For personal use only

OMNIA METALS GROUP LTD

ACN 648 187 651

# Annual Report

## for the year ended 30 June 2025

# CONTENTS

**CORPORATE INFORMATION** ..... 3

**DIRECTORS' REPORT** ..... 4

**AUDITOR'S INDEPENDENCE DECLARATION** ..... 20

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME** ..... 21

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION** ..... 22

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY** ..... 23

**CONSOLIDATED STATEMENT OF CASH FLOWS** ..... 24

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS** ..... 25

**CONSOLIDATED ENTITY DISCLOSURE STATEMENT** ..... 44

**DIRECTORS' DECLARATION** ..... 45

**INDEPENDENT AUDITOR'S REPORT** ..... 46

**CORPORATE GOVERNANCE STATEMENT** ..... 50

**ADDITIONAL SECURITIES EXCHANGE INFORMATION** ..... 51

**TENEMENT SCHEDULE** ..... 54

For personal use only

# CORPORATE INFORMATION

**ABN 94 616 200 312**

**Directors**

| | |
|---|---|
| Mr Patric Glovac | Executive Chairman |
| Mr Christopher Zielinski | Non-Executive Director |
| Mr Quinton Meyers | Non-Executive Director |

**Company secretary**

Mr Quinton Meyers

**Registered and Principal Office**

22 Townshend Road
Subiaco WA 6008

Telephone: 08 9388 0051
Website: www.omniametals.com.au

**Share register**

Automic Pty Ltd
Level 2, 267 St. George's Terrace
Perth WA 6000
Telephone: 1300 288 664

**Solicitors**

Nova Legal
Level 2/ 50 Kings Park Road
West Perth WA 6005

**Bankers**

NAB
100 St. Georges Terrace
Perth WA 6000

**Auditors**

HLB Mann Judd
Level 4, 130 Stirling Street
Perth WA 6000

**Securities Exchange Listing**

Omnia Metals Group Ltd shares are listed on the Australian Securities Exchange (ASX: OM1)

For personal use only

# DIRECTORS' REPORT

Your directors present their report together with the financial statements of the Group consisting of Omnia Metals Group Ltd and the entities it controlled for the financial year ended 30 June 2025 ("the Group"). 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 and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

**Mr Patric Glovac, BCOMM, (Executive Chairman) – appointed 1 May 2025**

| | |
|---|---|
| Experience and expertise | Mr Glovac co-founded GTT Ventures Pty Ltd in 2013, a boutique corporate advisory firm, specialising in the resource and technology sector. Mr Glovac has extensive corporate and commercial experience, financial and capital market knowledge.<br>Mr Glovac holds a Bachelor of Commerce from Murdoch University. |
| Other current directorships | Executive Chairman of SQX Resources Limited (ASX.SQX) since August 2023.<br>Executive Chairman of Pure Resources Limited (ASX:PR1) since September 2021 |
| Former listed directorships in last 3 years | Executive Director of Global Oil and Gas (ASX: GLV) resigned 4 December 2023) |

**Mr Quinton Meyers, BCOMM, (Non-Executive Director & Company Secretary) – appointed 22 December 2023**

| | |
|---|---|
| Experience and expertise | Mr Meyers has over nine years of experience working in equities markets in the capacity of a Stockbroker, Company Secretary and Accountant for multiple ASX listed companies gaining exposure to the Resource, Oil and Gas and Technology sectors. During this time. Mr Meyers worked on multiple initial public offers (IPO), reverse takeovers (RTO), equity capital markets (ECM) transactions while developing his knowledge of the ASX Listing Rules and Corporations Act.<br>Mr Meyers is a member of the Chartered Accountants Australia & New Zealand |
| Other current directorships | Non-executive Director of High-Tech Metals Ltd (ASX.HTM) since 30 October 2023.<br>Non-executive Director of Prominence Energy Limited (ASX.PRM) since 6 September 2024. |
| Former listed directorships in last 3 years | Nil. |

**Mr Christopher Zielinski LLB, BComm (Finance) (Non-Executive Director) – appointed 1 May 2025**

| | |
|---|---|
| Experience and expertise | Mr Zielinski is a corporate lawyer with over 12 years' experience. Mr Zielinski is a director at the corporate law firm, Nova Legal, and primarily works in mergers and acquisitions, capital raisings, regulatory compliance and commercial transactions with particular experience in the resources and technology sectors.<br>Mr Zielinski is member of the Australian Institute of Company Directors (AICD) and Associate of Governance Institute Australia (AGIA). |
| Other current directorships | Non-executive director of Green Critical Minerals Ltd (ASX.GCM) since March 2023.<br>Non-executive director of Earth Energy Limited (ASX.EE1) since 12 May 2025.<br>Non-executive director of Trinex Minerals Limited (ASX.TX3) since 11 July 2025. |
| Former listed directorships in last 3 years | Nil |

For personal use only

## DIRECTORS' REPORT continued

**Dr James Warren BSc Mineral Geoscience (Honours), PhD, MAIG (Managing Director) – Resigned 1 May 2025**

| | |
|---|---|
| Experience and expertise | Dr. James Warren is a geologist with more than 15 years of multi-commodity experience spanning greenfield prospect generation to operational roles in open pit and underground projects.<br><br>Dr. Warren holds a PhD in Geology from the University of Western Australia focusing on a mineral systems approach to exploration targeting and was also part of the Mineral and Hydrothermal Geochemical team at CSIRO.<br><br>Dr. Warren was Exploration Manager at Echo Resources and oversaw the exploration strategy and growth of Echo's resource base to over 1.8 Moz and the eventual $240m takeover by Northern Star.<br><br>Following his time at Echo, Dr. Warren was instrumental in establishing the private enterprise Tali Resources Pty Ltd, a spin out from Agrimin Ltd. At Tali, Dr. Warren was critical in establishing the geological framework to mineralisation in the West Arunta Orogen and drove project generation and acquisition. Ultimately, Tali reached a $55m farm-in agreement with Rio Tinto to search for IOCG deposits in the West Arunta, while WA1 Ltd successfully listed the Tali assets not subject to the Rio Tinto farm-in.<br><br>Dr. Warren holds roles as Chief Technical Officer for Marquee Resources Ltd (ASX: MQR) and is a Non-Executive Director of Pure Resources Ltd (ASX: PR1). |
| Other current directorships | Nil. |
| Former listed directorships in last 3 years | Non-executive director of Pure Resources Limited resigned 30 May 2025. |

**Mr Mark Connelly B.Bus, ECU,MAICD, AIMM, Member of SME (Non-Executive Chairman) – resigned 1 May 2025**

| | |
|---|---|
| Experience and expertise | Mr Connelly is an internationally experienced financial and commercial executive, with more than 30 years' experience in the natural resources sector including in several senior management roles.<br><br>Mr Connelly was previously Managing Director of Papillon Resources (previously ASX: PIR) and was instrumental in the US$570m merger of Papillon Resources and B2Gold Corp in October 2014. Prior to Papillon Resources, Mr Connelly was Chief Operations Officer of Endeavour Mining, following its merger with Adamus Resources Limited where he was Managing Director and CEO.<br><br>Mr Connelly is a member at the Australian Institute of Company Directors (AICD), a member of the Australian Institute of Management (AIMM) and a member of the Society of Mining, Metallurgy and Exploration (SME). |
| Other current directorships | Non-executive Director of Renegade Exploration Limited (ASX.RNX) since February 2022<br><br>Non-executive director of BeMetals Corp since July 2020.<br><br>Non-executive chairman of Warriedar Resources Limited (ASX.WA8) since November 2022<br><br>Antares Metals Limited (ASX.AM5) since April 2023 |
| Former listed directorships in last 3 years | Non-executive director of Oklo Resources Limited (ASX: OKU) resigned March 2023.<br><br>Non-executive director and Chairman of Calidus Resources Limited (ASX:CAI) resigned 7 January 2025<br><br>Non-executive chairman of Alto Metals Limited (ASX.AME) resigned 9 December 2024<br><br>Non-executive chairman of Chesser Resources Limited (ASX: CHZ) resigned 27 September 2023 |

For personal use only

# DIRECTORS' REPORT continued

**Interests in the shares and options of the Company and related bodies corporate**

The following relevant interests in shares and options of the Company or a related body corporate were held by the directors as at the date of this report.

| Directors | Number of fully paid ordinary shares | Number of options over ordinary shares | Performance Rights |
|---|---|---|---|
| Mr Patric Glovac | 1,789,250 | 4,250,000 | 7,000,000 |
| Mr Christopher Zielinski | 125,000 | 3,000,000 | 3,625,000 |
| Mr Quinton Meyers | - | 3,000,000 | 3,125,000 |

There are no unpaid amounts on the shares issued.

**Dividends**
No dividends have been paid or declared since the start of the financial year and the directors do not recommend the payment of a dividend in respect of the financial year.

**Principal Activities**
Omnia Metals Group Ltd **("Omnia") (ASX:OM1)** is a mineral explorer that has a 100% interest in the Ord Basin Project in the Western Australia and Northern Territory regions of Australia and the Albany Fraser (Salt Creek) Project in Western Australia. In February 2023 the Company entered into a binding agreement (**Earn-In Agreement**) with 9219-8845 Qc. Inc. (dba Canadian Mining House), Anna Giglio and Steve Labranche pursuant to which the Company may acquire up to an 100% interest in the Lac des Montagnes Lithium Project (**Lac des Montagnes Project**).

## REVIEW OF OPERATIONS

Omnia Metals is a mineral exploration company focused on exploring for future-facing commodities at multiple projects in Canada and Australia.

Omnia's Australian projects include the Ord Basin Project near Kununurra in Western Australia's north and the Albany Fraser (Salt Creek) Project in the Goldfields.

The Company's Lac des Montagnes Project covers 600km² in James Bay, Québec, and is highly prospective for lithium.

**Ord Basin Project – East Kimberley, Western Australia**

During the year, Omnia advanced its 100% owned Ord Basin Project, located 140 kilometres south of Kununurra. Exploration efforts focused on systematic geochemical and geophysical surveys to assess the Project's potential for copper, gold, nickel, and platinum group element mineralisation.

In October 2024, the Company completed its maiden geochemical sampling program, with work closely monitored by representatives of the Purnululu people, marking a significant milestone in strengthening relationships with Traditional Owners.

In December 2024, results from a 126-sample UltraFine+™ soil geochemistry program confirmed the presence of a copper-gold anomaly in the Northern Exploration Target and a coincident platinum, palladium, and nickel anomaly in the Southern Exploration Target[1]. The program returned peak values of up to 32.8 ppb gold, 1,200 ppm copper, 324 ppb combined platinum and palladium, and up to 1,800 ppm nickel[1].

These results demonstrate the potential for both sulphide-related and intrusive-related mineralisation. Planning is well advanced for the next phase of exploration, which will include airborne VTEM surveys, ground-based MLEM, geological mapping, and further surface geochemistry during the first half of 2025.

For personal use only

## DIRECTORS' REPORT continued

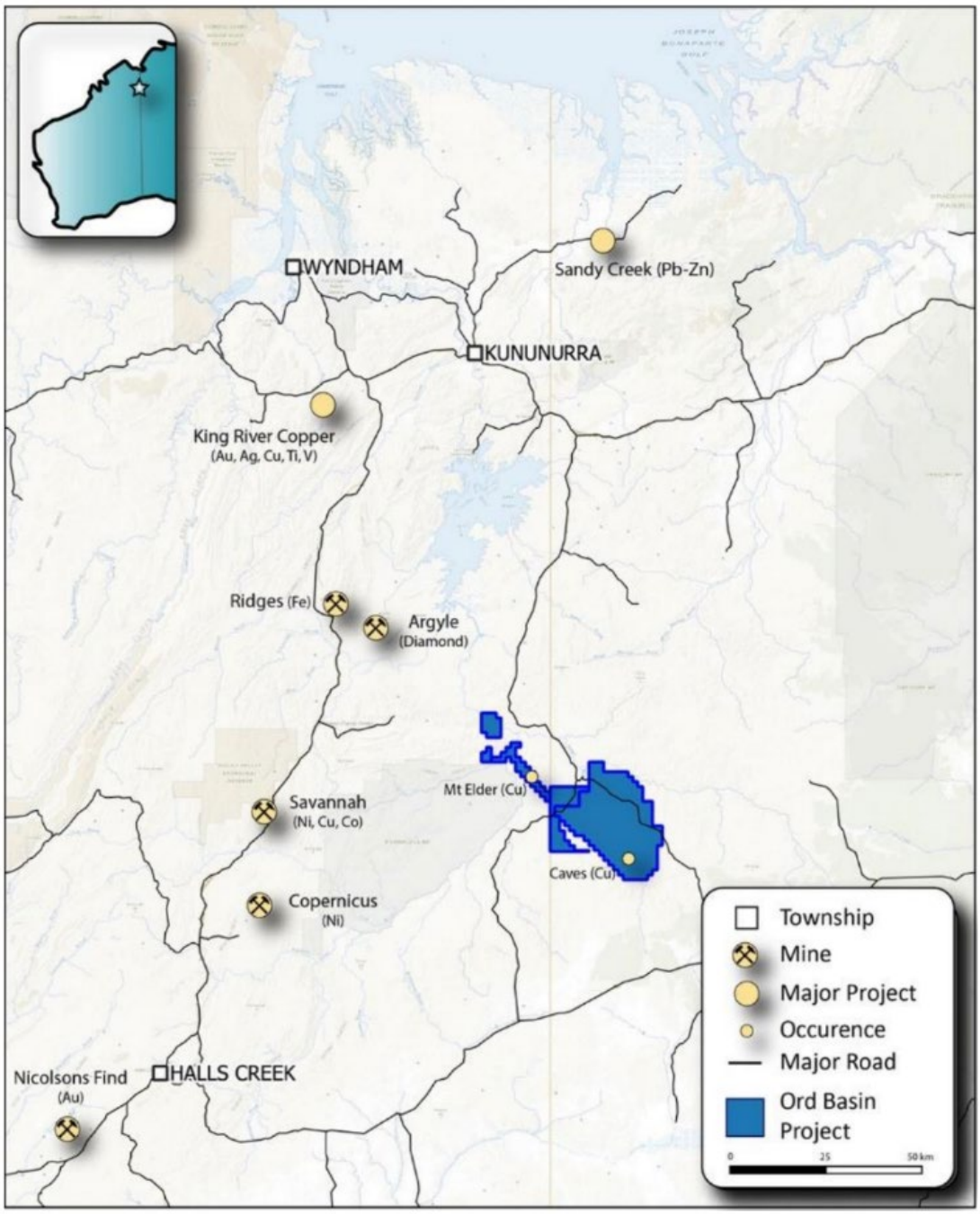



**Figure 1: Location of the Ord Basin Project**

For personal use only

## DIRECTORS' REPORT continued

**Salt Creek Project – Goldfields, Western Australia**

The Salt Creek Project, located northeast of Kalgoorlie, remained a key focus for Omnia during the year. The Company completed a Heritage Survey in consultation with the Upurli Upurli Native Title Group (UUNAC), ensuring cultural heritage values were respected and protected while advancing exploration[2].

Geophysical survey work, combined with gravity and magnetics datasets and subsequent modelling, identified a number of high-priority drill targets[3]. In June 2025, Omnia commenced a 1,000 metre Reverse Circulation drilling program comprising seven holes designed to test high-priority gold targets on tenement E28/3149[4].

The drill program followed earlier aircore drilling and auger sampling which had highlighted anomalous gold, copper, and nickel values across the tenement[5]. With the Salt Creek Project covering approximately 223 square kilometres in a proven mineral province, the program represents an important step in advancing the Project and realising its potential.

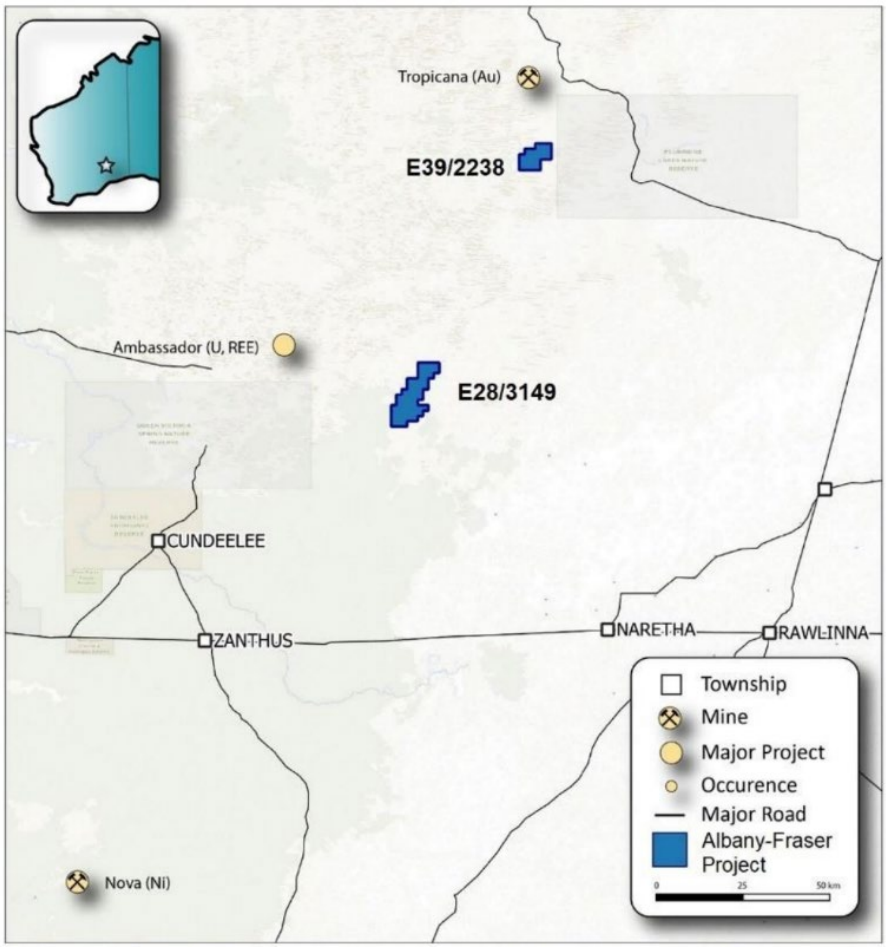



**Figure 2: Location of the Albany-Fraser Project**

For personal use only

# DIRECTORS' REPORT continued

**Lac des Montagnes Project, Québec**

Omnia's Lac des Montagnes Project spans 600km$^2$ in the James Bay region of Québec, Canada (Fig. 2) and comprises 1,117 mineral claims within the Lac des Montagnes Greenstone Belt, which has long been recognised as a promising lithium corridor.

Further sampling exploration activity at Lac des Montagnes has been planned to test areas undercover and determine the most prospective parts of the project area.

Lac des Montagnes is highly attractive to investors due to its access to critical infrastructure and skilled labour, and proximity to the growing electric vehicle supply chain and markets in North America and Europe.

Additionally, the project is supported by favourable government policies, such as the Canadian Government Critical Minerals Strategy which aims to position the country as a leading global supplier of responsibly sourced critical minerals.

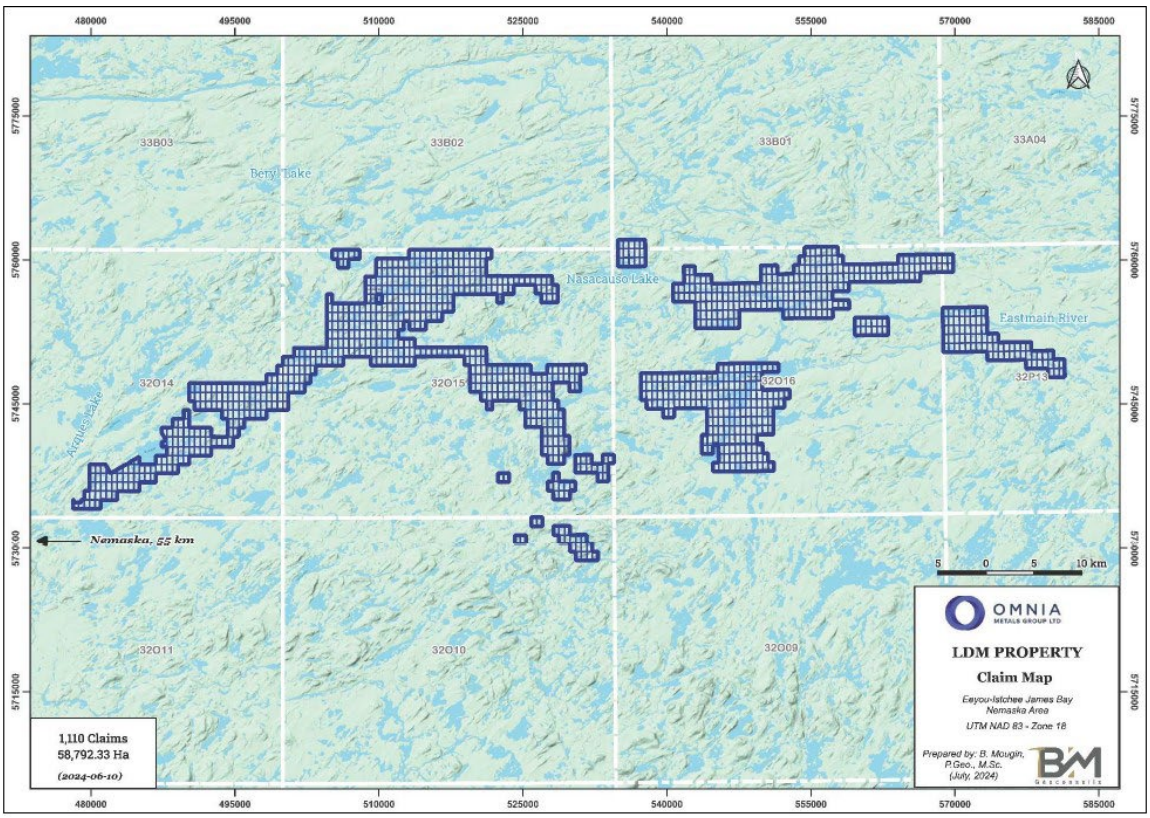



**Figure 3: Claim Map of the Lac des Montagnes Project, Quebec, Canada.**

**Corporate**

Omnia undertook a number of important corporate initiatives to support its exploration strategy. In February 2025, the Company raised $87,511 through the placement of 8.75 million fully paid ordinary shares, each with a free-attaching option[2].

In March 2025, the Company completed a larger placement raising $1.5 million, issuing 150 million shares with 150 million free-attaching options[7]. Together, these raisings satisfied key ASX reinstatement conditions and strengthened the Company's financial position. On the 24 March 2025, the Omnia's securities were reinstated to the ASX official list.

The year also saw significant changes at Board level. Effective 1 May 2025, Mr Patrick Glovac was appointed Executive Chairman and Mr Chris Zielinski joined as a Non-Executive Director[8]. Their appointments followed the resignations of Mr Mark Connelly as Non-Executive Chairman and Dr James Warren as Executive Director. The Board thank both Mr Connelly and Dr Warren for their contributions and welcome the leadership and experience that Mr Glovac and Mr Zielinski bring to the Company.

For personal use only

# DIRECTORS' REPORT continued

**References – ASX Announcements**

1. OM1 – Exploration Update – Ord Basin Project (11 December 2024)
2. OM1 – Company Update (25 February 2025)
3. OM1 – Exploration Update – Salt Creek Projects (8 November 2024)
4. OM1 – Gold RC Drill Program Commences at Salt Creek (24 June 2025)
5. OM1 – Exploration Update – Ord Basin & Salt Creek Projects (15 October 2024)
6. OM1 – Pre-Reinstatement Disclosure and Consolidated Activities Report (21 March 2025)
7. OM1 – Omnia Completes Capital Raising (14 March 2025)
8. OM1 – Board Changes (1 May 2025)
9. OM1 – Notice of Meeting and Explanatory Memorandum (30 June 2025)

**SUBSEQUENT EVENTS**

On 18 July 2025, Omnia announced the completion of a 941m Slim Line Reverse Circulation drill program focusing on high-priority gold and copper targets across its Salt Creek Project, north-east of Kalgoorlie.

Omnia announced on 7 August 2025 it had entered into a Binding Term Sheet with Hardy Metals Pty Ltd, regarding a proposed Joint Venture Agreement in respect to exploration tenement application E39/2555 at the Company's Salt Creek Project, north-east of Kalgoorlie.

Following receipt of Shareholder approval on 30 July 2025, the Company issued 30,000,000 options to GTT Ventures, 15,000,000 incentive options to directors on 26 August 2025.

**Environmental regulation**

In the course of its normal exploration activities, Omnia adheres to environmental regulations imposed on it by the various regulatory authorities, particularly those regulations relating to ground disturbance and the protection of rare and endangered flora and fauna. Omnia has complied with all material environmental requirements during the financial year. The Board believes that Omnia has adequate systems in place for the management of its environmental requirements and is not aware of any breach of these environmental requirements as they apply to Omnia.

**Indemnification and insurance of Directors and Officers**

During the financial year, Omnia Metals Group Ltd paid a premium of $30,275 to insure Directors and Secretary of the Company.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of entities in the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Company. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

**Material Business Risks**

The Group considers the following to be the key material business risks:

Additional requirements for capital

The Company's capital requirements depend on numerous factors. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programs as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

Risk of failure in exploration, development or production

Payment of compensation is ordinarily necessary to acquire participating interests. Also, surveying and exploratory drilling expenses (exploration expenses) become necessary at the time of exploration activities for the purpose of discovering resources. When resources are discovered, it is necessary to further invest in substantial development expenses.

For personal use only

## DIRECTORS' REPORT continued

There is, however, no guarantee of discovering resources on a scale that makes development and production feasible. The probability of such discoveries is considerably low despite various technological advances in recent years, and even when resources are discovered the scale of the resource does not necessarily make commercial production feasible. For this reason, the Group conservatively recognises expenses related to exploration investment in our consolidated financial statements.

To increase recoverable resources and production, the Group plans to always take an interest in promising properties and plans to continue exploration investment. Although exploration and development (including the acquisition of interests) are necessary to secure the resources essential to the Group's future sustainable business development, each type of investment involves technological and economic risks, and failed exploration or development could have an adverse effect on the results of the Group's operations.

Tenure

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

Native Title and Aboriginal Heritage

There are areas of the Company's projects over which legitimate common law and/or statutory Native Title rights of Aboriginal Australians exist. Where Native Title rights do exist, the Company must obtain consent of the relevant landowner to progress the exploration, development and mining phases of its operations. Where there is an Aboriginal Site for the purposes of the Aboriginal Heritage legislation, the Company must obtain consents in accordance with the legislation. The Company has executed a Native Title Land Access Agreement with the Native Title Owners for its projects and established a framework for ongoing engagement and obtaining required consents for the continuity of works, but in the event that it is unable to obtain these consents, its activities may be adversely affected.

Overseas Business Activities and Country Risk (Geopolitical Risk)

The Group engages in exploration activities outside of Australia, in Canada. The success of the Group's operation depends on the political stability in this country and the availability of qualified and skilled workforce to support operations. While the operations of the Group in this country is currently very stable, any change in the government may result in changes to the foreign investment laws and these assets could have an adverse effect on the Group's operational results.

To manage this risk, the Group ensures that all significant transactions in these countries are supported by robust contracts between the company and third parties. We have a system in place for parent company level to continuously check the country risk management before any significant investment is made. Furthermore, we have developed a mechanism to counter legal risk, where foreign subsidiaries and management can receive appropriate legal guidance regarding matters such as important agreements and lawsuits in foreign locations.

Environmental

The operations and proposed activities of the Company are subject to laws and regulations of Western Australia and Quebec, Canada concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Exploration activities have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

For personal use only

# DIRECTORS' REPORT continued

Climate risk

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

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

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

## Remuneration report (Audited)

This report, which forms part of the directors' report, outlines the remuneration arrangements in place for the key management personnel ("KMP") of Omnia Metals Group Ltd for the financial year ended 30 June 2025. The information provided in this remuneration report has been audited as required by Section 308(3C) of the Corporations Act 2001.

The remuneration report details the remuneration arrangements for KMP who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent Company.

### Key Management Personnel

Directors

| | |
|---|---|
| Mr Patric Glovac | Executive Chairman (appointed 1 May 2025) |
| Mr Christopher Zielinski | Non-Executive Director (appointed 1 May 2025) |
| Mr Quinton Meyers | Non-Executive Director and Company Secretary |
| Dr James Warren | Managing Director (resigned 1 May 2025) |
| Mr Mark Connelly | Non-Executive Chairman (resigned 1 May 2025) |

### Remuneration philosophy

The performance of the Company depends upon the quality of the directors and executives. The Board has the authority and responsibility for planning, directing and controlling the activities of the company and the Group, including directors of the company and of the senior management. Compensation levels for directors and senior management of the Group are competitively set to attract and retain appropriately qualified and experienced directors and executives.

Remuneration levels are not dependent upon any performance criteria as the Company and the Group are not generating a profit.

### Remuneration committee

The Board of Directors of the Company is responsible for determining and reviewing compensation arrangements for the directors and the executive team.

The Board assesses the appropriateness of the nature and amount of remuneration of directors and executives on a periodic basis by reference to relevant employment market conditions with an overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team.

### Remuneration structure

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

For personal use only

# DIRECTORS' REPORT continued

## Remuneration report (Audited) continued

**Non-executive director remuneration**

The Board seeks to set aggregate remuneration at a level that provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

The ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. The aggregate level ($500,000) was set at the time of the Company's incorporation and has not changed since.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external shareholders as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

The remuneration of non-executive directors for the year ended 30 June 2025 is detailed in this report.

**Executive director remuneration**

Remuneration consists of fixed remuneration and share based payments detailed in the remuneration table.

**Fixed Remuneration**

Fixed remuneration is reviewed annually by the Board of Directors. The process consists of a review of relevant comparative remuneration in the market and internally and, where appropriate, external advice on policies and practices.

**Use of Remuneration Consultants**

The Committee has access to external, independent advice where necessary. No consultants were engaged during the reporting year.

The remuneration of the Company Directors and executives is detailed below.

**Voting of shareholders at last year's annual general meeting**

The Company conducted its Annual General Meeting 14 October 2024 and all resolutions were passed via a poll.

## Employment Contracts

The following employment arrangements were in place during the 2025 financial year.

**Patric Glovac – Executive Chairman (appointed 1 May 2025)**
The key employment terms of Mr. Glovac's service contract are:

- Executive Chairman fee of $60,000 per annum plus statutory superannuation and approved employment expenses.
- Six (6) month termination clause on both parties. Statutory entitlements will be paid as required by law.

**Quinton Meyers – Non-executive Director**
The key employment terms of Mr Meyer's contract are:

- Director's fee of $40,000 per annum plus statutory superannuation and approved employment expenses
- No termination benefits

**Christopher Zielinski – Non-executive Director (appointed 1 May 2025)**
The key employment terms of Mr Zielinski's contract are:

- Director's fee of $40,000 per annum plus statutory superannuation and approved employment expenses
- No termination benefits.

**Mark Connelly –Non-Executive Chairman (resigned 1 May 2025)**
The key employment terms of Mr. Connelly's service contract are:

- Non-Executive Chairman fee of $60,000 per annum plus statutory superannuation and approved employment expenses.
- No termination benefits.

For personal use only

# DIRECTORS' REPORT continued

## Remuneration report (Audited) continued

**James Warren – Managing Director (resigned 1 May 2025)**

The key employment terms of Dr Warren's contract are:

- Managing Director fees of $150,000 per annum plus statutory superannuation and approved employment expenses
- Termination Notice 6 months by either party.

Key Management Personnel remuneration for the year ended 30 June 2025 and year ended 30 June 2024

| | | Short-term employment benefits | | Share based payments | | |
|---|---|---|---|---|---|---|
| | | Salary & fees | Post-employment benefits | Options and performance rights | Total | Remuneration consisting of Options and performance rights (performance based) |
| | | $ | $ | $ | $ | % |
| **Directors** | | | | | | |
| **P Glovac[1]** | **2025** | **10,000** | **1,150** | **11,700** | **22,850** | **51** |
| | 2024 | - | - | - | - | - |
| **Q Meyers** | **2025** | **19,998** | **2,560** | **11,700** | **34,258** | **34** |
| | 2024 | 19,998 | 2,200 | - | 22,198 | - |
| **C Zielinski[1]** | **2025** | **6,667** | **767** | **11,700** | **19,134** | **61** |
| | 2024 | 20,000 | 2,200 | 45,598 | 67,798 | 67 |
| **M Connelly[2]** | **2025** | **10,000** | **1,150** | **23,284** | **34,434** | **51** |
| | 2024 | 60,000 | 6,600 | 64,449 | 131,049 | 49 |
| **J Warren[2]** | **2025** | **75,000** | **8,625** | **34,867** | **118,492** | **12** |
| | 2024 | 150,000 | 16,500 | 159,345 | 325,845 | 49 |
| **Total** | **2025** | **121,665** | **14,252** | **93,251** | **229,168** | **30** |
| | 2024 | 249,998 | 27,500 | 269,392 | 546,890 | 49 |

1. Appointed 1 May 2025.
2. Resigned 1 May 2025.

No member of key management personnel appointed during the year received a payment as part of his or her consideration for agreeing to hold the position.

Bonuses

No bonuses were granted during the year.

***Shareholdings of Key Management Personnel***

| **30 June 2025** | Balance at beginning of year Number | Granted as remuneration Number | On Exercise of Options Number | Net Change Other Number[3] | Balance at end of year Number |
|---|---|---|---|---|---|
| Directors | | | | | |
| Mr Patric Glovac[1] | - | - | - | 1,789,250 | 1,789,250 |
| Mr Quinton Meyers | - | - | - | - | - |
| Mr Christopher Zielinski[1] | - | - | - | 125,000 | 125,000 |
| Mr Mark Connelly[2] | 500,000 | - | - | (500,000) | - |
| Dr James Warren[2] | 135,000 | - | - | (135,000) | - |

1. Appointed 1 May 2025.
2. Resigned 1 May 2025.
3. Includes shareholdings at the date of appointment or resignation.

For personal use only

# DIRECTORS' REPORT continued

## Remuneration report (Audited) continued

All equity transactions with key management have been entered into under terms and conditions no more favourable than those the Group would have adopted if dealing at arm's length.

***Option holdings of Key Management Personnel***

| 30 June 2025 | Balance at beginning of year Number | Granted as remuneration Number[5] | Options exercised Number | Net Change Other Number[3] | Balance at end of year Number | Grant Value | Percentage vested |
|---|---|---|---|---|---|---|---|
| Directors | | | | | | | |
| Mr Patric Glovac[1] | - | - | - | 4,250,000 | 4,250,000 | - | |
| | - | 3,000,000 | - | - | 3,000,000 | $0.0039 | 100% |
| Mr Quinton Meyers | - | 3,000,000 | - | 3,000,000 | 3,000,000 | $0.0039 | 100% |
| Mr Christopher Zielinski[1] | - | 3,000,000 | - | 3,000,000 | 3,000,000 | $0.0039 | 100% |
| Mr Mark Connelly[2] | 1,000,000 | - | - | (1,000,000)[4] | - | $0.0914 | 100% |
| | 250,000 | - | - | (250,000)[4] | - | $0.001 | 100% |
| | - | 3,000,000 | - | - | 3,000,000 | $0.0039 | 100% |
| Dr James Warren[2] | 2,500,000 | - | - | (2,500,000)[4] | - | $0.0914 | 100% |
| | 25,000 | - | - | (25,000)[4] | - | $0.001 | 100% |
| | - | 3,000,000 | - | - | 3,000,000 | $0.0039 | 100% |

1. Appointed 1 May 2025.
2. Resigned 1 May 2025.
3. Includes shareholdings at the date of appointment or resignation.
4. Options expired on 28 February 2025.
5. Incentive options to current and former directors granted but not issued at 30 June 2025..

***No Options were Exercised during the 2025 or 2024 financial years.***

15,000,000 options exercisable at $0.025 per option on or before 21 March 2028 were announced in the Notice of General Meeting released on 30 June 2025 and were subsequently issued to Directors on the 26 August 2025. The options were issued to current and past directors of Omnia.

| Series | Number | Grant date | Expiry date | Exercise price | Fair value at grant date |
|---|---|---|---|---|---|
| Directors and Company Secretary | | | | | |
| Options issued 26/8/2025 | 15,000,000 | 30/6/2025 | 21/03/2028 | $0.025 | $0.0039 |

The fair value of the unlisted options was determined using the Black Scholes Method. Inputs used to determine the valuation were:

| | |
|---|---|
| Number of Options: | 15,000,000 |
| Share Price: | $0.013 |
| Exercise Price: | $0.025 |
| Expected Volatility: | 72% |
| Expiry date: | 2.81 years |
| Expected dividend yield: | Nil |
| Risk free rate: | 3.27% |
| Total fair value: | $58,500 |

For personal use only

# DIRECTORS' REPORT continued

## Remuneration report (Audited) continued

The following share-based payment arrangements were in place from the prior financial year:

| Series | Number | Grant date | Expiry date | Exercise price | Fair value at grant date |
|---|---|---|---|---|---|
| Directors and Company Secretary | | | | | |
| Options issued 28/2/2022 | 5,000,000 | 28/2/2022 | 28/02/2025 | $0.25 | $0.0914 |

The fair value of the unlisted options was determined using the Black Scholes Method. Inputs used to determine the valuation were:

| | |
|---|---|
| Number of Options: | 5,000,000 |
| Share Price: | $0.20 |
| Exercise Price: | $0.25 |
| Expected Volatility: | 80% |
| Expiry date: | 3.0 years |
| Expected dividend yield: | Nil |
| Risk free rate: | 0.01% |
| Total fair value: | $457,115 |

The total value was expensed up to 30 June 2024.

***Performance Rights holdings of Directors***

13,250,000 Performance Rights were announced in the Notice of General Meeting released on 30 June 2025 and were subsequently issued to Directors on the 26 August 2025.

Subject to the terms and conditions below, each (1) Performance Right is convertible into one (1) fully paid ordinary share in the capital of the Company, upon milestones being achieved (Vesting Conditions). Refer to Note 13.b for further detail.

| **30 June 2025** | Balance at beginning of year Number | Granted as remuneration Number[3] | Options exercised Number | Net Change Other Number | Balance at end of year Number | Grant Value | Percentage vested |
|---|---|---|---|---|---|---|---|
| Directors | | | | | | | |
| Mr Patrick Glovac[1] | | | | | | | |
| Class D | - | 3,500,000 | - | - | 3,500,000 | $0.0103 | - |
| Class E | - | 3,500,000 | - | - | 3,500,000 | $0.0082 | - |
| Mr Quinton Meyers | | | | | | | |
| Class D | - | 1,562,500 | - | - | 1,562,500 | $0.0103 | - |
| Class E | - | 1,562,500 | - | - | 1,562,500 | $0.0082 | - |
| Mr Christopher Zielinski[1] | | | | | | | |
| Class A | - | - | - | 166,667 | 166,667 | $0.0380 | - |
| Class B | - | - | - | 166,667 | 166,667 | $0.0300 | - |
| Class C | - | - | - | 166,666 | 166,666 | $0.0229 | - |
| Class D | - | 1,562,500 | - | - | 1,562,500 | $0.0103 | - |
| Class E | - | 1,562,500 | - | - | 1,562,500 | $0.0082 | - |
| Dr James Warren[2] | | | | | | | |
| Class A | 333,333 | - | - | (333,333) | - | $0.0380 | - |
| Class B | 333,333 | - | - | (333,333) | - | $0.0300 | - |
| Class C | 333,334 | - | - | (333,334) | - | $0.0229 | - |
| Mr Mark Connelly[2] | | | | | | | |
| Class A | 166,667 | - | - | (166,667) | - | $0.0380 | - |
| Class B | 166,667 | - | - | (166,667) | - | $0.0300 | - |
| Class C | 166,666 | - | - | (166,666) | - | $0.0229 | - |

1. Appointed 1 May 2025.
2. Resigned 1 May 2025.
3. Class D and E performance rights granted but not issued at 30 June 2025.

For personal use only

# DIRECTORS' REPORT continued

## Remuneration report (Audited) continued

The Performance Rights using a combination of Hoadley's Barrier1 Model and Hoadley's Parisian Model (the combination of the two models to be referred to as the 'Parisian Barrier1 Model').

An independent valuation of the Performance Rights was obtained. Hoadley's Parisian Model was first used to generate an implied barrier price that factors in the number of consecutive calendar days for which the underlying asset price must remain above or below the barrier. The implied barrier price (usually higher than the price target for 'up' barrier options) is then input into Hoadley's Barrier1 Model to calculate the value of the performance rights. Assumptions used is assessing fair value is provided in the table below:

| Valuations assumptions | Class D Performance Rights | Class E Performance Rights |
|---|---|---|
| Number of instruments | 6,625,000 | 6,625,000 |
| Underlying spot price | $0.013 | $0.013 |
| Exercise Price | N/A | N/A |
| Barrier Price | $0.0257 | $0.0385 |
| Expected Volatility | 72% | 72% |
| Life of Rights (years) | 3 | 3 |
| Expected dividends | Nil | Nil |
| Rick Free rate | 3.27% | 3.27% |
| Value per instrument ($) | $0.0103 | $0.0082 |
| Value per tranche ($) | $68,238 | $54,325 |

2,250,000 Performance Rights were granted to the Directors and the Company Secretary and approved by shareholders at the Annual General Meeting held 16 October 2023.

Subject to the terms and conditions below, each (1) Performance Right is convertible into one (1) fully paid ordinary share in the capital of the Company, upon milestones being achieved (Vesting Conditions). Refer to Note 13.c for further detail.

***Other transactions with Key Management Personnel***

During the financial year the group paid Nova Legal, (a company which director Chris Zielinski is a director), fees for legal services of $32,523.

All transactions were made on normal commercial terms and conditions and were made at market rates.

***Loans to Key Management Personnel***

There are no loans to key management personnel.

**Shares under Option**

Unissued ordinary shares in Omnia Metals Group Limited under option at the date of this report are as follows:

| | Grant date | Expiry date | Exercise price | Number |
|---|---|---|---|---|
| Listed Options OM1O | 26/08/2025 | 21/03/2028 | $0.025 | 203,751,092 |
| Unlisted Options | 14/02/2022 | 28/02/2027 | $0.25 | 5,000,000 |

**Statutory performance indicators**

We aim to align our executive remuneration to our strategic and business objectives and the creation of shareholder wealth. The table below shows measures of the Group's financial performance over the last five years by the Corporations Act 2001. These are not necessarily consistent with measures used in determining variable amounts of remuneration to be awarded to KMPs. As a consequence, there may not always be a direct correlation between the statutory key performance measures and the variable remuneration awarded.

**Statutory key performance indicators of the group since incorporation.**

| | 2025 | 2024 | 2023 | 2022 | 2021 |
|---|---|---|---|---|---|
| **Loss for the year attributable to owners of Omnia Metals Group Ltd ($'000)** | (716) | (1,979) | (1,060) | (636) | (35) |
| **Basic loss per share cents** | (0.69) | (3.53) | (2.64) | (3.86) | n/a |
| **Dividend payments** | - | - | - | - | - |
| **Dividend payout ratio** | n/a | n/a | n/a | n/a | n/a |
| **Increase/(decrease) in share price (%)** | n/a | n/a | n/a | n/a | n/a |

For personal use only

# DIRECTORS' REPORT continued

**End of Remuneration report (Audited)**

**Directors' Meetings**

The Directors regularly conduct teleconferences on all matters of business and approve transactions/management decisions via Circulating Resolutions regularly on an as is required basis.

The number of meetings of directors (including meetings of committees of directors) held during the year and the number of meetings attended by each director were as follows:

| | Directors' meetings | Meetings held whilst Directors |
|---|---|---|
| Number of meetings held: | 3 | |
| | | |
| Number of meetings attended: | | |
| Mr Patrick Glovac (appointed 1 May 2025) | 1 | 1 |
| Mr Quinton Meyers | 3 | 3 |
| Mr Christopher Zielinski (appointed 1 May 2025) | 1 | 1 |
| Mr Mark Connelly (resigned 1 May 2025) | 2 | 2 |
| Dr James Warren (resigned 1 May 2025) | 2 | 2 |

**Proceedings on behalf of the Company**
No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

**Auditor's Independence and Non-Audit Services**
Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the directors of the Company with an Independence Declaration in relation to the audit of the financial report. This Independence Declaration is set out on page 20 and forms part of this directors' report for the year ended 30 June 2025.

**Non-Audit Services**
The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the company are important.

Details of the amounts paid or payable to the auditor for audit and non-audit services provided during the year are set out below.

The board of Directors has considered the position and is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the provision of non-audit services by the auditor, as set out below did not compromise the auditors independence requirements of the Corporations Act 2001 for the following reasons:

- All non-audit services have been reviewed by the Board to ensure they do not impact the impartiality and objectivity of the auditor.
- None of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants.*

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

| Auditors of the Group – HLB Mann Judd | 2025 $ | 2024 $ |
|---|---|---|
| *Auditor of the parent entity* | | |
| Audit or review of the financial statements | **45,278** | **38,182** |
| | **45,278** | **38,182** |
| *Tax compliance services* | | |
| Review of tax note and tax return | **3,000** | **3,000** |
| Total services provided by HLB Mann Judd | **48,278** | **41,182** |

For personal use only

## DIRECTORS' REPORT continued

Signed in accordance with a resolution of the directors.
Dated: 30 September 2025



Patric Glovac
Executive Chairman

For personal use only

HLB MANN JUDD
ADVISORY AND ACCOUNTING

**AUDITOR'S INDEPENDENCE DECLARATION**

As lead auditor for the audit of the consolidated financial report of Omnia Metals Group Ltd for the year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) any applicable code of professional conduct in relation to the audit.

**Perth, Western Australia**
**30 September 2025**

**N G Neill**
**Partner**

For personal use only

**hlb.com.au**

**HLB Mann Judd ABN 22 193 232 714**
A Western Australian Partnership
Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849
**T:** +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au
Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd is a member of HLB International, the global advisory and accounting network.

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

| | Notes | **2025** **$** | 2024 $ |
|---|---|---|---|
| **Continuing operations** | | | |
| Interest income | 2 | **14,993** | 25,754 |
| Administrative expenses | 2 | **(273,013)** | (600,754) |
| Staff expenses | | **(350,577)** | (457,589) |
| Labour allocated to Exploration | | **77,621** | 33,386 |
| Depreciation expense | | **(19,091)** | (20,928) |
| Amortisation of lease | | **(28,505)** | (38,004) |
| New Project - Dixie Gold expensed | 2 | **-** | (677,425) |
| Exploration expense | | **(12,390)** | - |
| Share based payments | 12 | **(99,090)** | (239,824) |
| Finance cost | | **(4,386)** | (3,404) |
| Impairment of exploration asset | 9 | **(21,726)** | - |
| **Loss before income tax** | | **(716,164)** | (1,978,787) |
| Income tax benefit | 3 | **-** | - |
| **Loss after income tax for the year from continuing operations** | | **(716,164)** | (1,978,787) |
| **Other comprehensive income, net of income tax** | | | |
| Other comprehensive income | | **-** | - |
| Total comprehensive loss for the year attributable to owners of the parent | | **(716,164)** | (1,978,787) |
| Basic loss per share for the year attributable to the members of Omnia Metals Group Ltd (cents per share) | 5 | **(0.69)** | (3.53) |

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

For personal use only

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION
# AS AT 30 JUNE 2025

| | Notes | 2025 $ | 2024 $ |
|---|---|---|---|
| **Assets** | | | |
| **Current assets** | | | |
| Cash and cash equivalents | 6 | **923,291** | 592,596 |
| Trade and other receivables | | **56,126** | 52,972 |
| **Total current assets** | | **979,417** | 645,568 |
| | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 7a | **35,568** | 54,659 |
| Right of use asset | 7b | **-** | 28,505 |
| Deferred exploration and evaluation expenditure | 9 | **8,000,476** | 7,412,005 |
| **Total non-current assets** | | **8,036,044** | 7,495,168 |
| **Total assets** | | **9,015,461** | 8,140,736 |
| | | | |
| **Liabilities** | | | |
| **Current liabilities** | | | |
| Trade and other payables | 10a | **272,926** | 247,633 |
| Lease liability | 10b | **-** | 31,005 |
| **Total current liabilities** | | **272,926** | 278,638 |
| **Total Liabilities** | | **272,926** | 278,638 |
| **Net assets** | | **8,742,535** | 7,862,098 |
| | | | |
| **Equity** | | | |
| Issued capital | 11 | **11,656,028** | 10,275,517 |
| Reserves | 12 | **1,512,803** | 1,296,713 |
| Accumulated losses | 12 | **(4,426,296)** | (3,710,132) |
| **Total equity** | | **8,742,535** | 7,862,098 |

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

For personal use only

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

| | Issued capital $ | Share-based payment reserve $ | Accumulated Losses $ | Total equity $ |
|---|---|---|---|---|
| **Balance at 1 July 2024** | **10,275,517** | **1,296,713** | **(3,710,132)** | **7,862,098** |
| **Loss for the year** | **-** | **-** | **(716,164)** | **(716,164)** |
| **Total comprehensive loss for the year** | **-** | **-** | **(716,164)** | **(716,164)** |
| ***Transactions with owners in their capacity as owners*** | | | | |
| **Issue of Shares** | **1,587,511** | **-** | **-** | **1,587,511** |
| **Issue of Options** | **-** | **99,090** | **-** | **99,090** |
| **Capital Raising Costs** | **(207,000)** | **117,000** | **-** | **(90,000)** |
| **Balance at 30 June 2025** | **11,656,028** | **1,512,803** | **(4,426,296)** | **8,742,532** |
| | | | | |
| Balance at 1 July 2023 | 9,911,197 | 1,056,889 | (1,731,345) | 9,236,740 |
| Loss for the year | - | - | (1,978,787) | (1,978,787) |
| Total comprehensive loss for the year | - | - | (1,978,787) | (1,978,787) |
| *Transactions with owners in their capacity as owners* | | | | |
| Issue of Shares | 364,320 | - | - | 364,320 |
| Issue of Options | - | 239,824 | - | 239,824 |
| Balance at 30 June 2024 | 10,275,517 | 1,296,713 | (3,710,132) | 7,862,098 |

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

For personal use only

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

| | Notes | 2025 $ | 2024 $ |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Payments to suppliers and employees | | **(571,218)** | (1,001,043) |
| Payments for terminated Dixie Gold transaction | | **-** | (677,425) |
| Interest received | | **17,054** | 25,754 |
| **Net cash (outflows) from operating activities** | 6 | **(554,164)** | (1,652,714) |
| **Cash flows from investing activities** | | | |
| Exploration and evaluation expenditure | | **(584,652)** | (1,521,927) |
| Payment for plant and equipment | | **-** | (4,989) |
| **Net cash (outflows) from investing activities** | | **(584,652)** | (1,526,916) |
| **Cash flows from financing activities** | | | |
| Proceeds from issue of shares | | **1,587,511** | - |
| Payments for share issue costs | | **(90,000)** | - |
| Repayment of lease | | **(28,000)** | (42,000) |
| **Net cash inflows/(outflows) from financing activities** | | **1,469,511** | (42,000) |
| Net increase/(outflows) in cash and cash equivalents | | **330,695** | (3,221,630) |
| Cash and cash equivalents at the beginning of the year | | **592,596** | 3,814,226 |
| **Cash and cash equivalents at the end of the year** | 6 | **923,291** | 592,596 |

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

For personal use only

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

## NOTE 1: STATEMENT OF MATERIAL ACCOUNTING POLICIES

### (a) Basis of preparation

This General Purpose Financial Report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board (including Australian Interpretations) and the *Corporations Act 2001*.
The financial statements cover the consolidated entity (the Group) of Omnia Metals Group Ltd and its controlled subsidiaries. Omnia Metals Group Ltd is a listed public company, incorporated and domiciled in Australia (ASX Code: OM1) and is for-profit entity for the purposes of preparing the financial statements.
The financial statements are presented in Australian dollars, which is Omnia's functional and presentation currency.
Omnia is an exploration company focused on discovering and expanding a multi-commodity portfolio of future facing metals.

*Going Concern*

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

For the year ended 30 June 2025 Omnia made a loss of $716,164 (2024: $1,978,787) and had cash outflows from operating activities of $554,164 (2024: $1,652,714).

The ability of the Group to maintain continuity of normal business activities and to pay its debts as and when they fall due is dependent on its ability to successfully raise additional capital and/or through successful exploration and subsequent exploitation of areas of interest through sale or development.

The directors believe that the going concern basis of preparation is appropriate due to the following reasons:

- there is sufficient cash available at balance date for the Group to continue operating; and
- the Group has a proven history of successfully raising funds.

Should the group be unsuccessful in raising sufficient capital in the future, this gives rise to the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern, and it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial report. This financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the Group be unable to continue as a going concern.

*Historical Cost Convention*
The financial report has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets as described in the accounting policies.

*Critical accounting estimates*
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 1(e).

*Functional and presentation currency*
The functional currency of the Group is measured using the currency of the primary economic environment in which the entity operates (Australia) and as such the financial statements are presented in Australian dollars, which is the economic environment that the parent operates.

### (b) Adoption of new and revised standards

Omnia has adopted all of the new and revised standards and interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for an accounting period that begins on or after 1 July 2024. There has been no impact on the 30 June 2025 Financial Statements.

### (c) Statement of compliance

The financial report was authorised for issue by the directors on 30 September 2025.The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

For personal use only

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

**NOTE 1: STATEMENT OF MATERIAL ACCOUNTING POLICIES (continued)**

**(d) Basis of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Omnia Metals Group Ltd ('Omnia') as at 30 June 2025 and the results of all subsidiaries for the period then ended. Omnia Metals Group Ltd and its subsidiaries are referred to in this financial statements as 'the Group".

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

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

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

**(e) Critical accounting estimates and judgements**

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

*Incremental borrowing rate*

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

*Share-based payment transactions*

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Black and Scholes model. For equity instruments with market based vesting conditions, a Barrier 1 Valuation model is used.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the consolidated entity's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest.

The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

For personal use only

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

**NOTE 1: STATEMENT OF MATERIAL ACCOUNTING POLICIES (continued)**

*Impairment of exploration expenditure*
The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. When assessing impairment of exploration and evaluation assets, the carrying amount of exploration and evaluation is compared to its recoverable amount. The estimated recoverable amount is used to determine the extent of the impairment loss (if any).

**(f) 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 of Omnia Metals Group Limited.

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**(h) Trade and other payables**
Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

**(i) Share-based payment transactions**
*Equity settled transactions*
The Group in a previous financial year provided benefits to employees of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Black and Scholes model. For equity instruments with market based vesting conditions, a Barrier 1 Valuation model is used.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Omnia Metals Group Limited (market conditions) if applicable.

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

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The Statement of Profit or Loss and Other Comprehensive

Income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

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

For personal use only

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

**NOTE 1: STATEMENT OF MATERIAL ACCOUNTING POLICIES (continued)**

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.

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

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share. Refer Note 5.

**(j) Issued capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the cost of acquisition as part of the purchase consideration.

**(k) Loss per share**

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

Diluted loss per share is calculated as net loss attributable to members of the parent, adjusted for:

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

**(l) Exploration and evaluation expenditure**

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- the rights to tenure of the area of interest are current; and
- at least one of the following conditions is also met:
  - 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
  - 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 initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortised of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.
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.

For personal use only

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

## NOTE 1: STATEMENT OF MATERIAL ACCOUNTING POLICIES (continued)

### (m) Parent entity financial information

The financial information for the parent entity, Omnia Metals Group Ltd, disclosed in Note 17 has been prepared on the same basis as the consolidated financial statements, except as set out below.

*Investments in subsidiaries*

Investments in subsidiaries are accounted for at cost in the parent entity's financial statements.

## NOTE 2: OTHER INCOME AND EXPENSES

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| *Other Income* | | |
| Interest income | **14,993** | 25,754 |
| | **14,993** | 25,754 |

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| *Administrative Expenses* | | |
| Legal Fees | **37,382** | 56,208 |
| Consultancy Fees | **28,142** | 175,562 |
| Travel & Accommodation | **8,974** | 36,376 |
| ASX/ASIC fees | **48,792** | 63,812 |
| Investor Relations | **26,330** | 108,184 |
| Insurance | **42,236** | 47,236 |
| Other | **81,157** | 113,375 |
| Total administrative expenses | **273,013** | 600,754 |

| | | **2025** | 2024 |
|---|---|---|---|
| | | **$** | $ |
| *Dixie Gold Project expenditure* | | | |
| Exclusivity Fee (CAD 300,000) | - | - | 343,958 |
| Geological Services | - | - | 11,904 |
| Legal fees | - | - | 265,465 |
| Settlement Fee | - | - | 56,098 |
| Total | - | - | 677,425 |

In October 2023, Omnia Metals Group Ltd and Dixie Gold Inc. entered into an agreement "Proposed Acquisition of Dixie Gold Inc". Despite the Company's best efforts and in light of the position of Omnia shareholders and potential capital raising partners, Omnia was unable to satisfy the conditions for the successful completion of the proposed Acquisition.

Following negotiations between the Company and Dixie Gold Inc, the parties entered into a settlement deed. The Settlement Deed provides for Omnia to be fully and finally released from the Dixie's claim for damages (without admission of liability by any party) in consideration for a small cash payment of CAD $50,000.

For personal use only

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

## NOTE 3: INCOME TAX

*Income tax recognised in profit or loss*
The major components of tax expense are:

| | 2025 $ | 2024 $ |
|---|---|---|
| Current tax expense/(income) | - | - |
| Deferred tax expense/(income) relating to the origination and reversal of temporary differences | - | - |
| | - | - |

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

| | 2025 $ | 2024 $ |
|---|---|---|
| Loss before tax from continued operations | **(716,164)** | (1,978,787) |
| Accounting loss before income tax | **(716,164)** | (1,978,787) |
| Income tax benefit calculated at 30% (2024: 30%) | **(214,849)** | (593,636) |
| Tax effect of amounts which are not deductible/(taxable) in calculating taxable income: | | |
| Non-deductible expenses | **29,727** | 71,947 |
| Tax losses for which no deferred tax asset was recognised | **446,533** | - |
| Other deferred tax assets and tax liabilities not recognised | **(261,411)** | 521,689 |
| Income tax benefit reported in the consolidated statement of comprehensive income | - | - |
| Income tax attributable to discontinued operations | - | - |

The tax rate used in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law.

| | 2025 $ | 2024 $ |
|---|---|---|
| Deferred tax assets comprise: | | |
| Losses available for offset against future taxable income | **2,148,607** | 1,567,727 |
| Exploration expenditure | - | - |
| Blackhole expenditure | **47,275** | 55,424 |
| Accrued expenses | **6,000** | 9,588 |
| Employee entitlement | **3,181** | - |
| Leases liabilities | - | 5,593 |
| Deferred tax assets not recognised | **(1,348,014)** | (1,006,450) |
| | **857,048** | 633,882 |
| Deferred tax liabilities comprise: | | |
| Exploration expenditure | **(649,978)** | (475,437) |
| Project acquisitions | **(207,070)** | (155,302) |
| ROU Assets | - | (5,142) |
| | **(857,048)** | (633,882) |
| Income tax not recognised directly in equity: | | |
| Share issue costs | - | - |
| Deferred tax assets not recognised | - | - |
| | - | - |
| Net deferred tax asset/(liability) | - | - |

The deductible temporary differences and tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits thereof.

For personal use only

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

## NOTE 4: SEGMENT REPORTING

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Chief Operating Decision Maker in order to allocate resources to the segment and to assess its performance.

The Group's operating segments have been determined with reference to the monthly management accounts used by the Chief Operating Decision maker to make decisions regarding the Group's operations and allocation of working capital. Due the size and nature of the Group, the Board as a whole has been determined as the Chief Operating Decision Maker.

Information reported to the Group's Board of Directors for the purposes of resource allocation and assessment of performance is more specifically focused on the exploration and development of mineral resource projects. The Group's reportable segments under AASB8 are therefore as follows:

- Exploration and evaluation – Australia
- Exploration and evaluation - Canada
- Other sector - Corporate

Exploration and evaluation – Australia refers to the Ord Basin Project and Albany Fraser Project
Exploration and evaluation – Canada refers to the Lac des Montagnes Project

The other sector relates to head office operations, including cash management. Information regarding these segments is presented below. The accounting policies of the reportable segments are the same as the Group's accounting policies.

*Segment information*
The following table presents revenue and profit information and certain asset and liability information regarding business segments for the period ended 30 June 2025 and 30 June 2024

| **30 June 2025** | **Exploration and evaluation - Australia** | **Exploration and evaluation - Canada** | **Other** | **Consolidated** |
|---|---|---|---|---|
| | **$** | | **$** | **$** |
| Segment revenue | **-** | **-** | **14,993** | **14,993** |
| Segment results | **-** | **-** | **(716,164)** | **(716,164)** |
| Segment assets | **4,739,777** | **3,260,698** | **1,014,986** | **9,015,461** |
| Segment liabilities | **-** | **-** | **272,929** | **272,929** |
| | | | | |
| Cashflow information | | | | |
| Net cash flow from operating activities | **-** | **-** | **(554,164)** | **(554,164)** |
| Net cash flow from investing activities | **(569,451)** | **(15,201)** | **-** | **(584,652)** |
| Net cash flow from financing activities | **-** | **-** | **(1,469,511)** | **(1,469,511)** |

For personal use only

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

**NOTE 4: SEGMENT REPORTING (continued)**

| 30 June 2024 | Exploration and evaluation - Australia $ | Exploration and evaluation - Canada $ | Other $ | Consolidated $ |
|---|---|---|---|---|
| Segment revenue | - | - | 25,754 | 25,754 |
| Segment results | - | - | (1,978,787) | (1,978,787) |
| Segment assets | 4,166,499 | 3,245,507 | 728,730 | 8,140,736 |
| Segment liabilities | - | - | 278,638 | 278,638 |
| Cashflow information | | | | |
| Net cash flow from operating activities | - | | (1,652,714) | (1,652,714) |
| Net cash flow from investing activities | (327,435) | (1,194,492) | (4,989) | (1,526,916) |
| Net cash flow from financing activities | - | | (42,000) | (42,000) |

**NOTE 5: LOSS PER SHARE**

| *Basic loss per share* | **2025 Cents per share** | 2024 Cents per share |
|---|---|---|
| Loss from continuing operations attributable to the members of Omnia Metals Group Limited | **(0.69)** | (3.53) |
| Loss attributable to the owners of Omnia Metals Group Limited | **(0.69)** | (3.53) |

*Basic loss per share*

The earnings and weighted average number of ordinary shares used in the calculation of basic loss per share is as follows:

| | **2025 $** | 2024 $ |
|---|---|---|
| Loss from continuing operations | **(716,164)** | (1,978,787) |

| | **2025 Number** | 2024 Number |
|---|---|---|
| Weighted average number of ordinary shares for Basic earnings per share | **103,108,741** | 55,993,543 |

.

**NOTE 6: CASH AND CASH EQUIVALENTS**

| | **2025 $** | 2024 $ |
|---|---|---|
| Cash at bank and on hand | **923,291** | 592,596 |

Cash at bank earns interest at floating rates based on daily bank deposit rates.

For personal use only

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

**NOTE 6: CASH AND CASH EQUIVALENTS (continued)**

*Reconciliation of loss for the year to net cash flows from operating activities*

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| Loss for the period | **(716,164)** | (1,978,787) |
| Depreciation and amortisation | **47,596** | 58,932 |
| Finance cost | **4,386** | 3,404 |
| Share based payments | **99,090** | 239,824 |
| Exploration write off | **21,726** | - |
| | | |
| (Increase)/decrease in assets: | | |
| Trade and other receivables | **21,703** | 50,638 |
| Prepayments | **(24,858)** | - |
| Increase/(decrease) in liabilities: | | |
| Trade and other payables (excludes exploration capitalised) | **67,656** | 7,592 |
| Accruals | **(75,299)** | (34,317) |
| Net cash used in operating activities | **(554,164)** | (1,652,714) |

**Non-cash investing and financing activities**

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| Issue of 4.35 million fully paid ordinary shares to Canadian Mining house as stage 2 and 3 consideration shares Lac des Montagnes Project (Refer to Note 8) | **-** | 331,200 |
| Issue of 435,000 fully paid ordinary shares as stage 2 and 3 facilitation fees for the Lac des Montagnes Project (Refer Note 8) | **-** | 33,120 |
| | **-** | 364,320 |

**NOTE 7a: PROPERTY, PLANT AND EQUIPMENT**

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| *Gross carrying amount* | | |
| Open Balance | **86,862** | 81,872 |
| Additions | **-** | 4,990 |
| Disposals | **-** | - |
| Balance at 30 June | **86,862** | 86,862 |
| | | |
| *Accumulated depreciation and impairment* | | |
| Open Balance | **32,203** | 11,275 |
| Depreciation expense | **19,091** | 20,928 |
| Disposals | **-** | - |
| Balance at 30 June | **51,294** | 32,203 |
| *Carrying value* | | |
| 30 June | **35,568** | 54,659 |

The useful life of the assets was estimated as follows for 2025:

| | |
|---|---|
| Plant and equipment | 3 years |

For personal use only

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

## NOTE 7b: NON-CURRENT ASSET – RIGHT OF USE ASSETS

| | 2025 $ | 2024 $ |
|---|---|---|
| Land and Budlings – right of use | **28,505** | 66,509 |
| Less: Accumulated depreciation | **(28,505)** | (38,004) |
| | **-** | 28,505 |

The Group leased a building for its offices for a term of 3 years. The lease has since expired and the Company has not renewed the existing lease or entered into a new lease.

## NOTE 8: EARN IN AGREEMENT LAC DES MONTAGNES PROJECT

The Company has entered into a binding agreement (Earn-In Agreement) with 9219-8845 Qc. Inc. (dba Canadian Mining House), Anna Giglio and Steve Labranche pursuant to which the Company may acquire up to an 100% interest in the Lac des Montagnes Lithium Project (Lac des Montagnes Project) in five earn-in stages.

Covering an extensive area of 540 square kilometres, the Lac des Montagnes Project comprises 1,030 mineral claims within the Lac des Montagnes Belt.

Pursuant to the Earn-In Agreement, the Company can acquire up to a 100% interest in the Lac des Montagnes Project in the earn-in stages over a 36-month earn-in period by paying for "Works" (ie. funding of exploration on the Project) and then paying each tranche of consideration (cash and shares) as follows:

| Stage | Timing | Cash Consideration($CAD) | Consideration Shares | Works ($CA) | % Interest |
|---|---|---|---|---|---|
| 1 | Upon exercise of Option (i) | 120,000 | 4,500,000 | | 25% |
| 2 | 6 months after exercise of the Option (ii) | 120,000 | 2,700,000 | | 33% |
| 3 | 12 months after exercise of the Option (ii) | 120,000 | 1,650,000 | 500,000 | 51% |
| 4 | 24 months after exercise of the Option | 120,000 | 900,000 | 1,000,000 | 80% |
| 5 | 36 months after exercise of the Option | 120,000 | 600,000 | 1,000,000 | 100% |
| | **Total** | **600,000** | **10,350,000** | **2,500,000** | |

(i) Stage 1 was completed in April 2023
(ii) Stage 2 and 3 were completed in October 2023 and April 2024

Stage 1 – Earn-in Agreement 25% (Completed April 2023)

The consideration paid by the Company to the Canadian Mining House (or its nominees) in the prior years is as follows:

- 4,500,000 Consideration Shares at a deemed issue price of $0.255 per share.
- In addition, 450,000 facilitation shares at a deemed issue price of $0.255 per share were issued to GTT Ventures Pty Ltd as consideration for GTT introducing the Project to the Company.
- $120,000 CAD in cash consideration (includes initial option fee CAD 50,000)

For personal use only

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

**NOTE 8: EARN IN AGREEMENT LAC DES MONTAGNES PROJECT (continued)**

Stages 2 and 3 were completed in October 2023 and April 2024 with the issue of 4.35 million consideration shares and 435,000 facilitation shares. Due to the deflated lithium market Stage 4 and 5 has not occurred nor has it been reflected in the financial statements. In the event that the lithium market improves the Company will look to take up Stage 4 and 5. The Company has the right to fund expenditure as noted in the table above, and if it does, it then has the right to pay the consideration for each stage, thus allowing it to accumulate its ownership interest in the Project.

Purchase consideration in the current year and previous year comprises:

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| 4,350,000 fully paid ordinary shares | **-** | 331,200 |
| 435,000 fully paid share for Facilitation fees | **-** | 33,120 |
| Cash 240,000 CAD | **-** | 270,973 |
| 4,500,000 fully paid ordinary shares | **-** | - |
| 450,000 fully paid share for Facilitation fees | **-** | - |
| Cash 120,000 CAD | **-** | - |
| Total | **-** | 635,293 |

**NOTE 9: DEFERRED EXPLORATION AND EVALUATION EXPENDITURE**

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| Costs carried forward in respect of: | | |
| *Exploration and evaluation phase – at cost* | | |
| Balance at beginning of period | **7,412,005** | 5,790,760 |
| Assets acquired – Lac des Montagnes (i) Stage 2 and 3 | **-** | 635,293 |
| Write of exploration expenditure | **(21,726)** | - |
| Exploration expenditure | **610,197** | 985,952 |
| Total exploration and evaluation expenditure | **8,000,476** | 7,412,005 |

(i) This amount relates to the cash consideration plus vendor and facilitation shares as part of the Earn-in agreement to acquire the Lac des Montagnes project In Canada. See Note 8.

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas. The Board remains confident that it can recoup the costs carried forward.

**NOTE 10: LIABILITIES**

**10a: Trade and Payables**

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| Trade payables (*i*) | **174,955** | 179,870 |
| Accruals | **79,944** | 18,000 |
| Payroll provisions/payable | **18,030** | 49,763 |
| | **272,929** | 247,633 |

*(i)* Trade payables are non-interest bearing and are normally settled on 30-day terms. Information regarding the interest rate, foreign exchange and liquidity risk exposure is set out in Note 14.

For personal use only

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

**NOTE 10: LIABILITIES (continued)**

**10b: Lease Liabilities**

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| Lease liability – current | **-** | 31,005 |
| Lease liability – non current | **-** | - |
| | **-** | 31,005 |

Omnia had a lease agreement in place for its office premises in Subiaco. The term of the lease was 3 years.

**NOTE 11: ISSUED CAPITAL**

| | **Number** | **2025** | Number | 2024 |
|---|---|---|---|---|
| | | **$** | | $ |
| Ordinary shares issued and fully paid | **217,091,703** | **11,656,028** | 58,340,611 | 10,275,517 |
| **Total** | **217,091,703** | **11,656,028** | 58,340,611 | 10,275,517 |

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.
On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

*Movement in ordinary shares on issue*

| | **2025** | | 2024 | |
|---|---|---|---|---|
| | **Number** | **$** | Number | $ |
| Balance at beginning of year | **58,340,611** | **10,275,517** | 53,555,611 | 9,911,197 |
| Stage 2 & 3 Consideration shares Lac des Montagnes (i) | **-** | **-** | 4,350,000 | 331,200 |
| Stage 2 & 3 facilitation shares Lac des Montagnes (ii) | **-** | **-** | 435,000 | 33,120 |
| Placement of shares | **158,751,092** | **1,587,511** | - | - |
| Capital Raising Costs | **-** | **(207,000)** | - | - |
| Balance at end of year | **217,091,703** | **11,656,028** | 58,340,611 | 10,275,517 |

*Share options*

| Unlisted Options | **2025** | | 2024 | |
|---|---|---|---|---|
| | **Number** | **$** | Number | $ |
| **Balance at beginning of year** | **11,600,000** | **1,190,314** | 11,600,000 | 1,038,074 |
| Management options amortisation (i) | **-** | **-** | - | 152,240 |
| Issue of 150,000,000 Options on 21 March 2025 | **150,000,000** | **-** | - | - |
| Expiry of options on 28/2/2025 | **(6,600,000)** | **-** | - | - |
| Grant of broker options (ii) | **-** | **117,000** | | |
| Grant of incentive options (ii) | **-** | **58,500** | | |
| **Balance at end of year** | **155,000,000** | **1,365,814** | 11,600,000 | 1,190,314 |

(i) Exercise price $0.25, expiry 28/2/25. Refer to Note 13a for valuation method. The total value of $457,115 is being brought to account over the vesting period

(ii) Broker and incentive options granted during the year but not issued at 30 June 2025. See note 13a for valuation model.

For personal use only

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

**NOTE 11: ISSUED CAPITAL (continued)**

| Listed Options | **2025** | | 2024 | |
|---|---|---|---|---|
| | **Number** | **$** | Number | $ |
| **Balance at beginning of year** | 20,015,000 | 78,815 | 18,815,000 | 18,815 |
| Grant of 1.2 million listed options to staff | **-** | **-** | 1,200,000 | 60,000 |
| Expiry of options on 28/2/2025 | (20,015,000) | **-** | - | - |
| **Balance at end of year** | **-** | **78,815** | 20,015,000 | 78,815 |

*Performance rights*

| | **2025** | | 2024 | |
|---|---|---|---|---|
| | **Number** | **$** | Number | $ |
| **Balance at beginning of year** | **2,250,000** | **27,584** | - | - |
| Issue of 750,000 Performance Rights Class A | **-** | **16,997** | 750,000 | 11,506 |
| Issue of 750,000 Performance Rights Class B | **-** | **13,380** | 750,000 | 9,113 |
| Issue of 750,000 Performance Rights Class C | **-** | **10,214** | 750,000 | 6,965 |
| **Balance at end of year** | **2,250,000** | **68,175** | 2,250,000 | 27,584 |

1. Omnia announced on 30 June 2025 a Notice of Meeting that detailed the issue of Performance Rights Class D and Class E to Directors. As the grant of the Performance Rights had been announced, the value of the Performance Rights has been accounted for despite the issue of the performance rights occurring post year end following shareholder approval.

**NOTE 12: RESERVES AND ACCUMULATED LOSSES**

*Reserves*

Share based payment reserve

The share based payment reserve is used to record the value of equity benefits provided to employees and directors as part of their remuneration, or to service providers in lieu of cash fees, or consideration for assets acquired.

Movements in reserves were as follows:

| **Share based payment Reserve** | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| Opening Balance | **1,296,713** | 1,056,889 |
| Options granted to Directors/Company Sec (5,000,000 @ $0.0914) amortised amount | **-** | 152,240 |
| Options granted to staff under ESIP (1,200,000 @ $0.05 per option) | **-** | 60,000 |
| Performance Rights amortisation management (2,250,000). See note 13c | **40,590** | 27,584 |
| Lead manager options (30,000,000 issued at $0.0039 per option) | **117,000** | - |
| Options granted to Directors/Company Sec (15,000,000 @ $0.0039) | **58,500** | - |
| **Share based payment Reserve closing balance** | **1,512,803** | 1,296,713 |

*Accumulated Losses*

Movements in accumulated losses were as follows:

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| Balance at beginning of year | **(3,710,132)** | (1,731,345) |
| Net loss for the period | **(716,164)** | (1,978,787) |
| Balance at end of year | **(4,426,299)** | (3,710,132) |

For personal use only

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

## NOTE 13: SHARE BASED PAYMENTS

*13.a Employee Share Options*

On 30 June 2025, Omnia released a Notice of Meeting that proposed the issue of 30,000,000 options exercisable at $0.025 on or before 21 March 2028 to GTT Ventures and 15,000,000 options exercisable at $0.025 on or before 21 March 2028 to current and past directors.

The following provides a summary of Options in place:

| | Number | Grant date | Expiry date | Exercise price | Fair value at grant date |
|---|---|---|---|---|---|
| Lead Manager Options | | | | | |
| Options announced 30/6/2025 | 30,000,000 | 26/08/2025 | 21/3/2028 | $0.025 | $0.0039 |
| Director Incentive Options | | | | | |
| Options announced 30/6/2025 | 15,000,000 | 26/08/2025 | 21/3/2028 | $0.025 | $0.0039 |

*13.b Management Performance rights (current year)*

On 30 June 2025, Omnia released a Notice of Meeting that proposed the issue of a total of 13,250,000 performance rights. 6,625,000 performance rights that will convert on the Company achieving a VWAP of at least $0.02 over a period of 20 consecutive trading dates within three years of issue (Class D) and 6,625,000 performance rights that will convert on the Company achieving a VWAP of at least $0.03 over a period of 20 consecutive trading dates within three years of issue (Class E).

The following provides a summary of Performance Rights in place:

| | Number | Grant date | Expiry date | Vesting Condition | Fair value at grant date |
|---|---|---|---|---|---|
| Management Performance Rights | | | | | |
| Class D Performance Rights | 6,625,000 | 26/08/2025 | 26/08/2028 | Converted Company achieving a VWAP of at least $0.02 over a period of 20 consecutive trading dates before 26/08/2028. | $0.0103 |
| Class E Performance Rights | 6,625,000 | 26/08/2025 | 26/08/2028 | Converted Company achieving a VWAP of at least $0.02 over a period of 20 consecutive trading dates before 26/08/2028. | $0.0082 |

*13.c Performance Rights (Prior Year)*

In the prior year, the Company issued 2,250,000 performance rights to Directors (Classes A, B and C) with market-based vesting conditions, expiring on 16 October 2026. As all relevant Directors had resigned prior to 30 June 2025, the value of these performance rights, which had been expensed over the vesting period, was fully recognised in the financial statements as at 30 June 2025.

For personal use only

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

## NOTE 14: FINANCIAL INSTRUMENTS

*Capital risk management*

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of cash and cash equivalents (no debt) and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

None of the Group's entities are subject to externally imposed capital requirements.

Operating cash flows are used to maintain and expand operations, as well as to make routine expenditures such as tax, and general administrative outgoings.

*Categories of financial instruments*

| | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| Financial assets | | |
| Cash and cash equivalents | **923,291** | 592,596 |
| Receivables | **56,127** | 52,972 |
| Financial and lease liabilities | | |
| Trade and other payables | **272,929** | 247,633 |
| Lease liabilities | **-** | 31,005 |

*Financial risk management objectives*
The Group is exposed to market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

*Market risk*
The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, commodity prices and exchange rates.
There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

*Liquidity Risk*
Management monitors rolling forecasts of the Group's cash reserves on the basis of expected cash flows. The Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to pay debts as and when they become due and payable.

For personal use only

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

**NOTE 14: FINANCIAL INSTRUMENTS (continued)**

| | Weighted average interest rate | 1 year or less | Between 1 and 2 years | Between 2 and 5 years | Over 5 years | Remaining contractual maturities |
|---|---|---|---|---|---|---|
| | | $ | $ | $ | $ | $ |
| ***Non-interest bearing*** | | | | | | |
| Trade and other payables | - | 272,929 | - | - | - | 272,929 |
| | **-** | **272,929** | **-** | **-** | **-** | **272,929** |
| ***Interest-bearing – fixed rate*** | | | | | | |
| Lease Liability | - | - | - | - | - | - |
| Total non-derivatives | | **-** | **-** | **-** | **-** | **-** |

Interest rate risk management
The Group's exposures to interest rates on financial assets and financial liabilities are confined to variable interest rates on its cash holdings of $923,291 at reporting date.

*Interest rate risk sensitivity analysis*
The sensitivity analysis below have been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the balance date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the change in interest rates.

At reporting date, if interest rates had been 100 basis points higher or lower and all other variables were held constant, the impact on the net loss and equity would be:

- Net loss would increase or decrease by $9,232 and equity would increase or decrease by $9,232

*Credit risk management*
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Group uses publicly available financial information and its own trading record to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

The Group does not have any significant credit risk exposure to any single counterparty or any Group of counterparties having similar characteristics. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The carrying amount of financial assets recorded in the financial statements, net of any allowance for losses, represents the Group's maximum exposure to credit risk without taking account of the value of any collateral obtained.

Fair Values
The fair values of the Group's financial assets and liabilities approximate their carrying amounts at reporting date.

For personal use only

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

## NOTE 15: COMMITMENTS AND CONTINGENCIES

*Ord Basin and Albany Fraser minerals exploration program*

| Project | Annual Commitment |
|---|---|
| Ord Basin Project | $5,279 annual rent and rates<br>$23,000 minimum spend |
| Albany Fraser Project | $17,137 annual rent and rates<br>$75,000 minimum spend |
| Lac des Montagnes | As per earn-in agreement (See note 8) |

## NOTE 16: RELATED PARTY DISCLOSURE

The consolidated financial statements include the financial statements of Omnia Metals Group Ltd and the subsidiaries listed in the following table. Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

| | Country of incorporation | **2025** **%** | 2024 % |
|---|---|---|---|
| Parent Entity | | | |
| Omnia Metals Group Ltd | Australia | | |
| Subsidiaries | | | |
| Omnia McIntosh Pty Ltd | Australia | **100** | 100 |
| OM1 Metals (Canada) Inc | Canada | **100** | 100 |

Omnia Metals Group Ltd is the ultimate Australian parent entity and ultimate parent of the Group.

***Key Management Personnel Remuneration***

*Transactions with Key Management Personnel*

Key management personnel remuneration has been included in the Remuneration Report section of the Directors' Report. Total remuneration paid to key management personnel is as follows:

| | **2025** **$** | 2024 $ |
|---|---|---|
| *Remuneration type* | | |
| Short- term employee benefits | **121,665** | 249,998 |
| Post-employment benefits | **14,252** | 27,500 |
| Share based payments | **93,251** | 269,392 |
| Total | **229,168** | 546,890 |

*Loans to Key Management Personnel*

There were no loans to Key Management Personnel.

*Other transactions and balances with Key Management Personnel*

During the financial year the group paid Nova Legal, a company which director Chris Zielinski (of which he is a director), fees for legal services of $32,523.

All transactions were made on normal commercial terms and conditions and were made at market rates.

For personal use only

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

## NOTE 17: PARENT ENTITY DISCLOSURES

*Financial position*

| | 2025 $ | 2024 $ |
|---|---|---|
| Assets | | |
| Current assets | **979,417** | 645,568 |
| Non-current assets | **8,036,044** | 7,495,168 |
| Total assets | **9,015,461** | 8,140,736 |
| Liabilities | | |
| Current liabilities | **272,926** | 278,638 |
| Non-current liabilities | **-** | - |
| Total liabilities | **272,925** | 278,638 |
| Net Assets | **8,742,535** | 7,862,098 |
| Equity | | |
| Issued capital | **11,656,028** | 10,275,517 |
| Share based payment reserve | **1,512,803** | 1,296,713 |
| Accumulated losses | **(4,426,296)** | (3,710,132) |
| Total equity | **8,742,535** | 7,862,098 |

*Financial performance*

| | 2025 $ | 2024 $ |
|---|---|---|
| Loss for the period | **(716,164)** | (1,978,787) |
| Other comprehensive income | **-** | - |
| Total comprehensive loss | **(716,164)** | (1,978,787) |

*Guarantees entered into by the parent entity in relation to the debts of its subsidiaries*
Omnia Metals Group Ltd has not entered into any deed of cross guarantee with its wholly-owned subsidiaries during the year ended 30 June 2025.

## NOTE 18: EVENTS AFTER THE REPORTING PERIOD

On 18 July 2025, Omnia announced the completion of a 941m Slim Line Reverse Circulation drill program focusing on high-priority gold and copper targets across its Salt Creek Project, north-east of Kalgoorlie.

Omnia announced on 7 August 2025 it had entered into a Binding Term Sheet with Hardy Metals Pty Ltd, regarding a proposed Joint Venture Agreement in respect to exploration tenement application E39/2555 at the Company's Salt Creek Project, north-east of Kalgoorlie.

Following receipt of Shareholder approval on 30 July 2025, the Company issued 30,000,000 options to GTT Ventures, 15,000,000 incentive options to directors on 26 August 2025.

For personal use only

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

## NOTE 19: AUDITOR'S REMUNERATION

The auditor of Omnia Metals Group Ltd is HLB Mann Judd. The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important.

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

| Auditors of the Group – HLB Mann Judd | **2025** | 2024 |
|---|---|---|
| | **$** | $ |
| *Auditor of the parent entity* | | |
| Audit or review of the financial statements | **45,278** | 38,182 |
| | **45,278** | 38,182 |
| *Tax compliance services* | | |
| Review of tax note and tax return | **3,000** | 3,000 |
| Total services provided by HLB Mann Judd | **48,278** | 41,182 |

For personal use only

# CONSOLIDATED ENTITY DISCLOSURE STATEMENT AS AT 30 JUNE 2025

**Basis of preparation**

The consolidated entity disclosure statement has been prepared in accordance with the s295(3A)(a) of the Corporations Act 2001 and includes the required information for Omnia Metals Group Limited and the entities it controls in accordance with AASB 10 Consolidated Financial Statements.

**Tax Residency**

S295(3A)(vi) of the Corporations Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency may involve judgement as there are different interpretation that could be adopted and which could give rise to different conclusions regarding residency.

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

Australian Tax Residency

Current legislation and judicial precedent have been applied, including having regard to the Tax Commissioner's public guidance.

Foreign tax residency

Where appropriate, independent tax advisers have been engaged to assist in the determination of tax residence to ensure applicable foreign tax legislation has been complied with.

| Entity name | Entity type | Place incorporated/ formed | % of share capital held directly or indirectly by the Company in the body corporate | Tax residency |
|---|---|---|---|---|
| Omnia Metals Group Ltd | Body corporate | Australia | N/A | Australia |
| Omnia McIntosh Pty Ltd | Body Corporate | Australia | 100% | Australia |
| OM1 Metals (Canada) Inc | Body Corporate | Canada | 100% | Canada/Australia[1] |

1. Likely to be a domestic tax resident of both Australia and Canada. The relevant Tax Treaty requires the Australian and Canadian Competent Authorities to resolve the issue of dual residency by mutual agreement.

For personal use only

## DIRECTORS' DECLARATION

1. In the opinion of the directors of Omnia Metals Group Ltd (the 'Company'):

   a. the accompanying financial statements and notes are 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 performance for the year then ended; and

      ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.

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

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

   d. The information disclosed in the attached consolidated entity disclosure statement as set out on page 44 and is true and correct.

2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2025.

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



Patric Glovac
Non-Executive Chairman
Dated 30 September 2025

For personal use only

For personal use only

**INDEPENDENT AUDITOR'S REPORT**
To the Members of Omnia Metals Group Ltd

**Report on the Audit of the Financial Report**

*Opinion*

We have audited the financial report of Omnia Metals Group Ltd ("the Company") and its controlled entities ("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, notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

(a) giving a true and fair view of the Group's financial position as of 30 June 2025 and of its financial performance for the year then ended; and

(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

*Basis for Opinion*

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

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

*Material Uncertainty Related to Going Concern*

We draw attention to Note 1(a) in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

*Key Audit Matters*

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

For personal use only

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

| Key Audit Matter | How our audit addressed the key audit matter |
|---|---|
| **Carrying value of deferred exploration and evaluation expenditure**<br>Refer to Note 9 | |
| The Group has capitalised deferred exploration and evaluation expenditure of $8,000,476 as at 30 June 2025.<br><br>We considered this to be a key audit matter due to its materiality, the significant degree of audit effort and communication with management required and its importance to the users' understanding of the financial statements. | Our procedures included, but were not limited to the following:<br>- We obtained an understanding of the key processes associated with management's review of the carrying value of deferred exploration and evaluation expenditure;<br>- We considered the existence of any indicators of impairment with respect to the Group's areas of interest;<br>- We obtained evidence that the Group has current rights to tenure of its areas of interest;<br>- We substantiated a sample of additions to exploration expenditure during the year;<br>- We considered whether classification as exploration remained appropriate with respect to the criteria of AASB 6; and<br>- We examined the disclosures made in the financial report. |

*Other Information*

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

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

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

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

*Responsibilities of the Directors for the Financial Report*

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

(a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and

HLB MANN JUDD
ADVISORY AND ACCOUNTING

(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:

(a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

(b) the consolidated entity disclosure statement that is true and correct and is free from material misstatement, whether due to fraud or error.

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

*Auditor's Responsibilities for the Audit of the Financial Report*

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

For personal use only

HLB MANN JUDD
ADVISORY AND ACCOUNTING

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

**REPORT ON THE REMUNERATION REPORT**

*Opinion on the Remuneration Report*

We have audited the Remuneration Report included within the Directors' Report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of Omnia Metals Group 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.

**HLB Mann Judd**
**Chartered Accountants**

**N G Neill**
**Partner**

**Perth, Western Australia**
**30 September 2025**

For personal use only

## CORPORATE GOVERNANCE STATEMENT

The Company's Corporate Governance disclosure is available on the Company's website at:
www.omniametals.com.au

For personal use only

# ADDITIONAL SECURITIES EXCHANGE INFORMATION

**ASX additional information as at 29 September 2025**

Ordinary share capital
217,091,703 fully paid ordinary shares are held by 501 individual shareholders.
All issued ordinary shares carry one vote per share.

Options
203,751,092 listed options (OM1O) exercisable at $0.025 on or before 21 March 2028.
5,000,000 unlisted options exercisable at $0.25 on or before 28 February 2027.

**Distribution of holders of equity securities (OM1)**

| Holding Ranges | Holders | Total Units | % Issued Share Capital |
|---|---|---|---|
| above 0 up to and including 1,000 | 11 | 715 | 0.00% |
| above 1,000 up to and including 5,000 | 69 | 231,810 | 0.11% |
| above 5,000 up to and including 10,000 | 68 | 592,354 | 0.27% |
| above 10,000 up to and including 100,000 | 201 | 8,308,074 | 3.83% |
| above 100,000 | 151 | 207,958,750 | 95.79% |
| **Totals** | **500** | **217,091,703** | **100.00%** |

Based on the price $0.015 per share, the number of holders with an unmarketable holding: 243, with total 3,080,406, amounting to 1.42% of Issued Capital.

**Distribution of holders of listed options (OM1O)**

| Holding Ranges | Holders | Total Units | % Issued Share Capital |
|---|---|---|---|
| above 0 up to and including 1,000 | - | - | - |
| above 1,000 up to and including 5,000 | - | - | - |
| above 5,000 up to and including 10,000 | - | - | - |
| above 10,000 up to and including 100,000 | 1 | 100,000 | 0.05% |
| above 100,000 | 74 | 203,651,092 | 99.95% |
| **Totals** | **75** | **203,751,092** | **100.00%** |

Based on the price $0.004 per security, the number of holders with an unmarketable holding: 1, with total 100,000, amounting to 0.05% of Issued Capital

**Twenty largest holders of quoted shares.**

| Position | Holder Name | Holding | % IC |
|---|---|---|---|
| 1 | MS CHUNYAN NIU | 20,000,000 | 9.21% |
| 2 | SYRACUSE CAPITAL PTY LTD <TENACITY A/C> | 15,286,228 | 7.04% |
| 3 | SYRACUSE CAPITAL PTY LTD <THE ROCCO TASSONE S/F A/C> | 9,349,514 | 4.31% |
| 4 | SIMWISE DEVELOPMENTS PTY LTD | 9,000,000 | 4.15% |
| 5 | N & J MITCHELL HOLDINGS PTY LTD <ORD STREET PROPERTIES A/C> | 8,000,000 | 3.69% |
| 6 | ALISSA BELLA PTY LTD <C & A TASSONE S/F NO 2 A/C> | 7,390,341 | 3.40% |
| 7 | KSLCORP PTY LTD | 6,000,000 | 2.76% |
| 8 | PERSEVERANT INVESTMENTS PTY LTD <THE GOOD LIFE CAPITAL A/C> | 5,580,635 | 2.57% |
| 9 | GETMEOUTOFHERE PTY LTD <SINKING SHIP SUPER FUND A/C> | 5,000,000 | 2.30% |
| 10 | TEN BRICKS PTY LTD | 4,300,000 | 1.98% |
| 11 | MISS MELISSA TASSONE | 3,885,459 | 1.79% |
| 12 | MISS LEESA SHARON ROY | 3,815,000 | 1.76% |
| 13 | SCINTILLA CAPITAL PTY LTD | 3,700,000 | 1.70% |
| 14 | MR XIN FANG & MRS QIUYI LIN <DDXX SUPER A/C> | 3,500,000 | 1.61% |
| 15 | HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED | 3,462,296 | 1.59% |
| 16 | BORELLA HOLDINGS PTY LTD <BORELLA S/F ACCOUNT> | 3,040,000 | 1.40% |
| 17 | BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT> | 2,812,539 | 1.30% |
| 18 | MS BARBARA SEIW-HWA HENG | 2,800,000 | 1.29% |
| 18 | ROMAN HOLIDAY INVESTMENTS PTY LTD <MT SUPER FUND A/C> | 2,800,000 | 1.29% |
| 19 | BUTTONWOOD NOMINEES PTY LTD | 2,714,756 | 1.25% |
| 20 | 6466 INVESTMENTS PTY LTD | 2,565,587 | 1.18% |
| | **Total** | **125,002,355** | **57.58%** |
| | **Total issued capital - selected security class(es)** | **217,091,703** | **100.00%** |

For personal use only

**Twenty largest holders of quoted options (OM1O).**

| Position | Holder Name | Holding | % IC |
|---|---|---|---|
| 1 | MS CHUNYAN NIU | 20,000,000 | 9.82% |
| 2 | ALISSA BELLA PTY LTD <C & A TASSONE S/F NO 2 A/C> | 16,851,092 | 8.27% |
| 3 | SYRACUSE CAPITAL PTY LTD <TENACITY A/C> | 12,150,000 | 5.96% |
| 4 | TRIBECA NOMINEES PTY LTD | 12,000,000 | 5.89% |
| 5 | SIMWISE DEVELOPMENTS PTY LTD | 10,000,000 | 4.91% |
| 6 | MOUNTS BAY INVESTMENTS PTY LTD <CALVER CAPITAL A/C> | 8,500,000 | 4.17% |
| 7 | ROMAN HOLIDAY INVESTMENTS PTY LTD <MT SUPER FUND A/C> | 7,400,000 | 3.63% |
| 8 | PRINCETON CAPITAL (WA) PTY LTD <THE PRINCETON A/C> | 7,000,000 | 3.44% |
| 9 | SYRACUSE CAPITAL PTY LTD <THE ROCCO TASSONE S/F A/C> | 6,200,000 | 3.04% |
| 10 | GETMEOUTOFHERE PTY LTD <SINKING SHIP SUPER FUND A/C> | 5,000,000 | 2.45% |
| 10 | HACHEM ENTERPRISES PTY LTD <JAMES ENTERPRISES FAMILYA/C> | 5,000,000 | 2.45% |
| 10 | ALLOWSIDE PTY LTD | 5,000,000 | 2.45% |
| 11 | TEN BRICKS PTY LTD | 4,000,000 | 1.96% |
| 11 | MR GRAEME ERIC KIRKE | 4,000,000 | 1.96% |
| 12 | SCINTILLA CAPITAL PTY LTD | 3,700,000 | 1.82% |
| 13 | MISS BRIANNA OLIVIA BARRETT | 3,000,000 | 1.47% |
| 13 | YMG FINE ART PTY LTD | 3,000,000 | 1.47% |
| 13 | WARREN INVESTMENT NOMINEES PTY LTD <WARREN INVESTMENT A/C> | 3,000,000 | 1.47% |
| 13 | KCIRTAP SECURITIES PTY LTD <THE GLOVAC FAMILY A/C> | 3,000,000 | 1.47% |
| 13 | MR QUINTON JAMES MEYERS | 3,000,000 | 1.47% |
| 13 | MR MARK ANTHONY CONNELLY | 3,000,000 | 1.47% |
| 13 | GRAVIAS CAPITAL PTY LTD <GRAVIAS CAPITAL A/C> | 3,000,000 | 1.47% |
| 14 | RIYA INVESTMENTS PTY LTD | 2,750,000 | 1.35% |
| 15 | MS BARBARA SEIW-HWA HENG | 2,650,000 | 1.30% |
| 16 | KOTO BUKI HOLDINGS PTY LTD | 2,500,000 | 1.23% |
| 16 | MISS MELISSA TASSONE | 2,500,000 | 1.23% |
| 16 | PROSPEROUS ASSETS PTY LTD <PROSPEROUS ASSETS A/C> | 2,500,000 | 1.23% |
| 17 | MRS AMANDA KELLY MEYERS | 2,000,000 | 0.98% |
| 17 | CROESUS MINING PTY LTD <STEINEPREIS SUPER FUND A/C> | 2,000,000 | 0.98% |
| 17 | LONGREACH ADVISORY GROUP PTY LTD | 2,000,000 | 0.98% |
| 17 | ALISSA BELLA PTY LTD <THE C&A TASSONE SUPER A/C> | 2,000,000 | 0.98% |
| 17 | SPINAWAY INVESTMENTS PTY LTD <LIAM O'CONNOR SUPER A/C> | 2,000,000 | 0.98% |
| 17 | MR ALEXANDER LEWIT | 2,000,000 | 0.98% |
| 17 | GIAC ENTERPRISES PTY LTD | 2,000,000 | 0.98% |
| 18 | GRASS IS GREENER AUSTRALIA LTD | 1,600,000 | 0.79% |
| 19 | REDCLIFFE HOLDINGS PTY LTD <THE AW BARRETT FAMILY A/C> | 1,500,000 | 0.74% |
| 19 | TASSONE INVESTMENTS (WA) PTY LTD <THE TASSONE SHARE A/C> | 1,500,000 | 0.74% |
| 19 | ELLAZ PTY LTD <THE RIPPER FAMILY A/C> | 1,500,000 | 0.74% |
| 20 | GOFFACAN PTY LTD | 1,250,000 | 0.61% |
| | **Total** | **182,051,092** | **89.35%** |
| | **Total issued capital - selected security class(es)** | **203,751,092** | **100.00%** |

**Substantial Shareholders**

| Holder Name | Holding | % IC |
|---|---|---|
| MS CHUNYAN NIU | 20,000,000 | 9.21% |
| SYRACUSE CAPITAL PTY LTD <TENACITY A/C> | 15,286,228 | 7.04% |
| N & J MITCHELL HOLDINGS PTY LTD <ORD STREET PROPERTIES A/C>, CROESUS MINING PTY LTD <STEINEPREIS SUPER FUND A/C>, CARLY LOUISE MCGOWAN, ELIZABETH LOUISE STEINEPREIS AND JUDITH ELIZABETH STEINEPREIS | **12,317,899** | **5.67%** |

For personal use only

**Holders with 20% or larger holdings of unlisted options exercisable at $0.25 on or before 28 February 2027.**

| Holder Name | Holding | % IC |
|---|---|---|
| MOUNTS BAY INVESTMENTS PTY LTD <CT SUPER FUND A/C> | 1,250,000 | 25.00% |
| PERSEVERANT INVESTMENTS PTY LTD | 1,250,000 | 25.00% |
| KCIRTAP SECURITIES PTY LTD <N&P GLOVAC FAMILY A/C> | 1,250,000 | 25.00% |
| **Total** | **3,750,000** | **75.00%** |
| **Total issued capital - selected security class(es)** | **5,000,000** | **100.00%** |

**Holders with 20% or larger holdings of unlisted performance rights.**

| Holder Name | Holding | % IC |
|---|---|---|
| KCIRTAP SECURITIES PTY LTD <THE GLOVAC FAMILY A/C> | 7,000,000 | 45.16% |
| YMG FINE ART PTY LTD | 3,125,000 | 20.16% |
| MR QUINTON JAMES MEYERS | 3,125,000 | 20.16% |
| **Total** | **13,250,000** | **85.48%** |
| **Total issued capital - selected security class(es)** | **15,500,000** | **100.00%** |

**Company Secretary**
Mr Quinton Meyers

**On-market buy-back**
Currently there is no on-market buy-back of the Company's securities. There have been no on-market buy-back of Company's securities since the Company's last annual report.

For personal use only

## TENEMENT SCHEDULE

As at 30 June 2025

Tenements held by Omnia Metals Group and subsidiary companies

| Tenement | State | Status | Project | Area ($km^2$) | Holder | **Beneficial Interest** |
|---|---|---|---|---|---|---|
| **E80/5353** | Western Australia | Granted | Ord Basin | 75.5 | Omnia Metals Group Ltd | 100% |
| **E80/5630** | Western Australia | Pending | Ord Basin | 95.2 | Kimberley Island Holdings Pty Ltd | 100% |
| **EL9784** | Northern Territory | Application | Ord Basin | 973.2 | Omnia Metals Group Ltd | 100% |
| **EL24079** | Northern Territory | Application | Ord Basin | 165.5 | Omnia Metals Group Ltd | 100% |
| **E39/2238** | Western Australia | Granted | Albany-Fraser | 65.7 | Omnia Mcintosh Pty Ltd | 100% |
| **E28/3149** | Western Australia | Granted | Albany-Fraser | 157.2 | Omnia Mcintosh Pty Ltd | 100% |
| | Canada | Earn-In | Lac des Montagnes | 540 | Omnia Metals Group Ltd | 25% |

.

For personal use only