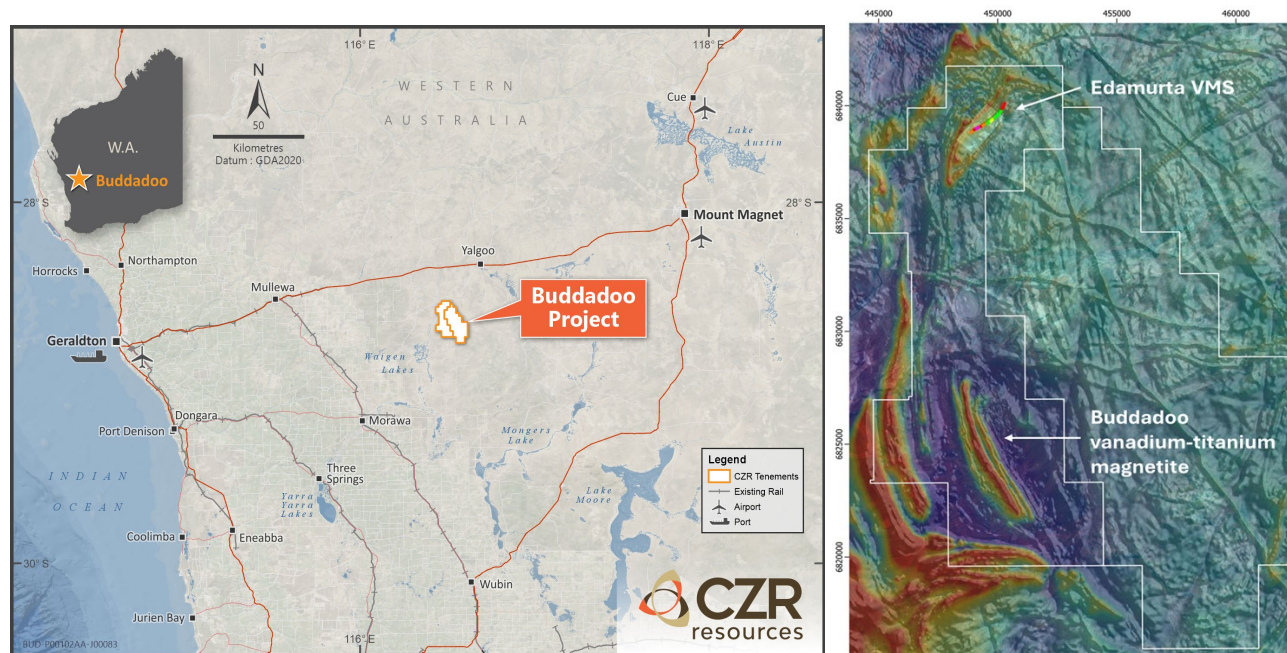


Figure 8. Buddadoo project location map showing key infrastructure (LHS) and Regional magnetic with Edamurta MLEM plates overlay and location of Buddadoo VTM deposit (RHS)

During FY25, CZR undertook exploration and development activities on two mineral deposits at Buddadoo:

1. Buddadoo VTM deposit
2. Edamurta copper-zinc deposit

Buddadoo VTM

The Buddadoo VTM deposit is a 6km long by 300-500m wide zone of gabbro with massive and disseminated vanadium and titanium magnetite mineralisation.

Outcropping magnetite has been observed along the entire VTM trend, consistent with previous drilling and shows a very strong correlation with the airborne magnetic trend. Magnetic inversion modelling completed during the reporting period shows a very consistent magnetic trend, consistent with drilling results to date.

CZR lodged a Mining Licence application covering the Buddadoo Mafic Complex (MLA 59/784) and commenced negotiations with the Yamatji Southern Regional Corporation (YSRC), representing the Yamatji Nation native title holders over the Buddadoo project. However, due to a shift in priority away from the Buddadoo VTM to the Edamurta copper-zinc deposit, CZR subsequently withdrew the Mining Licence application.

DIRECTORS' REPORT (Continued)

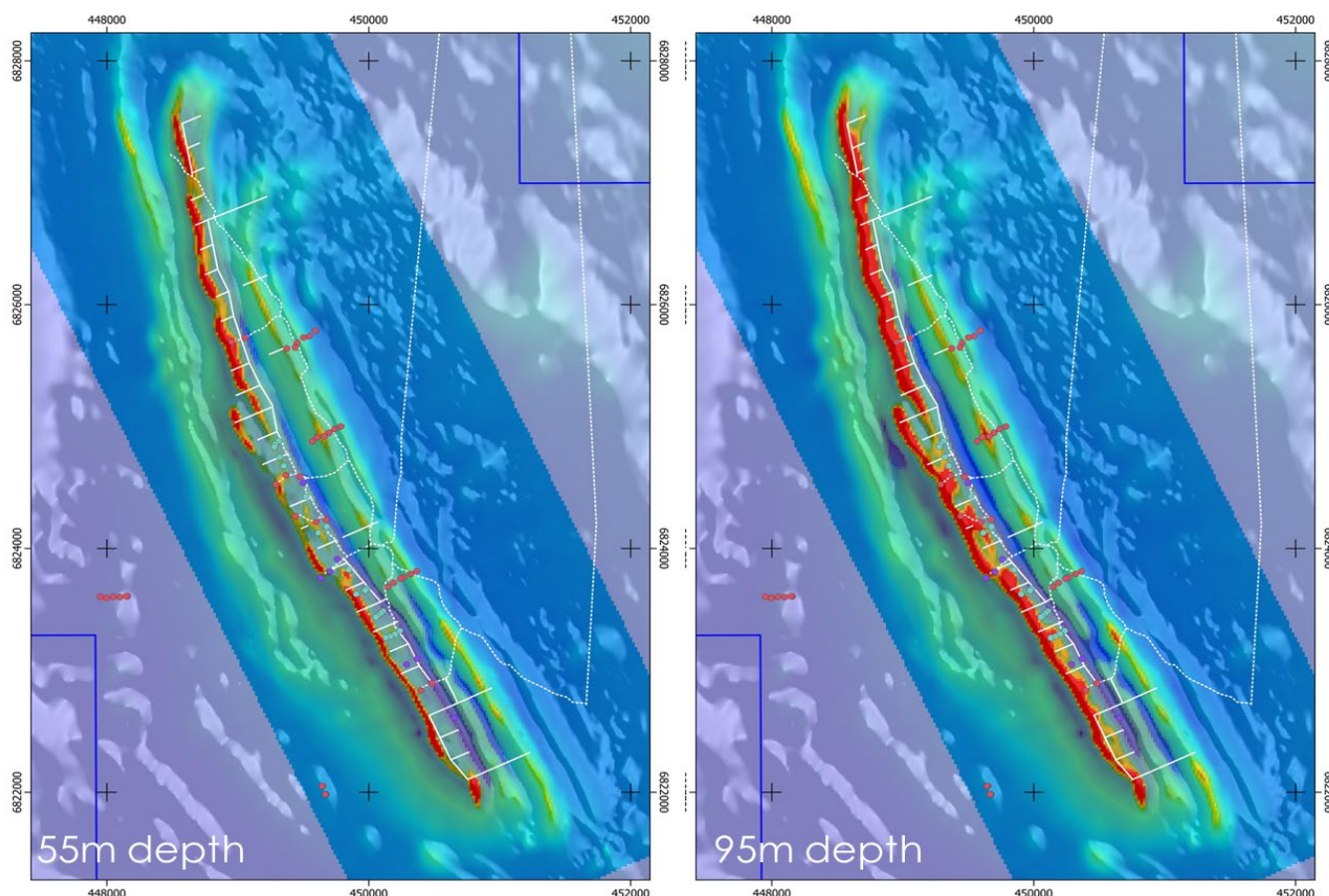


Figure 9. Buddadoo VTM – 6km long magnetic trend showing 55m depth slice and 95m depth slice with existing drill holes and planned track clearing for Resource definition drilling

Edamurta Copper-Zinc

A MLEM survey was completed in June 2025, covering a 2km section of the Edamurta volcanic sequence. The MLEM survey identified multiple highly conductive, late-time conductors which can indicate the presence of massive sulphide mineralisation. These results are very encouraging and provide strong evidence of the potential for a repeat of the nearby world-class Golden Grove VMS copper-gold-zinc-silver deposits, located only 45km east of Edamurta. Golden Grove which was first mined in 1989 still has the following reported Mineral Resources and Ore Reserves¹:

- Mineral Resource: 53.8Mt at 1.7 % Cu, 4.2 % Zn, 0.7 g/t Au, 30 g/t Ag; and
- Ore Reserves: 16.5Mt at 1.6 % Cu, 5.0 % Zn, 0.7 g/t Au, 27 g/t Ag

Outcropping gossans at Edamurta were first identified in the 1970s, with surface geochemistry and mapping recognising distinct copper and zinc mineralised zones. Subsequent drilling confirmed Edamurta as a mineralised VMS system, with previous drill intersections including:

- **3.2m at 3.8% Cu** from 188.7m in EDH8 (gold not assayed)
- **4m at 1.5% Cu, 5g/t Ag, 0.1g/t Au** from 104m in WHD-2
- **7m at 0.9% Cu, 4g/t Ag, 0.1g/t Au** from 112m in BDRC063; and
- **5.5m at 3.4% Zn** from 99m in EDH4

1. 29 Metals Limited's 28 February 2025 ASX Announcement titled "2024 Mineral Resource and Ore Reserves Estimates -Updated"

DIRECTORS' REPORT (Continued)

The mineralised intersections were relatively shallow and intersected disseminated to stringer sulphide. The MLEM survey was commissioned to locate potential massive sulphide accumulations associated with the copper and zinc mineralisation, with several highly conductive sources identified.

Results from the MLEM survey indicate previous drilling did not hit the main conductor targets and a review of drill chips from the CZR drilling in 2021 (BDRC063, 64 and 65) show copper oxide (malachite) mineralisation near surface and disseminated to stringer sulphide in deeper intersections, but not massive to semi-massive sulphide mineralisation needed to generate the strong EM responses observed. A 3,000m, 11 hole Reverse Circulation (RC) drilling program has been planned to test the high conductance plates.

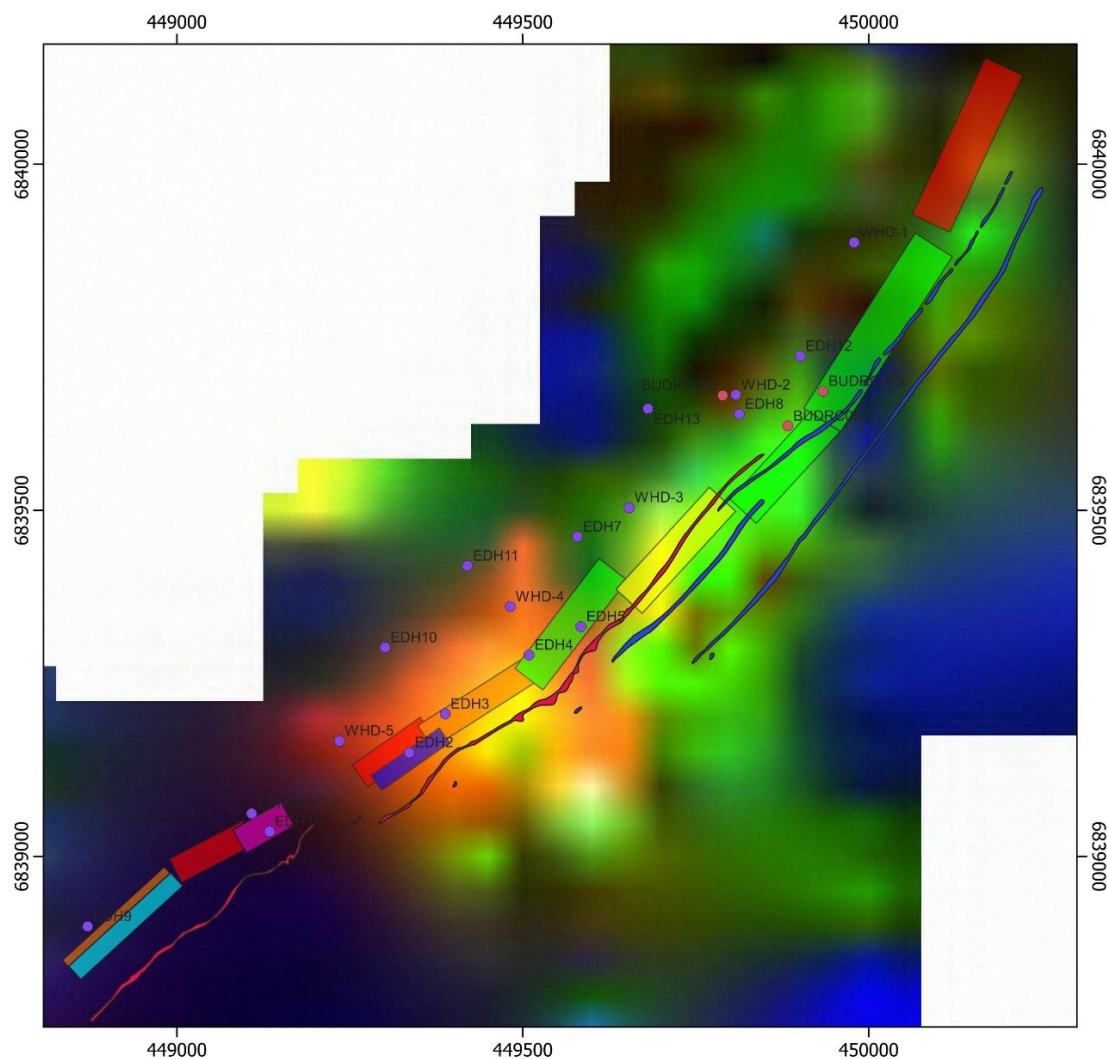


Figure 10. Surface geochemistry image showing zinc (red-orange) and copper (green) with MLEM conductor plates (warm colours strongest) and mapped zinc and copper mineralised lenses on surface

DIRECTORS' REPORT (Continued)

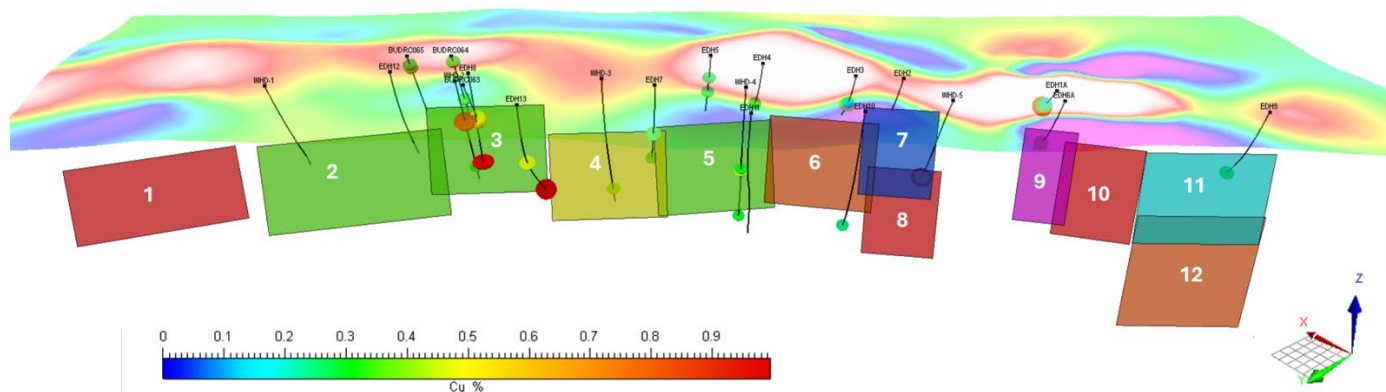


Figure 11. 3D section view looking down and to the SE at the Edamurta MLEM survey area, showing a 300m wide slice along a MLEM X component time decay channel 25 image, modelled MLEM conductor source plates coloured by conductance (warmer colours are higher conductance, cooler colours are lower conductance, Table 3), and existing drillholes with downhole Cu assays shown as coloured logs

Table 3. Modelled conductor plates

Conductor Plate	Conductance (S)	Depth to plate (m)	Length (m)	Dip (°)	Dip direction (°)	Depth extent (m)
1	3500	163.1	250	60	295	120
2	800	168.3	300	65	302	150
3	800	109.9	200	70	312	150
4	1000	168.3	200	70	312	150
5	900	130.4	200	70	307	150
6	2200	101.6	180	75	327	150
7	200	63.1	120	80	325	150
8	4000	163.1	120	75	325	150
9	6000	69.9	80	75	330	150
10	3000	95.5	120	75	332	150
11	400	100	200	80	317	150
12	2500	200	200	85	317	200

Edamurta shows many similarities to Golden Grove, with shallow, lower grade copper and zinc lodes near surface with higher grade copper and zinc lodes discovered at depth at Golden Grove. Due to the strength of the conductors observed from surface at Edamurta, the depth extents and orientation are difficult to model. Down-hole EM of the proposed RC drill holes will be used to refine the location and strength of the conductors for subsequent drill testing.

Figure 12 shows a graphical illustration of a long-section from Golden Grove, illustrating the depth of zinc and copper mineralisation at Gossan Hill and Scuddles, with the depth and orientation of modelled conductors so far at Edamurta overlaid to scale.

DIRECTORS' REPORT (Continued)

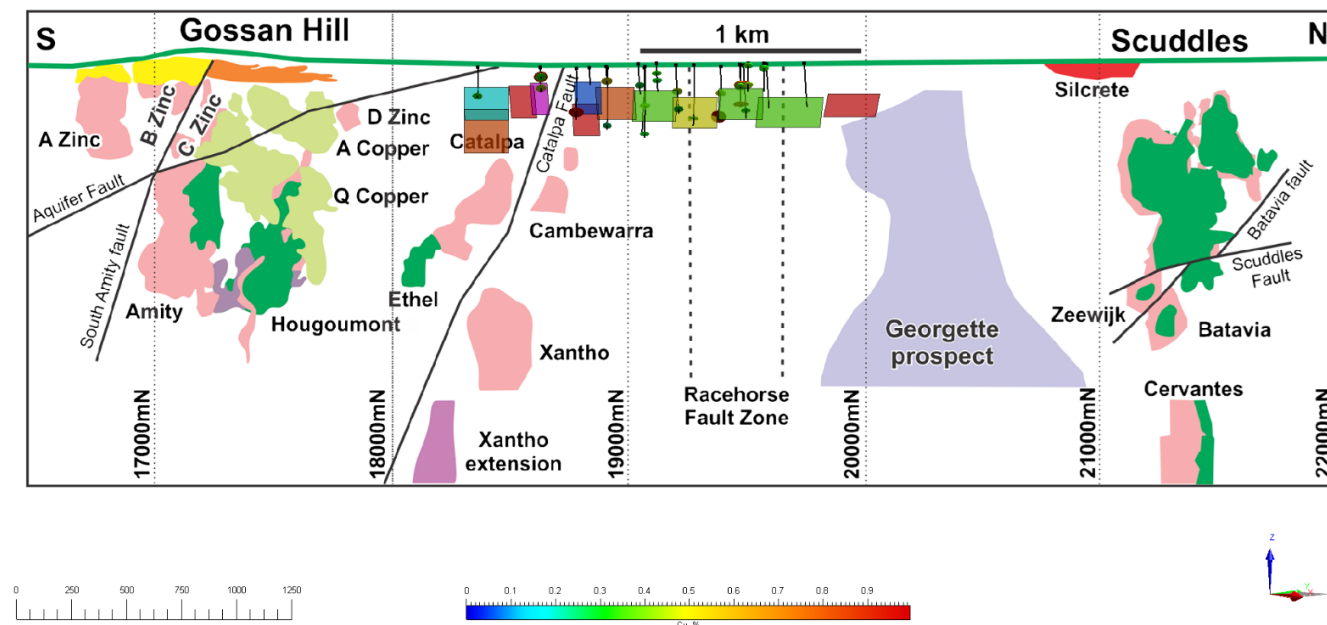


Figure 12. Schematic long-section of Gossan Hill and Scuddles deposits (Golden Grove) with Edamurta MLEM conductors overlaid to scale

Yarrie Iron-Ore Project (CZR 70%)

The Yarrie Project covers a total of 144 square kilometres, about 160 kilometres east of Port Hedland. Yarrie is serviced by bitumen and gravel roads, a natural gas pipeline between Pt Hedland and the Telfer copper-gold mine and a BHP-owned rail connection between Yarrie mining area and Port Hedland. The Yarrie tenements are held for their potential to host high-grade (+62% Fe) iron-ore and have historical high-grade RC drill intercepts in the Cabbage Tree and Kennedy Gap prospects (CZR release to ASX; 6 August 2014).

No field activities were undertaken at Yarrie during FY25.

Shepherd's Well Project (CZR 70%)

Shepherd's Well (E08/2361) is located 60 kilometres south-west of Karratha and covers a total of 77 square kilometres including 15 kilometres of a regional shear-zone. CZR completed a moving loop electro-magnetic (EM) survey at the Dorper prospect in the March 2023 quarter, targeting a mafic-ultramafic intrusion with anomalous nickel and PGE in soil and rock chip samples. The survey identified a NE-SW oriented stratigraphic conductor dipping steeply to the NW, that is much more conductive in the south and gets weaker towards the North.

No field activities were undertaken at Shepherd's Well during FY25.

DIRECTORS' REPORT (Continued)

Forward Looking Statements

This report contains "forward-looking information" that is based on CZR's expectations, estimates and projections as of the date on which the statements were made. This forward-looking information includes, among other things, statements with respect to CZR's business strategy, plan, development, objectives, performance, outlook, growth, cashflow, projections, targets and expectations, mineral resources, ore reserves, results of exploration and related expenses. Generally, this forward looking information can be identified by the use of forward-looking terminology such as 'outlook', 'anticipate', 'project', 'target', 'likely', 'believe', 'estimate', 'expect', 'intend', 'may', 'would', 'could', 'should', 'scheduled', 'will', 'plan', 'forecast', 'evolve' and similar expressions. Persons reading this report are cautioned that such statements are only predictions, and that CZR's actual future results or performance may be materially different. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause CZR's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information.

Forward-looking information is developed based on assumptions about such risks, uncertainties and other factors set out herein, including but not limited to general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices and demand of iron and other metals; possible variations of ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accident, labour disputes and other risks of the mining industry; and delays in obtaining governmental approvals or financing or in the completion of development or construction activities. This list and the further risk factors detailed in the remainder of this report are not exhaustive of the factors that may affect or impact forward-looking information. These and other factors should be considered carefully, and readers should not place undue reliance on such forward-looking information. CZR disclaims any intent or obligations to revise any forward-looking statements whether as a result of new information, estimates, or options, future events or results or otherwise, unless required to do so by law.

Statements regarding plans with respect to CZR's mineral properties may contain forward-looking statements in relation to future matters that can only be made where CZR has a reasonable basis for making those statements. Competent Person Statements regarding plans with respect to CZR's mineral properties are forward looking statements. There can be no assurance that CZR's plans for development of its mineral properties will proceed as expected. There can be no assurance that CZR will be able to confirm the presence of mineral deposits, that any mineralisation will prove to be economic or that a mine will successfully be developed on any of CZR's mineral properties.

No New Information or Data

This report contains references to Ore Reserve and Mineral Resource estimates, all of which have been cross referenced to previous market announcements made by the Company. The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcements and, in the case of estimates of Ore Reserves and Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Competent Person Statement

The information in this report that relates to exploration activities and exploration results is based on information compiled by Stefan Murphy (BSc), a Competent Person who is a Member of the Australian Institute of Geoscientists. Stefan Murphy is Managing Director of CZR Resources, holds shares, options and performance rights in the Company and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a 'Competent Person' as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code).

Stefan Murphy has given his consent to the inclusion in this report of the matters based on his information in the form and context in which it appears.

DIRECTORS' REPORT (Continued)

OPERATING AND FINANCIAL REVIEW

The loss of the Group after providing for income tax amounted to \$18,807,503 (2024: profit of \$10,494,571).

Financial Performance

The Group's performance during the 2025 financial year and for the four previous financial years, are set out in the table below after noting the basis of preparation of the financial results as in the notes to the consolidated financial statements. The financial results shown below were all prepared under Australian Accounting Standards.

Year Ended 30 June	2025	2024	2023	2022	2021
	\$	\$	\$	\$	\$
Other Income	674,935	1,040,761	105,860	899	13,051
Depreciation and amortisation expense	(10,152)	(17,618)	(20,111)	(14,095)	(11,148)
Share based payment expense	(108,723)	(1,553,362)	(542,594)	(122,840)	(75,026)
Compliance and professional fees	(477,318)	(557,312)	(502,826)	(504,929)	(458,125)
Corporate transaction costs	(1,285,440)	-	-	-	-
Occupancy expenses	(83,013)	(80,035)	(77,070)	(63,824)	(35,386)
Administration expenses	(280,160)	(239,051)	(154,811)	(244,936)	(137,977)
Directors' fees	(144,506)	(338,488)	(139,156)	(175,405)	(259,656)
Exploration costs	(1,913,024)	(2,628,584)	(5,491,181)	(4,679,661)	(2,948,600)
Stamp Duty	-	-	-	-	(35,115)
Finance costs	(194,671)	(10,000)	-	-	(32,105)
Loss on disposal of plant and equipment	-	(215)	(720)	-	-
Capitalised exploration and evaluation expenditure impaired	-	-	(285,249)	-	-
Share of loss of joint ventures accounted for using the equity method	(95,741)	(11,215)	-	-	-
Profit / (Loss) before income tax	(3,917,813)	(4,395,119)	(7,107,858)	(5,804,791)	(3,980,087)
Income tax benefit (expense)	(14,889,690)	14,889,690	-	-	-
Net profit / (loss) after tax	(18,807,503)	10,494,571	(7,107,858)	(5,804,791)	(3,980,087)
Diluted Profit / (loss) per share (cents)	(7.95)	4.33	(3.21)	(2.85)	(2.38)
Market capitalisation (millions)	56.8	67.2	41.3	52.3	32.0
Closing share price (cents per share)	24.0	28.5	17.5	25.5	17.0

Income

Other income of \$674,935 (2024: \$1,040,761) was made up of exclusivity fee in relation to sale of Robe Mesa assets of \$650,000 (2024: \$1,000,000), interest revenue of \$21,246 (2024: \$39,969) and sundry other income of \$3,689 (2024: \$792).

Share based payment expense

Share based payment expense of \$108,723 (2024: \$1,553,362) was incurred by the Company, a 87% decrease from the previous financial year, principally due to not having to record the accelerated amortisation of share based payments of options and performance rights as a result of the sale of Robe Mesa assets which had already been recognised in the previous period.

DIRECTORS' REPORT (Continued)**Compliance and professional fees**

Compliance and professional fee costs of \$477,318 (2024: \$557,312) were incurred by the Company, a 14% decrease from the previous financial year, principally due to reduced incurrence of additional costs in investigating new business opportunities.

Corporate transaction costs

Corporate transaction costs of \$1,285,440 (2024: \$nil) were incurred by the Company relating to the Fenix Resources Limited transaction and sale of assets to RRJV.

Administration expenses

Administration expenses of \$280,160 (2024: \$239,051) were incurred by the Company, a 17% increase from the previous financial year, principally due to the increased allocation of salaries and wages to administration and corporate activities during the year.

Directors' fees

Directors' fees of \$144,506 (2024: \$338,488) were incurred by the Company, a 57% decrease from the previous financial year, principally due to the non-incurrence of additional director fees to compensate for services rendered beyond normal expectation in regards to meetings, negotiations, review and finalisation of documents regarding the Robe Mesa Transaction.

Exploration costs

Exploration costs of \$1,913,024 (2024: \$2,628,584) were incurred by the Company, a 27% decrease from the previous financial year, principally due to the non-incurrence of Robe Mesa Definitive Feasibility Study costs which was completed early in the previous financial year.

Finance costs

Finance costs of \$194,671 (2024: \$10,000) were incurred by the Company, a 1,846% increase from the previous financial year, principally due to incurrence of interest costs on short-term finance facility loans, in anticipation of the settlement of the sale of Robe Mesa assets taking place.

Income Tax Expense

An income tax expense of \$14,889,690 has been booked on the consolidated entity's loss for the financial year (2024: Income tax benefit of \$14,889,690) which is the result of the reversal of tax losses and other timing differences previously recognised in relation to Miracle Iron Robe Mesa transaction which was terminated during the period.

Review of Financial Position**Balance Sheet****Net Working Capital - current assets less current liabilities**

The consolidated entity's net working capital position is in surplus by \$4,037,945 (2024: deficit of \$4,509,502) and this does not include the recognition of the sale proceeds that were received subsequent to year end from the sale of the Robe Mesa tenements to the RRJV (see Events Occurring after the Reporting Period).

Cash Flows

The operating activities of the consolidated entity resulted in a net cash outflow of \$3,679,273 (2024: \$3,461,189) including \$2,159,628 (2024: \$2,637,548) in payments for exploration expenditure.

Net cash outflow from investing activities was \$80,000 (2024: \$888,906 inflow).

There were net cash inflows from financing activities of \$3,358,347 (2024: \$991,670) which was the result of \$6,626,000 proceeds from short-term loan funding offset against \$3,267,670 in repayment of loan funds.

DIRECTORS' REPORT (Continued)

At 30 June 2025, the consolidated entity had cash and cash equivalents of \$187,906 (2024: \$588,832) but this does not include the additional \$1,000,000 in unused loan facility from Robe River Mining Co Pty Ltd available at balance date.

Net Assets/Equity

The net asset position of the consolidated entity decreased by 67% to \$8,871,914 (2024: \$27,570,677) due principally to the reversal of the income tax benefit of \$14,889,690 associated with the recognition of tax losses available for offset against expected profits generated in relation to sale of Robe Mesa Project to Miracle Iron Resources Pty Ltd which was terminated during the year and the operating loss for the year of \$3,917,813.

Financial and Business Risks

The business, assets and operations of the consolidated entity have the potential to influence the operating and financial performance of the consolidated entity in the future. The Board aims to manage these risks by carefully planning its activities and implementing risk mitigation measures. A list of the key business and financial risks of the consolidated entity, include:

- *Exploration* - CZR tenements are at various stages of exploration with Yarraloola and Yarrie prospective for iron ore, Croydon prospective for gold, Buddadoo prospective for copper-vanadium and Shepherds Well prospective for gold, nickel and rare earths. Mineral exploration is a high-risk undertaking and there is a risk that the contemplated extensional and infill resource drilling programs or the regional exploration activities to generate new resources will not be successful;
- *Development Studies* - there is a risk that the contemplated development studies may not lead to a project that is economically viable;
- *Licences, permits and approvals* - the various company tenements have the necessary statutory exploration and environmental licences, permits and approvals to conduct current exploration activities. However, the consolidated entity may be required to obtain certain authorisations in future to undertake new exploration and development on the exploration tenements. These requirements include Program of Work (POW) approvals and Aboriginal heritage clearances (in certain circumstances). Delays in obtaining, or the inability to obtain required authorisations may significantly impact on the consolidated entity's exploration activities;
- *Management Team* - the Company does not have a full management team and relies heavily on contractors and consultants to perform key technical, commercial, managerial and administrative services. The Company will continue to assess this structure as its various projects develop;
- *Commodity prices and foreign exchange rate fluctuations* - the value and profitability of the Robe Mesa Iron Ore Project (and any other assets developed or acquired by the Company in the future) may be adversely affected by fluctuations in commodity prices and foreign exchange rate fluctuations and in particular the price of iron ore and gold;
- *Government Legislation changes* - changes in state and federal legislation and regulations may adversely affect ownership of mineral interests, taxation, royalties, land access, native title, labour relations and the mining and exploration activities of the consolidated entity; and
- *Climate risk* - climate projections for the Pilbara under various emissions scenarios show Seasonal and Long-Term Climatic Trends (CSIRO and BOM, 2021) which may impact operations.

DIVIDENDS PAID OR RECOMMENDED

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

DIRECTORS' REPORT (Continued)

INFORMATION ON DIRECTORS

Russell Clark	Chairman (appointed 10 September, 2021 as Non-Executive Director and 3 November 2021 as Chairman)
Qualifications	BSc (Hons), ARSM, Grad Dip Securities Institute, FAICD
Experience	Mr Clark has more than 45 years' global experience in board, senior corporate, operational and project development roles. He holds a Bachelor of Science (Hons) in Mineral Resources Engineering from the Royal School of Mines and a Graduate Diploma in Finance and Investment Analysis from the Securities Institute of Australia. Mr Clark is a Fellow of the Australian Institute of Company Directors (AICD). Mr Clark's previous positions include Managing Director of ASX-listed Grange Resources from 2008 to 2012. In this role, he oversaw the DFS and permitting for the Southdown magnetite project near Albany in Western Australia. He also completed the transaction that brought the Savage River magnetite project into Grange, making it the largest Australian magnetite producer, and in the process transformed Grange into a \$1 billion company by market capitalisation. He is presently Chairman of Vault Minerals Limited and Pearl Gull Iron Limited and a Non-executive Director of Tungsten Mining Limited.
Other Directorships	Pearl Gull Iron Limited (appointed July 2021) Tungsten Mining Limited (appointed February 2020) Vault Minerals Limited (appointed July 2023)
Stefan Murphy	Managing Director (appointed 9 November, 2021)
Qualifications	BSc, MBA
Experience	Mr Murphy brings extensive operational and financial expertise to CZR. Most recently, he led the development and commissioning of the Roper Bar iron ore mine in the Northern Territory. His experience in developing integrated mine-to-port logistics solutions and iron ore marketing has been invaluable to CZR in developing the Robe Mesa iron ore project in the Pilbara. Mr Murphy commenced his career in the Pilbara as a mine geologist with BHP iron ore and has spent the past 25 years working on mining and exploration projects throughout Australia. In addition to his technical roles, he holds an MBA and has worked in corporate finance roles in Australia and the UK, focused primarily on capital markets and M&A transactions in the resources sector.
Other Directorships	Nil

DIRECTORS' REPORT (Continued)

Hui (Annie) Guo	Non-Executive Director (appointed 18 February 2021)
Qualifications	B.Econ, M.Fin.
Experience	Ms Guo is a highly proficient corporate executive with more than 20 years' experience in the mining and resources sector. During Ms Guo's earlier career with PricewaterhouseCoopers, she held senior roles in transaction services, with a focus on the mining and resources sector. In addition, she is an experienced public and private company director and executive and has run her own investment platform focused on Australian and international mining and resource projects for the past decade. Ms Guo brings significant experience across mining project evaluation, mergers and acquisitions, capital markets, project development and corporate finance, and is currently the Executive Chair of Zuleika Gold Limited.
Other Directorships	Zuleika Gold Limited (appointed November 2013) Azure Minerals Limited (appointed March 2021, resigned May 2024)

Company Secretary

Trevor O'Connor B.Bus(Acc), FGIA FCG (CS,CGP), CA
Appointed 25 June 2021

Mr O'Connor is a Chartered Accountant and Chartered Company Secretary with over 29 years' corporate experience. This includes more than 20 years' experience in the mining and energy industries operating both in Australia and overseas.

Mr O'Connor is also currently the Company Secretary of ASX-listed Horizon Gold Limited.

Directors' Interests in Shares and Performance Rights of the Company

As at the date of this Report, the interest of the Directors in securities of CZR Resources are:

	Number of Ordinary Shares	Options	Performance Rights
Mr Russell Clark	-	2,352,942	847,059
Mr Stefan Murphy	588,236	3,529,414	1,400,000
Ms Annie Guo	-	1,764,706	810,295

MEETINGS OF DIRECTORS

The number of directors' meetings held during the financial year and the number of meetings attended by each director is:

Director	Number Eligible to Attend	Meetings Attended
Russell Clark	10	10
Stefan Murphy	10	10
Annie Guo	10	9

The Company does not have a formally constituted audit committee as the board considers that the Group's size and type of operation do not warrant such a committee.

DIRECTORS' REPORT (Continued)

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

In addition to the significant changes in state of affairs of the Company outlined in the earlier Operations Review section of the Director' Reports, the following are additional significant changes in state of affairs for the Company during the financial Year.

In July 2024 the Company drew down in full a Miracle Iron Resources \$376,000 loan facility and following termination of the sale of Robe Mesa to Miracle Iron Resources transaction, on 20 March 2025 paid this facility in full including interest, and in addition repaid the Miracle Iron Resources forecast budget expenditure loan facility of \$991,670 with total payment being \$1,368,050.

During the financial year the Company increased and extended the short-term funding facility provided by Yandal Investments Pty Ltd (an entity owned by CZR's major shareholder Mark Creasy). The original \$500,000 facility was agreed in December 2023 and during the year was increased to \$1,500,000 and the loan repayment date extended to 31 October 2025. The loan facility, which was fully drawn down during the year, was unsecured, could be drawn in tranches of not less than \$50,000, interest was payable at 12.0% per annum and a facility fee of \$10,000 was paid. On 11 September 2025 the loan, including interest was repaid in full totalling \$1,664,899.

On 25 February 2025 as part of the off-market takeover announced by Fenix, Fenix agreed to provide a short-term unsecured loan facility of \$2,400,000 to assist with CZR's working capital. The loan had interest payable on amounts drawn down at the rate of 12% per annum and was repayable on the earlier of: (i) 12 months after the date of the BIA, (ii) 30 days after a demand for repayment by Fenix following a third party (other than the Creasy Group) acquiring 50% or more of CZR shares or the termination of the BIA in certain circumstances (other than a CZR material adverse change or a third party acquiring more than 20% in CZR shares) or (iii) 3 months after the BIA is terminated following a CZR material adverse change. The loan, including interest was repaid in full on 8 May 2025 totalling \$1,939,978.

On 17 April 2025 the Company announced that the Board has determined to proceed with the RRJV Transaction and as part of that transaction RRMC agreed to provide a loan facility of \$3,850,000 secured by a specific security deed, pursuant to which the loan was secured against all of Zanthus Resources Pty Ltd's (Zanthus) (a wholly owned subsidiary of CZR) interest in exploration licence E08/1686 and a featherweight security over all other assets of Zanthus to enable the enforcement of the security against E08/1686. Interest accrued daily based on the 3-month Bank Bill Swap Rate reference rate plus a margin of 3% per annum. The loan was repayable on the earliest of:

- (a) 60 days after receipt of a written demand by RRMC following the occurrence of: (i) the CZR Board recommending a Superior Proposal, (ii) an entity, or entities acting in concert (other than the entity or entities that currently Control), acquiring Control of Zanthus or CZR; (iii) the Sale Agreement being validly terminated under certain rights under the Sale Agreement;
- (b) 90 days after receipt by Zanthus of a written demand by RRMC following the Sale Agreement being validly terminated other than under the rights described in (b) above; and
- (c) Completion occurs of the sale of assets under the Sale Agreement (in which case the secured money will be satisfied by set-off against the Purchase Price).

On 9 September 2025 as part of settlement of RRJV Transaction the loan and interest payable to RRMC was paid in full totalling \$3,928,935.

During the June quarter, CZR received a \$650,000 exclusivity fee from the RRJV and paid a break fee of \$650,000 to Fenix Resources as a result of the termination of the Fenix Resources Limited's Bid Implementation Agreement.

Other than as outlined above, and as outlined in the Review of Operations section, there were no other significant changes in the state of affairs of the Group for the financial year.

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DIRECTORS' REPORT (Continued)

EVENTS OCCURRING AFTER THE REPORTING PERIOD

Subsequent to year end the following events have occurred in relation to the Company's sale of its Robe Mesa Iron Project to the RRJV:

- 1) In July and August 2025, a further \$1,000,000 was drawn down in Loans from RRMC;
- 2) on the 2 September 2025 the Company announced that all the remaining Conditions Precedent had been satisfied and / or waived in relation to the sale of Company's interest in certain tenements comprising its Robe Mesa Project for cash consideration of \$75,000,000 (excluding GST) to the RRJV and that settlement was scheduled to occur on 9 September 2025; and
- 3) on the 9 September the Company announced that settlement had occurred and the Company had received \$70,488,534 (excluding GST) from the RRJV, after allowing for deductions including outstanding loan repayments and exclusivity fee previously paid.

In July 2025 294,118 options were exercised at \$0.000017 per option and 294,118 shares were issued as a result.

In September 2025 882,354 options were exercised at \$0.000017 per option and 882,354 shares were issued as a result.

In September 2025 the Company repaid in full the outstanding Yandal loan facility of \$1,500,000 plus interest.

In the interval between the end of the financial year and the date of this report, other than the above, there has not arisen any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operation and results of the consolidated entity or the state of affairs of the consolidated entity, in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Group has five projects – Croydon, Yarraloola, Yarrie, Shepherds Well and Buddadoo, and manages the exploration on the projects. Yarraloola comprises the Robe Mesa Iron Ore Project (which has, subsequent to year end, been sold – see section above) and other exploration assets.

Following completion of the RRJV Transaction, the Company has commenced exploration at its Croydon project and intends to commence exploration at Buddadoo (Edamurta copper project) and the remaining iron ore prospects at its Yarraloola project (Peter's Creek and Darnell).

The strong cash balance post the RRJV Transaction means CZR has sufficient funding for its accelerated exploration programs and is actively assessing capital management strategies. The results of these intensive exploration programs will dictate CZR's future capital requirements and final income tax position for FY26. Once these outcomes are known, CZR will make a decision on its future capital management strategies.

ENVIRONMENTAL REGULATION

The Group is aware of its environmental obligations with regards to its exploration activities and ensures that it complies with all regulations when carrying out any exploration work.

Greenhouse gas and energy data reporting requirements

The group has reviewed the reporting requirements of both the *Energy Efficiency Opportunities Act 2006* and the *National Greenhouse and Energy Reporting Act 2007*. Based on the Group's current operations, they are not required to register, nor are they required to report emissions data to the Greenhouse and Energy Data Officer.

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DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (Audited)

The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001*.

Key management personnel covered in this report:

Name	Position Held
Russell Clark	Chairman
Stefan Murphy	Managing Director
Annie Guo	Non-Executive Director
Fabian Goddard	Study Manager
Trevor O'Connor	CFO/Company Secretary

Remuneration policy

The remuneration policy of CZR Resources Ltd has been designed to align director and executive objectives with shareholder and business objectives by providing a fixed remuneration component which is assessed on an annual basis in line with market rates and offering specific long-term incentives based on key performance areas affecting the economic entity's financial results. The board of CZR Resources believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors and executives to run and manage the economic entity.

The board's policy for determining the nature and amount of remuneration for board members and senior executives of the economic entity is as follows:

The remuneration policy, setting the terms and conditions for the executive directors and other senior executives, was developed by the board. All executives receive a base salary (which is based on factors such as length of service and experience) and superannuation. The board policy is to review executive packages annually by reference to the economic entity's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries.

The board may exercise discretion in relation to approving incentives, bonuses and options. The policy is to attract the highest calibre of executives and reward them for performance that results in long-term growth in shareholder wealth.

Executives are also entitled to participate in the employee share and option arrangements. The executive director and executives receive a superannuation guarantee contribution required by the government, which was 11.5% for the 2025 Financial year (and has increased to 12.0% effective 1 July 2025), and do not receive any other retirement benefits. All remuneration paid to directors and executives is valued at the cost to the company and expensed. Options are valued using the Black-Scholes method.

The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Issue of incentive securities (options and performance rights) may be used to:

- 1) Align director remuneration with business strategy and shareholder outcomes;
- 2) Assist in creating shareholder value over the long term;
- 3) Increase retention of directors; and
- 4) Preservation of the Company's cash holdings in the most effective way possible.

Independent external advice is sought when required, however has not been sought during this reporting period. The maximum aggregate amount of fees that can be paid to non-executive directors is \$350,000 approved by shareholders at the Annual General Meeting on 27 November 2020. Fees for non-executive directors are not linked to the performance of the economic entity.

DIRECTORS' REPORT (Continued)

The objective of the Company's executive reward framework is set to attract and retain the most qualified and experienced directors and senior executives. The board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- Competitiveness
- Acceptability to shareholders
- Performance linkage
- Capital management

Directors' fees

A director may be paid fees or other amounts as the directors determine where a director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. A director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Bonuses

No bonuses were given to key management personnel during the 2024 and 2025 years.

Performance based remuneration

The Board as a whole agrees upon an appropriate level of performance based remuneration for executives, relative to their involvement in the management of the Company. In the last five financial years, the Company has issued a performance-based remuneration component built into director and executive remuneration packages in the form of Incentive Options and Performance Rights. Previous to this all remuneration was fixed and no amount was considered at risk. On the resignation of executives, unless otherwise agreed by the Board, any unvested Incentive Options that have been issued as remuneration lapse after a reasonable period.

Group performance, shareholder wealth and director's and executive's remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders and directors and executives.

The following table shows the gross revenue and losses and the share price of the Group at the end of the respective financial year:

	30 June 2025	30 June 2024	30 June 2023	30 June 2022	30 June 2021
Other income	674,935	1,040,761	105,860	899	13,051
Net Profit / (Loss)	(18,807,503)	10,494,571	(7,107,858)	(5,804,791)	(3,980,087)
Share price (cents)	24.0c	28.5c	17.5c	25.5c	17.0c

DIRECTORS' REPORT (Continued)

Remuneration of key management personnel:

2025	Short-term		Long-term Long Service Leave Movement	Post employment Super- annuation	Share- based Payments	Total	Performance Related
	Salary & Fees \$	Annual Leave Movement \$	\$	\$	\$	\$	%
Non-executive Directors							
Russell Clark	87,806	-	-	-	26,574	114,380	0%
Annie Guo	56,700	-	-	-	22,434	79,134	0%
Executive Directors							
Stefan Murphy	315,000	10,076	4,669	29,932	20,917	380,594	0%
Other KMP's							
Fabian Goddard ¹	336,202	2,985	(2,619)	36,597	(1,519)	371,646	0%
Trevor O'Connor	200,323	-	-	-	52,327	252,650	0%
Total	996,031	13,061	2,050	66,529	120,733	1,198,404	

¹ Fabian Goddard was made redundant on 1 July 2025 and the remuneration disclosed above includes the provision for his termination payments.

2024	Short-term		Long-term Long Service Leave Movement	Post employment Super- annuation	Share- based Payments	Total	Performance Related
	Salary & Fees \$	Annual Leave Movement \$	\$	\$	\$	\$	%
Non-executive Directors							
Russell Clark	128,750	-	-	8,662	413,201	550,613	0%
Annie Guo	206,700	-	-	-	347,328	554,028	0%
Executive Directors							
Stefan Murphy	315,000	9,200	3,052	27,399	485,943	840,594	19.6%
Other KMP's							
Fabian Goddard	283,500	9,977	2,497	27,399	177,928	501,301	32.6%
Trevor O'Connor	207,822	-	-	-	52,470	260,292	0%
Total	1,141,772	19,177	5,549	63,460	1,476,870	2,706,828	

Service and employment contracts of company directors

Stefan Murphy (Managing Director)

Stefan Murphy has entered into an Executive Services Agreement with CZR Resources Ltd and commenced as Managing Director of the company on the 9th of November 2021. Details of contractual arrangements with Mr Murphy are as follows:

Term of engagement	No fixed term. Contract continues until terminated in accordance with the terms of the Contract.
Fixed remuneration	\$315,000 per annum, exclusive of superannuation.
Other entitlements	Annual and other statutory leave.
Termination notice	3 months by either party.
Additional provisions	Contract contains additional provisions considered standard for employment agreements of this nature.

Russell Clark (Chairman)

Russell Clark was appointed a director on the 10th of November 2021 under a Letter of Engagement. Mr Clark is entitled to director fees of \$87,806 per annum inclusive of superannuation. His appointment has no fixed term and contains no termination provisions. Continued appointment is subject to the Corporations Act, Company's Constitution and the ASX Listing Rules.

DIRECTORS' REPORT (Continued)

Annie Guo (Non-executive director)

Annie Guo was appointed on 18th February 2021 under a Letter of Engagement. Ms Guo is entitled to directors fees of \$56,700 per annum inclusive of superannuation. Her appointment has no fixed term and contains no termination provisions. Continued appointment is subject to the Corporations Act, Company's Constitution and the ASX Listing Rules.

Fabian Goddard (Study Manager) – terminated on 1 July 2025

Fabian Goddard has entered into an Employment Agreement with CZR Resources Ltd and commenced on the 15th of March 2022. Details of contractual arrangements with Mr Goddard are as follows:

Term of engagement	No fixed term. Contract continues until terminated in accordance with the terms of the Contract.
Fixed remuneration	\$283,500 per annum, exclusive of superannuation.
Other entitlements	Annual and other statutory leave.
Termination notice	3 months by either party.
Additional provisions	Contract contains additional provisions considered standard for employment agreements of this nature.

Trevor O'Connor (CFO / Company Secretary)

Trevor O'Connor has entered into a Consulting Agreement with CZR Resources Ltd on the 25th of June 2022. Details of contractual arrangements with Mr O'Connor are as follows:

Term of engagement	No fixed term. Contract continues until terminated in accordance with the terms of the Contract.
Fixed remuneration	\$189 per hour with minimum fees totalling \$10,000 per month.
Termination notice	1 months by either party.

Details of Share-based Remuneration

From time to time, the Company may consider encompassing performance-based components into an directors and executive's overall remuneration packages. The Options provided are valued using a Black-Scholes option pricing model. Fair values at grant date takes into account the exercise price, the term of the right or option, the Company share price at grant date and expected Company share price volatility, the expected dividend yield and the risk-free rate for the term of the right or option.

Options 2025 Financial Year

No remuneration options were issued during the year ended 30 June 2025.

During the year Stefan Murphy exercised 588,236 options which had a reflected compensation value for key management personnel of \$69,990. No other options were exercised during the year ended 30 June 2025 by key management personnel.

Performance Rights 2025 Financial Year

No remuneration performance rights were issued during the year ended 30 June 2025.

No remuneration performance rights were converted during the year ended 30 June 2025.

DIRECTORS' REPORT (Continued)

Options holdings

Details of options held directly, indirectly or beneficially by key management personnel and their related parties are as follows:

Name	Balance at 1 July 2024	Options Exercised	Options cancelled / Forfeited	Other changes during the year	Balance at 30 June 2025	Vested and Exercisable at 30 June 2025
Non-executive Directors						
Russell Clark	2,352,942	-	-	-	2,352,942	2,352,942
Annie Guo	1,764,706	-	-	-	1,764,706	1,764,706
Executive Directors						
Stefan Murphy	4,117,650	(588,236)	-	-	3,529,414	1,176,472
Other KMP's						
Fabian Goddard	1,764,708	-	-	-	1,764,708	882,354
Trevor O'Connor	1,264,706	-	(264,706)	-	1,000,000	-
Total	11,264,712	588,236	-	-	10,676,476	6,176,474

Rights holdings

Details of rights held directly, indirectly or beneficially by key management personnel and their related parties are as follows:

Name	Balance at 1 July 2024	Rights Issued as Rem.	Rights cancelled	Other changes during the year	Balance at 30 June 2025	Vested and Exercisable at 30 June 2025
Non-executive Directors						
Russell Clark	847,059	-	-	-	847,059	497,059
Annie Guo	810,295	-	-	-	810,295	460,295
Executive Directors						
Stefan Murphy	1,400,000	-	-	-	1,400,000	700,000
Other KMP's						
Fabian Goddard	-	-	-	-	-	-
Trevor O'Connor	-	-	-	-	-	-
Total	3,057,354	-	-	-	3,057,354	1,657,354

Shareholdings

Details of equity instruments (other than options and rights) held directly, indirectly or beneficially by key management personnel and their related parties are as follows:

Name	Balance at 1 July 2024	Exercise of Options	Other changes	Balance at 30 June 2025
Non-executive Directors				
Russell Clark	-	-	-	-
Annie Guo	-	-	-	-
Executive Directors				
Stefan Murphy	-	588,236	-	588,236
Other KMP's				
Fabian Goddard	-	-	-	-
Trevor O'Connor	-	-	-	-
Total	-	588,236	-	588,236

DIRECTORS' REPORT (Continued)

Loans from / to key management persons

During the 2025 financial year there were no loans from / to key management persons.

Other transactions and balances

Aggregate amounts of liabilities at reporting date relating to director fees of the group are as follows:

	2025 \$	2024 \$
Current liabilities		
Russell Clark	-	50,000
Annie Guo	173,625	154,725
	<u>173,625</u>	<u>204,725</u>

Performance income as a proportion of total income

No performance-based bonuses have been paid to key management personnel during the financial year (2024: Nil).

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

The Group received only 642,270 votes against the remuneration report (3.1%) for the 2024 financial year. The Group did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

END OF REMUNERATION REPORT (Audited).

DIRECTORS' REPORT (Continued)

OPTIONS

At the date of this report there are 9,941,183 unissued ordinary shares of the Company under option.

Date of expiry	Exercise price	Total Outstanding	Subject to Continuing Vesting Conditions
09 Nov 2025	\$0.000017	1,764,706	Yes
09 Nov 2025	\$0.272	588,236	No
09 Nov 2025	\$0.527	588,236	No
22 Mar 2026	\$0.000017	235,295	No
22 Mar 2026	\$0.272	411,766	No
22 Mar 2026	\$0.527	411,766	No
28 Nov 2026	\$0.476	4,117,648	No
17 Mar 2027	\$0.000017	235,294	No
17 Mar 2027	\$0.476	1,000,000	Yes
30 Nov 2027	\$0.000017	588,236	No
	Total	9,941,183	

PERFORMANCE RIGHTS

At the date of this report there are 3,057,354 unissued ordinary shares subject to performance rights.

Date of expiry	Exercise price	Total Outstanding	Subject to Continuing Vesting Conditions
28 Nov 2026	Nil	257,354	No
30 Nov 2027	Nil	2,800,000	No
	Total	3,057,354	

ROUNDING OF AMOUNTS

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

INDEMNIFYING OFFICERS

In accordance with the constitution, except as may be prohibited by the *Corporations Act 2001* every Officer or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by him in his capacity as Officer or agent of the Company or any related corporation in respect of any act or omission whatsoever and howsoever occurring or in defending any proceedings, whether civil or criminal.

PROCEEDINGS ON BEHALF OF GROUP

No person has applied for leave of Court under s.237 of the Corporations Act to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of these proceedings. The Group was not a party to any such proceedings during the year.

NON-AUDIT SERVICES

The Directors are satisfied that the provision of non-audit services, during the year, by the auditor or a related practice of the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

DIRECTORS' REPORT (Continued)

During the 2024 and 2025 years, the Group's auditors assisted the Group through the provision of taxation services, structuring advice and corporate due diligence advice. No other non – audit services have been provided by the Group's auditors. Remuneration paid to the Group's auditors is as below:

	2025 \$	2024 \$
Audit services		
Amounts paid/payable to BDO Audit Pty Ltd / BDO Audit (WA) Pty Ltd for:		
- audit or review of the financial report for the entity or any entity in the group	64,582	75,345
Amounts paid/payable to related entities of BDO Audit Pty Ltd		
- Taxation services	23,407	8,110
- Other services (due diligence of corporate transactions)	137,093	-
	<u>225,082</u>	<u>83,455</u>

The Directors are also satisfied that the provision of non-audit services by the auditor, as set out in Note 10 to the financial statements, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- All non-audit services have been reviewed by the Board of Directors to ensure they do not impact the impartiality and objectivity of the auditor, and
- None of the services undermine the general principles relating to auditor's independence as set out in APES110: Code of Ethics for Professional Accountants.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration under section 307C of the *Corporations Act 2001* for the year ended 30 June 2025 is set out on page 31.

This report is signed in accordance with a resolution of the Board of Directors.

Russell Clark
Chairman

Dated this 25th day of September 2025

AUDITOR'S INDEPENDENCE DECLARATION



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Australia

DECLARATION OF INDEPENDENCE BY NEIL SMITH TO THE DIRECTORS OF CZR RESOURCES LTD

As lead auditor of CZR Resources Ltd for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of CZR Resources Ltd and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Neil Smith', with a stylized flourish at the end.

Neil Smith
Director

BDO Audit Pty Ltd
Perth
25 September 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2025

	Note	2025 \$	2024 \$
Other income	6	674,935	1,040,761
Depreciation and amortisation expense	7	(10,152)	(17,618)
Share based payment expense	7	(108,723)	(1,553,362)
Compliance and professional fees		(477,318)	(557,312)
Corporate transactions costs	7	(1,285,440)	-
Occupancy expenses	7	(83,013)	(80,035)
Administration expenses		(280,160)	(239,051)
Directors' fees		(144,506)	(338,488)
Finance costs	7	(194,671)	(10,000)
Exploration costs	7	(1,913,024)	(2,628,584)
Loss on disposal of plant and equipment	7	-	(215)
Share of loss of joint ventures accounted for using the equity method		(95,741)	(11,215)
(Loss) before income tax		(3,917,813)	(4,395,119)
Income tax benefit / (expense)	8	(14,889,690)	14,889,690
(Loss) / profit after income tax for the year		(18,807,503)	10,494,571
Other comprehensive income for the year		-	-
Total comprehensive (loss) / profit attributable to Owners of CZR Resources Ltd		(18,807,503)	10,494,571
		Cents	Cents
(Loss) / profit per share attributable to the Owners of CZR Resources Ltd			
Basic (loss) / profit per share	9	(7.95)	4.45
Diluted (loss) / profit per share	9	N/A	4.33

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2025

	Note	2025 \$	2024 \$
ASSETS			
Current Assets			
Cash and cash equivalents	11	187,906	588,832
Trade and other receivables	12	99,895	84,185
Assets of disposal group classified as held for sale	13	9,247,201	9,493,707
Total Current Assets		9,535,002	10,166,724
Non-Current Assets			
Investments accounted for using the equity method	14	23,544	-
Property, plant and equipment	15	4,332	21,364
Exploration assets	16	4,821,054	4,632,475
Deferred tax	8	-	27,822,157
Total Non-Current Assets		4,848,930	32,475,996
TOTAL ASSETS		14,383,932	42,642,720
LIABILITIES			
Current Liabilities			
Trade and other payables	17	1,066,625	1,072,115
Provisions	18	80,432	64,159
Borrowings	19	1,500,000	-
Liabilities directly associated with assets as held for sale	20	2,850,000	991,670
Income tax	8	-	12,548,282
Total Current Liabilities		5,497,057	14,676,226
Non-Current Liabilities			
Provisions	18	14,961	11,632
Deferred tax	8	-	384,185
Total Non-Current Liabilities		14,961	395,817
TOTAL LIABILITIES		5,512,018	15,072,043
NET ASSETS		8,871,914	27,570,677
EQUITY			
Contributed equity	21	51,905,405	51,905,388
Reserves	22	6,149,361	6,040,638
Accumulated losses	23	(49,182,852)	(30,375,349)
TOTAL EQUITY		8,871,914	27,570,677

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2025

	Note	2025 \$	2024 \$
Cash flows from operating activities			
Cash paid to suppliers and employees		(1,504,222)	(864,402)
Interest received		21,246	39,969
Interest paid		(40,358)	-
Other income received		3,689	792
Payments for exploration expenditure		(2,159,628)	(2,637,548)
Net cash (outflow) from operating activities	27	(3,679,273)	(3,461,189)
Cash flows from investing activities			
Payments for tenement acquisitions		-	(58,858)
Payment for investments		(80,000)	(50,500)
Payments for property, plant and equipment		-	(1,986)
Proceeds from sale of property, plant and equipment		-	250
Proceeds from exclusivity fees – Robe Mesa Transactions		650,000	1,000,000
Payment of Fenix Transaction break fee		(650,000)	-
Net cash inflow / (outflow) from investing activities		(80,000)	888,906
Cash flows from financing activities			
Proceeds from issue of ordinary shares		17	-
Payment of share issue costs		-	-
Proceeds from borrowings		6,626,000	991,670
Repayment of borrowings		(3,267,670)	-
Net cash inflow from financing activities		3,358,347	991,670
Net (decrease) in cash and cash equivalents		(400,926)	(1,580,613)
Cash and cash equivalents at beginning of year		588,832	2,169,445
Cash and cash equivalents at end of year	11	187,906	588,832

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2025

	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
At 1 July 2024	51,905,388	6,040,638	(30,375,349)	27,570,677
Total comprehensive loss for the year	-	-	(18,807,503)	(18,807,503)
Transactions with owners in their capacity as owners				
Shares issued – exercise of options	17	-	-	17
Share based payments	-	108,723	-	108,723
At 30 June 2025	51,905,405	6,149,361	(49,182,852)	8,871,914
At 1 July 2023	51,905,388	4,487,276	(40,869,920)	15,522,744
Total comprehensive profit for the year	-	-	10,494,571	10,494,571
Transactions with owners in their capacity as owners				
Share based payments	-	1,553,362	-	1,553,362
At 30 June 2024	51,905,388	6,040,638	(30,375,349)	27,570,677

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

1. CORPORATE INFORMATION

The consolidated financial report of CZR Resources Ltd ("CZR") for the year ended 30 June 2025 was authorised for issue in accordance with a resolution of the directors on 25 September 2025 and covers CZR Resources Ltd as an individual entity as well as the Consolidated Entity consisting of CZR Resources Ltd and its subsidiaries as required by the *Corporations Act 2001*.

The consolidated financial report is presented in the Australian currency.

CZR Resources Ltd is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report includes separate financial statements for CZR Resources Ltd as an individual entity and the consolidated entity consisting of CZR Resources Ltd and its subsidiaries.

(a) Basis of Preparation

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and Interpretations and the *Corporations Act 2001*. CZR Resources Ltd is a for-profit entity for the purpose of preparing the financial statements.

Compliance with IFRS

Australian Accounting Standards include Australian Equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report complies with International Financial Reporting Standards (IFRS).

Going Concern

The Group has incurred a loss after tax for the year ended 30 June 2025 of \$18,807,503 (2024: profit after tax of \$10,494,571) and experienced net cash outflows from operating activities of \$3,679,273 (2024: \$3,461,189). At 30 June 2025, the Group had current assets of \$9,535,002 (2024: \$10,166,724), and a working capital surplus of \$4,037,945 (2024: deficit of \$4,509,502).

Given the Company received \$70,488,534 (excluding GST) on the completion of the Robe Mesa Iron Ore Project sale to the RRJV on 9 September 2025, after allowing for deductions including outstanding loan repayments and exclusivity fee previously paid (see Note 33 Events Occurring after the Reporting Period), the Group's financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

(b) Segment Reporting

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

(c) Revenue Recognition

The consolidated entity recognises revenue as follows:

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

(d) Income Tax

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

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

(e) Non-current assets or disposal groups classified as held for sale

Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

An impairment loss is recognised for any initial or subsequent write down of the current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of a non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognised.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current assets. The liabilities of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current liabilities.

(f) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

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

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

(g) Exploration, Evaluation and Development Expenditure

Exploration and evaluation costs including costs of studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities along with those for general and administrative costs are expensed in the period they are incurred. Acquisition costs of acquiring are capitalised until the viability of the area of interest is determined. Those acquisition costs are carried forward when the following conditions are satisfied:

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
 - a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or
 - b) exploration and evaluation activities in the area of interest have not at the reporting date 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.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

(h) Trade and Other Payables

These amounts are unsecured and are usually paid within 30 days of recognition.

(i) Share-based payments

The Group provides benefits in the form of share-based payment transactions, whereby services are provided or benefits are provided in exchange for shares or rights over shares ('equity-settled transactions').

The cost of these equity-settled transactions is measured by reference to the fair value at the date at which they are granted. The fair value is determined by using a Black Scholes model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of CZR Resources Ltd ('market conditions').

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant parties become fully entitled to the award ('vesting date').

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 of the Company, will ultimately vest. This opinion is formed based on the best available information at balance date. 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

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

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition is considered to vest irrespective of whether or not that market condition is fulfilled, provided that all other conditions are satisfied. If 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 modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

(j) New or amended accounting standards and interpretations adopted by the Group

In the year ended 30 June 2025, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group and effective for the reporting period beginning on or after 1 July 2024. As a result of this review, the Directors have determined that there is no material impact of the Standard and Interpretations issued on the Group and, therefore, no change is necessary to its accounting policies.

(k) New Accounting Standards and interpretations not yet mandatory or early adopted

No other new standards, amendments to standards or interpretations are expected to affect the Group's financial statements for the annual reporting period ended 30 June 2025.

Rounding of amounts

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

3. ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments 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 entity and that are believed to be reasonable under the circumstances. There are no estimates, assumptions or judgments that are expected to have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, except for the following:

Exploration and Evaluation Assets

Acquisition costs in respect of each identifiable area of interest. These costs are carried forward in respect of an area that has not, at reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. The future recoverability of exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related tenement itself, or if not, whether it successfully recovers the related exploration and evaluation assets through sale. Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, which could impact the cost of mining and changes to commodity prices.

Share Based Payments

The Group measures the cost of equity-settled transactions with other parties by reference to the fair value of the goods or services received. Where the fair value of the goods or services cannot be reliably determined, or where the goods or services cannot be identified, the Group measures the cost of the transaction by reference to the fair value of the equity instruments granted.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Deferred tax balances

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

The Income tax note disclosed in Note 8 has been prepared in accordance with the above.

4. SEGMENT REPORTING

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

CZR Resources Ltd operates in the mineral exploration industry in Australia.

Given the nature of the Group, its size and current operations, management does not treat any part of the Group as a separate operating segment. Internal financial information used by the Group's decision makers is presented on a "whole of entity" manner without dissemination to any separately identifiable segments.

The Group's management operate the business as a whole without any special responsibilities for any separately identifiable segments of the business.

Accordingly, the financial information reported elsewhere in this financial report is representative of the nature and financial effects of the business activities in which it engages and the economic environments in which it operates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

5. PARENT INFORMATION

STATEMENT OF FINANCIAL POSITION

	2025 \$	2024 \$
Assets		
Current assets	268,393	344,754
Non-current assets	11,496,616	41,306,297
Total assets	11,765,009	41,651,051
Liabilities		
Current liabilities	2,548,073	13,684,557
Non-current liabilities	345,023	395,817
Total liabilities	2,893,096	14,080,374
Equity		
Contributed equity	51,905,405	51,905,388
Reserves	6,149,361	6,040,638
Accumulated losses	(49,182,853)	(30,375,349)
Total equity	8,871,913	27,570,677
 Total profit / (loss) for the year	 (18,807,503)	 10,494,571
Total comprehensive profit / (loss)	(18,807,503)	10,494,571

Guarantees

In the previous financial year CZR had undertaken to pay borrowings from Miracle Iron Resources Pty Ltd should the Robe Mesa transaction not complete (being the sale of Zanthus Resources Pty Ltd (Zanthus), a wholly owned subsidiary that controls an 85% interest in the Robe Mesa Iron Ore Project, to Miracle Iron Resources Pty Ltd (Miracle Iron) for \$102 million) and if its wholly owned subsidiary Zanthus Resources Pty Ltd not being able to pay the borrowings in full to Miracle Iron Resources Pty Ltd. During the current financial year the loan was repaid in full.

Other than as disclosed above, CZR Resources Ltd has not entered into any guarantees, in the current or previous financial year, in relation to the debt of its subsidiaries

Contractual Commitments

At 30 June 2025, CZR Resources Ltd has not entered into any contractual commitments for the acquisition of property, plant and equipment (2024: Nil)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

6. OTHER INCOME

	2025 \$	2024 \$
From continuing operations		
Non-refundable exclusivity fees	650,000	1,000,000
Interest income	21,246	39,969
Other income	3,689	792
	<u>674,935</u>	<u>1,040,761</u>

7. EXPENSES

	2025 \$	2024 \$
Loss before income tax includes the following specific expenses:		
Depreciation expense	10,152	17,618
Occupancy expenses	83,013	80,035
Superannuation expense	87,349	84,635
Share based payments	108,723	1,553,362
Finance costs:		
- Interest on borrowings	194,671	-
- Provision of loan facility fee	-	10,000
	<u>194,671</u>	<u>10,000</u>
Other		
Loss on disposal of plant and equipment	-	215
Exploration costs	1,913,024	2,628,584
Corporate transaction costs ¹	<u>1,285,440</u>	<u>-</u>

¹ Significant corporate transaction costs were incurred during the period relating to the Fenix Resources bid for the Company (including a one-off \$650,000 break fee payment) and costs associated with the RRJV Transaction which was ultimately pursued instead of the Fenix offer, and settled subsequent to balance date (see Directors' Report for further details).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

8. INCOME TAX EXPENSE

	2025 \$	2024 \$
Income tax expense		
Current tax expense / (benefit)	-	12,548,282
Deferred tax expense / (benefit)	27,437,972	(27,437,972)
Under / (over provision)	(12,548,282)	-
Total income tax expense / (benefit)	14,889,690	(14,889,690)
Reconciliation of the effective tax rate		
Loss before income tax expense	(3,917,813)	(4,395,119)
Prima facie income tax benefit 30.0% (2024: 30.0%)	(1,175,344)	(1,318,536)
- Share based payments	32,617	466,009
- Other	247	183
- Tax losses and timing differences for which no deferred tax assets has been recognised	1,142,480	-
- Tax losses and other timing differences previously not recognised to reduce current tax expense	-	(14,037,346)
- Reversal of tax losses and other timing differences previously recognised	27,437,972	-
- Under / (over provision)	(12,548,282)	-
Income tax expense / (benefit)	14,889,690	(14,889,690)
Deferred tax assets recognised		
- "Asset held for sale"	-	27,736,633
- Other	-	85,524
	-	27,822,157
Deferred tax (liability) recognised		
- Exploration assets and expenditure	-	(384,185)
	-	(384,185)
Net deferred tax assets / liabilities not recognised		
- Tax Losses	16,775,510	-
- Capital losses	1,869,769	-
- Other	404,763	-
- Exploration assets and expenditure	(3,059,303)	-
	15,990,739	-

On 29 December 2023 the Company entered into a binding Share Sale Agreement for the sale of Zanthus Pty Ltd, a wholly owned subsidiary that controls an 85% interest in the Robe Mesa Iron Ore Project, to Miracle Iron Resources Pty Ltd for \$102 million (the Transaction). A deferred tax asset of \$27,736,633 under AASB 112 was recognised on the difference between the taxable value of the transaction for the period ending 30 June 2024 less the accounting carrying amount of the Robe Mesa Iron Ore Project classified as held for sale. In addition, a current tax liability of \$12,548,282 was recognised for the period ending 30 June 2024 which related to the Transaction.

On 24 February 2025 the Company terminated the Transaction and as a result the Company is no longer exposed to the tax liability associated with the Transaction. In addition, the Company is no longer recognising the deferred tax asset referred to above as at 30 June 2025. The reversal of the tax implications from the Transaction has been reflected above for the current period.

The tax benefits of the above deferred tax assets will only be obtained if:

- the Group derives future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;
- the Group continues to comply with the conditions for deductibility imposed by law; and
- no changes in income tax legislation adversely affect the Group in utilising the benefits.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

9. EARNINGS PER SHARE

Reconciliation of earnings used in calculating loss per share

	2025 \$	2024 \$
(Loss) / profit after tax from operations attributable to Owners of CZR Resources Ltd used to calculate basic and dilutive earnings per share	(18,807,503)	10,494,571
	2025 Number	2024 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	236,577,193	235,734,646
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares	N/A*	4,753,746
Performance Rights over ordinary shares	N/A*	1,886,862
Weighted average number of ordinary shares used as the denominator in calculating diluted earnings per share	N/A*	242,375,254

* As the company recorded a loss for the financial year, outstanding options and performance rights were not considered as they are not dilutive.

10. AUDITOR'S REMUNERATION

	2025 \$	2024 \$
Audit services		
Amounts paid/payable to BDO Audit Pty Ltd / BDO Audit (WA) Pty Ltd for:		
- audit or review of the financial report for the entity or any entity in the group	64,582	75,345
Amounts paid/payable to related entities of BDO Audit Pty Ltd		
- Taxation services	23,407	8,110
- Other services (due diligence of corporate transactions)	137,093	-
	<u>225,082</u>	<u>83,455</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025**11. CASH AND CASH EQUIVALENTS**

	2025	2024
	\$	\$
Cash at bank and in hand	187,906	588,832
	<u>187,906</u>	<u>588,832</u>

Cash at bank and in hand earns interest on a floating rate basis, currently 3.85% (2024: 4.35%).

(a) Reconciliation of Cash

The above figures are reconciled to the cash at the end of the financial year as shown in the statement of cash flows as follows:

	2025	2024
	\$	\$
Balances as above	187,906	588,832
Balances per statement of cash flows	<u>187,906</u>	<u>588,832</u>

The Group's exposure to interest rate risk is discussed in note 26. The maximum exposure to interest rate risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

(b) Changes in liabilities arising from financing activities

	2025	2024
	\$	\$
Opening balance	991,670	-
Net cash from financing activities – borrowings from related parties (refer to note 29)	1,500,000	-
Net cash from financing activities – borrowings from third parties	5,126,000	991,670
Net cash from financing activities – repayments to third parties	<u>(3,267,670)</u>	<u>-</u>
Closing balance	<u>4,350,000</u>	<u>991,670</u>

(c) Unused loan facilities

At the end of the financial year the group had the below loan facilities available:

	2025	2024
	\$	\$
Total loan facilities	5,350,000	1,937,296
Amount drawn down at end of the year	<u>(4,350,000)</u>	<u>(991,670)</u>
Unused loan facilities balance at the end of the year	<u>1,000,000</u>	<u>945,626</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

Details:

Robe River Mining Co Pty Ltd Loan Facility

Loan Facility ¹	3,850,000	-
Amount drawn down at end of the year	(2,850,000)	-
Unused loan facility balance at the end of the year	1,000,000	-

Yandal Investments loan facility

Loan Facility ²	1,500,000	500,000
Amount drawn down at end of the year	(1,500,000)	-
Unused loan facility balance at the end of the year	-	500,000

Miracle Iron forecasted budget expenditure loan facility

Loan Facility	-	1,061,296
Amount drawn down at end of the year	-	(991,670)
Unused loan facility balance at the end of the year	-	69,626

Miracle Iron loan facility to CZR Resources Ltd

Loan Facility	-	376,000
Amount drawn down at end of the year	-	-
Unused loan facility balance at the end of the year	-	376,000

Total Unused loan facilities balance at the end of the year	1,000,000	945,626
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¹ In April 2025 the Company announced that the Board had determined to proceed with the RRJV Transaction (refer Directors' Report for information) and as part of that transaction Robe River Mining Co Pty Ltd (RRMC) agreed to provide a loan facility of \$3,850,000 secured by a specific security deed, pursuant to which the Loan was secured against all of Zanthus Resources Pty Ltd's (Zanthus) (a wholly owned subsidiary of the Company) interest in exploration licence E08/1686 and a featherweight security over all other assets of Zanthus to enable the enforcement of the security against E08/1686. Interest accrued daily based on the 3-month Bank Bill Swap Rate reference rate plus a margin of 3% per annum. The loan was repayable on the earliest of:

- 60 days after receipt of a written demand by RRMC following the occurrence of: (i) the CZR Board recommending a Superior Proposal, (ii) an entity, or entities acting in concert (other than the entity or entities that currently Control), acquiring Control of Zanthus or CZR; (iii) the Sale Agreement being validly terminated under certain rights under the Sale Agreement;
- 90 days after receipt by Zanthus of a written demand by RRMC following the Sale Agreement being validly terminated other than under the rights described in (b) above; and
- Completion occurring of the sale of assets under the Sale Agreement (in which case the secured money will be satisfied by set-off against the Purchase Price)

At balance date, \$2,850,000 of the RRMC loan facility had been drawn down and a further \$1,000,000 was drawn down post balance date and prior to the repayment of the loan in full on 9 September 2025.

² In December 2023 CZR secured a short-term funding facility of \$500,000 from Yandal Investments Pty Ltd (an entity owned by CZR's major shareholder Mark Creasy). The loan facility was unsecured, could be drawn in tranches of not less than \$50,000, interest was payable at 12.0% per annum and a facility fee of \$10,000 was payable. Since December 2023 the short-term loan facility has been increased and extended numerous times. The most recent arrangement agreed in April 2025 saw the repayment date of the now \$1,500,000 loan facility extended to 31 October 2025. At balance date, the full \$1,500,000 facility had been drawn down. Subsequent to balance date the loan has been repaid in full on 11 September 2025.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025**12. TRADE AND OTHER RECEIVABLES**

	2025	2024
	\$	\$
Rental deposits	17,715	17,715
Other debtors	7,199	4,741
Other prepayments	25,522	-
GST and BAS receivable	49,459	61,729
	<u>99,895</u>	<u>84,185</u>

As of 30 June 2025, there were no trade receivables which were past due but not impaired. Please refer to Note 26 for assessment of Financial Risk Management.

13. ASSETS OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

	2025	2024
	\$	\$
Investments	-	39,285
Other receivables	-	25,522
Property, plant and equipment	6,880	-
Exploration assets	9,240,321	9,428,900
	<u>9,247,201</u>	<u>9,493,707</u>

The assets identified above for the year ended 30 June 2025 represents the Robe Mesa assets being sold to RRJV as part of the Tenement Sale and Purchase Agreement dated 17 April 2025 between CZR Resources Ltd and Zanthus Resources Pty Ltd (a subsidiary of CZR Resources Ltd), and North Mining Limited, Robe River Mining Co Pty Ltd and Mitsui Iron Ore Development Pty Ltd (refer to the Directors' Report for more information).

The assets identified above for the year ended 30 June 2024 represents the assets of Zanthus Resources Pty Ltd, a subsidiary of CZR Resources Ltd which the Company agreed to sell per a Share Sale Agreement dated 29 December 2023 with Miracle Iron Resources Pty Ltd, which was subsequently terminated (refer to the Directors' Report for more information).

14. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	2025	2024
	\$	\$
Investments in joint ventures	23,544	-
	<u>23,544</u>	<u>-</u>

Refer to note 25 for further information on interests in joint ventures.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

15. PROPERTY, PLANT AND EQUIPMENT

	2025 \$	2024 \$
<i>Motor vehicles</i>		
At cost	40,595	40,595
Accumulated depreciation	(40,595)	(39,758)
	<u>-</u>	<u>837</u>
<i>Software</i>		
At cost	46,402	46,402
Accumulated depreciation	(46,402)	(45,246)
	<u>-</u>	<u>1,156</u>
<i>Plant and equipment</i>		
At cost	20,931	39,386
Accumulated depreciation	(16,599)	(20,015)
	<u>4,332</u>	<u>19,371</u>
Total	<u>4,332</u>	<u>21,364</u>
Reconciliation		
<i>Motor vehicles</i>		
Opening balance	837	4,019
Additions	-	-
Depreciation charge for the year	(837)	(3,182)
Closing balance, net of accumulated depreciation and impairment	<u>-</u>	<u>837</u>
<i>Software</i>		
Opening balance	1,156	7,356
Additions	-	-
Depreciation charge for the year	(1,156)	(6,200)
Closing balance, net of accumulated depreciation and impairment	<u>-</u>	<u>1,156</u>
<i>Plant and equipment</i>		
Opening balance	19,371	26,086
Additions	-	1,986
Disposals	-	(465)
Classified as held for sale (note 13)	(6,880)	-
Depreciation charge for the year	(8,159)	(8,236)
Closing balance, net of accumulated depreciation and impairment	<u>4,332</u>	<u>19,371</u>
Total	<u>4,332</u>	<u>21,364</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

16. EXPLORATION ASSETS

	2025 \$	2024 \$
<i>Exploration and evaluation phases</i>		
Acquisition cost	5,985,548	5,796,969
Accumulated impairment	(1,164,494)	(1,164,494)
	<u>4,821,054</u>	<u>4,632,475</u>

Reconciliations

Exploration and evaluation phases

Balance at beginning of the year	4,632,475	14,061,375
Acquisition of tenements	-	-
Tenements impaired	-	-
No longer classified as held for sale (note 13) ¹	9,428,900	-
Classified as held for sale (note 13) ²	(9,240,321)	(9,428,900)
Balance at end of the year	<u>4,821,054</u>	<u>4,632,475</u>
Exploration expenditure expensed during the year	<u>1,913,024</u>	<u>2,628,584</u>

Exploration costs are only carried forward to the extent that they are expected to be recouped through the successful development or sale of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

¹ On 24 February 2025, the Consolidated Group terminated the Share Sale Agreement entered into with Miracle Iron Resources Pty Ltd dated 29 December 2023 regarding the sale of Zanthus Resources Pty Ltd, a subsidiary of CZR Resources Ltd for the sale of the Robe Mesa Project (refer to the Directors' Report for more information). As a result the assets that were classified as held for sale have been declassified as held for sale and a new reassessment undertaken when the RRJV Transaction was consummated (see below).

² On the 17 April 2025, the Consolidated Group entered into a Tenement Sale and Purchase Agreement between CZR Resources Ltd and Zanthus Resources Pty Ltd (a subsidiary of CZR Resources Ltd), and North Mining Limited, Robe River Mining Co Pty Ltd and Mitsui Iron Ore Development Pty Ltd for the sale of Robe Mesa assets (RRJV Transaction - refer to the Directors' Report for more information). The sale of these assets did not settle until post balance date on 9 September 2025. As a result of this transaction the Exploration assets of the Consolidated group that were being sold have been reclassified as at 30 June 2025 as a current asset under the category Assets of disposal group classified as held for sale (refer note 13).

17. TRADE AND OTHER PAYABLES

	2025 \$	2024 \$
Trade payables	481,147	467,163
Accruals	585,478	604,952
	<u>1,066,625</u>	<u>1,072,115</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

18. PROVISIONS

	2025 \$	2024 \$
Current		
Provision for annual leave	80,432	64,159
Non-current		
Provision for long service leave	14,961	11,632

19. BORROWINGS

	2025 \$	2024 \$
Short-term loan facility	1,500,000	-
	1,500,000	-

In December 2023 CZR secured a short-term funding facility of \$500,000 from Yandal Investments Pty Ltd (an entity owned by CZR's major shareholder Mark Creasy). The loan facility was unsecured, could be drawn in tranches of not less than \$50,000, interest was payable at 12.0% per annum and a facility fee of \$10,000 was payable. Since December 2023 the short-term loan facility has been increased and extended numerous times. The most recent arrangement agreed in April 2025 saw the repayment date of the now \$1,500,000 loan facility extended to 31 October 2025. At balance date, the full \$1,500,000 facility had been drawn down. Subsequent to balance date the loan has been repaid in full on 11 September 2025.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

20. LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS HELD FOR SALE

	2025 \$	2024 \$
Current		
Borrowings – short-term loan facility	2,850,000	991,670

Reconciliations

Borrowings

Balance at beginning of the year	991,670	-
Miracle Iron Resources Pty Ltd borrowings	376,000	991,670
Repayment of Miracle Iron Resources Pty Ltd borrowings	(1,367,670)	-
Robe River Mining Co Pty Ltd borrowings ¹	2,850,000	-
Balance at end of the year	2,850,000	991,670

¹ In April 2025 the Company announced that the Board had determined to proceed with the RRJV Transaction (refer Directors' Report for information) and as part of that transaction Robe River Mining Co Pty Ltd (RRMC) agreed to provide a loan facility of \$3,850,000 secured by a specific security deed, pursuant to which the Loan was secured against all of Zanthus Resources Pty Ltd's (Zanthus) (a wholly owned subsidiary of the Company) interest in exploration licence E08/1686 and a featherweight security over all other assets of Zanthus to enable the enforcement of the security against E08/1686. Interest accrued daily based on the 3-month Bank Bill Swap Rate reference rate plus a margin of 3% per annum. The loan was repayable on the earliest of:

- 60 days after receipt of a written demand by RRMC following the occurrence of: (i) the CZR Board recommending a Superior Proposal, (ii) an entity, or entities acting in concert (other than the entity or entities that currently Control), acquiring Control of Zanthus or CZR; (iii) the Sale Agreement being validly terminated under certain rights under the Sale Agreement;
- 90 days after receipt by Zanthus of a written demand by RRMC following the Sale Agreement being validly terminated other than under the rights described in (b) above; and
- Completion occurring of the sale of assets under the Sale Agreement (in which case the secured money will be satisfied by set-off against the Purchase Price)

At balance date, \$2,850,000 of the RRMC loan facility had been drawn down and a further \$1,000,000 was drawn down post balance date and prior to the repayment of the loan in full on 9 September 2025.

21. CONTRIBUTED EQUITY

	As At 30 June 2025 \$	As At 30 June 2024 \$
Ordinary shares	51,905,405	51,905,388

	2025 No.	2025 \$	2024 No.	2024 \$
<i>Movements in ordinary shares on issue</i>				
Shares on issue at 1 July	235,734,646	51,905,388	235,734,646	51,905,338
Shares issued on exercise of options ¹	1,000,001	17	-	-
At 30 June	236,734,647	51,905,405	235,734,646	51,905,388

¹ During the period 1,000,001 options were exercised into shares at an exercise price of \$0.000017 per option.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025**Ordinary shares**

Ordinary shareholders are entitled 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. Every ordinary shareholder present at a meeting in person or by proxy is entitled to one vote on a show of hands or by poll.

Options

	2025 No.	2025 Weighted average exercise price (\$)	2024 No.	2024 Weighted average exercise price (\$)
Outstanding at beginning of the year	12,823,539	0.274	15,580,032	0.304
Issued – MD incentive options	-	-	588,236	0.000017
Expired during the year	(705,883)	0.389	-	-
Exercised during the year	(1,000,001)	0.000017	(3,344,729)	0.3672
Outstanding at the end of the year	11,117,655	0.291	12,823,539	0.274
Unvested at the end of the year	4,705,885	0.101	10,070,594	0.301
Exercisable at the end of the year	6,411,770	0.430	2,752,945	0.173

Performance Rights

	2025 No.	2024 No.
Outstanding at beginning of the year	3,057,354	257,354
Issued – Director incentive performance rights	-	2,800,000
Outstanding at the end of the year	3,057,354	3,057,354
Unvested at the end of the year	1,400,000	2,800,000
Exercisable at the end of the year	1,657,354	257,354

Each performance right is a right to receive one fully paid ordinary share in CZR Resources Ltd, subject to meeting performance conditions prior to their expiry date and subject to their terms of issue.

Capital risk management

The Group's and the parent entity's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025**22. RESERVES****Share-based Payment Reserve**

	2025	2024
	\$	\$
Opening balance as at 1 July	6,040,638	4,487,276
Share based payment expense	108,723	1,553,362
	<u>6,149,361</u>	<u>6,040,638</u>

The share-based payment reserve above records the value of shares, options and rights provided to employees, consultants and brokers as part of their remuneration or fees and value of shares and options issued to settled transactions including loan repayments and the acquisition of tenements.

23. ACCUMULATED LOSSES**Movements in accumulated losses**

	2025	2024
	\$	\$
Balance at start of year	(30,375,349)	(40,869,920)
Net (loss) / profit for the year after income tax	<u>(18,807,503)</u>	<u>10,494,571</u>
Balance at end of year	<u>(49,182,852)</u>	<u>(30,375,349)</u>

24. SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries:

	Country of incorporation	Class of shares	Equity holding¹	
			2025	2024
Zanthus Resources Pty Ltd	Australia	Ordinary	100%	100%
Buddadoo Metals Pty Ltd	Australia	Ordinary	100%	100%
KingX Pty Ltd	Australia	Ordinary	100%	100%
Yarraloola Iron Pty Ltd	Australia	Ordinary	100%	100%

¹ the proportion of ownership interest is equal to the proportion of voting power held.

25. INTERESTS IN JOINT VENTURES

Interests in joint ventures are accounted for using the equity method of accounting. Information relating to joint ventures of the consolidated entity are set out below:

	Country of incorporation	Class of shares	Equity holding¹	
			2025	2024
Ashburton Link Pty Ltd	Australia	Ordinary	50%	50%

¹ As at 30 June 2025, the operations of Ashburton Link Pty Ltd has not reached a maturity level such that the accounting disclosure information is material, requiring disclosure.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

26. FINANCIAL RISK MANAGEMENT

(a) General objectives, policies and processes

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The Group's principal financial instruments comprise cash, short term deposits and borrowings from third parties. The main purpose of the financial instruments is to earn the maximum amount of interest at a low risk to the Group or borrow funds at the lowest possible rate achievable. The Group also has other financial instruments such as other debtors and creditors which arise directly from its operations. For the current financial year, other than the above, it has been the Group's policy not to trade in financial instruments.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk and credit risk. There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

All loans to subsidiary companies are eliminated on consolidation and therefore do not expose the group to credit risk.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies. The Group's risk management policies and objectives are designed to minimise the potential impacts of these risks on the results of the Group where such impacts may be material.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

(b) Market Risk

Market risk arises from the use of interest bearing financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk).

(c) Interest rate risk

The Group is exposed to movements in market interest rates on short term deposits and borrowings. The Directors monitor the Group's cash position relative to the expected cash requirements. Where appropriate, surplus funds are placed on deposit earning higher interest. The Group's exposure to interest rate risk and the effective weighted average interest rate for each class of financial assets and financial liabilities is set out in the following table:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

2025

		Fixed interest maturing in			Non-interest bearing	Total
	Floating rates	< 1 year	1 - 5 years	> 5 years		
	\$	\$	\$	\$	\$	\$
Financial assets						
Cash and cash equivalents	179,696	-	-	-	8,210	187,906
Trade and other receivables	-	-	-	-	99,895	99,895
	179,696	-	-	-	108,105	287,801
Weighted average interest rate	3.85%	0.00%	0.00%	0.00%	0.00%	2.40%
Financial liabilities						
Trade and other payables	-	-	-	-	1,066,625	1,066,625
Borrowings	-	1,500,000	-	-	-	1,500,000
Liabilities directly associated with assets held for sale-borrowings	-	2,850,000	-	-	-	2,850,000
	-	4,350,000	-	-	1,066,625	5,416,625
Weighted average interest rate	0.00%	8.74%	0.00%	0.00%	0.00%	7.02%

2024

		Fixed interest maturing in			Non-interest bearing	Total
	Floating rates	< 1 year	1 - 5 years	> 5 years		
	\$	\$	\$	\$	\$	\$
Financial assets						
Cash and cash equivalents	573,725	-	-	-	15,107	588,832
Trade and other receivables	-	-	-	-	84,185	84,185
	573,725	-	-	-	99,292	673,017
Weighted average interest rate	4.15%	0.00%	0.00%	0.00%	0.00%	3.54%
Financial liabilities						
Trade and other payables	-	-	-	-	1,072,115	1,072,115
Borrowings	-	-	-	-	-	-
Liabilities directly associated with assets held for sale - borrowings	-	-	-	-	991,670	991,670
	-	-	-	-	2,063,785	2,063,785
Weighted average interest rate	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

Group sensitivity

At 30 June 2025, a change in interest rate by 100 basis points would change profits by \$41,703 higher/lower. (2024 – change of 100 basis points would change profits by \$5,737 higher/lower).

(d) Credit Risk

Credit risk is managed on a group basis. Credit risk arises mainly from cash and cash equivalents, and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Group's maximum exposure to credit risk. As at 30 June 2025, the group held cash at bank with financial institutions with an S&P rating of AA-.

The Group does not consider there to be any material credit risk owing to the nature of the financial assets held.

(e) Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet commitments associated with financial instruments, e.g. borrowing repayments. The Group actively manages its operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash to meet its working capital requirements.

Maturity analysis for financial liabilities

Financial liabilities of the Group include trade and other payables. As at 30 June 2025 and 30 June 2024 trade and other payables are generally contractually due within 30 days.

Borrowings from Robe River Mining Co Pty Ltd (see note 20 for further details) is repayable on the earliest of:

- (a) 60 days after receipt of a written demand by RRMCo following the occurrence of: (i) the CZR Board recommending a Superior Proposal, (ii) an entity, or entities acting in concert (other than the entity or entities that currently Control), acquiring Control of Zanthus or CZR; (iii) the Sale Agreement being validly terminated under certain rights under the Sale Agreement;
- (b) 90 days after receipt by Zanthus of a written demand by RRMCo following the Sale Agreement being validly terminated other than under the rights described in (b) above; and
- (c) Completion occurs of the sale of assets under the Sale Agreement (in which case the secured money will be satisfied by set-off against the Purchase Price).

The borrowings are secured by a specific security deed, pursuant to which the Loan is secured against all of Zanthus Resources Pty Ltd's (Zanthus) (a wholly owned subsidiary of the Company) interest in exploration licence E08/1686 and a featherweight security over all other assets of Zanthus to enable the enforcement of the security against E08/1686.

Borrowings in relation to the Yandal Investments Pty Ltd short-term loan facility are repayable no earlier than 31 October 2025 (see Note 19 for further details). The borrowings are unsecured.

(f) Fair Values

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature. The same applies to the carrying value of cash and cash equivalents.

(g) Foreign exchange risk

The Consolidated Entity transacts in Australian dollars and therefore does not participate in the use of derivative financial instruments. Minor exposure to foreign exchange transactions may occur if the Consolidated Entity's transacts in other jurisdictions arising from variations in the Australian exchange rate. The impact of these foreign exchange rate differences are not material, therefore the Consolidated Entity considers there is no material foreign exchange risk present.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

27. CASH FLOW INFORMATION

	2025 \$	2024 \$
Reconciliation of (loss) after income tax to net cash flow from operating activities		
Profit / (Loss) for the year	(18,807,503)	10,494,571
Depreciation and amortisation	10,152	17,618
Share based payment expense	108,723	1,553,362
Share of loss – joint ventures	95,741	11,215
Fenix Transaction break fee classed as investment activity	650,000	-
Exclusivity fee classed as investment activity	(650,000)	(1,000,000)
Loss on disposal of plant and equipment	-	215
Change in operating assets		
- (increase)/decrease in trade and other receivables	74,813	69,849
- (increase)/decrease in prepayments	-	5,000
- (increase)/decrease in deferred tax assets	27,822,157	(27,822,157)
- (decrease)/increase in trade and other payables	(70,490)	254,456
- (decrease)/increase in provision for income tax	(12,548,282)	12,548,282
- (decrease)/increase in deferred tax liabilities	(384,185)	384,185
- increase in provisions	19,601	22,215
Net cash flow from operating activities	(3,679,273)	(3,461,189)

Non-cash financing and investing activities

There were no non-cash financing activities undertaken during the 2025 financial year.

28. SHARE BASED PAYMENTS

Options and Performance Rights

All balances, exercise prices and fair values of Options and Performance Rights throughout this note have been restated as required for the consolidation of capital (17 to 1 basis) completed on 1 December 2022.

	2025 \$	2024 \$
Share based payment expense relating to options and performance rights	108,723	1,553,362
Total share-based payments	108,723	1,553,362

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

During the year ended 30 June 2025 the group recorded the following share based payments:

Description	Grant date	Exercise price	Expiry date	Options issued that impacted current year share base expense	Performance Rights issued that impacted current year share base expense	Vesting conditions note	Share based expense for year ended 20 June 2025
Employee and Consultant Options	15/03/21	\$0.2805	13/04/25	411,765	-	1	(11,057)
MD Performance Options	08/11/21	\$0.000017	09/11/25	2,352,942	-	2	(2,351)
MD Options	08/11/21	\$0.572	09/11/25	588,236	-	3	4,718
Employee Performance Options	14/03/22	\$0.000017	22/03/26	352,942	-	4	(993)
Employee Performance Options	14/03/22	\$0.000017	22/03/26	529,413	-	5	(1,489)
Employee Options	14/03/22	\$0.572	22/03/26	411,766	-	6	6,508
Employee Performance Options	14/03/22	\$0.000017	16/09/26	352,941	-	7	(2,404)
Director Options	17/05/22	\$0.476	28/11/26	4,117,648	-	8	28,979
Employee Performance Options	20/02/23	\$0.000017	17/03/27	294,118	-	9	(2,274)
Employee Performance Options	20/02/23	\$0.000017	17/03/27	235,294	-	10	(1,819)
Consultant Options	01/03/23	\$0.476	17/03/27	1,000,000	-	11	52,327
Director Performance Rights	30/11/23	-	30/11/27	-	2,800,000	12	40,057
MD Options	30/11/23	\$0.000017	30/11/27	588,236	-	13	(1,479)
Total							108,723

Vesting conditions note:

- 20% on contractor working 12 months continuous service, 20% on JORC direct shipping ore reserve of > 12 million tonnes, 20% on sale of direct shipping iron ore, 20% on JORC gold resource > 1 million ounces and 20% on new mineral discovery equivalent to JORC gold resource > 1 million ounces
- 294,118 on JORC direct shipping ore reserve of > 12 million tonnes, 294,118 on JORC direct shipping ore reserve of > 18 million tonnes, 294,118 on Financial Investment Decision by the Board on Robe Mesa, 294,118 on sale of direct shipping iron ore, 588,235 on JORC gold resource > 500,000 ounces and 588,235 on gold resource or new mineral discovery equivalent to JORC gold resource > 1 million ounces
- Employee has completed 36 months of continuous service
- 117,647 on JORC direct shipping ore reserve of > 18 million tonnes, 117,647 on sale of direct shipping iron ore and 117,648 on gold resource or new mineral discovery equivalent to JORC gold resource > 1 million ounces. Also the Employee must have completed 12 of continuous service before any of the Options will vest
- 176,471 on DFS audited AISC below A\$55 for Robe Mesa, 176,471 on Port Access Agreement to support the life of Mine export schedule for Robe Mesa as defined in the DFS and 176,471 on all heritage and regulatory approvals received for the commencement of mining operations at Robe Mesa. Also the Employee must have completed 12 of continuous service before any of the Options will vest
- Employee has completed 36 months of continuous service
- 117,647 on DFS audited AISC below A\$55 for Robe Mesa, 117,647 on Port Access Agreement to support the life of Mine export schedule for Robe Mesa as defined in the DFS and 117,647 on all heritage and regulatory approvals received for the commencement of mining operations at Robe Mesa. Also the Employee must have completed 12 of continuous service before any of the Options will vest
- If the Director remains as a director of the Company 36 months after issue
- 294,118 on Financial Investment Decision by the Board on Robe Mesa
- 117,647 on JORC gold resource > 500,000 ounces and 117,647 on Financial Investment Decision by the Board on Robe Mesa
- If the Consultant remains as a consultant of the Company 36 months after issue
- 50% if the Director remains as a director of the Company 12 months after issue and 50% if the Director remains as a director of the Company 24 months after issue
- 294,118 on Financial Investment Decision by the Board on Robe Mesa and 294,118 on sale of direct shipping iron ore

No remuneration options were issued during the year ended 30 June 2025.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

The following remuneration options were exercised during the year ended 30 June 2025:

Description	Grant date	Exercise price	Expiry date	No of Options Exercised
MD Performance Options	08/11/21	\$0.000017	09/11/25	588,236
Employee Performance Options	14/03/22	\$0.000017	22/03/26	117,647
Consulting Options	08/11/21	\$0.000017	09/11/24	294,118
Total				<u>1,000,001</u>

No remuneration performance rights were issued during the year ended 30 June 2025 and no remuneration performance rights were converted during the year ended 30 June 2025.

29. RELATED PARTY TRANSACTIONS**Parent entity**

CZR Resources Ltd is the ultimate parent entity of the Group.

Subsidiaries

Interests in subsidiaries are disclosed in note 24.

Transactions with related parties

In December 2023 CZR secured a short-term funding facility of \$500,000 from Yandal Investments Pty Ltd (an entity owned by CZR's major shareholder Mark Creasy). The loan facility was unsecured, could be drawn in tranches of not less than \$50,000, interest was payable at 12.0% per annum and a facility fee of \$10,000 was paid. Since December 2023 the short-term loan facility has been increased and extended numerous times. The most recent arrangement agreed in April 2025 saw the repayment date of the now \$1,500,000 loan facility extended to 31 October 2025.

Other transactions with related parties are disclosed in note 30.

Outstanding balances

Outstanding balances in relation to transactions with related parties are disclosed in note 30.

30. KEY MANAGEMENT PERSONNEL DISCLOSURES**(a) Key management personnel compensation**

	2025	2024
	\$	\$
Short-term benefits	1,009,092	1,160,949
Long-term benefits	2,050	5,549
Post-employment benefits	66,529	63,460
Share based payments	120,733	1,476,870
	<u>1,198,404</u>	<u>2,706,828</u>

Further details of compensation of the key management personnel of CZR Resources Ltd are set out in the Remuneration Report on page 23.

(b) Liabilities at Reporting Date

Aggregate amounts of liabilities at reporting date relating to directors fees of the group are as follows:

	2025	2024
	\$	\$
<i>Current liabilities</i>		
Annie Guo	173,625	154,725
Russell Clark	-	50,000
	<u>173,625</u>	<u>204,725</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025**31. CONTINGENCIES**

As at the date of the report, the Directors are not aware of any material contingent liabilities that would require disclosure.

32. COMMITMENTS

Exploration commitments	2025 \$	2024 \$
<i>Payable:</i>		
Within one year	905,965	1,104,661
Later than one year but not later than 5 years	1,090,519	784,510
Later than 5 years	996,398	1,063,628
	<u>2,992,882</u>	<u>2,952,799</u>

33. EVENTS OCCURRING AFTER THE REPORTING PERIOD

Subsequent to year end the following events have occurred in relation to the Company's sale of it Robe Mesa Iron Project to the RRJV:

- 1) In July and August 2025, a further \$1,000,000 was drawn down in Loans from RRMC;
- 2) on the 2 September 2025 the Company announced that all the remaining Conditions Precedent had been satisfied and / or waived in relation to the sale of Company's interest in certain tenements comprising it Robe Mesa Project for cash consideration of \$75,000,000 (excluding GST) to the RRJV and that settlement was scheduled to occur on 9 September 2025; and
- 3) on the 9 September the Company announced that settlement had occurred and the Company had received \$70,488,534 (excluding GST) from the RRJV, after allowing for deductions including outstanding loan repayments and exclusivity fee previously paid.

In July 2025 294,118 options were exercised at \$0.000017 per option and 294,118 shares were issued as a result.

In September 2025 882,354 options were exercised at \$0.000017 per option and 882,354 shares were issued as a result.

In September 2025 the Company repaid in full the outstanding Yandal loan facility of \$1,500,000 plus interest.

Other than as disclosed above, in the interval between the end of the financial year and the date of this report, there has not arisen any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operation and results of the consolidated entity or the state of affairs of the consolidated entity, in future financial years.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Basis of Preparation

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the Corporations Act 2001, reflecting the amendments to section 295(3A)(vi) and (vii) which clarify the definition of foreign resident as being an entity that is treated as a resident of a foreign country under the tax laws of that foreign country. These amendments apply for financial years beginning on or after 1 July 2024. The CEDS includes certain information for each entity that was part of the consolidated entity at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

Determination of Tax Residency

Section 295(3B)(a) of the Corporation Acts 2001 defines Australian resident as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. Section 295 (3A)(a)(vii) requires the determination of tax residency in a foreign jurisdiction to be based on the law of the foreign jurisdiction relating to foreign income tax.

In determining tax residency, the consolidated entity has applied the following interpretations:

- **Australian tax residency**

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

- **Foreign tax residency**

Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in determining tax residency in those foreign jurisdictions and ensure compliance with applicable foreign tax legislation.

- **Partnerships and Trusts**

Section 295(3B)(b) and (c) of the *Corporation Acts 2001* have been introduced to clarify that an Australian resident for the purposes of these disclosures includes a partnership with at least one member of which is an Australian resident within the meaning of the *Income Tax Assessment Act 1997* and a resident trust estate under the meaning in Division 6 of the *Income Tax Assessment Act 1936*.

Name of entity	Type of entity	Trustee, partner or participant in joint venture	% of share capital held	Country of incorporation	Australian resident	Foreign jurisdiction(s) in which the entity is a resident for tax purposes (according to the law of the foreign jurisdiction)
CZR Resources Ltd	Body Corporate	N/A	N/A	Australia	Australian	N/A
Zanthus Resources Pty Ltd	Body Corporate	N/A	100	Australia	Australian	N/A
Buddadoo Metals Pty Ltd	Body Corporate	N/A	100	Australia	Australian	N/A
KingX Pty Ltd	Body Corporate	N/A	100	Australia	Australian	N/A
Yarraloola Iron Pty Ltd	Body Corporate	N/A	100	Australia	Australian	N/A

CZR Resources Ltd (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime.

**DIRECTORS' DECLARATION
FOR THE YEAR ENDED 30 JUNE 2025**

The directors of CZR Resources Ltd declare that:

1. The financial statements and notes of the consolidated entity, as set out on pages 32 to 60 are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Accounting Standards, Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (b) give a true and fair view of the financial position of the Group as at 30 June 2025 and of its performance for the year ended on that date;
2. The information disclosed in the consolidated entity disclosure statement is true and correct; and
3. There are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations by the Managing Director and Chief Financial Officer required by Section 295A of the Corporations Act for the financial year ending 30 June 2025.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:



Russell Clark
Director

Dated 25 September 2025

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INDEPENDENT AUDIT REPORT
FOR THE YEAR ENDED 30 JUNE 2025



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INDEPENDENT AUDITOR'S REPORT

To the members of CZR Resources Ltd

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of CZR Resources Ltd (the Company) and its subsidiaries (the Group), 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 report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

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.

INDEPENDENT AUDIT REPORT
FOR THE YEAR ENDED 30 JUNE 2025



Carrying value of exploration assets

Key audit matter	How the matter was addressed in our audit
At 30 June 2025 the Group held a significant carrying value of Exploration Assets as disclosed in Note 16. As the carrying value of these Exploration Assets represents a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount. Judgement is applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources. In particular, whether facts and circumstances indicate that the exploration and evaluation assets should be tested for impairment.	Our procedures included, but were not limited to: • Obtaining from management a schedule of areas of interest held by the Group and assessing whether rights to tenure of those areas of interest remained current at balance date; • Considering the status of the ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Group's exploration budgets, ASX announcements and director's minutes; • Considering whether any area of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • Considering whether any facts or circumstances existed to suggest impairment testing was required; and • Assessing the adequacy of the related disclosures in the financial report.

Sale of Robe Mesa Iron Ore Project

Key audit matter	How the matter was addressed in our audit
During the year the Company terminated a sale agreement to dispose of the Company's subsidiary, Zanthus Resources Pty Ltd, that controls an 85% interest in the Robe Mesa Iron Ore Project. Subsequently, the Company signed a binding share sale agreement with the Robe River Joint Venture to dispose of the Robe Mesa tenements. Such transactions embed complexities and significant judgements under the applicable accounting standards in respect to classification and accounting. At 30 June 2025 year end, the asset was classified as held for sale in accordance with AASB 5 <i>Non-current assets held for sale and discontinued operations</i>.	Our procedures included, but were not limited to: • Obtaining the relevant agreements to obtain an understanding of the contractual nature and terms and conditions of the termination of the sale of Zanthus Resources Pty Ltd and the subsequent sale agreement for the Robe Mesa tenements; • Reviewing the ASX announcements to the date of sign off of the financial statements made by the company on the transactions; • Enquiring with management to understand the nature of the transaction and the status of relevant approvals;

INDEPENDENT AUDIT REPORT
FOR THE YEAR ENDED 30 JUNE 2025



Post Balance Sheet Events

Subject to year end, the company announced that settlement occurred on 9 September 2025 and a net amount of \$70.49 million was received. This matter is disclosed in Note 33 to the financial statements, Subsequent Events.

- Liaising with our taxation specialists to assist in the assessment of the tax implications of the termination of the Zanthus Resources Pty Ltd sale agreement, including the key judgements adopting by management in the reversal of previously recognised deferred tax balances on the proposed consideration receivable;
- Obtaining and reviewing management's position on whether this transaction gives rise to a discontinued operation given the Company's continued exploration of its remaining projects in Western Australia; and
- Verified the net consideration received upon sale and reviewed the adequacy of the related disclosures in the financial statements in relation to the transactions.

Other information

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

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

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

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

Responsibilities of the directors for the Financial Report

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

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

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

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

INDEPENDENT AUDIT REPORT
FOR THE YEAR ENDED 30 JUNE 2025



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

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at: https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 23 to 28 of the directors' report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of CZR Resources Ltd, 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 section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit Pty Ltd

A handwritten signature in black ink, appearing to read 'Neil Smith', is written over a faint, stylized BDO logo.

Neil Smith

Director

Perth, 25 September 2025

CORPORATE GOVERNANCE

The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such CZR Resources Ltd has adopted the fourth edition of the Corporate Governance Principles and Recommendations which was released by the ASX Corporate Governance Council and became effective for financial years beginning on or after 1 July 2020.

The Company's Corporate Governance Statement for the financial year ending 30 June 2025 was approved by the Board on 25 September 2025. The Corporate Governance Statement can be located on the Company's website <https://www.czrresources.com/about/#corporate-governance>.

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ADDITIONAL SHAREHOLDER INFORMATION

SUBSTANTIAL SHAREHOLDERS

The names of the substantial shareholders listed in the Company register as at 24 September 2025 are as follows:

Shareholder	Shares	%
Mark Gareth Creasy	123,529,413	52.12

TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest shareholders of the fully paid ordinary shares of the Company as at 24 September 2025 are as follows:

Name	Number Of Ordinary Fully Paid Shares	% Held Of Issued Ordinary Capital
YANDAL INVESTMENTS PTY LTD	105,244,433	44.24%
MOTWIL PTY LTD	18,284,980	7.69%
BNP PARIBAS NOMS PTY LTD	6,083,850	2.56%
NORFOLK ENCHANTS PTY LTD		
<TROJAN RETIREMENT FUND A/C>	5,000,000	2.10%
MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT>	4,491,249	1.89%
GOLDVALLEY BROWN STONE PTY LTD	4,475,080	1.88%
DAWNEY & CO LTD	4,000,000	1.68%
PALM BEACH NOMINEES PTY LTD	3,919,025	1.65%
FMG PILBARA PTY LTD	3,294,118	1.38%
CREABIRD PTY LTD		
<EM A/C>	3,170,000	1.33%
CITICORP NOMINEES PTY LIMITED	2,088,493	0.88%
BUILDLEASE PTY LTD	1,637,011	0.69%
MR MICHAEL JAMES HARGREAVES DUNCAN & MRS LORRAINE BETTY DUNCAN	1,500,000	0.63%
MRS REBECCA SHALALA	1,346,372	0.57%
MISS YEE CHIN TAN	1,298,701	0.55%
MR FABIAN GODDARD	1,176,472	0.49%
MILWAL PTY LTD		
<THE CHESTER A/C>	1,176,471	0.49%
LECARD PTY LTD	1,150,000	0.48%
BNP PARIBAS NOMINEES PTY LTD		
<IB AU NOMS RETAILCLIENT>	1,116,860	0.47%
SHEFFIELD MANAGEMENT PTY LTD		
<MARK S HANCOCK S/F A/C>	1,067,802	0.45%
Totals	171,520,917	72.09%

ADDITIONAL SHAREHOLDER INFORMATION (Continued)

DISTRIBUTION OF SHAREHOLDERS

The distribution of members and their holdings of fully paid ordinary shares in the Company as at 24 September 2025 was as follows:

Range of holding	Shareholders	Number Of Ordinary Shares	%
1 – 1,000	331	111,667	0.05
1,001 – 5,000	592	1,733,170	0.73
5,001 – 10,000	341	2,476,331	1.04
10,001 – 100,000	678	24,447,326	10.28
100,001 and over	172	209,142,625	87.91
Totals	2,114	237,911,119	100.00

The number of shareholders with less than a marketable parcel of fully paid ordinary shares based on a closing price of \$0.262 is 465 holding in total 323,408 shares.

VOTING RIGHTS (ORDINARY SHARES)

In accordance with the Company's Constitution, on a show of hands every member present in person or by proxy or attorney or duly authorised representative has one vote. On a poll every member present in person or by proxy or attorney or duly authorised representative has one vote for every fully paid ordinary share held.

UNQUOTED SECURITIES

Securities	Number of Options	Number of Holders	Holder's with more than 20%
Options exercisable at \$0.000017, expiry 9 Nov 2025	1,764,706	1	1 ¹
Options exercisable at \$0.272, expiry 9 Nov 2025	588,236	1	1 ²
Options exercisable at \$0.527, expiry 9 Nov 2025	588,236	1	1 ³
Options exercisable at \$0.000017, expiry 22 Mar 2026	235,295	1	1 ⁴
Options exercisable at \$0.272, expiry 22 Mar 2026	411,766	2	2 ⁵
Options exercisable at \$0.527, expiry 22 Mar 2026	411,766	2	2 ⁶
Options exercisable at \$0.476, expiry 28 Nov 2026	4,117,648	2	2 ⁷
Options exercisable at \$0.000017, expiry 17 Mar 2027	235,294	1	1 ⁸
Options exercisable at \$0.476, expiry 17 Mar 2027	1,000,000	1	1 ⁹
Options exercisable at \$0.000017, expiry 30 Nov 2027	588,236	1	1 ¹⁰
Performance Rights, expiry 28 Nov 2026	257,354	2	2 ¹¹
Performance Rights, expiry 30 Nov 2027	2,800,000	3	3 ¹²

Note 1: Stefan Murphy holds 1,764,706 options.

Note 2: Stefan Murphy holds 588,236 options.

Note 3: Stefan Murphy holds 588,236 options.

Note 4: Luke O'Kane holds 235,295 options.

Note 5: Fabian Goddard holds 294,118 options and Luke O'Kane holds 117,648 options.

Note 6: Fabian Goddard holds 294,118 options and Luke O'Kane holds 117,648 options.

Note 7: Russell Clark holds 2,352,942 options and Auracle Group Pty Ltd holds 1,764,706 options.

Note 8: Luke O'Kane holds 235,294 options.

Note 9: Trevor O'Connor holds 1,000,000 options.

Note 10: Stefan Murphy holds 588,236 options.

Note 11: Russell Clark holds 147,059 performance rights and Auracle Group Pty Ltd holds 110,295 performance rights.

Note 12: Stefan Murphy holds 1,400,000 performance rights, Russell Clark holds 700,000 performance rights and Auracle Group Pty Ltd holds 700,000 performance rights.

ADDITIONAL SHAREHOLDER INFORMATION (Continued)

RESTRICTED SECURITIES

The Company has no restricted securities.

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SCHEDULE OF MINERAL TENEMENTS

Project	Location	Tenement Number	Economic Entity's Interest
Yarraloola	West Pilbara, WA	E08/1686	100%*
Yarraloola	West Pilbara, WA	E08/1826	85%
Yarraloola	West Pilbara, WA	E08/3175	0% Option to Acquire
Yarraloola	West Pilbara, WA	E08/3180	100%
Yarraloola	West Pilbara, WA	E08/3399	100%
Yarraloola	West Pilbara, WA	L08/295	85%
Yarraloola	West Pilbara, WA	L08/298	85%
Yarraloola	West Pilbara, WA	L08/303	85%
Yarraloola	West Pilbara, WA	L08/319	85%
Yarraloola	West Pilbara, WA	L08/320	85%
Yarraloola	West Pilbara, WA	L08/321	85%
Yarraloola	West Pilbara, WA	L08/322	85%
Yarraloola	West Pilbara, WA	L08/327	85%
Yarraloola	West Pilbara, WA	L08/329	85%
Yarraloola	West Pilbara, WA	L08/330	85%
Yarraloola	West Pilbara, WA	L08/331	85%
Yarrie	East Pilbara, WA	E45/3728	70%
Yarrie	East Pilbara, WA	E45/4065	70%
Yarrie	East Pilbara, WA	E45/4433	100%
Yarrie	East Pilbara, WA	E45/4604	70%
Yarrie	East Pilbara, WA	E45/4605	70%
Yarrie	East Pilbara, WA	EA45/6897	70%
Shepherds Well	West Pilbara, WA	E08/2361	70%
Buddadoo	Mid-west, WA	E59/1350	85%
Buddadoo	Mid-west, WA	E59/2349	85%
Croydon	East Pilbara, WA	E47/2150	70%

* – As part of the sale of the Company's interest in certain tenements comprising the Robe Mesa Iron Ore Project to the RRJV which completed on 9 September 2025, the Company has retained mineral rights in respect of the north-eastern portion of E08/1686 (comprising approx. 68.6% of the total area of E08/1686).

E – Exploration Licence

L – Miscellaneous Licence

EA – Exploration Licence Application

DETAILS OF MINERAL RESOURCES AND ORE RESERVES

Results of Annual Review of Mineral Resources and Ore Reserves

The Company's Mineral Resource and Ore Reserve Statement has been compiled in accordance with the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code 2012 Edition) and Chapter 5 of the ASX Listing Rules and ASX Guidance Note 31.

The Robe Mesa Mineral Resource was first estimated during the 2015 financial year. The Mineral Resource was subsequently updated from drill results obtained in the 2016, 2017, 2022 and 2023 financial years (Table 1). Also shown in Table 2 was the Robe East Mineral Resource and in Table 3 the P529 Mineral Resource. No Mineral Resource estimates updates were conducted on all Mineral Resources during the 2025 financial year.

The Company announced a maiden Ore Reserve at Robe Mesa on 10 December 2020 and this was subsequently updated on 8 May 2023 and then the 10 October 2023 (Table 4).

Subsequent to 30 June 2025, on 9 September 2025 the Company settled the sale of the Robe Mesa tenements to the RRJV which contained all the Company's JORC Resources and Reserves. As such, as of the 9 September 2025 the Company no longer has any reportable JORC Resources and Reserves.

An annual review was completed of Mineral Resources and Ore Reserve on 25 September 2025.

Governance Arrangements for Mineral Resources and Ore Reserves Estimates

Mineral Resources and Ore Reserves are estimated by independent external consultants in accordance with the JORC 2012 Code, using industry standard techniques and internal guidelines for the estimation and reporting of Mineral Resources and Ore Reserves. All statements have been accompanied by the appropriate sections of Table 1 from the JORC (2012) guidelines. Mineral Resource and Ore Reserve Statements included in the Annual Report are reviewed by suitably qualified Competent Persons from the Company prior to its inclusion.

All drill hole data is stored in-house within a commercially available purpose designed database management system and subjected to industry standard validation procedures. Quality control on resource drill programs have been undertaken to industry standards with implementation of appropriate drilling type, survey data collection, assay standards, sample duplicates and repeat analyses.

Yarraloola Mineral Resource 25 September 2025

Yarraloola Nil*

* On 9 September 2025 the Company settled the sale of its tenements that contained all reportable JORC Yarraloola Mineral Resources.

Yarraloola Mineral Resource 30 June 2025 and 30 June 2024

Table 1. Robe Mesa Current and Prior Year Mineral Resource Estimate
(see ASX Announcement 12 December 2022 titled "Mineral Resource increases a further 20% to 45Mt")

Cut-Off Grade	Category	Tonnes Mt	Fe %	SiO ₂ %	Al ₂ O ₃ %	LOI %	P %	S %	Feca %
55% Fe	Indicated	36.0	56.0	5.9	2.8	10.6	0.04	0.02	62.7
	Inferred	9.2	56.1	5.6	2.7	10.8	0.04	0.02	62.9
	Total	45.2	56.0	5.8	2.8	10.7	0.04	0.02	62.7
50% Fe	Indicated	71.8	54.4	7.5	3.3	10.7	0.04	0.02	61.1
	Inferred	17.8	54.3	7.6	3.3	10.8	0.04	0.02	60.8
	Total	89.6	54.4	7.5	3.3	10.8	0.04	0.02	61.0

DETAILS OF MINERAL RESOURCES AND ORE RESERVES

During the period 30 June 2024 to 30 June 2025 there was no movement to the Robe Mesa Mineral Resource estimate.

Table 2. Robe East Current and Prior Year Mineral Resource Estimate reported above a **Fe cut-off grade of 50%**.
(see ASX Announcement 26 April 2017 titled "Yarraloola Project – Robe Mesa Resource Upgrade from 2016 Robe East Extension Drilling")

Category	Mt	Fe%	SiO ₂ %	Al ₂ O ₃ %	TiO ₂ %	LOI%	P%	S%	Fe _{ca} %
Inferred	4.6	51.8	9.7	3.8	0.2	10.9	0.1	0.02	58.2

During the period 30 June 2024 to 30 June 2025 there was no movement to the Robe East Mineral Resource estimate.

Table 3. P529 Current and Prior Year Mineral Resource Estimate reported above a **Fe cut-off grade of 50%**.
(see ASX Announcement 9 May 2017 titled "Yarraloola Project – Maiden Inferred Resource for the P529 deposit from 2016 RC Drilling")

Category	Mt	Fe%	SiO ₂ %	Al ₂ O ₃ %	TiO ₂ %	LOI%	P%	S%	Fe _{ca} %
Inferred	4.2	53.0	9.1	3.9	0.2	10.4	0.04	0.01	59.2

During the period 30 June 2024 to 30 June 2025 there was no movement to the P529 Mineral Resource estimate.

Yarraloola Ore Reserve 25 September 2025

Robe Mesa Nil*

* On 9 September 2025 the Company settled the sale of its tenements that contained all reportable JORC Yarraloola Ore Reserves.

Yarraloola Ore Reserve 30 June 2025 and 30 June 2024

Table 4. Robe Mesa Current and Prior Year Ore Reserve Estimate
(see ASX Announcement 10 October 2023 titled "Robe Mesa DFS reveals outstanding financial returns")

Category	Mt	Fe%	SiO ₂ %	Al ₂ O ₃ %	LOI%	P%	S%	TiO ₂ %	Fe _{ca} %
Probable	33.4	55.0	6.92	3.06	10.7	0.038	0.02	0.10	61.6
Total	33.4	55.0	6.92	3.06	10.7	0.038	0.02	0.10	61.6

During the period 30 June 2024 and 30 June 2025 there was no movement to the Yarraloola Ore Reserve estimate.