

Brazilian Critical Minerals Limited

ABN 82 089 221 634

Interim Report - 31 December 2025

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Brazilian Critical Minerals Limited
Contents
31 December 2025



Corporate directory	2
Directors' report	3
Auditor's independence declaration	5
Consolidated statement of profit or loss and other comprehensive income	6
Consolidated statement of financial position	7
Consolidated statement of changes in equity	8
Consolidated statement of cash flows	9
Notes to the consolidated financial statements	10
Directors' declaration	24
Independent auditor's review report to the members of Brazilian Critical Minerals Limited	25

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Brazilian Critical Minerals Limited
Corporate directory
31 December 2025



Directors	Jeremy Robinson - Non-Executive Chairman Andrew Reid - Managing Director Nicholas Holthouse - Non-Executive Director
Company secretary	Ben Donovan
Registered office	Level 28, AMP Tower 140 St Georges Terrace Perth WA 6000 T: +61 8 6383 7820
Principal place of business	Level 28, AMP Tower 140 St Georges Terrace Perth WA 6000 T: +61 8 6383 7820
Share register	Automic Pty Ltd Level 5, 191 St Georges Terrace Perth WA 6000 T: 08 9324 2099
Auditor	William Buck Audit (WA) Pty Ltd Level 3, 15 Labouchere Road South Perth WA 6151
Solicitors	Steinepreis Paganin Level 14 QV1 250 St Georges Terrace Perth WA 6000
Stock exchange listing	Brazilian Critical Minerals Limited shares are listed on the Australian Securities Exchange (ASX code: BCM)
Website	www.braziliancriticalminerals.com

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Brazilian Critical Minerals Limited
Directors' report
31 December 2025



The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group or BCM') consisting of Brazilian Critical Minerals Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2025.

Directors

The following persons were Directors of Brazilian Critical Minerals Limited during the whole of the financial period and up to the date of this report, unless otherwise stated:

- Mr Jeremy Robinson - Non-Executive Chairman
- Mr Andrew Reid - Managing Director
- Mr Nicholas Holthouse - Non-Executive Director

Principal activities

Brazilian Critical Minerals Limited ('BCM') is a unique mineral exploration company listed on the Australian Securities Exchange. The Group's major exploration focus is Brazil, in the Apuí region, where BCM has discovered a world class Ionic Adsorbed Clay (IAC) Rare Earth Elements deposit. The Ema IAC project is contained within the 781 km² of exploration tenements within the Colider Group.

Review of operations

The loss for the Group for the half year ended 31 December 2025 amounted to \$3,258,464 (31 December 2024: \$2,932,430).

Significant changes in the state of affairs

The Company completed Tranche 2 of the Capital raising announced 5 June 2025, on 12 August 2025 by issuing 252,425,353 fully paid ordinary shares issued at \$0.008 each, following shareholder approval, raising \$2,019,403 before costs. 166,666,660 options exercisable at \$0.011 each on or before 12 August 2027, were also issued on 12 August 2025, these were free attaching options to the capital raising. 15,000,000 fully paid shares were issued to the lead managers on 25 September 2025.

2,173,913 fully paid ordinary shares were issued on 28 August 2025 at \$0.023 each raising \$50,000 before costs.

Notice was received from Drake Private Investments LLC (Drake) for the conversion of outstanding debt to ordinary shares, on 28 August 2025 the Company issued 120,416,667 shares to Drake at an issue price of \$0.0072.

The Company issued 200,000,000 fully paid ordinary shares at \$0.03 each to raise \$6,000,000 (before costs) on 9 October 2025. The joint lead managers of the capital raising were issued 50,000,000 options exercisable at \$0.04 on or before 1 October 2028.

65,000,000 performance rights were issued to Directors (37,500,000 following shareholder at the Company's AGM on 25 November 2025), employees and contractors on 19 December 2025 with various vesting conditions as follows:

	Class A	Class B	Class C	Total
Jeremy Robinson	4,166,667	4,166,667	4,166,666	12,500,000
Andrew Reid	5,000,000	5,000,000	5,000,000	15,000,000
Nicholas Holthouse	3,333,333	3,333,334	3,333,333	10,000,000
Employees & contractors	9,166,670	9,166,666	9,166,664	27,500,000
	21,666,670	21,666,667	21,666,663	65,000,000

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Class	Number issued	Expiry date	Vesting condition
A	21,666,670	19/12/2030	The Company achieving a 20-day volume-weighted average Share price (VWAP) of at least \$0.04 per Share (calculated over 20 consecutive trading days on which the Company's Shares actually traded) within four (4) years of the date of issue of the Performance Rights.
B	21,666,667	19/12/2030	Upon the Company announcing completion of positive Bankable Feasibility Study by 30 June 2026 at the Company's Ema Rare Earths Project.
C	21,666,663	19/12/2030	Upon the Company securing all government approvals and permits to enable the Company to commence project development at the Ema Rare Earths Project within four (4) years of the date of issue of the Performance Rights.
			65,000,000

A total of 16,470,834 options exercisable at \$0.011 on or before 12 August 2027 were exercised and converted into fully paid ordinary shares during the half-year a total of \$181,179 was received.

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

Matters subsequent to the end of the financial half-year

13,500,000 performance rights lapsed on 1 January 2026, due to the conditional right to the securities having not been met, or becoming incapable of being satisfied.

36,266,664 unlisted options were converted into fully paid ordinary shares raising \$398,933, as follows:

- * 9 January 2026 - 23,499,997 options exercisable at \$0.011 on or before 12 August 2027;
- * 23 February 2026 - 7,124,999 options exercisable at \$0.011 on or before 12 August 2027;
- * 24 February 2026 - 4,120,834 options exercisable at \$0.011 on or before 12 August 2027; and
- * 10 March 2026 - 1,520,834 options exercisable at \$0.011 on or before 12 August 2027.

248,502,376 listed options exercisable at \$0.05 each expired unexercised on 11 January 2026.

No other matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

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.

This report is made in accordance with a resolution of Directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the Directors



Andrew Reid
Executive Director

13 March 2026

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Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the directors of Brazilian Critical Minerals Limited

As lead auditor for the review of Brazilian Critical Minerals Limited for the half-year ended 31 December 2025, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Brazilian Critical Minerals Limited and the entities it controlled during the period.

William Buck

William Buck Audit (WA) Pty Ltd
ABN 67 125 012 124

Amar Nathwani

Amar Nathwani
Director

Dated this 13th day of March 2026

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Brazilian Critical Minerals Limited
Consolidated statement of profit or loss and other comprehensive income
For the half-year ended 31 December 2025



	Note	Dec 2025 \$	Dec 2024 \$
Other income		18,243	5,864
Net gain on conversion of loan facility	8	260,535	-
Expenses			
Employee benefits		(240,128)	(231,683)
Corporate and administration	5	(481,226)	(350,960)
Depreciation expense		(14,326)	(15,138)
Exploration and evaluation		(2,087,192)	(1,805,371)
Share-based payments	19	(142,809)	(234,153)
Foreign currency (loss)/gain		(1,408)	(3,105)
Finance costs	8	(570,153)	(297,884)
Loss for the half-year attributable to the owners of Brazilian Critical Minerals Limited		(3,258,464)	(2,932,430)
Other comprehensive loss			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations	11	(90,873)	(31,425)
Other comprehensive loss for the half-year		(90,873)	(31,425)
Total comprehensive loss for the half-year attributable to the owners of Brazilian Critical Minerals Limited		(3,349,337)	(2,963,855)
		Cents	Cents
Basic loss per share	18	(0.19)	(0.34)
Diluted earnings per share	18	(0.19)	(0.34)

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

Brazilian Critical Minerals Limited
Consolidated statement of financial position
As at 31 December 2025



	Note	Dec 2025 \$	Jun 2025 \$
Assets			
Current assets			
Cash and cash equivalents		6,757,696	1,698,485
Trade and other receivables		28,738	23,404
Other		79,717	16,724
Total current assets		6,866,151	1,738,613
Non-current assets			
Property, plant and equipment	6	238,709	232,339
Exploration and evaluation	7	159,604	163,176
Total non-current assets		398,313	395,515
Total assets		7,264,464	2,134,128
Liabilities			
Current liabilities			
Trade and other payables		455,049	290,728
Financial liabilities	8	857,153	1,127,535
Provisions & contingencies	9	184,979	175,155
Other		6,875	-
Total current liabilities		1,504,056	1,593,418
Total liabilities		1,504,056	1,593,418
Net assets		5,760,408	540,710
Equity			
Issued capital	10	50,293,459	43,044,994
Reserves	11	2,182,488	2,417,607
Accumulated losses	12	(46,715,539)	(44,921,891)
Total equity		5,760,408	540,710

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

Brazilian Critical Minerals Limited
Consolidated statement of changes in equity
For the half-year ended 31 December 2025



	Issued capital \$	Share-based payments reserve \$	Foreign currency translation reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2024	39,720,559	3,198,829	(1,430,275)	(39,823,327)	1,665,786
Loss for the half-year	-	-	-	(2,932,430)	(2,932,430)
Other comprehensive loss for the half-year	-	-	(31,425)	-	(31,425)
Total comprehensive loss for the half-year	-	-	(31,425)	(2,932,430)	(2,963,855)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs	1,311,653	-	-	-	1,311,653
Share-based payments (note 19)	82,500	758,518	-	-	841,018
Balance at 31 December 2024	41,114,712	3,957,347	(1,461,700)	(42,755,757)	854,602
	Issued capital \$	Share-based payments reserve \$	Foreign currency translation reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2025	43,044,994	3,856,952	(1,439,345)	(44,921,891)	540,710
Loss for the half-year	-	-	-	(3,258,464)	(3,258,464)
Other comprehensive loss for the half-year	-	-	(90,873)	-	(90,873)
Total comprehensive loss for the half-year	-	-	(90,873)	(3,258,464)	(3,349,337)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity (note 10)	8,250,582	-	-	-	8,250,582
Transaction costs (note 10 and note 11)	(2,439,117)	1,177,761	-	-	(1,261,356)
Share-based payments (note 11 and note 19)	-	142,809	-	-	142,809
Shares issued in lieu of payment (note 19)	570,000	-	-	-	570,000
Shares issued for conversion of loan facility (note 8)	867,000	-	-	-	867,000
Options lapsed during the half-year	-	(1,464,816)	-	1,464,816	-
Balance at 31 December 2025	50,293,459	3,712,706	(1,530,218)	(46,715,539)	5,760,408

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

Brazilian Critical Minerals Limited
Consolidated statement of cash flows
For the half-year ended 31 December 2025



	Note	Dec 2025 \$	Dec 2024 \$
Cash flows from operating activities			
Interest received		7,467	5,522
Payments to suppliers and employees for administration activities		(707,771)	(640,525)
Payments for exploration and evaluation expenditure		(1,984,182)	(1,616,240)
Interest and borrowing costs paid		(13,000)	-
Net cash used in operating activities		(2,697,486)	(2,251,243)
Cash flows from investing activities			
Payments for property, plant and equipment	6	(31,982)	(7,500)
Payments for exploration acquisitions	7	-	(26,596)
Proceeds from disposal of property, plant and equipment		5,909	-
Net cash used in investing activities		(26,073)	(34,096)
Cash flows from financing activities			
Proceeds from issue of shares	10	8,250,582	2,122,192
Proceeds from borrowings	8	300,000	-
Share issue transaction costs		(691,355)	(203,673)
Proceeds from option conversions received in advance		6,875	-
Net cash from financing activities		7,866,102	1,918,519
Net increase/(decrease) in cash and cash equivalents		5,142,543	(366,820)
Cash and cash equivalents at the beginning of the financial half-year		1,698,485	2,066,508
Effects of exchange rate changes on cash and cash equivalents		(83,332)	(24,167)
Cash and cash equivalents at the end of the financial half-year		6,757,696	1,675,521

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

Note 1. General information

The consolidated financial statements cover Brazilian Critical Minerals Limited as a Group consisting of Brazilian Critical Minerals Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Brazilian Critical Minerals Limited's functional and presentation currency.

Brazilian Critical Minerals Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 28, AMP Tower
140 St Georges Terrace
Perth WA 6000
T: +61 8 6383 7820

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 13 March 2026.

Note 2. Material accounting policy information

These general purpose consolidated financial statements for the interim half-year reporting period ended 31 December 2025 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose consolidated financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these consolidated financial statements are to be read in conjunction with the annual report for the year ended 30 June 2025 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

Measurement basis

The financial statements have been prepared on the basis of historical cost, except for financial assets and liabilities that are measured at fair value in accordance with the relevant accounting standards.

Rounding of amounts

The Group is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. Amounts in the financial statements have therefore been rounded to the nearest one dollar, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Group 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. The Directors do not consider that any of these will have a material effect on the Group.

Note 3. 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.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using an appropriate model taking into account the terms and conditions, management assumptions and estimates upon which the instruments were granted. Refer note 19 for details.

Valuation of derivative liability

The Company has entered into loan agreements which contain a conversion feature whereby the value of the loan, or a portion thereof, can be converted into shares in the Company upon the occurrence of various conversion trigger events or upon the election of the lender (or borrower). To derive the fair value of the embedded derivative liability component of the loans, a number of assumptions have been made. These assumptions, as well as key terms of the loan agreements, are outlined in note 8.

Note 4. Operating segments

The Group has identified its operating segments based on internal reports that are reviewed by the Board and management. The Group operated in one business segment during the year, being mineral exploration and in two geographical areas, being Australia and Brazil.

Operating segment information

	Brazil \$	Australia \$	Total \$
Dec 2025			
Segment revenue	10,775	7,468	18,243
Other expenses	(1,559,316)	(1,717,391)	(3,276,707)
Loss	(1,548,541)	(1,709,923)	(3,258,464)
Assets			
Segment assets	936,000	6,328,464	7,264,464
Total assets			7,264,464
Liabilities			
Segment liabilities	229,921	1,274,135	1,504,056
Total liabilities			1,504,056
Dec 2024			
Segment revenue	342	5,522	5,864
Other expenses	(1,918,052)	(1,020,242)	(2,938,294)
Loss	(1,917,710)	(1,014,720)	(2,932,430)
Jun 2025			
Assets			
Segment assets	1,637,443	496,685	2,134,128
Total assets			2,134,128
Liabilities			
Segment liabilities	181,192	1,412,226	1,593,418
Total liabilities			1,593,418

Note 5. Corporate and administration

	Dec 2025 \$	Dec 2024 \$
Corporate compliance costs	70,673	43,331
Contractors and consultancy	144,272	122,803
Legal fees	132,182	57,470
Insurance	40,088	35,751
Investor relations	49,482	34,905
Travel costs	7,810	32,496
Other	36,719	24,204
	481,226	350,960

Note 6. Property, plant and equipment

	Dec 2025 \$	Jun 2025 \$
<i>Non-current assets</i>		
Plant and equipment - at cost	376,758	359,184
Less: Accumulated depreciation	(138,049)	(126,845)
	238,709	232,339

Reconciliations

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

	\$
Balance at 1 July 2024	208,369
Additions	49,817
Exchange differences	9,404
Depreciation expense	(35,251)
Balance at 30 June 2025	232,339
Additions	31,982
Disposals	(5,909)
Exchange differences	(5,377)
Depreciation expense	(14,326)
Balance at 31 December 2025	238,709

Note 7. Exploration and evaluation

	Dec 2025 \$	Jun 2025 \$
<i>Non-current assets</i>		
Exploration and evaluation	159,604	163,176

Note 7. Exploration and evaluation (continued)

Reconciliations

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

	\$
Balance at 1 July 2024	188,612
Additions	53,968
Exchange differences	6,945
Impairment of assets	(86,349)
Balance at 30 June 2025	163,176
Exchange differences	(3,572)
Balance at 31 December 2025	159,604

Note 8. Financial liabilities

	Dec 2025 \$	Jun 2025 \$
<i>Current liabilities</i>		
Convertible notes payable - Drake	857,153	1,127,535
	Dec 2025 \$	Jun 2025 \$
<i>Derivative liability measured at fair value</i>		
Convertible notes payable – Drake	857,153	412,807
<i>Debt liability measured at amortised cost</i>		
Convertible notes payable – Drake	-	714,728
	857,153	1,127,535

Convertible notes - Drake

The Company entered into a convertible loan facility on 19 December 2019 with Drake Special Situations LLC ('Drake'), on 11 January 2023 it was announced that the facility has been extended for a further period to 17 December 2024. On 10 January 2025 the facility was extended and varied for a further period to 15 December 2026 with the following terms:

- Election: The Company to repay the loan/convertible note facility by cash or through the issue of fully paid ordinary shares at the lender's election.
- Shareholder Approval: Convertible Note conversion is subject to shareholder approval.
- Maturity Date: 15 December 2026*
- Face Value: \$300,000 advanced on 18 December 2025
- Interest: 10% per annum payable at maturity
- Conversion price: the lower of:
 - (i) a 10% discount to the recent raising price;
 - (ii) a 10% discount to the 5-day VWAP for the trading of Share on ASX ending on the day prior to a Conversion Election;
 and
 - (iii) 2.00 cents

During the half-year ended 31 December 2025, the following movements occurred:

Note 8. Financial liabilities (continued)

- on 28 August 2025, the Company issued 120,416,667 shares at \$0.0072, extinguishing \$867,000 of principal and accrued interest; and
- on 18 December 2025, the Company received a further advance of \$300,000 from Drake.

Movement of the Drake loan is as follows:

	Total
	\$
Balance at 30 June 2025	1,127,535
Loan conversion - issue of 120,416,667 fully paid ordinary shares at \$0.0072	(867,000)
Gain on conversion of loan	(260,535)
Advance received	300,000
Fair value of derivative at advance in excess of cash received	184,993
Change in fair value of derivative and interest	372,160
Balance at 31 December 2025	857,153

The Drake loan is treated as a hybrid financial instrument as it includes a combination of 'debt' financial liability that represents the contractual cashflows of interest payment, and a derivative financial liability that represents the conversion feature to convert the debt instrument into variable number of shares. Where the fair value of the derivative exceeds the face value of the loan, the host liability is floored at zero, with the excess recognised in profit or loss.

Fair value measurement

The derivative liability component of the convertible note is measured and 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. The derivative liability is measured at fair value using a Monte Carlo simulation model. At 31 December 2025, the fair value of the derivative liability was \$857,153 (30 June 2025: \$412,807). The host liability was floored at zero under AASB 9 because the derivative liability exceeded the face value of the loan.

The derivative liability is classified as Level 2 in the fair value hierarchy due to the use of observable inputs.

Valuation model assumptions:

A valuation of the derivative liability has been undertaken at 31 December 2025 using a Monte Carlo simulation model with the following assumptions:

Face value	\$368,411 (\$300,000 principal and accrued interest \$68,411)
Valuation date	31 December 2025
Interest rate	4.06%
Share price at valuation date	\$0.0270
Volatility	100%
Conversion price	Lower of 10% discount to VWAP, 10% discount to recent raise, or \$0.02
Date of maturity	15 December 2026

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Note 9. Provisions & contingencies

Provisions

	Dec 2025 \$	Jun 2025 \$
<i>Current liabilities</i>		
Annual leave	33,979	24,155
Other	151,000	151,000
	184,979	175,155

Contingencies

(a) The subsidiary company received 2 infraction notices in January 2023 from the Institute of Environment Protection Authority arguing that the company has cleared certain areas of the native forest without seeking authorisation from the Authority. The company has contested both notices and is awaiting on a decision on this matter as at the date of this report. A provision of \$151,000 of compensation / damages have been provided for as at 31 December 2025.

(b) The subsidiary company in Brazil entered into a licence agreement with EcoBiome Metals LLC ('EcoBiome') for the use of their proprietary technology of bacterial leaching. The company has not been able to replicate in Brazil the results that were being generated by EcoBiome at their facilities in Texas. Notice was provided to EcoBiome to terminate the contract during June 2024, the company received an invoice from EcoBiome on 12 May 2024 for USD \$350,000 which the company does not deem to be payable due to the termination of the contract. Accordingly, no provision has been made in relation to the invoice.

(c) The subsidiary company in Brazil has received labour lawsuits from contractors in relation to work health safety after their contracts were terminated during the period. Reconciliation hearings have already been held, and the case is currently adjourned pending an outcome from the appointed expert for a work and health safety assessment before the hearing is to be continued with the Supreme Court. Management is unable to reliably determine the damages and accordingly no provision has been made as at reporting date.

(d) On 25 November 2025, the Company was served with a Writ of Summons in the Supreme Court of Western Australia by Drake Private Investments LLC ("Drake") in relation to the Company's convertible loan agreement dated 19 December 2019. Drake alleges breaches by the Company concerning the issue and pricing of shares associated with advances made under the agreement. see note 8 for details.

Drake's claim seeks, amongst other things:

(i) the issue of an additional 45,675,287 shares, or in the alternative, 40,138,889 options (expiry date of 12 August 2027 and exercise price of 1.1 cents) in respect of the conversion of the 120,416,667 shares that was announced on 28 August 2025 (Announcement);

(ii) 86,973,180 shares, or in the alternative, 63,055,555 shares and 21,018,518 options (expiry date of 12 August 2027 and exercise price of 1.1 cents) relating to the funding notices referred to in the Announcement; and

(iii) Costs.

The Company disputes the allegations and the quantum of the claims and intends to defend the proceedings.

At 31 December 2025, the matter remains at an early stage and the Company is unable to reliably measure any potential financial outflow, as the claims relate to disputed contractual interpretations and valuation methodologies that are yet to be determined by the Court. Based on the information currently available, the Company considers that no present obligation has been established and therefore no provision has been recognised in the financial statements.

A contingent liability has been disclosed in respect of this matter. The Company will continue to monitor developments and will recognise a provision if, and when, a present obligation arises and a reliable estimate of any outflow can be made.

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Brazilian Critical Minerals Limited
Notes to the consolidated financial statements
31 December 2025



Note 10. Issued capital

	Dec 2025 Shares	Jun 2025 Shares	Dec 2025 \$	Jun 2025 \$
Ordinary shares - fully paid	1,917,020,002	1,310,533,235	50,293,459	43,044,994

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 July 2024	830,739,425		39,720,559
Capital raising	18 October 2024	38,451,909	\$0.010	384,519
Capital raising	11 November 2024	19,319,163	\$0.010	193,192
Capital raising	9 December 2024	11,548,091	\$0.010	115,481
Capital raising	19 December 2024	142,900,000	\$0.010	1,429,000
Issue of shares to Managing Director (note 19)	23 December 2024	7,500,000	\$0.011	82,500
Capital raising	6 February 2025	12,500,000	\$0.010	125,000
Capital raising	13 June 2025	247,574,647	\$0.008	1,980,597
Less: Transaction costs arising on issue		-	-	(985,854)
Balance	30 June 2025	1,310,533,235		43,044,994
Capital raising	12 August 2025	252,425,353	\$0.008	2,019,403
Capital raising	28 August 2025	2,173,913	\$0.023	50,000
Conversion of convertible loan facility (note 8)	28 August 2025	120,416,667	\$0.007	867,000
Option conversion	8 September 2025	3,958,333	\$0.011	43,542
Option conversion	25 September 2025	4,500,000	\$0.011	49,500
Capital raising	9 October 2025	200,000,000	\$0.030	6,000,000
Option conversion	21 October 2025	3,716,667	\$0.011	40,883
Shares issued in lieu of payment (note 19)	23 October 2025	15,000,000	\$0.038	570,000
Option conversion	31 October 2025	1,875,000	\$0.011	20,625
Option conversion	22 December 2025	2,420,834	\$0.011	26,629
Less: Transaction costs arising on issue		-	-	(2,439,117)
Balance	31 December 2025	1,917,020,002		50,293,459

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.

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 buy-back

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

Listed options movement

Expiry date	Exercise price	Balance at the start of the half-year	Granted	Exercised	Expired	Balance at the end of the half-year
31/12/2025	\$0.1200	48,142,857	-	-	(48,142,857)	-
11/01/2026	\$0.0500	248,502,376	-	-	-	248,502,376
		296,645,233	-	-	(48,142,857)	248,502,376

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Note 10. Issued capital (continued)

Unlisted options movement

Expiry date	Exercise price	Balance at the start of the half-year	Granted	Exercised	Expired	Balance at the end of the half-year
20/12/2026	\$0.0500	3,000,000	-	-	-	3,000,000
15/12/2028	\$0.0175	50,000,000	-	-	-	50,000,000
23/12/2027	\$0.0175	89,225,000	-	-	-	89,225,000
12/08/2027	\$0.0110	166,666,660	-	(16,470,834)	-	150,195,826
01/10/2028	\$0.0400	-	50,000,000	-	-	50,000,000
		308,891,660	50,000,000	(16,470,834)	-	342,420,826

Note 11. Reserves

	Dec 2025 \$	Jun 2025 \$
Foreign currency reserve	(1,530,218)	(1,439,345)
Share-based payments reserve	3,712,706	3,856,952
	2,182,488	2,417,607

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.

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration, and other parties as part of their compensation for services.

Movements in reserves

Movements in each class of reserve during the current financial half-year are set out below:

	Foreign currency translation reserve \$	Share-based payments reserve \$	Total \$
Balance at 1 July 2025	(1,439,345)	3,856,952	2,417,607
Foreign currency translation	(90,873)	-	(90,873)
Amortisation of performance rights (note 19)	-	142,809	142,809
Options issued to advisors (note 19)	-	1,177,761	1,177,761
Options lapsed	-	(1,464,816)	(1,464,816)
Balance at 31 December 2025	(1,530,218)	3,712,706	2,182,488

Note 12. Accumulated losses

	Dec 2025	Jun 2025
	\$	\$
Accumulated losses at the beginning of the financial half-year/year	(44,921,891)	(39,823,326)
Loss for the half-year	(3,258,464)	(5,718,565)
Transfer from share-based payments reserves	1,464,816	620,000
Accumulated losses at the end of the financial half-year/year	(46,715,539)	(44,921,891)

Note 13. Dividends

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

Note 14. Commitments

The Group has following commitments as at 31 December 2025.

(a) Exploration

	Dec 2025	Jun 2025
	\$	\$
Committed at the reporting date but not recognised as liabilities, payable:		
Exploration and evaluation - lease payments	66,138	67,618

The Group can exit any of the leases without any further commitments. Further expenditure for exploration and mining is at the discretion of the directors of the company.

Note 15. Related party transactions

Parent entity

Brazilian Critical Minerals Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 16.

Transactions with related parties

Other than director remuneration and the share-based payment arrangements granted to Directors during the half-year, as disclosed in note 19, the Group did not enter into any other related party transactions during the period.

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

There were no loans to or from related parties at the current and previous reporting date.

Brazilian Critical Minerals Limited
Notes to the consolidated financial statements
31 December 2025



Note 16. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Country of incorporation	Ownership interest	
		Dec 2025 %	Jun 2025 %
Mineração BBX do Brasil LTDA	Brazil	100%	100%
BBX Peru SAC (dormant entities)	Peru	100%	100%
BBX Lucanas SAC (dormant entities)	Peru	100%	100%

Note 17. Events after the reporting period

13,500,000 performance rights lapsed on 1 January 2026, due to the conditional right to the securities having not been met, or becoming incapable of being satisfied.

36,266,664 unlisted options were converted into fully paid ordinary shares raising \$398,933, as follows:

- * 9 January 2026 - 23,499,997 options exercisable at \$0.011 on or before 12 August 2027;
- * 23 February 2026 - 7,124,999 options exercisable at \$0.011 on or before 12 August 2027;
- * 24 February 2026 - 4,120,834 options exercisable at \$0.011 on or before 12 August 2027; and
- * 10 March 2026 - 1,520,834 options exercisable at \$0.011 on or before 12 August 2027.

248,502,376 listed options exercisable at \$0.05 each expired unexercised on 11 January 2026.

No other matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Note 18. Earnings per share

	Dec 2025 \$	Dec 2024 \$
Loss attributable to the owners of Brazilian Critical Minerals Limited	(3,258,464)	(2,932,430)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	1,693,386,930	863,674,080
Weighted average number of ordinary shares used in calculating diluted earnings per share	1,693,386,930	863,674,080
	Cents	Cents
Basic loss per share	(0.19)	(0.34)
Diluted earnings per share	(0.19)	(0.34)

As the Group incurred a loss for the period, potential ordinary shares are anti-dilutive and therefore have not been included in the diluted earnings per share calculation. The Group had the following potential ordinary shares on issue at 31 December 2025 248,502,376 listed options (31 December 2024: 296,645,233), 342,420,826 unlisted options (31 December 2024: 89,100,000) and 109,500,000 performance rights (31 December 2024: 30,500,000).

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Note 19. Share-based payments

Ordinary shares

15,000,000 ordinary shares were issued to Gaia Natural Capital Pty Ltd on 23 October 2025, in lieu of payment for capital raising services. The shares were issued at \$0.038 per share and an amount of a \$570,000 was recognised as a cost of capital raising.

Options

50,000,000 options exercisable at \$0.04 on or before 1 October 2028 were issued to the joint lead managers Argonaut Securities Pty Ltd and Wallabi Group Pty Ltd on 16 October 2025. The options were valued using a Black-Scholes model, an amount of a \$1,177,761 was recognised in relation to the options as capital raising costs.

For the options granted during the current financial half-year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

	Joint lead managers
Number of options	50,000,000
Valuation/grant date	2 October 2025
Expiry date	1 October 2028
Exercise price	\$0.040
Share price at grant date	\$0.034
Volatility	120%
Dividend yield	0%
Risk-free interest rate	3.53%
Fair value at grant date	\$0.024
Valuation	\$1,177,761

Performance Rights

An Employee Incentive Securities Plan has been established by the Company, whereby the Company may, at the discretion of the Board, grant performance rights over ordinary shares in the Company to certain key management personnel, employees and contractors of the Company.

Set out below are summaries of performance rights granted under the plan:

	Number of rights Dec 2025
Outstanding at the beginning of the financial half-year	44,500,000
Granted	65,000,000
Outstanding at the end of the financial half-year	109,500,000

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Note 19. Share-based payments (continued)

65,000,000 Performance Rights were issued to Directors (37,500,000 following shareholder approval at the Company's AGM on 25 November 2025) and employees and contractors (27,500,000) on 19 December 2025 as follows:

	Class A	Class B	Class C	Total
Director Performance Rights				
Jeremy Robinson	4,166,667	4,166,667	4,166,666	12,500,000
Andrew Reid	5,000,000	5,000,000	5,000,000	15,000,000
Nicholas Holthouse	3,333,333	3,333,334	3,333,333	10,000,000
	12,500,000	12,500,001	12,499,999	37,500,000
Employee & contractors	9,166,670	9,166,666	9,166,664	27,500,000
	21,666,670	21,666,667	21,666,663	65,000,000

With the following vesting conditions:

Class	Number issued	Expiry date	Vesting condition
A	21,666,670	19/12/2030	The Company achieving a 20-day volume-weighted average Share price (VWAP) of at least \$0.04 per Share (calculated over 20 consecutive trading days on which the Company's Shares actually traded) within four (4) years of the date of issue of the Performance Rights.
B	21,666,667	19/12/2030	Upon the Company announcing completion of positive Bankable Feasibility Study by 30 June 2026 at the Company's Ema Rare Earths Project.
C	21,666,663	19/12/2030	Upon the Company securing all government approvals and permits to enable the Company to commence project development at the Ema Rare Earths Project within four (4) years of the date of issue of the Performance Rights.
	65,000,000		

All performance rights will expire on the holder ceasing to an officer (and employee, if applicable) unless otherwise determined the Board at its absolute discretion.

These performance rights were valued, using a valuation methodology based on the guidelines set out in AASB 2 *Share based payment*.

The probabilities of the Class B & C rights vesting will need to be reassessed at every reporting period for the Performance Rights with performance conditions which are non-market based.

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Note 19. Share-based payments (continued)

Valuation assumptions:

Director Performance

Rights:	Class A	Class B	Class C
Valuation methodology	Monte Carlo	Black Scholes	Black Scholes
Number	12,500,000	12,500,001	12,499,999
Valuation/grant date	25 November 2025	25 November 2025	25 November 2025
Vesting deadline date	19 December 2029	19 December 2029	19 December 2029
Expiry date	19 December 2030	19 December 2030	19 December 2030
VWAP hurdle	\$0.040	nil	nil
Risk free interest rate	3.846%	3.846%	3.846%
Volatility	80%	80%	80%
Share price at grant date	\$0.025	\$0.025	\$0.025
Value per performance right	\$0.023	\$0.025	\$0.025
Fair value at grant date	\$281,181	\$312,500	\$312,500

Employee & Contractor Performance Rights:

	Class A	Class B	Class C
Valuation methodology	Monte Carlo	Black Scholes	Black Scholes
Number	9,166,670	9,166,666	9,166,664
Valuation/grant date	18 December 2025	18 December 2025	18 December 2025
Vesting deadline date	19 December 2029	19 December 2029	19 December 2029
Expiry date	19 December 2030	19 December 2030	19 December 2030
VWAP hurdle	\$0.040	nil	nil
Risk free interest rate	4.170%	4.170%	4.170%
Volatility	80%	80%	80%
Share price at grant date	\$0.022	\$0.022	\$0.022
Value per performance right	\$0.019	\$0.022	\$0.022
Fair value at grant date	\$175,430	\$201,667	\$201,667

The value of Performance Rights on issue are being expensed over the vesting period of the Rights. During the period \$142,809 (HY 2024: \$47,039) was recognised as an expense in relation to performance rights.

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Note 19. Share-based payments (continued)

	Dec 2025 \$	Dec 2024 \$
Share-based payments expense:		
Performance rights amortisation	142,809	47,039
7,500,000 ordinary shares issued to Director Andrew Reid	-	82,500
3,000,000 options exercisable at \$0.05 each on or before 21 December 2026 issued to Director Jeremy Robinson	-	10,067
20,000,000 options exercisable at \$0.05 each on or before 11 January 2026 issued to Drake	-	94,547
	<u>142,809</u>	<u>234,153</u>
Capital raising costs:		
50,000,000 options exercisable at \$0.04 each on or before 1 October 2028	1,177,761	-
15,000,000 ordinary shares at an issue price of \$0.038 each	570,000	-
86,100,000 options exercisable at \$0.018 each on or before 23 December 2027	-	606,865
	<u>1,747,761</u>	<u>606,865</u>
	<u>1,890,570</u>	<u>841,018</u>

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Brazilian Critical Minerals Limited
Directors' declaration
31 December 2025



In the Directors' opinion:

- the attached consolidated financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached consolidated financial statements and notes give a true and fair view of the Group's financial position as at 31 December 2025 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of Directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the Directors

A handwritten signature in blue ink, appearing to read "A Reid".

Andrew Reid
Executive Director

13 March 2026

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Independent auditor's review report to the members of Brazilian Critical Minerals Limited

Report on the half-year financial report



Our conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Brazilian Critical Minerals Limited (the Company), and its subsidiaries (the Group) does not comply with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's financial position as at 31 December 2025 and of its financial performance for the half-year then ended; and
- complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

What was reviewed?

We have reviewed the accompanying half-year financial report of the Group, which comprises:

- the consolidated statement of financial position as at 31 December 2025,
- the consolidated statement of profit or loss and other comprehensive income for the half-year then ended,
- the consolidated statement of changes in equity for the half-year then ended,
- the consolidated statement of cash flows for the half-year then ended,
- notes to the financial statements, including material accounting policy information, and
- the directors' declaration.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's responsibilities for the review 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 annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Responsibilities of the directors for the financial report

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

Auditor's responsibilities for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2025 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

William Buck
William Buck Audit (WA) Pty Ltd
ABN 67 125 012 124

Amar Nathwani
Amar Nathwani
Director
Dated this 13th day of March 2026

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