EVERLAST®
MINERALS LTD

Everlast Minerals Ltd
(ACN 620 278 800)

ANNUAL REPORT
2025

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CORPORATE DIRECTORY

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DIRECTORS & KMP

Paul Qian	Executive Chairman
Greg Starr	Non-Executive Director
George Edwards	Non-Executive Director

COMPANY SECRETARY

Andrew Palfreyman

REGISTERED OFFICE

Level 5, 137-139 Bathurst Street
Sydney NSW 2000

PRINCIPAL PLACE OF BUSINESS

320, 20 Dale Street
Brookvale NSW 2100

SHARE REGISTRY

Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000

AUDITOR

RSM Australia Partners
Level 7, 1 Martin Place
Sydney NSW 2000

SOLICITORS

Palisade Corporate Lawyers Pty Ltd
Level 24, St Martins Tower
44 St Georges Terrace
Perth WA 6000

STOCK EXCHANGE LISTING

Everlast Minerals Ltd shares are listed on the Australian Securities Exchange (ASX code: EV8)

WEBSITE

https://www.everlastminerals.com/

LETTER FROM THE EXECUTIVE CHAIRMAN

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Dear Shareholders,

It is with great pleasure that I present the inaugural Annual Report for Everlast Minerals Ltd (ASX: EV8) for the 12-month period ended 30 June 2025 ('FY25').

This report summarises a year defined by the successful completion of the Company's Initial Public Offering, our admission to the Australian Securities Exchange (ASX), and the establishment of a solid operational and financial foundation to advance a portfolio of high-value mineral sands projects in Bangladesh, an emerging mining jurisdiction.

Our listing on the ASX in September 2025 marked a transformative milestone for Everlast Minerals. The IPO was strongly supported, raising the maximum subscription of $6 million at $0.20 per share, with demand exceeding expectations through oversubscriptions of more than $1 million. This level of investor confidence is both humbling and validating and provides a clear endorsement of our strategy to unlock the vast potential of Bangladesh's underexplored river-based mineral sands provinces.

With a robust balance sheet and three granted mining leases covering 2,395 hectares at our flagship Gaibandha Mineral Sands Project, Everlast is now positioned to transition from exploration into pilot-scale production and eventual commercial operations.

During the last quarter of FY25, the Company continued to deliver important operational progress. Work undertaken included refining proposed mine plans, advancing metallurgical test work design, and continuing trial production from both wet and dry plants ahead of first pilot sales to establish a customer base prior to full scale production.

Encouragingly, these works have proceeded without disruption through the wet season, demonstrating the Company's resilience and the capability of our local operational team in Bangladesh.

Our broader development strategy is focused on disciplined growth and value creation through three core objectives. Firstly, the plan to advance Gaibandha toward production, supported by detailed geological modelling, pilot testing, and discussions with potential offtake partners.

Secondly, a distinct focus on expanding the Company's resource base, with pending exploration licences at Kurigram and Pabna expected to add a further 8,000 hectares of prospective mineral sands ground along the Brahmaputra and Padma River systems.

And thirdly, positioning Everlast as a responsible and sustainable operator, through ongoing social and environmental commitments in Bangladesh. This has always been a primary focus for the Company and includes local employment and educational initiatives, as well as land rehabilitation programs that restore and enrich the communities in which we operate.

Bangladesh presents a unique opportunity for Everlast and I am pleased to lead one of the first ASX-listed companies with operations in the region. The country's major river systems naturally replenish mineral sands each year, creating a sustainable resource base supported by favourable logistics and proximity to key Asian export markets. With rising global demand for titanium dioxide and zircon in particular – both of which are essential to the construction, manufacturing and renewable sectors – Everlast is strategically well placed to become a key supplier in the region's growing mineral sands industry.

Looking ahead, we are confident that FY26 will be one of continued operational execution. The Company's immediate priorities include completing metallurgical test work, progressing pilot sales, and securing strategic offtake arrangements that underpin our path toward commercial production. These will be undertaken in the coming months, underpinned by a dedicated management team, in-country partners, and are expected to unlock considerable value for shareholders.

On behalf of the Board, I extend my sincere gratitude to our employees, partners, and shareholders for their ongoing support. Together, we are building an emerging mineral sands producer with a strong operational base, an experienced team, and a commitment to responsible development that creates enduring value for all stakeholders.

Yours sincerely,



Paul Qian
Executive Chairman
Everlast Minerals Ltd

Review of Operations



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REVIEW OF OPERATIONS

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1 OPERATIONS

The business conducted by the Group is the acquisition, exploration, development, delineation, mining and, where appropriate, divestment of prospective tenements, with a specific focus on mineral sands projects in major rivers in Bangladesh.

The Gaibandha Mineral Sands Project is located at the Brahmaputra-Jamuna River under Gaibandha Sadar Upazila and Fulchari Upazila of Gaibandha District in northern Bangladesh. The Company conducted and completed initial exploration work at the Gaibandha Minerals Sands Project in two (2) phases during 2021 and 2022. During the first phase, the Company conducted channel sampling for a total of sixteen (16) drilling holes, covering sand bars and riverbed of the Brahmaputra-Jamuna River. In the second phase, a total of two-hundred and forty-nine (249) holes were drilled in a 400m by 400m grid pattern, with an additional twelve (12) twin holes drilled for quality control purpose.

Heavy minerals such as rutile, zircon, ilmenite, leucoxene, monazite and magnetite are typically derived from the weathering of crystalline igneous and metamorphic rocks. Most mineral sands deposits currently being worked worldwide are located in beach placers, dunes and other coastal accumulations where they undergo long term and repeated mechanical sorting and weathering. In general, most of these accumulations are not considered economically prospective due to relatively short transport pathways and short geological time involved. This prevents sufficient development of the weathering and mechanical sorting processes typical of beach placer deposits and results in alluvial deposits typically having immature mineralogy and geochemistry. In contrast, the sediments of the Gaibandha Mineral Sands Project area have undergone extensive sorting as a result of the long transport pathway from the source, and they are characteristically moderately-well to well sorted.

Following the initial exploration activities set out above, the Group lodged applications for three (3) mining leases (as per rules 3, 6(3) and 58 of the Bangladesh Mines and Minerals Rule 2012) covering a total area of 2,395 hectares, with these mining leases being granted by the Government of the People's Republic of Bangladesh on 20 June 2024. In parallel, the Company identified two (2) additional mineral sands exploration sites with potential and has applied for exploration licences for these areas.

Accordingly, the Group currently holds the following portfolio of interests:

- three (3) mining leases (as per rules 3, 6(3) and 6(4) of the Bangladesh Mines and Minerals Rule 2012), being EML/BMD/20221229-1 (reference number 28.07.0000.005.77.001.23.429), EML/BMD/20221229-2 (reference number 28.07.0000.005.77.001.23.430) and EML/BMD/20221229-3 (reference number 28.07.0000.005.77.001.23.431), all dated 20 June 2024, covering a total area of 2395 hectares, located at the Brahmaputra-Jamuna River under Gaibandha Sadar Upazila and Fulchari Upazila of Gaibandha District in northern Bangladesh ("Gaibandha Mineral Sands Project");
- one (1) exploration licence application (as per rules 3 and 5 of the Bangladesh Mines and Minerals Rule 2012) being EML/BMD/20230515-1, dated 15 May 2023, covering a total area of 4,000 hectares, located at the Brahmaputra River under Ulipur and Kurigram Sadar upazila of Kurigram District in northern Bangladesh ("Kurigram Mineral Sands Project"); and
- one (1) exploration licence application (as per rules 3 and 5 of the Bangladesh Mines and Minerals Rule 2012) being EML/BMD/20230515-2, dated 15 May 2023, covering a total area of 4,000 hectares, located at the Padma (Ganges) River under Pabna Sadar and Sujanagar Upazila of Pabna district and Pangsa Upazila of Rajbari District of Bangladesh ("Pabna Mineral Sands Project"),

with all such projects indicatively being prospective for alluvial heavy mineral sands including, but not limited to, ilmenite, rutile, zircon, garnet and magnetite (together the Gaibandha Mineral Sands Project, Kurigram Mineral Sands Project and Pabna Mineral Sands Project are the "Projects").

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2 MINING EXPLORATION TENEMENTS

As at 30 September 2025, the Company held the following exploration and mining licences.

Project	Interest type	Identification details	Area	Status
Gaibandha Mineral Sands Project[1]	Mining lease	EML/BMD/20221229-1	799ha[2]	Granted
	Mining lease	EML/BMD/20221229-2	798ha[2]	Granted
	Mining lease	EML/BMD/20221229-3	798ha[2]	Granted
Kurigram Mineral Sands Project	Exploration licence application	EML/BMD/20230515-1	4,000ha	Application pending
Pabna Mineral Sands Project	Exploration licence application	EML/BMD/20230515-2	4,000ha	Application pending

1. The Company previously held an exploration licence identified by bearing reference number 28.07.0000.005.003.18 (renewal obtained on 16 November 2022 of a previous exploration licence bearing reference number 28.07.0000.005.55.003.18.352 dated 8 September 2020 of an identical area), which expired on 31 August 2023.
2. The three (3) mining leases identified above that form part of the Gaibandha Mineral Sands Project cover a total area of 2395 hectares, all of which is included inside the periphery of the expired exploration licence referred to in the note above.

The Company proposes to move into the mining of mineral sands in relation to the three (3) mining leases granted at the Gaibandha Mineral Sands Project in the short to medium term once necessary preparation work is completed. The Company has acquired and constructed production equipment, including dry sand plant and wet sand plant, which are key to mineral sands processing, and is currently in the process of conducting trial production. The Company believes the trial production will be completed within approximately twelve (12) months of its admission to the official list of ASX.

3 RESOURCE STATEMENT

The Inferred Resource and Indicated Resource are reported as in-situ % in the tables below. The independent geologist, Geos Mining ("Independent Geologist"), considers that the Mineral Resource estimate was undertaken using data of sufficient quality and density, and using suitable methodologies, to be classified as Indicated and Inferred Resources in accordance with the JORC Code 2012.

GAIBANDHA INFERRED RESOURCES

Zone	Vol to 10m depth (Mm^3)	Tonnes (Mt)	Slimes (%)	Ilmenite (%)	Leucoxene (%)	Rutile (%)	Zircon (%)	Garnet (%)	Magnetite (%)	TVHM (%)
Block A	63.2	94.7	13.46	0.18	0.01	0.02	0.03	0.8	0.15	1.19
Block B	65.9	97.7	13.39	0.18	0.02	0.02	0.03	0.75	0.16	1.16
Block C	61.54	91.5	9.98	0.22	0.02	0.02	0.02	0.94	0.14	1.35
Total Blocks	**190.64**	**283.9**	**12.29**	**0.19**	**0.02**	**0.02**	**0.03**	**0.83**	**0.15**	**1.24**

GAIBANDHA INDICATED RESOURCES

Zone	Vol to 10m depth (Mm^3)	Tonnes (Mt)	Slimes (%)	Ilmenite (%)	Leucoxene (%)	Rutile (%)	Zircon (%)	Garnet (%)	Magnetite (%)	TVHM (%)
Block A	21.0	31.3	12.7	0.21	0.02	0.02	0.04	0.70	0.15	1.13
Block B	21.0	31.3	16.2	0.20	0.02	0.02	0.02	0.66	0.14	1.07
Block C	19.2	28.6	8.3	0.23	0.02	0.03	0.03	0.90	0.16	1.35
Total Blocks	**61.2**	**91.2**	**12.4**	**0.21**	**0.02**	**0.02**	**0.03**	**0.75**	**0.15**	**1.18**

Note: Percentage values reported on an in-situ basis by volume; rounding may affect totals.

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4 COMPETENT PERSONS STATEMENTS

The information contained in this Annual Report that relates to Mineral Resource estimates is based on, and fairly represents, information and supporting documentation compiled by Alison Cole, a Competent Person who is a Member of the Australian Institute of Geoscientists (membership number 6244). Ms Cole is a senior consultant at the Independent Geologist and is independent of the Company.

Ms Cole has sufficient experience that is relevant to the style of mineralisation, geology and type of deposit under consideration and the activity being undertaken to qualify as a Competent Person as defined in the JORC Code.

Ms Sue Border, also a Competent Person who is a Fellow of the Australian Institute of Mining and Metallurgy (member number 106310), is a principal advisor at the Independent Geologist and has sufficient experience that is relevant to the style of mineralisation, geology and type of deposit under consideration and the activity being undertaken to qualify as a Practitioner under the VALMIN Code.

Ms Cole and Ms Border both give their full consent to the disclosure of the Mineral Resource estimates provided in this Annual Report. As at the date of this Annual Report, Ms Cole and Ms Border both do not have a relevant interest in any Securities.

Ms Cole and Ms Border both consent to the inclusion in the Annual Report of the matters based on the information in the form and context in which it appears.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the Company's prospectus dated 8 September 2025 ("Prospectus") and that all material assumptions and technical parameters underpinning the estimates in the Prospectus continue to apply and have not materially changed.



Financial Report



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The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Everlast Minerals Ltd (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2025.

Directors
The following persons were directors of Everlast Minerals Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Paul Qian	Executive Chairperson
Bruce Fulton	Non-Executive Director (appointed 14 August 2024, resigned 31 March 2025)
George Edwards	Non-Executive Director (appointed 14 August 2024)
Gregory Starr	Non-Executive Director (appointed 7 March 2025)

Principal activities
During the financial year the principal continuing activities of the consolidated entity consisted of exploration for alluvial heavy mineral sands in Bangladesh.

Dividends
There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations
The loss for the consolidated entity after providing for income tax amounted to $3,400,443 (30 June 2024: $24,114,614).

The consolidated entity is an early-stage mineral exploration entity. Following its successful listing on the Australian Stock Exchange (ASX) subsequent to year end, the consolidated entity intends to initiate mining activities and trial production across its various Projects. In line with previous financial years, the consolidated entity has incurred losses for the 2024 financial year, largely driven by expenses related to preparations for the ASX listing.

Significant changes in the state of affairs
There were no significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year
On 23 September 2025, the Company successfully completed an initial public offering and was admitted to the ASX. The IPO resulted in the issuance of 30,000,000 new ordinary shares at an offer price of $0.20 per share, raising gross proceeds of approximately $6 million. The funds raised will be used for to progress a comprehensive work program across its mineral sands portfolio.

As a result of the IPO, and in accordance with the terms of the outstanding convertible notes at year end, all outstanding notes were converted into ordinary shares at a discount of 20% or 50% to the IPO price. As a result, the derivative liability and the host financial liability recognised at 30 June 2025 in note 11 were derecognised, and equity was recognised in their place.

In addition, as a result of the IPO, as disclosed in note 12 and note 19 respectively, there were up to 19,812,676 options issued to the holders of fully paid ordinary shares in the company after July 2020 on a pro-rata basis as well as 2,700,000 performance rights to key management personnel.

This IPO, the subsequent conversion of notes, and the issue of the options and performance rights occurred after the reporting date and is therefore treated as a non-adjusting subsequent event. No adjustment has been made to the financial statements as at 30 June 2025.

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

Likely developments and expected results of operations
The consolidated entity's main undertaking, the Gaibandha Mineral Sands Project, has been explored to the stage where an independently prepared JORC Code report on the resources estimation of the Gaibandha Mineral Sands Project has been completed.

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The consolidated entity has also conducted desktop work on the Kurigram Mineral Sands Project and Pabna Mineral Sands Project, following which the exploration license of four thousand hectares (4,000ha) for each of these Projects will be submitted to the Bureau of Mineral Development in Bangladesh. The status of the exploration licenses is pending application, and these other Projects have not been explored to date.

The consolidated entity, through its Subsidiary, proposes to move into the mining stage of economic mineral sands in relation to the three (3) mining leases granted at the Gaibandha Mineral Sands Project in the short to medium term once necessary preparation work is completed. The consolidated entity, through its Subsidiary, has acquired and constructed production equipment, including dry sand plant and wet sand plant, which are key to mineral sands processing, and is currently in the process of conducting trial production. The consolidated entity believes the trial production will be completed within approximately twelve (12) months of the Listing.

Risks and uncertainties
The consolidated entity is subject to general risks as well as risks that are specific to the consolidated entity and the consolidated entity's business activities. The following is a list of risks which the Directors believe are or potentially will be material to the consolidated entity's business, however, this is not a complete list of all risks that the consolidated entity is or may be subject to.

Future Capital Requirements
The consolidated entity will require ongoing funding to meet its objectives of developing and operating any future mining and processing operation, meeting obligations to maintain licensing tenure and access to its tenements. There can be no certainty that the consolidated entity can raise the further funds to undertake the development of these projects. Any equity financing will be dilutive to Shareholders and may be undertaken at lower prices than the then market price. Debt financing, if available, may involve restrictive covenants which limit the consolidated entity's operations and business strategy. Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the consolidated entity or at all. If the consolidated entity is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities, and this could have a material adverse effect on the consolidated entity's activities including resulting in its tenements being subject to forfeiture and could affect the consolidated entity's ability to continue as a going concern.

Exploration, Geological and Development Risks
Mineral sands exploration is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the consolidated entity. The consolidated entity is subject to customary risks associated with an exploration entity, such as the volatility of industrial mineral prices and exchange rates, exploration costs and risks with respect to the holding of exploration tenure. Success in this process involves (amongst other things):

- discovery and proving-up, or acquiring, an economically recoverable resource or reserve;
- access to adequate capital throughout the acquisition/discovery and project development phases;
- securing and maintaining title to mineral exploration projects;
- obtaining required development consents and approvals necessary for the acquisition, mineral exploration, development and production phases; and
- accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.

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

The exploration activities of the consolidated entity may be adversely affected by a range of factors including geological conditions, operational risks and changing government laws and regulations. Further, whether positive income flows result from projects on which the consolidated entity will expend exploration and development capital is dependent on many factors including successful exploration, establishment of production facilities, cost control, commodity price movements, successful contract negotiations for production and stability in the local political environment.

In addition, significant expenditure may be required to establish necessary mineral separation and mining processes to develop and exploit any mineral reserves identified on the Projects. There is no assurance that the consolidated entity will have sufficient working capital or resources available to do this.

In the event that exploration programs prove to be unsuccessful, the Projects may diminish in value, there will be a reduction in the cash reserves of the consolidated entity and relinquishment of part or all of the Projects may occur.

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Future Profitability
The consolidated entity does not presently generate any material revenue, given that it is in the growth stage of its development and has only made material losses since its incorporation. The consolidated entity's profitability will be impacted by, among other things, the success of its exploration, mining and processing activities, economic conditions in the markets in which it operates, competition factors, any regulatory developments and potential tax treatment implications for dividends paid by the Subsidiary to the consolidated entity. Accordingly, the extent of future profits (if any) and the time required to achieve sustained profitability are uncertain and cannot be reliably predicted.

Operational Risks
The operations of the consolidated entity may be affected by various factors, including:

- failure to locate or identify mineral deposits;
- failure to achieve predicted grades in exploration and mining;
- operational and technical difficulties encountered in mining;
- insufficient or unreliable infrastructure, such as power, water and transport;
- political or civil unrest, including outbreaks of violence or other hostilities;
- difficulties in commissioning and operating plant and equipment;
- mechanical failure or plant breakdown;
- unanticipated processing problems which may affect mineral separation costs;
- failure to achieve profitable markets for the potential products;
- failure to satisfy relevant Government-imposed employment thresholds;
- adverse weather conditions (including floods and seasonal monsoon, noting that cyclones generally do not extend as far inland as the Projects location) and environmental accidents;
- industrial disputes; and
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

In some areas the Projects do not have well developed and reliable infrastructure and services. This may impede and delay the consolidated entity's operations which are likely to result in increased costs of exploration and development of the Projects where applicable.

In the event that any of these potential risks eventuate, the consolidated entity's operational and financial performance may be adversely affected.

Limited Operating History
The Projects have a limited, or no, operating history. Although the consolidated entity's Directors and management have between them significant operational experience, the consolidated entity's ability to meet its objectives will be largely reliant upon the consolidated entity's ability to implement its current operational plans and take appropriate action to amend those plans in respect of any unforeseen circumstances that may arise.

Since the consolidated entity intends to continue investing in its exploration and development programs, the Directors anticipate making further losses in the immediate future. There can be no certainty that the consolidated entity will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

Access to the Projects
The right of the holder of an exploration license and/or mineral lease to enter onto the license to explore for minerals is subject to the consent of the occupier of the land (to the extent such land is not held by the Subsidiary) and, where the land is close to certain specified locations (i.e. religious, cultural and archaeological sites, airports, radio and television stations, railway lines, bridges, etc.), the ministry responsible for the protection of such locations.

Under the legislation of the relevant jurisdiction, the Group may be required to enter into an agreement with the relevant landowner or occupier (to the extent applicable) for the purpose of securing this consent prior to commencing any exploration activities on the affected areas within the Projects. Compensation may be required to be paid by the consolidated entity to land holders in order that the consolidated entity may carry out exploration and/or mining activities.

The consolidated entity currently has the relevant licenses, consents and approvals required to access and mine the Gaibandha Mineral Sands Project, however these licenses and approvals are subject to change. The consolidated entity does not currently have any licences to explore, access and/or mine the other Projects, as they are currently exploration licence applications only.

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Tenure Risk
The Projects are granted under, and governed by, the state and local laws of Bangladesh governing unpatented mining claims and are granted subject to conditions, including payment of annual licence fees and reporting commitments and compliance with all permit requirements. Similar conditions may be applied to future mining rights and permits acquired by the consolidated entity or its Subsidiary. Failure to comply with these conditions may result in forfeiture of the Projects.

Further, the Projects (and any additional future mining permits held by the consolidated entity) are subject to periodic renewal. Whist there is no reason to believe that such renewals will not be granted, the consolidated entity cannot guarantee that this will occur. New conditions may also be imposed on the Projects (and any additional future mining permits held by the consolidated entity) under the renewal process which may adversely affect the consolidated entity.

In addition, the acquisition of the Projects is reliant upon certain of the mining permit applications that are included as part of the Projects being approved and compliance with financial assurance requirements in respect of federal and state mining permits. If this does not occur it may, in some instances, impede the consolidated entity's acquisition of the Projects.

Government, Political and Regulatory Risk
Operations by the consolidated entity may require approvals, consents or permits from government or regulatory authorities, including renewals of existing mining permits or title transfer to newly acquired mining permits, which may not be forthcoming or which may not be able to be obtained on terms acceptable to the consolidated entity.

Whilst there is no reason to believe that necessary government and regulatory approvals will not be forthcoming (other than as outlined above in respect of the consolidated entity's operations with respect to the Projects), the consolidated entity cannot guarantee that those required approvals will be obtained. Failure to obtain any such approvals could mean the ability of the consolidated entity to prove-up, develop or operate any project or to acquire any project, may be inhibited or negated.

The consolidated entity also advises that there has been recent and ongoing material changes in the political and social environment in Bangladesh, which may result in unforeseeable adverse changes in government policies and legislation and affect the future operations of the consolidated entity. The consolidated entity may need to reassess investments, decisions and commitments to its Projects to the extent they are materially impacted by any outcomes from this ongoing sovereign risk.

As Bangladesh is an emerging economy, it is vulnerable to market downturns and economic slowdowns elsewhere in the world and is subject to rapid change. Investing in an emerging market involves greater legal, economic and political risk than investing in more developed markets.

Permitting Risk
The consolidated entity's ability to develop a mining and processing operation at the Projects is dependent upon its ability to secure all necessary approvals, permits and licences.

Environmental and social impact assessments will be required to support the approval requirements for the Projects. These assessments will need to be undertaken by appropriately qualified and experienced consultants who will need to determine the baseline monitoring and assessments required to inform the environmental approval requirements.

There is a risk that regulators may not consider their requirements to have been met. This may result in the need for additional baseline monitoring and/or rework of consultant assessment reports, which may delay the granting of required approvals. There is also a risk of delays caused by community unrest.

There is no guarantee the Group will be able to obtain all required approvals, licences and permits. To the extent that required authorisations are not obtained or are delayed, the consolidated entity's operational and financial performance may be materially and adversely affected.

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Offtake Risk
The consolidated entity is yet to secure formal offtake arrangements for future output from the proposed processing facility, noting that the consolidated entity has entered into the Strategic Framework Memorandum.

The consolidated entity's ability to generate sufficient revenue or to secure further equity or debt financing for the Projects is largely dependent upon its ability to secure offtake partners for all or most of its production. There can be no certainty the consolidated entity can enter into offtake contracts covering all of its production, at prices or on terms which support the economics or funding of the Projects.

The consolidated entity also advises that its capacity to enter into offtake arrangements may be impacted by rule 83(a) of the Bangladesh Mines and Minerals Rule 2012, which states that the export of any mineral or its products to other countries is subject to the condition that internal requirement of Bangladesh is met before exporting the minerals to the foreign country. It is to be noted that the demand of the local market is not fixed, and the demand is determined by the Bangladesh Government.

Commodity Price and Currency Exchange Risks
As the consolidated entity's potential earnings will be largely derived from the sale of mineral commodities, the consolidated entity's future revenues and cash flows will be impacted by changes in the prices and available markets for these commodities. Any substantial decline in the price of those commodities or in transport or distribution costs may have a material adverse effect on the consolidated entity and the value of its Shares.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the consolidated entity. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major mineral producing centres, as well as macroeconomic conditions, such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States of American dollars while the consolidated entity cost base will be in AUD. Consequently, changes in the AUD exchange rate will impact on the earnings of the consolidated entity. The exchange rate is affected by numerous factors beyond the control of the consolidated entity, including international markets, interest rates, inflation and the general economic outlook.

Results of Studies
Subject to the results of exploration and testing programs to be undertaken, the consolidated entity may progressively undertake a number of studies in respect to the Projects. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.

These studies will be completed within parameters designed to determine the economic feasibility of the Projects within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Projects or the results of other studies undertaken by the consolidated entity (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Even if a study confirms the economic viability of the Projects, there can be no guarantee that the Projects will be successfully brought into production as assumed or within the estimated parameters in any such feasibility study (e.g. operational costs and commodity prices) if and once production commences. Further, the ability of the consolidated entity to complete a study may be dependent on the consolidated entity's ability to raise further funds to complete the study, if required.

Insurance
The consolidated entity intends to adequately insure its operations in accordance with industry practice. However, in certain circumstances, the consolidated entity's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the consolidated entity.

Insurance of all risks associated with mineral exploration and production is not always available. Further, where coverage is available, the costs may be prohibitive.

Contract Risk
The operations of the consolidated entity will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:

- financial failure or default by a participant in any joint venture to which the consolidated entity or its Subsidiary may become a party;
- counterparty default by another party to a contract, including sales contracts (as applicable);
- insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the consolidated entity or its Subsidiary in its exploration or mining activities; or
- insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the consolidated entity or its Subsidiary or operators for any activity.

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the consolidated entity's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by the consolidated entity, it is not possible for the consolidated entity to predict or protect itself completely against all such contract risks.

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Environmental Risks

Environmental Risks
The consolidated entity's activities are subject to the environmental laws inherent in the mining industry and those specific to Bangladesh and, less materially, Australia. The consolidated entity intends to conduct its activities in an environmentally responsible manner and in compliance with all applicable laws. However, the consolidated entity may be the subject of accidents or unforeseen circumstances that could subject the consolidated entity to extensive liability.

Environmental approvals may be required from relevant government or regulatory authorities before activities may be undertaken which are likely to impact the environment. Failure or delay in obtaining such approvals will prevent the consolidated entity from undertaking its planned activities. Further, the consolidated entity is unable to predict the impact of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the consolidated entity's cost of doing business or affect its operations in any area.

Mining operations 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 and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall may impact on the consolidated entity 's ongoing compliance with environmental legislation, regulations, and licences. Significant liabilities could be imposed on the consolidated entity 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.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the consolidated entity's operations more expensive.

Climate Change Regulation
Mining of mineral resources is relatively energy intensive and is dependent on the consumption of fossil fuels. Increased regulation and government policy designed to mitigate climate change may adversely affect the consolidated entity's cost of operations and adversely impact the financial performance of the consolidated entity.

The efforts of the Bangladeshi and Australian government's to transition towards a lower-carbon economy may also entail extensive policy, legal, technology and market changes to address mitigation and adaption requirements related to climate change that could significantly impact the consolidated entity. Depending on the nature, speed and focus of these changes, transition risks may pose varying levels of financial and reputational risk to the consolidated entity.

Furthermore, the physical risks to the consolidated entity resulting from climate change can be event driven or driven by longer-term shifts in climate patterns. These physical risks may have financial implications for the consolidated entity, such as direct damage to assets and indirect impacts from supply chain disruption.

Rehabilitation of the Projects
In relation to the consolidated entity's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the consolidated entity could become subject to liability if, for example, there is environmental pollution or damage from the consolidated entity's exploration or mining activities and there are consequential clean-up costs at a later point in time.

Seasonal Monsoon Risk
Bangladesh, including the area in which the Projects are located, is prone to seasonal monsoon (particularly in June to October of each year) with major floods occurring in Bangladesh in 2004, 2007, 2017 and 2020. Any such major rainfall events may result in operational delays to the consolidated entity 's operations at the Projects (including, but not limited to, the Subsidiary being required to revise work programs to account for interruptions caused by the seasonal monsoon, divert resources to other areas of the Group's operations that are not directly impacted by the disruption and/or cease work on the Projects during peak rainfall periods) and/or result in damage to, or destruction of, mineral properties, facilities, equipment or other properties (including surrounding infrastructure).

The consolidated entity does not consider the impact on buildings (including the processing plant), roads or the Projects to be predictable in the circumstances of a seasonal monsoon event but will implement commercially appropriate mechanisms to protect the Subsidiary's Projects and other assets (i.e. using waterproof materials and equipment, ensuring that fixed assets are safely attached to the earth and implementing an anti-flooding procedure and training).

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Environmental regulation
The consolidated entity 's activities are subject to the environmental laws inherent in the mining industry and those specific to Bangladesh and, less materially, Australia. The consolidated entity intends to conduct its activities in an environmentally responsible manner and in compliance with all applicable laws.

Information on directors

Name:	Paul Qian
Title:	Executive Chairman (appointed 6 July 2017)
Qualifications:	Bsc (Major in Chemistry) - East China Normal University
Experience and expertise:	Mr Qian has over twelve (12) years of experience in the mineral sands field and his expertise spans the entire spectrum of this industry, from exploration to mining. Mr Qian also has experience in diverse fields of work including, but not limited to, finance, property development, publishing, imports and exports, stock and commodity trading, wastewater and soil treatments, oil refineries and mining.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	44,533,444 shares
Name:	Gregory Starr
Title:	Non-Executive Director (appointed 7 March 2025)
Qualifications:	BBus (Major in Accounting) - University of Technology, Member of CPA Australia
Experience and expertise:	Mr Starr has a background in leadership roles as chairman, independent director, managing director and finance director. Mr Starr has extensive expertise across diverse facets of corporate governance and financial management and has arranged equity and convertible instruments and debt financing to support business growth and stability. Mr Starr has significant experience working with companies undergoing transitions, arranged and managed initial public offerings, mergers and acquisitions, merger defences and changes in major shareholdings. Operationally, Mr Starr has managed companies from exploration phase to producer status across commodities such as heavy mineral sands, gold, copper, lead, silver, and silica sand. As a managing director, Mr Starr has led producing mining companies listed on the ASX and TSX with operations spanning Australia, Papua New Guinea, China, Fiji and Brazil.
Other current directorships:	Mr Starr is also currently a non-executive director or chairperson on various listed company boards of developing and developed mining and non-mining projects including, Credit Intelligence Ltd (ASX: CI1), Admiralty Resources NL (ASX: ADY), Eastern Metals Limited (ASX: EMS) and Openn Negotiations Limited (ASX: OPN).
Former directorships (last 3 years):	Diatreme Resources Limited (ASX: DRX)
Interests in shares:	175,000 shares

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Name:	George Edwards
Title:	Non-Executive Director (appointed 14 August 2024)
Qualifications:	Bsc. University of New South Wales
Experience and expertise:	George Edwards is a Fellow of the Australian Institute of Company Directors, a Fellow and Chartered Professional of the Australasian Institute of Mining and Metallurgy and a Fellow of the Australian Institute of Energy. Mr Edwards was also a past President of the Australasian Institute of Mining & Metallurgy, a past Chairperson of Standards Australia and of formerly ASX-Listed SAI Global Pty Limited, an international certification company. Mr Edwards completed vocational experience working on a mineral sand treatment plant in northern NSW and later was involved with another beach sand project on Stradbroke Island in Southern Queensland. Mr Edwards has been involved in the mineral and coal industries in both Australia and internationally for over fifty-five (55) years, including having part owned and operated three (3) export coking coal mines in Australia.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	6,549,236 shares

Name:	Bruce Fulton
Title:	Non-Executive Director (appointed 14 August 2024, resigned 31 March 2025)
Qualifications:	MBA (Major in Technology) - Deakin University, Bsc. (Major in Earth Science) - Waikato University
Experience and expertise:	Mr Fulton is a Fellow of the Australasian Institute of Mining and Metallurgy and is also a member of the Canadian Institute of Mining, Metallurgy and Petroleum, the Society of Economic Geologists and the Australian Institute of Company Directors. Mr Fulton is a mining executive with over thirty (30) years' experience both domestically and internationally, in a range of commodities including, but not limited to, base and precious metals, mineral sands, diamonds, coal and oil and gas. Mr Fulton further contributes to the resources industry through significant contributions to a range of key industry bodies, such as the Sydney Branch of the Australian Institute of Mining & Metallurgy, where, until recently, he was the chairperson of the Sydney Branch. Mr Fulton is also currently the NSW chairperson and a vice president of the Association of Mining and Exploration Companies. Mr Fulton also sits on the Industry Advisory Panel at the University of New South Wales School of Minerals and Energy Resources Engineering.
Other current directorships:	MD of Ophir Partners Pty Ltd and Group Chairman of Tectonic Gold Plc.
Former directorships (last 3 years):	Nil
Interests in shares:	Nil

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Meetings of directors
The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2025, and the number of meetings attended by each director were:

	Full Board		Nomination and Remuneration Committee	
2025	Attended	Held	Attended	Held
Paul Qian	9	9	1	1
Gregory Starr	5	5	1	1
George Edwards	9	9	1	1
Bruce Fulton	4	5	-	-

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Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

Company secretary
Andrew Palfreyman

Andrew Palfreyman holds a Bachelor of Arts (Major in Sociology) and a Masters in Politics and Public Policy from Macquarie University and a Juris Doctor of Law and Graduate Certificate (Professional Legal Practice) from the University of Technology Sydney. Mr Palfreyman is a practising corporate lawyer, company secretary and advisor to boards and management of pre-initial public offering and ASX listed entities. Mr Palfreyman regularly advises emerging and listed entities across a range of compliance, legal, governance and strategic matters.

Remuneration report (audited)
The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration
The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Nomination and Remuneration Committee is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

The Nomination and Remuneration Committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:
- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:
- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

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

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Non-executive directors remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

The Company's Constitution provides that each Director is entitled to such remuneration from the Company as the Directors decide, but the total amount provided to all Non-Executive Directors must not, subject to any resolution of a general meeting, exceed in aggregate the amount fixed by the Directors

The remuneration of the Directors must not be increased except pursuant to a resolution passed at a general meeting of the Company where notice of the proposed increase has been given to Shareholders in a relevant notice of meeting.

Executive remuneration
The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives over a period of three years based on long-term incentive measures. These include increase in shareholders value relative to the entire market and the increase compared to the consolidated entity's direct competitors.

Consolidated entity performance and link to remuneration
Remuneration for certain individuals is directly linked to the performance of the consolidated entity. A portion of cash bonus and incentive payments are dependent on defined earnings per share targets being met. The remaining portion of the cash bonus and incentive payments are at the discretion of the Nomination and Remuneration Committee. Refer to the section '' below for details of the earnings and total shareholders return for the last five years.

The Nomination and Remuneration Committee is of the opinion that the continued improved results can be attributed in part to the adoption of performance based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

Use of remuneration consultants
During the current and prior financial period, the consolidated entity did not employ the services of a remuneration consultant.

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Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors of Everlast Minerals Ltd:
- Paul Qian - Executive chairperson
- Bruce Fulton – Non-Executive Director (appointed 14 August 2024, resigned 31 March 2025)
- George Edwards – Non-Executive Director (appointed 14 August 2024)
- Gregory Starr - Non-Executive Director (appointed 7 March 2025)

And the following persons:
- Fiona Tan – Chief Financial Officer
- Yi (Sky) Zhang – Business Development Manager

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
2025	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled $	Total $
Non-Executive Directors:							
Bruce Fulton	43,333	-	-	4,983	-	-	48,316
George Edwards	59,584	-	-	6,852	-	-	66,436
Gregory Starr	16,250	-	-	1,868	-	-	18,118
Executive Directors:							
Paul Qian	150,000	-	-	17,250	-	-	167,250
Other Key Management Personnel:							
Fiona Tan *	-	-	-	-	-	-	-
Yi (Sky) Zhang **	110,000	-	-	12,650	-	-	122,650
	379,167	-	-	43,603	-	-	422,770

* Fiona Tan agreed to forego her salary until the successful listing of the Company. Accordingly, no remuneration was paid or payable to Fiona Tan for the year ended 30 June 2025.
** Appointed 25 July 2024.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
2024	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled $	Total $
Executive Directors:							
Paul Qian	150,000	-	-	12,375	-	15,774,000	15,936,375
	150,000	-	-	12,375	-	15,774,000	15,936,375

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The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration 2025	Fixed remuneration 2024	At risk - STI 2025	At risk - STI 2024	At risk - LTI 2025	At risk - LTI 2024
Non-Executive Directors:						
Bruce Fulton	100%	-	-	-	-	-
George Edwards	100%	-	-	-	-	-
Gregory Barry Starr	100%	-	-	-	-	-
Executive Directors:						
Paul Qian	100%	1%	-	-	-	99%
Other Key Management Personnel:						
Yi Zhang	100%	-	-	-	-	-

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Paul Qian
Title:	Executive chairperson
Agreement commenced:	Executive services agreement dated 5 September 2024, formalising engagement in Executive Chairperson role with effect on, and from, 1 July 2023.
Details:	$150,000 (plus superannuation) per annum which increases to $220,000 (plus superannuation) per annum upon completion of listing on the ASX. 6 month notice period.
Name:	George Edwards
Title:	Non-Executive Director
Agreement commenced:	11 August 2024
Details:	$54,500 (plus superannuation) per annum.
Name:	Gregory Starr
Title:	Non-Executive Director
Agreement commenced:	7 March 2025
Details:	$54,500 (plus superannuation) per annum.
Name:	Bruce Fulton
Title:	Non-Executive Director (appointed 14 August 2024, resigned 31 March 2025)
Agreement commenced:	14 August 2024
Details:	$54,500 (plus superannuation) per annum.
Name:	Fiona Tan
Title:	Chief Financial Officer
Agreement commenced:	25 July 2024
Details:	$120,000 (plus superannuation) per annum.
Name:	Yi (Sky) Zhang
Title:	Business development manager
Agreement commenced:	25 July 2024
Details:	$100,000 (plus superannuation) per annum.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

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Share-based compensation

Issue of shares
There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2025.

Options
There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 30 June 2025.

Additional disclosures relating to key management personnel

Shareholding
The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Paul Qian *	42,153,444	-	-	-	42,153,444
Gregory Starr	-	-	-	-	-
George Edwards	6,424,236	-	-	-	6,424,236
Other KMP					
Fiona Tan *	64,872	-	-	-	64,872
Yi (Sky) Zhang	-	-	-	-	-
	48,642,552	-	-	-	48,642,552

* In addition to the above, on 24 December 2024 the company entered agreement 10 investors to raise $2,000,000 via the issuance of convertible notes. This was subsequently increased to $2,252,000 on 24 January 2025. These notes would convert into Shares at the time of the issue and quotation of the Shares on the ASX. As at the date of this report, Paul Qian held $200,000 of these convertible notes and Fiona Tan held $152,000.

This concludes the remuneration report, which has been audited.

Shares under option
There were no unissued ordinary shares of Everlast Minerals Ltd under option outstanding at the date of this report.

Shares under option subsequent to official quotation on ASX

In November 2024, the Board agreed to issue options to the holders of fully paid ordinary shares in the company after July 2020 on a pro-rata basis. On 21 April 2025 a resolution was passed to issue up to 19,812,676 in relation to these options. The options **will be issued** upon successful quotation of the Shares on the ASX. The options are subject to the following terms:

- 4 options for every 1 share held;
- exercise price of 20 cents;
- vesting upon the Company's share price reaching $1.00, based on a VWAP calculation;
- expiry date of 4 years from the date of vesting; and
- to the extent not already satisfied at the date on which the Shares were originally issued, subject to the holder having paid $3,000 per share prior to the exercise of any option.

On 16 May 2025 an Agreement has been entered between the Company and its Lead Manager, that a minimum of 3 million and maximum of 5 million options **will be issued** to the Lead Manager upon the successful IPO. The options have an exercise price of $0.30c per share and an expiry date of three years from the date the options are issued.

Performance rights granted subsequent to official quotation on ASX

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The Company has committed to issuing 2,700,000 performance rights to key management personnel upon completion of the Initial Public Offering and admission to the ASX. The fair value of these performance rights cannot be reliably measured as of the date of this report. The detailed terms of the performance rights are reflected below:

Class	Total	Allocation of Total	Vesting conditions	Exercise Price	Expiry Date
Class A	700,000	- 500,000 to Executive Chairperson - 200,000 to Subsidiary China Region Representative	The Company announcing to ASX that it has signed a legally binding offtake agreement with a bona fide offtake partner for a minimum of 50% of THM (at a minimum cut-off grade of 1.00%) derived from the Gaibandha Mineral Sands Project (for the avoidance of doubt, the 50% threshold does not include THM required for internal requirements pursuant to the Mine and Minerals Rule 2012 of Bangladesh and any other applicable law of the Republic of Bangladesh).	$0.00	30/11/2026
Class B	400,000	- 200,000 to Executive Chairperson - 100,000 to each of the Non-Executive Directors	The Company's Share price achieving a volume weighted average market price of $0.30 over 30 consecutive trading days on which the Company's Shares have traded.	$0.00	30/11/2026
Class C	300,000	- 100,000 to Executive Chairperson - 100,000 to Subsidiary Managing Director - 100,000 to Subsidiary General Manager	The Subsidiary being granted the exploration licence for the Kurigram Mineral Sands Project.	$0.00	30/11/2026
Class D	1,000,000	- 400,000 to Executive Chairperson - 200,000 to Subsidiary Managing Director - 200,000 to Subsidiary General Manager - 200,000 to Subsidiary China Region Representative	The Company announcing the completion of a minimum drilling campaign of 200 holes with a 1.5m interval at a depth of 10m at its Kurigram Mineral Sands Project.	$0.00	30/11/2027
Class E	300,000	- 100,000 to Executive Chairperson - 50,000 to Subsidiary Managing Director - 50,000 to Subsidiary General Manager - 50,000 to each of the Non-Executive Directors	The Company announcing to ASX a JORC compliant Mineral Resource (as defined in the JORC Code) comprising of an indicated and inferred resource of at least 300mt contained THM (at a minimum grade of 1.00%) with respect to its Kurigram Mineral Sands Project.	$0.00	30/11/2028

Shares issued on the exercise of options
There were no ordinary shares of Everlast Minerals Ltd issued on the exercise of options during the year ended 30 June 2025 and up to the date of this report.

Officers of the company who are former partners of RSM Australia Partners
There are no officers of the company who are former partners of RSM Australia Partners.

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Indemnity and insurance of officers
The company has not yet indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith. Once the entity has listed, the entity plans on taking out insurance for the KMP of the company,

Indemnity and insurance of auditor
The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to 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 part of those proceedings.

Non-audit services
During the year there were non-audit services provided by RSM Australia relating to Initial Public Offering (IPO) services. These services were provided by an independent partner outside of the audit team. Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 18 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 18 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor
RSM Australia Partners continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Paul Qian
Executive Chairperson

30 September 2025

AUDITOR'S INDEPENDENCE DECLARATION

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Everlast Minerals 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:

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

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

RSM

RSM AUSTRALIA PARTNERS

GNS

G N Sherwood
Partner

Sydney, NSW
Dated: 30 September 2025

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RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.
RSM Australia Partners ABN 36 965 185 036
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General information

The financial statements cover Everlast Minerals Ltd as a consolidated entity consisting of Everlast Minerals Ltd and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is the consolidated entity's functional and presentation currency.

The company is an unlisted public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is as follows:

Registered office	**Principal place of business**
Level 5, 137-139 Bathurst Street Sydney NSW 2000	320, 20 Dale Street Brookvale NSW 2100

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 September 2025. The directors have the power to amend and reissue the financial statements.

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2025

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	Note	Consolidated 2025 $	Consolidated 2024 $
Revenue			
Interest and other income		114,382	101,879
Expenses			
Employee benefits expense	4	(635,481)	(420,111)
Project expenses	5	(400,700)	(413,246)
Licence fee		(390,385)	(385,012)
Occupancy expense		(13,636)	(11,363)
Depreciation expense		(160,515)	(252,359)
Travel expense		(83,988)	(92,478)
Professional fee expense		(1,305,860)	(368,847)
Other expenses		(77,685)	(99,837)
Finance costs		(391,585)	(6,220)
Fair value loss on remeasurement of derivative liability		(33,314)	-
Share-based payments	26	-	(22,164,000)
Loss on disposal of assets		-	(1,207)
Loss before income tax expense		(3,378,767)	(24,112,801)
Income tax expense	6	(21,676)	(1,813)
Loss after income tax expense for the year attributable to the owners of Everlast Minerals Ltd		(3,400,443)	(24,114,614)
Other comprehensive loss			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		(182,874)	(449,328)
Other comprehensive loss for the year, net of tax		(182,874)	(449,328)
Total comprehensive loss for the year attributable to the owners of Everlast Minerals Ltd		(3,583,317)	(24,563,942)
		Cents	**Cents**
Basic earnings per share	25	(4.25)	(35.52)
Diluted earnings per share	25	(4.25)	(35.52)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

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	Note	Consolidated 30 June 2025 $	Consolidated 30 June 2024 $
Assets			
Current assets			
Cash and cash equivalents	7	532,383	1,308,885
Other assets	8	305,035	161,153
Total current assets		837,418	1,470,038
Non-current assets			
Investments	10	503,142	529,588
Property, plant and equipment	9	1,610,272	1,726,733
Right-of-use assets		59,402	31,486
Intangible assets		1,769	1,769
Other assets	8	405,792	546,052
Total non-current assets		2,580,377	2,835,628
Total assets		3,417,795	4,305,666
Liabilities			
Current liabilities			
Trade and other payables		2,723	6,073
Convertible Notes	11	2,666,312	-
Lease liabilities		55,615	23,131
Total current liabilities		2,724,650	29,204
Total liabilities		2,724,650	29,204
Net assets		693,145	4,276,462
Equity			
Issued capital	12	107,117,060	107,117,060
Reserves	13	(323,205)	(140,331)
Accumulated losses		(106,100,710)	(102,700,267)
Total equity		693,145	4,276,462

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2025

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Consolidated	Issued capital $	Other equity $	Foreign currency translation reserves $	Accumulated losses $	Total equity $
Balance at 1 July 2023	83,625,672	139,464	(72,544)	(78,585,653)	5,106,939
Loss after income tax expense for the year	-	-	-	(24,114,614)	(24,114,614)
Other comprehensive loss for the year, net of tax	-	-	(449,328)	-	(449,328)
Total comprehensive loss for the year	-	-	(449,328)	(24,114,614)	(24,563,942)
Transactions with owners in their capacity as owners:					
Shares issued, net of transaction costs (note 12)	23,491,388	-	-	-	23,491,388
Shareholder advances to the Subsidiary	-	242,077	-	-	242,077
Balance at 30 June 2024	107,117,060	381,541	(521,872)	(102,700,267)	4,276,462

Consolidated	Issued capital $	Other equity $	Foreign currency translation reserves $	Accumulated losses $	Total equity $
Balance at 1 July 2024	107,117,060	381,541	(521,872)	(102,700,267)	4,276,462
Loss after income tax expense for the year	-	-	-	(3,400,443)	(3,400,443)
Other comprehensive loss for the year, net of tax	-	-	(182,874)	-	(182,874)
Total comprehensive loss for the year	-	-	(182,874)	(3,400,443)	(3,583,317)
Balance at 30 June 2025	107,117,060	381,541	(704,746)	(106,100,710)	693,145

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2025

	Note	Consolidated 2025 $	Consolidated 2024 $
Cash flows from operating activities			
Payments to suppliers and employees (inclusive of GST)		(2,986,306)	(1,806,797)
Interest received		68,614	7,512
Net cash used in operating activities	24	(2,917,692)	(1,799,285)
Cash flows from investing activities			
Payments for investments		-	(529,588)
Payments for property, plant and equipment		(82,546)	(1,496,196)
Net cash used in investing activities		(82,546)	(2,025,784)
Cash flows from financing activities			
Proceeds from issue of shares, net of share issue costs	12	-	1,327,388
Proceeds from issue of convertible notes		2,252,000	-
Interest and other finance costs paid		(28,264)	-
Net cash from financing activities		2,223,736	1,327,388
Net decrease in cash and cash equivalents		(776,502)	(2,497,681)
Cash and cash equivalents at the beginning of the financial year		1,308,885	3,806,566
Cash and cash equivalents at the end of the financial year	7	532,383	1,308,885

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

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Note 1. Material accounting policy information

The accounting policies that are material to the consolidated entity are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Basis of preparation
These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention.

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 consolidated entity'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 2.

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 discharge of liabilities in the normal course of business.

As disclosed in the financial statements, the consolidated entity incurred a loss of $3,400,443 and had net cash outflows from operating activities of $2,917,692 for the year ended 30 June 2025. As at that date the consolidated entity had net current liabilities of $1,887,232 and net assets of $693,145.

The Directors believe that that it is reasonably foreseeable that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the following factors:

- As stated in note 23, on 23 September 2025, the Company successfully completed an initial public offering and was admitted to the ASX. The IPO resulted in the issuance of 30,000,000 new ordinary shares at an offer price of $0.20 per share, raising gross proceeds of approximately $6 million. As a result of the IPO, and in accordance with the terms of the outstanding convertible notes at year end, all outstanding notes as reflected in note 11 were converted into ordinary shares (at a discount to the IPO price. As a result, the derivative liability and the host financial liability reflected in this note were derecognised, and equity was recognised in their place.
- The directors believe that the available cash balance following the IPO will be adequate to fund operations for the 12 months following the date of the financial report.

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Note 1. Material accounting policy information (continued)

Convertible Notes with Embedded Derivatives
During the year and prior to the IPO, the Group issued convertible notes to select investors that included a conversion feature whereby the notes automatically convert into equity on successful IPO at a price between 20% and 80% of the IPO price. The IPO subsequently occurred post year-end on 23 September 2025 and has been disclosed as a non-adjusting subsequent event.

Initial recognition
The conversion feature does not meet the definition of an equity instrument, and as such the conversion feature has been valued and recognised as a derivative liability in accordance with AASB 9 *Financial Instruments*. On initial recognition, the derivative liability is measured at fair value, determined using a Monte Carlo simulation model that incorporates assumptions regarding IPO timing, share price volatility and discount ranges. The residual value, being the difference between the proceeds received and the fair value of the derivative, is allocated to the original debt liability i.e. the convertible notes.

Subsequent recognition
Subsequently, the derivative liability is remeasured to fair value at each reporting date, with changes in fair value recognised in profit or loss. The host liability is measured at amortised cost using the effective interest method, with interest expense recognised in profit or loss over the term of the instrument.

Conversion/derecognition
On conversion, the carrying amounts of the host liability and derivative liability are derecognised, and equity instruments are recognised at the carrying amounts of the liabilities extinguished. No gain or loss is recognised on conversion. Should the convertible notes be redeemed for cash, both the host and derivative liabilities are derecognised, with any difference between the carrying amounts and the settlement amount recognised in profit or loss.

Property, plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Buildings	40 years
Leasehold improvements	3-10 years
Plant and equipment	3-7 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Employee benefits

Share-based payments
Equity-settled compensation benefits are provided to employees.

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Note 1. Material accounting policy information (continued)

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Exploration and evaluation expenditure

On 20 June 2024 the Bureau of Mineral Development (BMD) under the Energy and Mineral Resources Division of the Ministry of Power, Energy and Mineral Resources, Bangladesh signed Mining Lease Agreements for 3 mining blocks with Everlast Minerals Limited (“EML”), the wholly owned subsidiary of Everlast Minerals Pty Limited incorporated in Bangladesh. It has been the policy of the consolidated entity to expense all historical exploration and evaluation expenditure as it was incurred up and until such time as it obtained the Mining Lease Agreements.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

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Note 1. Material accounting policy information (continued)

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2025. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions
The consolidated entity measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date when goods or services are received. Share-based payments to employees, suppliers, related parties, and other parties have been treated the same as employee share-based payments and measured at the fair value of the shares issued as it was not possible to reliably estimate the value of any services received. There is significant judgment and estimation uncertainty when determining the fair value of the equity instruments. Management has exercised their judgement in determining the fair value of the shares issued for share-based payments with reference to the last known share price for an arms-length share issue for cash. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Convertible Notes and the fair value of the debt and derivative conversion option
The Company has issued convertible notes which contain both a debt component and a derivative conversion feature. In preparing the financial statements, management has made critical judgements, estimates and assumptions in assessing the appropriate accounting treatment and measurement of these instruments.

The debt component is recognised at fair value using a market discount rate for similar debt without a conversion feature, while the derivative conversion option is measured at fair value through profit or loss using an option pricing model. The valuation requires the use of key assumptions, including share price, expected volatility, option life, risk-free rates and dividend yield. Changes in these assumptions may result in material movements in the reported fair value of the derivative liability.

Estimation of useful lives of assets
The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Note 3. Operating segments

Identification of reportable operating segments
The consolidated entity operates in the minerals exploration sector. The principle activity of the Company is exploration for mineral sands in Bangladesh. The consolidated entity classifies these activities under a single operating segment, the Bangladeshi exploration projects. Regarding this exploration operating segment, the Chief Operating Decision Maker (determined to be the Board of Directors) receives information on the exploration expenditure incurred and makes decisions based on this data. There is no aggregation of operating segments.

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Note 3. Operating segments (continued)

Operating segment information

Consolidated - 2025	Australia $	Bangladesh $	Total $
EBITDA	(2,174,702)	(618,651)	(2,793,353)
Depreciation and amortisation	(16,911)	(143,604)	(160,515)
Finance costs	(380,998)	(10,587)	(391,585)
Fair Value loss on derivative liability	(33,314)	-	(33,314)
Loss before income tax expense	(2,605,925)	(772,842)	(3,378,767)
Income tax expense			(21,676)
Loss after income tax expense			(3,400,443)
Assets			
Segment assets	1,215,629	2,202,166	3,417,795
Total assets			3,417,795
Liabilities			
Segment liabilities	2,637,897	86,753	2,724,650
Total liabilities			2,724,650

Consolidated - 2024	Australia $	Bangladesh $	Total $
EBITDA	(22,660,617)	(1,193,606)	(23,854,223)
Depreciation and amortisation	(465)	(251,894)	(252,359)
Finance costs	-	(6,219)	(6,219)
Loss before income tax expense	(22,661,082)	(1,451,719)	(24,112,801)
Income tax expense			(1,813)
Loss after income tax expense			(24,114,614)
Assets			
Segment assets	2,104,327	2,201,339	4,305,666
Total assets			4,305,666
Liabilities			
Segment liabilities	6,073	23,131	29,204
Total liabilities			29,204

Note 4. Employee benefits expense

	Consolidated 2025 $	Consolidated 2024 $
Salaries and wages	570,786	277,866
Superannuation	36,229	12,375
Other employee benefit	28,466	129,870
	635,481	420,111

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Note 5. Project expenses

	Consolidated 2025 $	Consolidated 2024 $
Licensing and exploration cost	360,242	326,851
Labour cost	40,458	86,395
	400,700	413,246

Note 6. Income tax expense

	Consolidated 2025 $	Consolidated 2024 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(3,378,767)	(24,112,801)
Tax at the statutory tax rate of 30%	(1,013,630)	(7,233,840)
Current year tax losses not recognised and other timing differences	1,035,306	7,235,653
Income tax expense	21,676	1,813

Management has exercised their judgement in determining that no deferred tax asset will be raised on estimated tax losses as there is uncertainty in relation to the Group's ability to utilise these tax losses. The Group has approximately $5,293,959 (30 June 2024: $2,691,542) of estimated tax losses for which no deferred tax asset has been raised. The tax losses reported relate to the Australian parent entity only as there is uncertainty whether the tax losses in Bangladesh can be carried forward and offset against future taxable income.

Note 7. Cash and cash equivalents

	Consolidated 30 June 2025 $	Consolidated 30 June 2024 $
Current assets		
Cash on hand	41,754	-
Cash at bank	490,629	1,308,885
	532,383	1,308,885

Note 8. Other assets

	Consolidated 30 June 2025 $	Consolidated 30 June 2024 $
Current assets		
Prepayments (ii)	211,427	161,153
Deferred capital raising costs (i)	66,867	-
GST receivable	26,741	-
	305,035	161,153
Non-current assets		
Prepayments (ii)	405,792	546,052

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Note 8. Other assets (continued)

(i) The Group has incurred costs directly attributable to the initial public offering which successfully occurred subsequent to year end. Such costs are deferred on the balance sheet as a prepayment within current assets until the equity instruments are issued. Once the equity instruments have been issued, these costs will be offset against the equity proceeds received.

(ii) The prepayment relates to a license fee paid in advance to Everlast Technology Pty Limited (Everlast Technology) for the continued use and operational maintenance of the mining software the company uses. The agreement was entered into on 1 October 2022 and is for a period of seven years. Everlast Technology is a related party by virtue of common shareholders and directors.

Note 9. Property, plant and equipment

	Consolidated 30 June 2025 $	Consolidated 30 June 2024 $
Non-current assets		
Land - at cost	100,655	91,524
Mining and other exploration equipment - at cost	1,218,237	1,208,394
Less: Accumulated depreciation	(350,631)	(262,431)
	867,606	945,963
Mining infrastructure - at cost	530,363	534,155
Less: Accumulated depreciation	(55,721)	(31,732)
	474,642	502,423
Office equipment - at cost	40,850	39,661
Less: Accumulated depreciation	(15,160)	(11,121)
	25,690	28,540
Motor vehicles - at cost	188,219	183,878
Less: Accumulated depreciation	(46,540)	(25,595)
	141,679	158,283
	1,610,272	1,726,733

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Land $	Mining and other exploration equipment $	Mining infrastructure $	Office equipment $	Motor vehicles $	Total $
Balance at 1 July 2023	-	261,161	82,990	28,437	53,588	426,176
Additions	91,524	850,723	445,200	-	115,719	1,503,166
Exchange differences	-	16,473	2,402	3,570	(3,660)	18,785
Depreciation expense	-	(182,394)	(28,169)	(3,467)	(7,364)	(221,394)
Balance at 30 June 2024	91,524	945,963	502,423	28,540	158,283	1,726,733
Additions	11,991	47,605	12,901	3,578	6,471	82,546
Exchange differences	(2,860)	(26,063)	(14,794)	(1,923)	(1,174)	(46,814)
Depreciation expense	-	(99,899)	(25,888)	(4,505)	(21,901)	(152,193)
Balance at 30 June 2025	100,655	867,606	474,642	25,690	141,679	1,610,272

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Note 10. Investments

	Consolidated 30 June 2025 $	Consolidated 30 June 2024 $
Non-current assets		
Investment in FDR	503,142	529,588

Refer to note 16 for further information on fair value measurement.

The above investment represents a fixed deposit receipt (FDR) of USD$352,000 with maturity date of 13 June 2025. The interest rate of the term deposit is 6.65% per annum. The deposit was made to Shahjalal Islami Bank for the Bank to issue a bank guarantee for an amount of ৳37,576,000 in Bangladeshi Taka in favour of the Bureau of Mineral Development Bangladesh. The bank guarantee will expire on 21 June 2034. The term deposit will be required to roll forward to next term on an annual basis towards the end of the bank guarantee expiry date and has consequently been classified as a non-current asset.

Note 11. Convertible Notes

	Consolidated 30 June 2025 $	Consolidated 30 June 2024 $
Current liabilities		
Convertible Notes - Financial Liability - Tranche 1	403,584	-
Convertible Notes - Financial Liability - Tranche 2	400,626	-
Convertible Notes - Derivative Liability - Tranche 1	124,008	-
Convertible Notes - Derivative Liability - Tranche 2	1,738,094	-
	2,666,312	-

On 24 December 2024, the Company entered into agreements with investors to raise up to $2,000,000 via the issuance of unsecured pre-IPO convertible notes. The notes are to convert into fully paid ordinary shares immediately prior to, or at the time of, the Company's listing on the ASX at a 20% discount (Tranche 1) or a 50% discount (Tranche 2) to the IPO issue price. On 24 January 2025, the Company and investors agreed to vary the terms so that the maximum amount of funds to be raised was equal to the amount actually received, being $2,252,000.

The notes have a two-year maturity but will either convert upon an IPO/RTO or, if no listing occurs by maturity, may be redeemed at face value or converted at either 20% or 50% of the most recent capital raising price. The notes are unsecured, subordinated to secured creditors, and do not carry interest, dividend, or voting rights. As the Company is expected to list on the ASX in the next 12 months, the notes have been classified as current liabilities.

The conversion feature does not meet the definition of an equity instrument, and as such the conversion feature has been valued and recognised as a derivative liability in accordance with AASB 9 *Financial Instruments*. On initial recognition, the derivative liability is measured at fair value, determined using a Monte Carlo simulation model that incorporates assumptions regarding IPO timing, share price volatility and discount ranges. Please refer to note 16 for further details on the inputs used to calculate the fair value of the constituent parts of the convertible notes.

Reconciliation of the convertible notes entered into during the year and as at the end of the current financial year are set out below:

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Note 11. Convertible Notes (continued)

Reconciliation of convertible notes for year ended 30 June 2025	Tranche 1 Financial liability $	Tranche 1 Derivative liability $	Tranche 2 Financial liability $	Tranche 2 Derivative liability $	Total $
Convertible Notes entered into on 24 January 2025:	378,211	121,789	45,001	1,706,999	2,252,000
Fair value loss on derivative liability recognised on revaluation at year end	-	2,219	-	31,095	33,314
Interest charge booked on financial liability for 5-month period to 30 June 2025	25,373	-	355,625	-	380,998
Convertible Notes as at 30 June 2025:	403,584	124,008	400,626	1,738,094	2,666,312

Refer to note 15 for further information on financial instruments.

Note 12. Issued capital

	Consolidated			
	30 June 2025 Shares	30 June 2024 Shares	30 June 2025 $	30 June 2024 $
Ordinary shares - fully paid	79,970,004	79,970,004	107,117,060	107,117,060

Movements in ordinary share capital

Details		Number of shares	Issue price	Shares issued at cost $	Share-based payments fair value premium $	Total issued capital $
Balance 1 July 2023		64,992,204		8,800,496	74,825,176	83,625,672
Shares issued (Cash)	18/01/2024	116,388	$1.547	180,000	-	180,000
Share based payment	22/01/2024	4,770,000	$0.001	2,500	7,500,000	7,502,500
Shares issued (Cash)	23/04/2024	574,308	$1.567	900,000	-	900,000
Shares issued (Cash)	10/06/2024	190,800	$1.572	300,000	-	300,000
Share based payment	10/06/2024	9,326,304	$0.001	4,888	14,664,000	14,668,888
Share issue costs (Cash)		-	$0.000	-	-	(60,000)
Balance 30 June 2024		79,970,004		10,187,884	96,989,176	107,117,060
Balance 30 June 2025		79,970,004		10,187,884	96,989,176	107,117,060

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share-based payments fair value premium
The share-based payment fair value premium is the difference between the nominal value of the shares issued assigned by the company and the fair value of the shares.

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Note 12. Issued capital (continued)

Share buy-back
There is no current on-market share buy-back.

Capital risk management
The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

Shares under option subsequent to official quotation on ASX
In November 2024, the Board agreed to issue options to the holders of fully paid ordinary shares in the company after July 2020 on a pro-rata basis. On 21 April 2025 a resolution was passed to issue up to 19,812,676 in relation to these options. The options **will be issued** upon successful quotation of the Shares on the ASX. The options are subject to the following terms:

- 4 options for every 1 share held;
- exercise price of 20 cents;
- vesting upon the Company's share price reaching $1.00, based on a VWAP calculation;
- expiry date of 4 years from the date of vesting; and
- to the extent not already satisfied at the date on which the Shares were originally issued, subject to the holder having paid $3,000 per share prior to the exercise of any option.

On 16 May 2025 an Agreement has been entered between the Company and its Lead Manager, that a minimum of 3 million and maximum of 5 million options **will be issued** to the Lead Manager upon the successful IPO. The options have an exercise price of $0.30c per share and an expiry date of three years from the date the options are issued.

Note 13. Reserves

	Consolidated	
	30 June 2025	30 June 2024
	$	$
Other equity	381,541	381,541
Foreign currency reserve	(704,746)	(521,872)
	(323,205)	(140,331)

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Other equity
The balance comprises two amounts. The first transaction of $139,464 in the 2023 financial year represents shareholder loans that were forgiven. The loan forgiveness has been treated as a transaction in the shareholders capacity as an owner rather than a lender and consequently the loan forgiveness has been taken to other equity. The second amount of $242,077 in the 2024 financial year represents additional shareholder advances to the Subsidiary which are to be repaid at the discretion of the Subsidiary and have therefore been treated as other equity.

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Note 13. Reserves (continued)

Movements in reserves
Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Other equity $	Foreign currency translation reserve $	Total $
Balance at 1 July 2023	139,464	(72,544)	66,920
Foreign currency translation	-	(449,328)	(449,328)
Shareholder advances to the subsidiary	242,077	-	242,077
Balance at 30 June 2024	381,541	(521,872)	(140,331)
Foreign currency translation	-	(182,874)	(182,874)
Balance at 30 June 2025	381,541	(704,746)	(323,205)

Note 14. Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 15. Financial instruments

Market risk

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

The consolidated entity is not exposed to any significant market risk (including price risk and interest rate risk) other than foreign currency risk, discussed below.

Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity.

The consolidated entity does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics other than its bankers.

Liquidity risk
Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

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Note 15. Financial instruments (continued)

The Group has AU$532,383 in cash as at the reporting date. As stated in Note 1, the Company completed an Initial Public Offering (IPO) transaction and listed on the ASX on 23 September 2025 following a raise of $6million.

As stated in note 23, as a result of the IPO, and in accordance with the terms of the outstanding convertible notes at year end, all outstanding notes were converted into ordinary shares at a discount to the IPO price. As a result, the derivative liability and the host financial liability recognised at 30 June 2025 were derecognised, and equity was recognised in their place. The funds raised provide sufficient liquidity to progress a comprehensive work program across its mineral sands portfolio.

Ultimate responsibility for liquidity risk management rests with the board of directors, which periodically reviews the consolidate entities short, medium and long-term funding and liquidity management requirements. The consolidated entity manages liquidity risk by maintaining reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities where possible.

Note 16. Fair value measurement

Fair value hierarchy
The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
Level 3: Unobservable inputs for the asset or liability

Consolidated - 30 June 2025	Level 1 $	Level 2 $	Level 3 $	Total $
Liabilities				
Convertible Notes	-	-	1,862,102	1,862,102
Total liabilities	-	-	1,862,102	1,862,102

There were no transfers between levels during the financial year.

Valuation techniques for fair value measurements categorised within level 2 and level 3
The conversion feature attached to the convertible notes does not meet the definition of an equity instrument, and as such the conversion feature has been valued and recognised as a derivative liability in accordance with AASB 9 *Financial Instruments*. On initial recognition, the derivative liability is measured at fair value, determined using a Monte Carlo simulation model that incorporates assumptions regarding IPO timing, share price volatility and discount ranges. The residual value, being the difference between the proceeds received and the fair value of the derivative, is allocated to the original debt liability i.e. the convertible notes.

The valuation model inputs used to determine the fair value of the derivative liability at inception and at 30 June 2025 are as follows:

24 January 2025

Valuation date	**Expected conversion date**	**Spot price at valuation date** $	**Risk free rate** %	**Volatility** %	**Dividend Yield** %	**Conversion discount** %	**Principal value of loans outstanding** **$**	**Embedded derivative value** $
24/01/2025	30/09/2025	$0.20	3.81%	90.00%	-	20.00%	500,000	121,789
24/01/2025	30/09/2025	$0.20	3.81%	90.00%	-	50.00%	1,752,000	1,706,999

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Note 16. Fair value measurement (continued)

30 June 2025

Valuation date	Earlier of maturity date or conversion date	Spot price at valuation date $	Risk free rate %	Volatility %	Dividend Yield %	Conversion discount %	Principal value of loans outstanding $	Embedded derivative value $
30/06/2025	30/09/2025	$0.20	3.16%	90.00%	-	20.00%	500,000	124,008
30/06/2025	30/09/2025	$0.20	3.16%	90.00%	-	50.00%	1,752,000	1,738,094

The Company issued convertible notes with a two-year term maturing on 24 January 2027. The proceeds from the convertible notes were intended to fund the planned IPO and to provide for operating costs. As the IPO was scheduled for Q3 of the 2025 calendar year, a maturity date of 30 September 2027 was applied in the financial modelling for alignment with the expected IPO timeline, rather than the actual contractual maturity date.

Level 3 assets and liabilities
Movements in level 3 assets and liabilities during the current and previous financial year are set out below:

Consolidated	Convertible Notes $
Balance at 1 July 2023	-
Balance at 30 June 2024	-
Transfers into level 3 on recognition of convertible note liability	(2,252,000)
Losses recognised in profit or loss on revaluation of derivative liability	(33,314)
Interest charge booked on financial liability	(380,998)
Balance at 30 June 2025	(2,666,312)

Note 17. Key management personnel disclosures

Directors
The following people held office as directors of the company during the financial year:

Paul Qian	Executive Chairperson
Bruce Fulton	Non-executive Director
George Edwards	Non-executive Director
Gregory Starr	Non-executive Director
Fiona Tan	Chief Financial Officer
Yi (Sky) Zhang	Business Development Manager

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Note 17. Key management personnel disclosures (continued)

Other key management personnel
There were no other key persons also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial year.

Compensation
The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated 2025 $	Consolidated 2024 $
Short-term employee benefits	422,770	162,375
Share-based payments	-	15,774,000
	422,770	15,936,375

Note 18. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by RSM Australia Partners, the auditor of the company:

	Consolidated 2025 $	Consolidated 2024 $
Audit services - RSM Australia Partners		
Audit of the financial statements	100,000	145,000
Other services - RSM Australia Partners		
Preparation of the financial statements	-	7,500
Preparation of the limited assurance report	77,250	70,000
Valuation services	7,725	-
	84,975	77,500
	184,975	222,500

Note 19. Contingencies and Commitments

On 20 June 2024 the Bureau of Mineral Development (BMD) under the Energy and Mineral Resources Division of the Ministry of Power, Energy and Mineral Resources, Bangladesh signed Mining Lease Agreements for 3 mining blocks with Everlast Minerals Limited (“EML”), the wholly owned subsidiary of the consolidated entity incorporated in Bangladesh. The signing of the Mining Lease Agreement has resulted in guarantees of BDT 37.58 million (approximately AUD$ 481,000) and a security deposit of USD$352,000 being required to be provided by EML to the Bureau of Mineral Development. In addition, EML will be required to pay a royalty to the Bangladesh Government of 15 percent of pit mouth value and annual license fees of BDT 1.12 million (approximately AUD$ 15,000).

The Company has committed to issuing 2,700,000 performance rights to key management personnel upon completion of the Initial Public Offering and admission to the ASX. The fair value of these performance rights cannot be reliably measured as of the date of this report. The detailed terms of the performance rights are reflected below:

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Note 19. Contingencies and Commitments (continued)

Class	Total	Allocation of Total	Vesting conditions	Exercise Price	Expiry Date
Class A	700,000	- 500,000 to Executive Chairperson - 200,000 to Subsidiary China Region Representative	The Company announcing to ASX that it has signed a legally binding offtake agreement with a bona fide offtake partner for a minimum of 50% of THM (at a minimum cut-off grade of 1.00%) derived from the Gaibandha Mineral Sands Project (for the avoidance of doubt, the 50% threshold does not include THM required for internal requirements pursuant to the Mine and Minerals Rule 2012 of Bangladesh and any other applicable law of the Republic of Bangladesh).	$0.00	30/11/2026
Class B	400,000	- 200,000 to Executive Chairperson - 100,000 to each of the Non-Executive Directors	The Company's Share price achieving a volume weighted average market price of $0.30 over 30 consecutive trading days on which the Company's Shares have traded.	$0.00	30/11/2026
Class C	300,000	- 100,000 to Executive Chairperson - 100,000 to Subsidiary Managing Director - 100,000 to Subsidiary General Manager	The Subsidiary being granted the exploration licence for the Kurigram Mineral Sands Project.	$0.00	30/11/2026
Class D	1,000,000	- 400,000 to Executive Chairperson - 200,000 to Subsidiary Managing Director - 200,000 to Subsidiary General Manager - 200,000 to Subsidiary China Region Representative	The Company announcing the completion of a minimum drilling campaign of 200 holes with a 1.5m interval at a depth of 10m at its Kurigram Mineral Sands Project.	$0.00	30/11/2027
Class E	300,000	- 100,000 to Executive Chairperson - 50,000 to Subsidiary Managing Director - 50,000 to Subsidiary General Manager - 50,000 to each of the Non-Executive Directors	The Company announcing to ASX a JORC compliant Mineral Resource (as defined in the JORC Code) comprising of an indicated and inferred resource of at least 300mt contained THM (at a minimum grade of 1.00%) with respect to its Kurigram Mineral Sands Project.	$0.00	30/11/2028

Note 20. Related party transactions

Parent entity
Everlast Minerals Ltd is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 22.

Key management personnel
Disclosures relating to key management personnel are set out in note 17 and the remuneration report included in the directors' report.

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Note 20. Related party transactions (continued)

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated 2025 $	Consolidated 2024 $
Payment for goods and services:		
Payment for office rent to Creative Mortgages Pty Ltd (director-related entity of Paul Qian)	13,636	10,909
Payment for licence fees to Everlast Technology Pty Ltd (director-related entity of Paul Qian)	380,260	380,260
Payment for commission for capital raising costs to Creative Mortgages Pty Ltd (director-related entity of Paul Qian)	112,600	60,000

Receivable from and payable to related parties
There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties
The following balances are outstanding at the reporting date in relation to loans with related parties:

	Consolidated 30 June 2025 $	Consolidated 30 June 2024 $
Current receivables:		
Loan to EML (Bangladesh)*	6,402,720	5,449,109

* The loan to Everlast Minerals Limited (the Subsidiary) has been treated as an equity investment at the parent entity level and has been eliminated in the Group's consolidated financial statements. The total loan facility is unsecured and interest free. The loan term is 10 years commencing from 9 October 2020. Everlast Minerals Limited (the borrower) shall repay the loan only when it earns sufficient net profit from its business in this 10-year loan term. The repayment of the loan will not be required if Everlast Minerals Limited fail to earn sufficient net profit from its business to service the loan and this loan will become null and void without repayment. The loan was approved by Paul Qian (Executive Chairperson of the consolidated entity) on 9 October 2020.

Terms and conditions
The Directors are of the opinion that all transactions were made on normal commercial terms and conditions and at market rates.

Note 21. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent 2025 $	Parent 2024 $
Loss after income tax	(2,605,925)	(23,214,625)
Total comprehensive loss	(2,605,925)	(23,214,625)

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Note 21. Parent entity information (continued)

Statement of financial position

	Parent	
	30 June 2025 $	30 June 2024 $
Total current assets	697,756	1,450,176
Total assets	7,618,349	7,545,797
Total current liabilities	2,637,897	-
Total liabilities	2,637,897	-
Equity		
Issued capital	107,117,060	107,117,060
Other equity	431,909	139,464
Foreign currency reserve	684,354	154,284
Accumulated losses	(103,252,871)	(99,865,011)
Total equity	4,980,452	7,545,797

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2025 and 30 June 2024.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2025 and 30 June 2024.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2025 and 30 June 2024.

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

Note 22. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiary in accordance with the accounting policy described in note 1:

		Ownership interest	
Name	Principal place of business / Country of incorporation	30 June 2025 %	30 June 2024 %
Everlast Minerals Limited	Bangladesh	100%	100%

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Note 23. Events after the reporting period

On 23 September 2025, the Company successfully completed an initial public offering and was admitted to the ASX. The IPO resulted in the issuance of 30,000,000 new ordinary shares at an offer price of $0.20 per share, raising gross proceeds of approximately $6 million. The funds raised will be used for to progress a comprehensive work program across its mineral sands portfolio.

As a result of the IPO, and in accordance with the terms of the outstanding convertible notes at year end, all outstanding notes were converted into ordinary shares at a discount of 20% or 50% to the IPO price. As a result, the derivative liability and the host financial liability recognised at 30 June 2025 in note 11 were derecognised, and equity was recognised in their place.

In addition, as a result of the IPO, as disclosed in note 12 and note 19 respectively, there were up to 19,812,676 options issued to the holders of fully paid ordinary shares in the company after July 2020 on a pro-rata basis as well as 2,700,000 performance rights to key management personnel.

This IPO, the subsequent conversion of notes, and the issue of the options and performance rights occurred after the reporting date and is therefore treated as a non-adjusting subsequent event. No adjustment has been made to the financial statements as at 30 June 2025.

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

Note 24. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated	
	2025	2024
	$	$
Loss after income tax expense for the year	(3,400,443)	(24,114,614)
Adjustments for:		
Foreign exchange differences	55,156	(79,597)
Depreciation and amortisation	160,515	252,359
Share-based payments	-	22,164,000
Reserves movement	-	(193,934)
Net loss on disposal of non-current assets	-	1,207
Costs initially classified as capitalised costs in relation to the initial IPO application that was subsequently abandoned	935,000	-
Fair value loss on remeasurement of derivative liability	33,314	-
Interest charge booked on financial liability	380,998	-
Change in operating assets and liabilities:		
Decrease/(increase) in other assets	(1,078,882)	176,760
Decrease in trade and other payables	(3,350)	(5,466)
Net cash used in operating activities	(2,917,692)	(1,799,285)

Note 25. Earnings per share

	Consolidated	
	2025	2024
	$	$
Loss after income tax attributable to the owners of Everlast Minerals Ltd	(3,400,443)	(24,114,614)

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Note 25. Earnings per share (continued)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share*	79,970,004	67,893,274
Weighted average number of ordinary shares used in calculating diluted earnings per share*	79,970,004	67,893,274

* Subsequent to year-end, as part of the preparation for IPO, the company conducted a share split on a 1:1,908 basis. This share split has been accounted for retrospectively as an adjustment in the issued capital table above.

	Cents	Cents
Basic earnings per share	(4.25)	(35.52)
Diluted earnings per share	(4.25)	(35.52)

Note 26. Share-based payments

During the year ended 30 June 2024, the company issued 14,096,304 shares to various employees, related parties, service providers, and other parties. These share issues have been treated as share-based payments and have been measured at the fair value of the shares on the date when the shares were issued. See note 2 for specific judgements and estimation uncertainty in relation to share based payments.

Set out below are summaries of shares issued to employees, related parties, service providers, and other parties:

Issue date	Number of shares granted 2025	Number of shares granted 2024*	Fair Value per share $	Share-based payments $	Share-based payments $
22/01/2024	-	4,770,000	$1.570	-	7,500,000
10/06/2024	-	9,326,304	$1.570	-	14,664,000
	-	14,096,304		-	22,164,000

* Subsequent to year-end, as part of the preparation for IPO, the company conducted a share split on a 1:1,908 basis. This share split has been accounted for retrospectively as an adjustment in the summary of shares issued table above.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
Everlast Minerals Ltd	Body corporate	Australia	100.00%	Australia
Everlast Minerals Limited	Body corporate	Bangladesh	100.00%	Bangladesh

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DIRECTORS' DECLARATION

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2025 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

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

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Paul Qian
Executive Chairperson

30 September 2025

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INDEPENDENT AUDITOR'S REPORT
To the Members of Everlast Minerals Ltd

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Everlast Minerals Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

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

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

Basis for Opinion

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

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

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Key Audit Matters

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

Key Audit Matter	How our audit addressed this matter
Fair Value of Convertible Notes Refer to Note 11 in the financial statements	
On 24 December 2024 the company entered agreement with 10 investors to raise $2,000,000 via the issuance of convertible notes. These notes would convert into Shares at the time of the issue and quotation of the Shares on the ASX. This agreement provided that the maximum amount of funds to be raised pursuant to the Offer was $2,000,000. On 24 January 2025, the company varied the agreement with the investors so that the maximum amount of funds to be raised was equal to the amount actually received, being $2,252,000. On initial recognition, the derivative liability is measured at fair value, determined using a Monte Carlo simulation model that incorporates assumptions regarding IPO timing, share price volatility and discount ranges. The residual value, being the difference between the proceeds received and the fair value of the derivative, is allocated to the original debt liability i.e. the convertible notes. Subsequently, the derivative liability is remeasured to fair value at each reporting date, with changes in fair value recognised in profit or loss. The host liability is measured at amortised cost using the effective interest method, with interest expense recognised in profit or loss over the term of the instrument. RSM considered this as a key audit matter due to the fact that accounting for convertible notes is non-routine and technically complex. In addition, there is significant estimation uncertainty and judgment required in relation to the inputs into the financial modelling and the assumptions made.	Our audit procedures in relation to the fair value of convertible notes included the following: • Reviewing the convertible note deeds to obtain an understanding of the key terms and conditions; • Evaluating the proposed accounting treatment to determine whether it is in compliance with Australian Accounting Standards; • Considered the accounting advice provided by management expert in determining that the instrument is a hybrid instrument, consisting of a host liability and a derivative liability, and therefore classified as a financial liability; • Reviewed the accounting advice provided by managements expert in relation to the determination of the fair value of the instrument at inception, and its subsequent remeasurement as at balance date; • Evaluated the reasonableness of key inputs to the valuation model; • Evaluate the competence, capabilities, and objectivity of management expert; • Obtain an understanding of the work of the expert; and • Assessing the appropriateness of the disclosures in respect of the borrowings and the derivative financial liability.

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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 the 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

b. the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

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

i. the financial report (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

ii. the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf. This description forms part of our auditor's report.

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REPORT ON THE REMUNERATION REPORT

Opinion on the Remuneration Report

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

In our opinion, the Remuneration Report of Everlast Minerals 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.

G N Sherwood
Partner

RSM Australia Partners
Sydney, 30 September 2025

ADDITIONAL INFORMATION

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The following additional information is required by the Australian Securities Exchange in respect of listed public companies.

The shareholder information set out below was applicable as at 21 October 2025.

1 Equity security holders

Ordinary share capital

The Company has 130,615,004 fully paid ordinary shares on issue held by 477 individual shareholders.

Each fully paid ordinary share entitles the holder to one vote at a general meeting of shareholders.

Unquoted options on issue

The Company has 24,812,672 unquoted options on issue held by 13 individual option holders.

There are no voting rights attached to these options.

Unquoted performance rights

The Company has 2,600,000 unquoted performance rights on issue held by 6 individual performance right holders.

There are no voting rights attached to these performance rights.

Analysis of number of shareholders by size of holding

Holding Ranges	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	26	16,880	0.01%
above 1,000 up to and including 5,000	61	168,956	0.13%
above 5,000 up to and including 10,000	198	1,927,732	1.48%
above 10,000 up to and including 100,000	124	4,237,147	3.24%
above 100,000	68	124,264,289	95.14%
Totals	**477**	**130,615,004**	**100.00%**

38 holders holding a total of 31,054 shares held less than a marketable parcel of fully paid ordinary shares based on the most recently traded share price of $0.355.

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2 Top 20 Shareholders

Holder Name	Holding	% IC
EVERLAST RESOURCES PTY LTD	37,696,356	28.86%
WEIGUO GU	10,000,000	7.66%
MR KUN LI	10,000,000	7.66%
THRIVE PLUS LIMITED	7,670,160	5.87%
GEORGE EDWARDS	6,424,236	4.92%
AUSTRAL EVOLVE PTY LTD <IDYLLIC FAMILY A/C>	6,302,124	4.83%
KAILIN JI	3,854,160	2.95%
PAUL QIAN	3,434,400	2.63%
ANDELAIN PTY LTD <GOSS SUPER FUND A/C>	3,144,384	2.41%
MR WEIGUO GU	2,500,000	1.91%
MS LIJUN JIANG	2,500,000	1.91%
MR WEI LIU	2,499,000	1.91%
MISS QING YU	2,154,036	1.65%
QING YU	2,095,348	1.60%
SANDBURG RESOURCES PTY LTD	1,919,448	1.47%
MR BIN WANG & MISS WENYUAN LU <J6 FAMILY A/C>	1,900,000	1.45%
TOMMY & LENA PTY LTD <TOMMY & LENA FAMILY A/C>	1,717,200	1.31%
GD PROPERTY POOL PTY LTD <GD PROPERTY POOL A/C>	1,514,952	1.16%
PETER HAXELL	1,316,520	1.01%
HONGYE WU	1,250,000	0.96%
PAUL QIAN	1,000,000	0.77%
PAUL QIAN	1,000,000	0.77%
MR LIN WU TANG <TOMMY & LENA PTY LTD A/C>	872,979	0.67%
Totals	**112,765,303**	**86.33%**
Total Issued Capital	**130,615,004**	**100.00%**

3 Unquoted Equity Securities

Security Name	Total Holders	Total Holdings
UNL OPT @ $0.20 EXP 12/09/2029 ESC12	7	19,812,672
UNL OPT @ $0.30 EXP 12/09/2028 ESC24	6	5,000,000
CLASS A PR EXP 12/09/27 ESC 24M	2	700,000
CLASS B PR EXP 12/09/27 ESC 24M	3	400,000
CLASS C PR EXP 12/09/27	1	100,000
CLASS C PR EXP 12/09/27 ESC 24M	2	200,000
CLASS D PR EXP 12/09/28	1	200,000
CLASS D PR EXP 12/09/28 ESC 24M	3	800,000
CLASS E PR EXP 12/09/29	1	50,000
CLASS E PR EXP 12/09/29 ESC 24M	4	250,000

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4 Substantial holders

The substantial holders in the Company, as disclosed in substantial holder notices given to the Company, are set out below:

Shareholders	Number of Shares	% of Issued Capital
Paul Qian (and associated entities)[1]	44,533,444	34.10%
George Edwards (and associated entities)[2]	6,549,236	5.01%

[1] Form 603 dated 29 September 2025.

[2] Form 603 dated 29 September 2025.

5 Other information

The Company is not currently conducting an on-market buy-back.

6 Restricted securities

The Company advises the following restricted securities.

Security Name	Total Holders	Total Holdings
ESCROWED SHARES 12M FROM ISSUE	6	2,760,000
ESCROWED SHARES 24M FROM QUOTATION	24	74,851,985
UNL OPT @ $0.20 EXP 12/09/2029 ESC12	7	19,812,672
UNL OPT @ $0.30 EXP 12/09/2028 ESC24	6	5,000,000
CLASS A PR EXP 12/09/27 ESC 24M	2	700,000
CLASS B PR EXP 12/09/27 ESC 24M	3	400,000
CLASS C PR EXP 12/09/27 ESC 24M	2	200,000
CLASS D PR EXP 12/09/28 ESC 24M	3	800,000
CLASS E PR EXP 12/09/29 ESC 24M	4	250,000

7 ASX Listing Rule 4.10.19

For the purposes of Listing Rule 4.10.19, the Company states that it has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives.

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