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Interim Financial Report

For the half-year ended 31 December 2025

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These interim financial statements do not include all the notes of the type normally included in the annual financial statements. Accordingly, these 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*.

DIRECTORS' REPORT

Your Directors are pleased to present their report on the consolidated entity consisting of Scorpion Minerals Limited (“**Scorpion**” or “**Company**”) and the entities it controlled at the end of, or during, the half-year ended 31 December 2025.

DIRECTORS

The names of the Directors who held office during or since the end of the half-year, to the date of this report, are:

Mike Kitney	Non-Executive Chairman
Kate Stoney	Executive Director – Finance
Peter Koller	Non-Executive Director

MANAGEMENT

Michael Fotios	Chief Executive Officer
Kate Stoney	Joint Company Secretary
Josh Merriman	Joint Company Secretary

REVIEW OF OPERATIONS

During the half-year the Company’s exploration activities continued to focus on its Pharos Project and nearby tenement interests in the Murchison region of Western Australia (refer Figure 1).

Pharos Project, WA (SCN: 100%)

The Pharos Project covers an area of approximately 900km² located approximately 60km northwest of Cue in the Murchison Mineral Field of Western Australia. Scorpion holds a 100% interest in the project and a binding option to acquire the Old Prospect tenements within the project.

The Pharos Project is prospective for gold, lithium, PGE-Ni-Cu, tungsten, iron ore and VMS-hosted Cu-Zn-Ag Au mineralisation, and contains the Mt Mulcahy copper deposit and the Old Prospect gold deposit (refer Figure 1). The project contains the Mt Mulcahy copper deposit (refer Table 1) and the Old Prospect gold deposit (refer Table 2).

Strategic ground acquisition – Old Prospect

In December 2025, the Company executed a binding option agreement with Ozz Resources Limited (ASX:OZZ) to acquire the Old Prospect tenements within the Pharos Project (refer ASX release 23 December 2025). Subject to the meeting of certain conditions precedent, including the payment of a \$100,000 option fee, Scorpion may acquire the tenements within a one-year option period for consideration of \$2,500,000 (payable in either cash or shares at Scorpion’s election).

The Old Prospect tenements comprise one prospecting licence (P20/2318) and one prospecting licence application (P20/2516), situated along the 5km Cap Lamp to Middle Bore trend within Scorpion’s existing tenure (refer Figures 2 and 3). The ‘Old Prospect North’ and ‘Old Prospect South’ zones of mineralisation host a combined JORC-compliant indicated and inferred Mineral Resource Estimate of 312,395 t @ 2.15 g/t Au for 21,632 oz Au (refer Table 2), with potential for resource upgrades where mineralisation remains open (refer Figure 4).

The Old Prospect and Maguires workings are located on or adjacent to a series of sub parallel north-north-west and north-west trending second order structural splays, located to the west of the regional Dalgaranga–Big Bell shear corridor where Scorpion has the largest landholding (refer Figures 1 and 3).

Mineralisation at Old Prospect extends over at least 650m of strike and is located within a 5km long zone of mineralisation extending from Cap Lamp to Middle Bore that is open along strike to the north and south (refer Figure 2). The entire Cap Lamp to Middle Bore trend is highly prospective and relatively lightly explored where wide space reconnaissance drilling at Middle Bore has intersected significant mineralisation 130m below the surface in diamond drilling that has never been followed up. Consolidation of the tenure in this trend allows systematic exploration to commence.

Significant intercepts from historic RAB, reverse circulation (RC) and diamond drilling at Old Prospect include:

- **8m @ 8.78 g/t Au from 41m**, including **2m @ 30.8** (BWRC006)
- **8m @ 7.98 g/t Au from 9m**, including **1m @ 32.4 and 1m @ 19.9** (BWRC020)
- **7m @ 9.10 g/t Au from 81m**, including **1m @ 56.1** (21MRRC011)
- **15m @ 2.51 g/t Au from 45m** (21MRRC003)
- **19m @ 1.72 g/t Au from 114m**, including **1m @ 21.1** (JBD001)
- **8m @ 3.97 g/t Au from 46m**, including **1m @ 20.2** (21MRRC032)
- **15m @ 2.09 g/t Au from 26m**, including **1m @ 13.8** (BWRC004)
- **4m @ 5.48 g/t Au from 8m**, including **1m @ 12.8** (BWRC005)

OZZ has completed a Mining Scoping Study at Old Prospect (refer OZZ ASX release 9 April 2024) and has agreed to proceed with a mining lease application over the tenement areas during the option period whilst mining studies are advanced. Future development activities at Old Prospect will include infill drilling, flora and fauna studies, updated resource estimation and scoping study, and feasibility studies. The Maguires Reward prospect to the west of the existing resource has also returned high-grade intercepts requiring further evaluation (refer Figure 2).

Field activities – Pharos gold targets

In July 2025, the Company completed a reverse circulation (RC) drilling programme at the Pharos Project, completing 35 holes for 1,691m (refer ASX release 24 July 2025). Targets were tested at Cap Lamp (28 holes for 1,258m), Olivers Patch (6 holes for 390m) and Maguires North (1 hole for 45m).

Cap Lamp is at the northern end of a 5km corridor that extends south to the Middle Bore prospect along a second-order splay off the Big Bell–Dalgara shear corridor (refer Figures 2 and 3). The drilling at Cap Lamp comprised drill fences focused on determining the orientation of mineralisation and the extent to which mineralisation is controlled by cross cutting structures. Gold mineralisation across the project appears to be hosted within or adjacent to second and third order splays off the main Big Bell–Dalgara shear corridor in a number of different orientations. A number of these prospective splays in the Olivers Patch area require further detailed evaluation.

Assays results confirmed additional high-grade near-surface gold mineralisation at Cap Lamp, including the below intercepts (refer ASX release 29 October 2025):

- **5m @ 2.59 g/t Au from 6m** (25PRC005)
- **3m @ 3.31 g/t Au from 13m** (25PRC016)
- **3m @ 1.52 g/t Au from 10m** (25PRC019)
- **1m @ 9.52 g/t Au from 5m** – clay-hosted enrichment (CLRC006)

A further field sampling programme at Pharos was completed in August 2025 (refer ASX release 21 August 2025), focusing on potential sources of nugget clusters in the Olivers Patch area.

Activities completed included rock chip sampling, riffle splitting and resampling of historic RC drill holes. Areas adjacent to significant gold specimen recovery were evaluated to determine the source of the gold specimens. At Olivers Patch and Terry's North evaluation of targets identified a series of north-west oriented controlling faults/structures that are in some cases quartz filled. Adjacent to those are north-north-east and east-west trending zones of veining related to gold mineralisation.

Mt Mulcahy copper deposit

The Mt Mulcahy copper deposit is located within the Pharos Project (refer Figure 1). The 'South Limb Pod' zone of mineralisation at Mt Mulcahy hosts a JORC-compliant measured, indicated and inferred Mineral Resource Estimate of 647,000 tonnes @ 2.4% copper, 1.8% Zn, 0.1% Co and 20g/t Ag (refer Table 2). Significant exploration upside exists in the area, where the copper-rich volcanogenic massive sulphide (VMS) horizon contains multiple untested VTEM conductors over a 13.5km strike zone and remains open along strike and at depth (refer 14 May 2024). The Company has continued to review options for Mt Mulcahy as the copper market strengthened during the half-year.

Table 1: Mineral Resource Estimate, Old Prospect, 31 December 2025

Mineral Resource Estimate – Old Prospect North and Old Prospect South				
Location	Category	Tonnes (t)	Gold Grade (g/t)	Contained Metal (Au oz)
Old Prospect North	Indicated	149,879	1.91	9,214
	Inferred	62,637	2.46	4,961
	Total	212,516	2.07	14,175
Old Prospect South	Indicated	79,429	2.50	6,385
	Inferred	20,234	1.65	1,075
	Total	99,663	2.33	7,459
Total	Indicated	229,308	2.12	15,599
	Inferred	82,871	2.27	6,036
	Total	312,395	2.15	21,632

Refer OZZ ASX release 19 November 2021 and SCN ASX release 23 December 2025 for full details

Table 2: Mineral Resource Estimate, Mt Mulcahy, 31 December 2025

Mineral Resource Estimate – South Limb Pod (Mt Mulcahy)											
Resource Category	Grade						Contained Metal				
	Tonnes	Cu (%)	Zn (%)	Co (%)	Ag (g/t)	Au (g/t)	Cu (t)	Zn (t)	Co (t)	Ag (oz)	Au (oz)
Measured	193,000	3.0	2.3	0.1	25	0.3	5,800	4,400	220	157,000	2,000
Indicated	372,000	2.2	1.7	0.1	19	0.2	8,200	6,300	330	223,000	2,000
Inferred	82,000	1.5	1.3	0.1	13	0.2	1,200	1,100	60	35,000	-
TOTAL	647,000	2.4	1.8	0.1	20	0.2	15,200	11,800	610	415,000	4,000

Refer SCN ASX release 25 September 2014 for full details, including a list of significant drill intersections for the deposit

Previously reported information

The information in this report that references previously reported exploration results is extracted from the Company's ASX market announcements, which are available to view on the Company's website or on the ASX website. The Company is not aware of any new information or data that materially affects the information included in the original market announcements, or in the cases of estimates of mineral resources, that any material assumptions and technical parameters underpinning those estimates have materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

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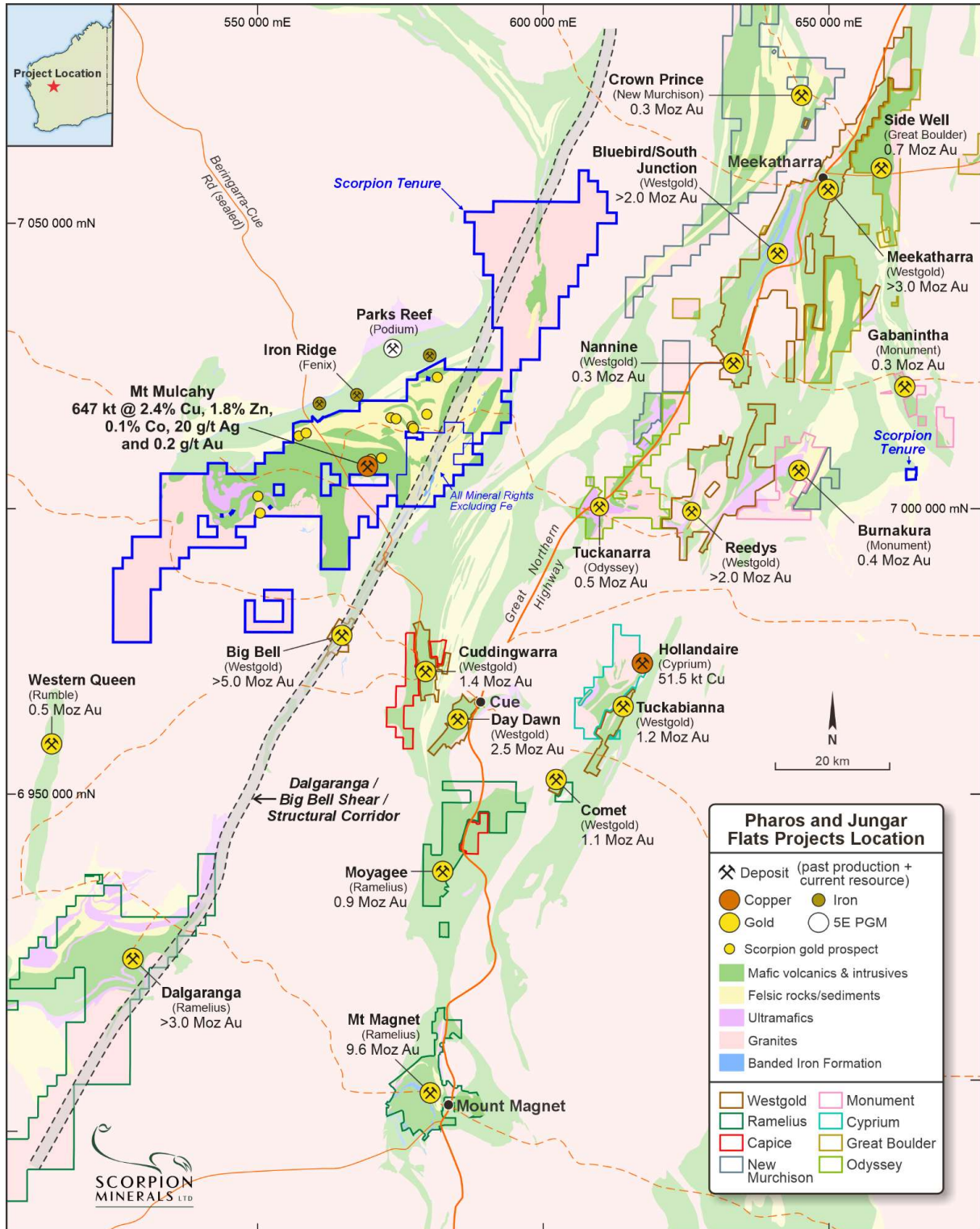


Figure 1: SCN's Pharos Project and Jungar Flats JV tenements with existing major deposits and neighbouring tenures

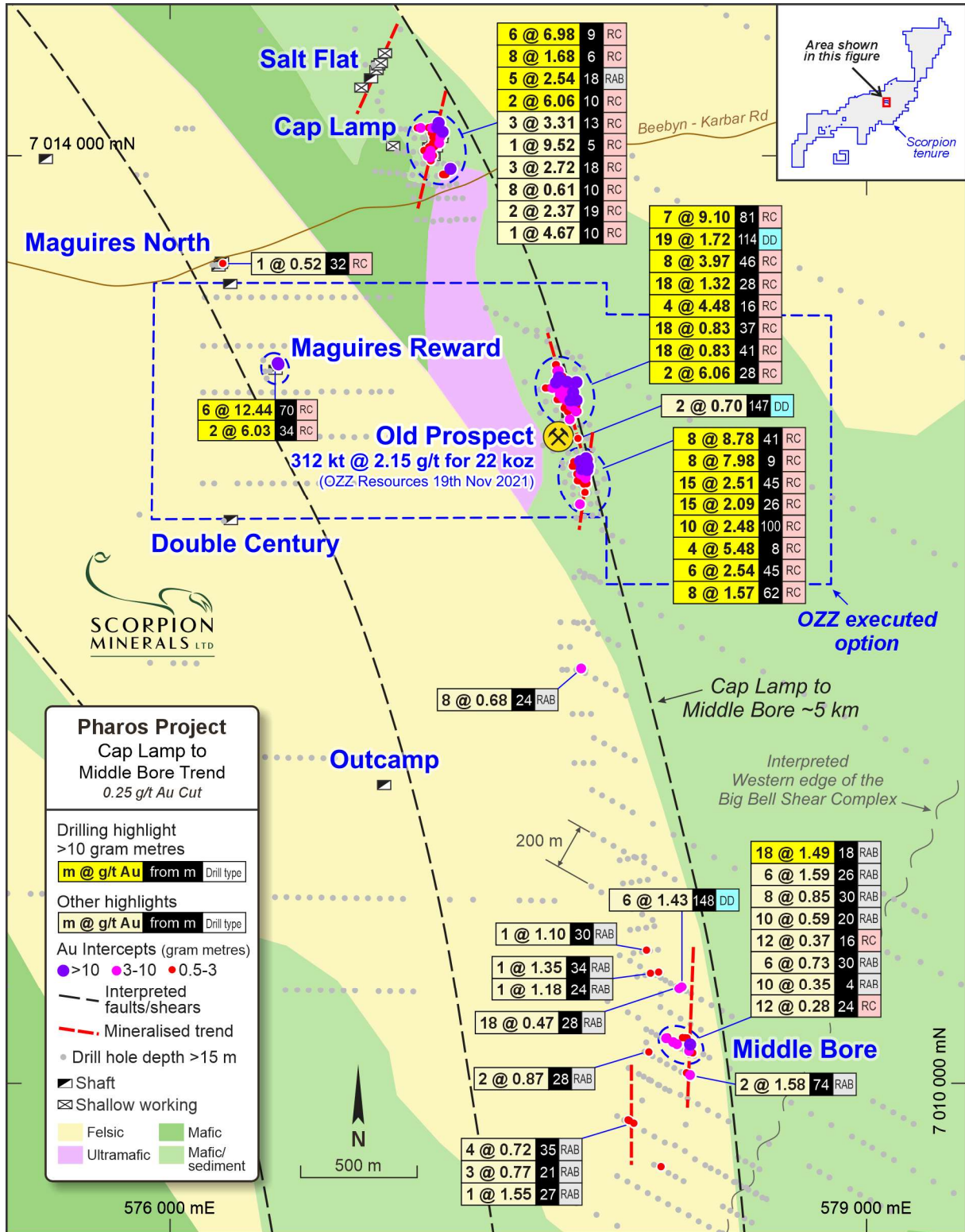


Figure 2: Cap Lamp to Middle Bore overview highlighting Old Prospect RC drilling results within 5km long structural corridor

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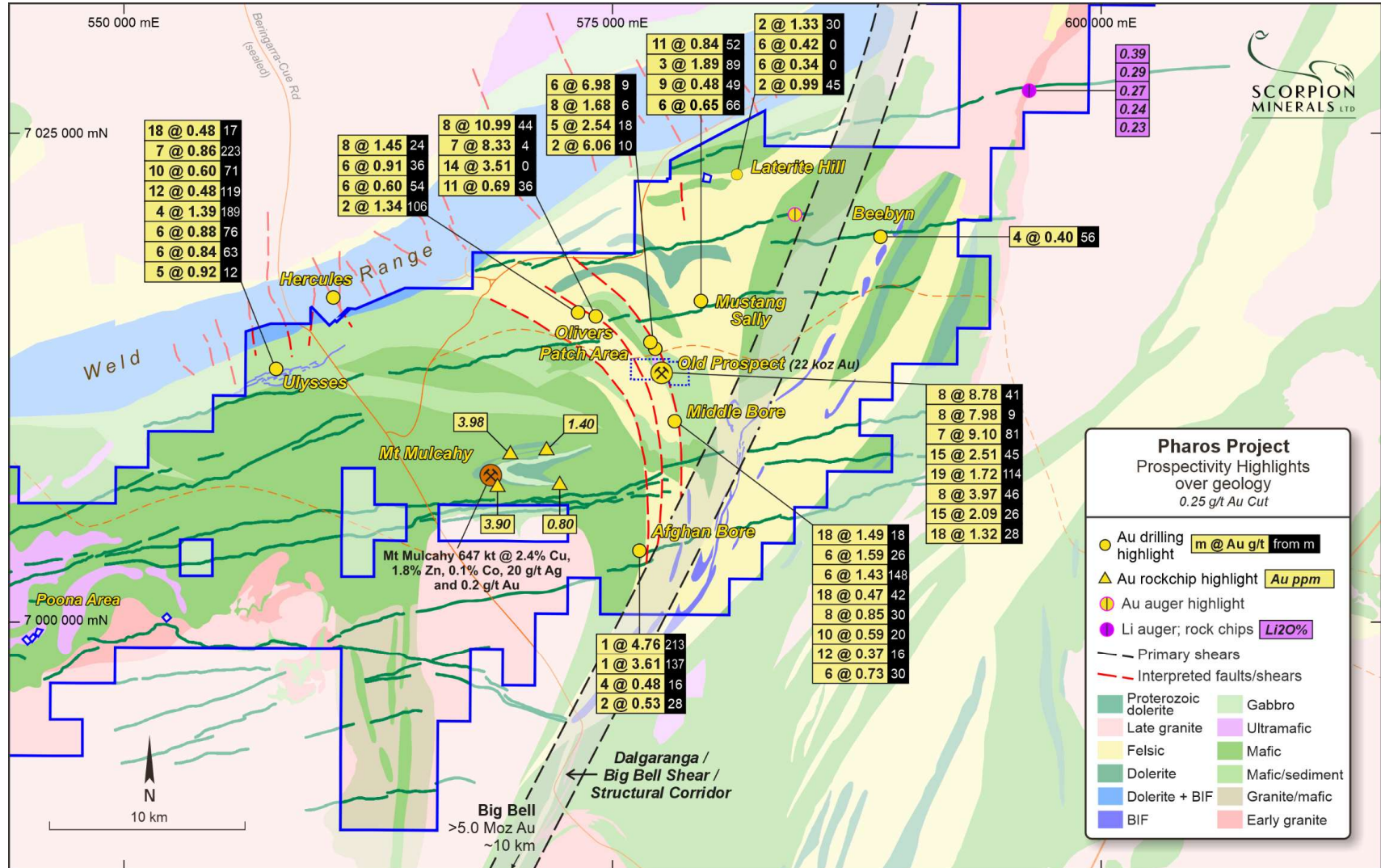
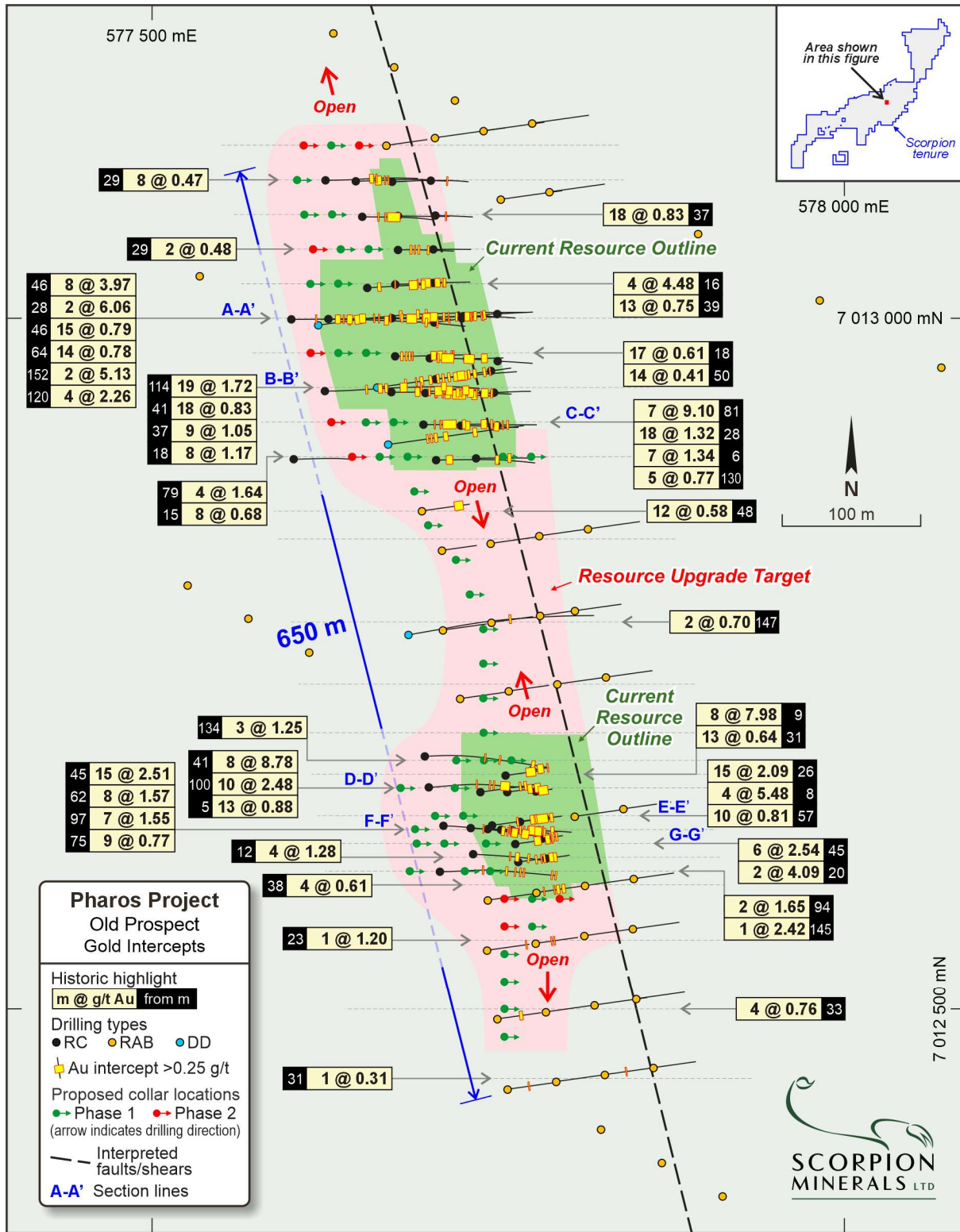


Figure 3: Olivers Patch, Cap Lamp and Middle Bore prospect areas with gold specimen distribution and previous rock chip sampling highlights



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Kirkalocka Project, WA (SCN: 100%)

In October 2025, the Company entered into a non-binding memorandum of understanding (MOU) with Gylden Resources Pty Ltd (“Gylden”), the owners of the Kirkalocka Processing Plant and surrounding tenement package (refer ASX release 29 October 2025). Gylden are owned by an affiliate of global investment firm Värde Partners.

The strategic MOU provides a framework for Scorpion and Gylden to collaborate on the development and processing of gold resources within the Murchison and Yalgoo Mineral Fields, that can be advanced on a commercial basis via either toll milling, ore purchase agreement or joint venture. The Kirkalocka Processing Plant, located approximately 70km south of Mt Magnet, provides Scorpion with a highly strategic processing solution.

In conjunction with the partnership with Gylden, Scorpion successfully applied for three exploration licences located southeast of the Kirkalocka Processing Plant, covering an area of 111km² (refer figure 5). The tenements cover prospective stratigraphy on the eastern side of the greenstone belt and are located along strike north and south of gold soil anomalies identified by previous explorers.

Jungar Flats Project JV, WA (SCN earning to 70%)

The Company has entered into a farm-in/joint venture heads of agreement (“Agreement”) with E79 Gold Mines Ltd (ASX:E79) (“E79”) in respect of E79’s Jungar Flats Gold Project (refer ASX release 14 February 2025).

The project covers an area of approximately 700km² and comprises eight exploration licences in the Murchison region of Western Australia (“JV Tenements”), which abut Scorpion’s Pharos Project tenements. E79 holds a 100% interest in seven of the JV Tenements and 100% of the non-iron ore rights in respect of E51/1681, which is held by a subsidiary of Fenix Resources Limited (ASX:FEX). Scorpion may earn up to a 70% interest in the JV Tenements by expending \$3 million over a five-year period (inclusive of cash consideration of \$100,000 for the execution of the Agreement), subject to fulfilment of defined expenditure milestones.

The Agreement creates a cohesive project that is the largest holding in the region, straddling a strike of about 60km along the Dalgarranga–Big Bell shear corridor and prospective NW trending splays. During the half-year, Scorpion worked to progress the completion of heritage surveys on the JV Tenements to allow for future field activities.

Strategic Lithium MOU

In November 2025, the Company entered into a non-binding memorandum of understanding with Chinese battery materials manufacturer GreatPower Nickel and Cobalt Materials Co. Ltd (“GreatPower”) to advance lithium opportunities in Western Australia (refer ASX release 11 November 2025).

The MOU provides for GreatPower to provide Scorpion with staged funding to advance a lithium project through to resource definition and production. The funding sequence envisioned in the MOU includes:

1. An initial upfront payment of USD2 million to advance a lithium project to a JORC-compliant resource estimate of 10MT at 1.0% Li₂O;
2. A further payment of USD8 million upon definition of the JORC-compliant resource estimate of 10MT at 1.0% Li₂O; and
3. GreatPower to facilitate mine development funding once statutory mining approvals are issued, receiving up to 90% offtake rights.

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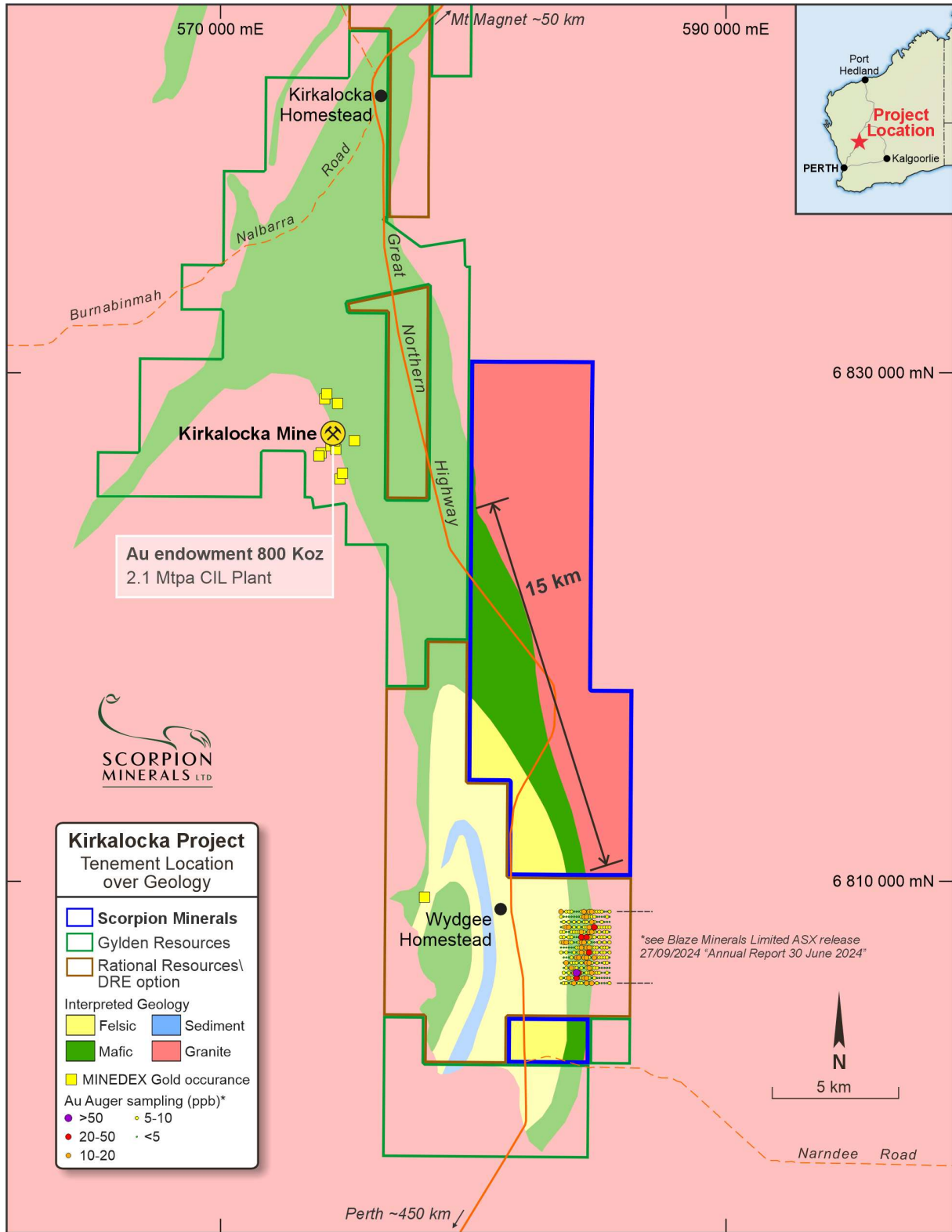


Figure 5: Kirkalocka tenement location plan, showing Scorpion and Gylden tenure

RESULT OF OPERATIONS

The Group incurred an after-tax operating loss for the half-year ended 31 December 2025 of \$1,150,739 (31 December 2024: \$2,939,411).

CORPORATE

The Company held its Annual General Meeting on 27 November 2025 with all resolutions put to shareholders being passed.

On 23 December 2025, the Company issued 4,150,000 fully paid ordinary shares pursuant to the exercise of an equivalent number of \$0.04 options in the class expiring on 24 April 2026, realising proceeds of \$166,000 (before costs).

SUBSEQUENT EVENTS

On 2 February 2026, the Company issued 8,875,000 fully paid ordinary shares pursuant to the exercise of an equivalent number of \$0.04 options in the class expiring on 24 April 2026, realising proceeds of \$355,000 (before costs). A cleansing prospectus was lodged on the same date for the purpose of section 708A(11) of the *Corporations Act 2001*, to remove any trading restrictions on the sale of shares issued pursuant to the conversion of the options. All options in that class held by Directors of the Company were exercised, with 4,625,000 options exercised by Directors for proceeds of \$185,000.

There are no other matters or circumstances that have arisen since 31 December 2025 that have significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 11.

This report is made in accordance with a resolution of Directors, pursuant to section 306(3)(a) of the *Corporations Act 2001*, and signed for and on behalf of the Board by:



Mike Kitney
Non-Executive Chairman
13 March 2026

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

To the directors of Scorpion Minerals Limited:

I declare that, to the best of my knowledge and belief, in relation to the review for the half-year ended 31 December 2025, there have been:

- no contraventions of the auditor independence requirements of 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 relation to Scorpion Minerals Limited and the entities it controlled during the year.

In.Corp Audit & Assurance Pty Ltd



Volha Romanchik
Director

Sydney, 13 March 2026

In.Corp Audit & Assurance Pty Ltd
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**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 DECEMBER 2025**

	Note	Half-Year	
		31 December 2025	31 December 2024
		\$	\$
Interest income		330	930
Directors' fees		(81,000)	(75,600)
Exploration expenses		(24,363)	(467,297)
Impairment of capitalised exploration assets		-	(1,803,057)
Other expenses	3	(302,144)	(182,412)
Interest expense		(3,910)	(281)
Share-based payments	4	(761,070)	(653,539)
Share-based payments – adjustment on forfeiture	4	-	111,340
Reversal of accrued interest	7	21,418	130,505
LOSS BEFORE INCOME TAX		(1,150,739)	(2,939,411)
Income tax expense		-	-
LOSS AFTER INCOME TAX FOR THE HALF-YEAR		(1,150,739)	(2,939,411)
Other comprehensive income for the half-year, net of tax		-	-
TOTAL COMPREHENSIVE INCOME FOR THE HALF-YEAR ATTRIBUTABLE TO THE OWNERS OF SCORPION MINERALS LTD		(1,150,739)	(2,939,411)
Loss per share attributable to the ordinary equity holders of the Parent			
Basic and diluted (cents per share)		(0.22)	(0.70)

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 31 DECEMBER 2025**

	Note	31 December 2025	30 June 2025
CURRENT ASSETS		\$	\$
Cash and cash equivalents		22,470	680,681
Trade and other receivables		272,716	289,950
TOTAL CURRENT ASSETS		295,186	970,631
NON-CURRENT ASSETS			
Capitalised exploration expenditure	5	4,991,212	4,208,539
TOTAL NON-CURRENT ASSETS		4,991,212	4,208,539
TOTAL ASSETS		5,286,398	5,179,170
CURRENT LIABILITIES			
Trade and other payables	6	1,280,684	752,806
Borrowings	7	375,469	572,450
TOTAL LIABILITIES		1,656,153	1,325,256
NET ASSETS		3,630,245	3,853,914
EQUITY			
Contributed equity	8	31,741,872	31,372,372
Accumulated losses		(34,818,564)	(33,767,503)
Reserves		6,706,937	6,249,045
TOTAL EQUITY		3,630,245	3,853,914

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

**CONSOLIDATED STATEMENT OF CHANGES
IN EQUITY FOR THE HALF-YEAR ENDED
31 DECEMBER 2025**

	Note	Contributed Equity \$	Accumulated Losses \$	Reserves \$	Total Equity \$
CONSOLIDATED					
Balance 1 July 2025		31,372,372	(33,767,503)	6,249,045	3,853,914
Loss for the half-year		-	(1,150,739)	-	(1,150,739)
Total comprehensive loss for the half-year		-	(1,150,739)	-	(1,150,739)
Shares issued upon conversion of options	4	337,500	-	(171,500)	166,000
Share-based payments	4	32,000	-	729,070	761,070
Transfer on lapse of options	4	-	99,678	(99,678)	-
Balance 31 December 2025		31,741,872	(34,818,564)	6,706,937	3,630,245

	Note	Contributed Equity \$	Accumulated Losses \$	Reserves \$	Total Equity \$
CONSOLIDATED					
Balance 1 July 2024		31,313,001	(30,595,894)	3,528,071	4,245,178
Loss for the half-year		-	(2,939,411)	-	(2,939,411)
Total comprehensive loss for the half-year		-	(2,939,411)	-	(2,939,411)
Share-based payments		-	-	653,539	653,539
Forfeited options credited against profit and loss	4	-	-	(111,340)	(111,340)
Transfer on lapse of options		-	614,335	(614,335)	-
Balance 31 December 2024		31,313,001	(32,920,970)	3,455,935	1,847,966

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

**CONSOLIDATED STATEMENT OF CASH
FLOWS FOR THE HALF-YEAR ENDED
31 DECEMBER 2025**

	Note	Half-year	
		2025	2024
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Interest received		330	930
Payments to suppliers and employees		(183,197)	(105,728)
Payments for exploration expenditure		(461,500)	(232,300)
Interest paid		(226)	-
Net cash outflow from operating activities		(644,593)	(337,098)
CASH FLOWS FROM INVESTING ACTIVITIES			
Net cash inflow/(outflow) from investing activities		-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from exercise of options		166,000	-
Repayment of borrowings	7	(179,618)	(30,000)
Net cash outflow from financing activities		(13,618)	(30,000)
Net decrease in cash and cash equivalents		(658,211)	(367,098)
Cash and cash equivalents at the beginning of the half-year		680,681	367,767
CASH AND CASH EQUIVALENTS AT THE END OF THE HALF-YEAR		22,470	669

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

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT

Statement of compliance

The half-year financial report is a general-purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

The half-year report does not include notes of the type normally included in an annual financial report and should be read in conjunction with the annual financial statements for the year ended 30 June 2025 and any public announcements made by Scorpion Minerals Ltd during the interim period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

Basis of preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the Group's annual financial report for the financial year ended 30 June 2025. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

Going concern

The Group incurred a net loss for the half-year ended 31 December 2025 of \$1,150,739 (31 December 2024: \$2,939,411) and incurred net cash outflows from operating activities of \$644,593 (31 December 2024: \$337,098). As at 31 December 2025, the Group had a cash balance of \$22,470 (30 June 2025: \$680,681), a working capital deficit of \$1,360,967 (30 June 2025: \$354,625) and net assets of \$3,630,245 (30 June 2025: \$3,853,914).

The ability of the Group to pay its debts as and when they become due is dependent upon:

- the Group's continued ability to call upon the undrawn portion of the loan facility entered into with the Company's CEO Mr Michael Fotios and associated entities;
- in addition to any financing provided under the terms of the loan agreement referred to above, further capital raisings being undertaken; and
- negotiating continued deferred terms of repayment with overdue third-party creditors.

These conditions indicate a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and therefore whether it will be able to pay its debts as and when they fall due and realise its assets and extinguish its liabilities in the normal course of business at the amounts stated in the financial report.

The Directors believe that there are sufficient funds available to continue to meet the Group's working capital requirements as at the date of this report. The financial statements have been prepared on the basis that the Group is a going concern, which contemplates the continuity of normal business activity, realisation of assets and settlement of liabilities in the normal course of business, taking into account the following reasons:

- as at 31 December 2025 the undrawn loan balance available to the Company with Mr Fotios and associated entities was \$1,224,663;
- following the end of the reporting period, the Company raised \$355,000 (before costs) via the conversion of \$0.04 options in the class expiring 24 April 2026 and expects to realise additional funds from the conversion of the remaining options in that class;
- the Company has a history of successful capital raisings and is confident it can raise additional funds through equity markets as and when required; and
- the Board has negotiated terms of repayment with major overdue creditors and is confident that the liabilities of the Company can continue to be settled in an orderly fashion.

Should the Group not be able to achieve successful outcomes with the above matters, there is a significant uncertainty as to whether the Group may be able to continue as a going concern. It therefore may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts, nor the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

Significant accounting judgments and key estimates

The preparation of the interim financial report requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

In preparing this interim report, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial report for the year ended 30 June 2025.

Changes in accounting policy

The accounting policies and methods of computation adopted are consistent with those of the previous financial year and corresponding interim reporting period. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

Adoption of new and revised accounting standards

In the half-year ended 31 December 2025, the Group has reviewed the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for annual reporting periods beginning on or after 1 July 2025. It has been determined by the Group that there is no impact, material or otherwise, of the new and revised standards and interpretations on its business.

NOTE 2: SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The Group does not have any operating segments with discrete financial information. The Group does not have any customers, and all the Group's assets and liabilities are located within Australia.

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

NOTE 3: OTHER EXPENSES

	31 December 2025	31 December 2024
	\$	\$
Accounting expenses	(55,435)	(41,883)
Audit expenses	(9,481)	(9,000)
Consulting and investor relations expenses	(92,050)	(30,134)
Corporate expenses	(89,771)	(82,853)
Insurance expenses	(12,500)	(8,925)
Legal expenses	(27,418)	(6,685)
Office expenses	(15,293)	-
Other administrative expenses	(196)	(2,932)
	(302,144)	(182,412)

NOTE 4: SHARE-BASED PAYMENTS

Share-based payments are recognised in the profit and loss statement. In the half-year ended 31 December 2025, share-based payments to the value of \$761,070 were expensed (2024: \$653,539), of which \$32,000 related to the issue of new fully paid ordinary shares and \$729,070 related to unlisted options in various classes.

The fair value of the options expensed in the period has been calculated using the appropriate option pricing model for each class of options. For options not yet vested at the start of the reporting period, the value of the options expensed has been reduced in accordance with the portion of the vesting period falling within the reporting period. The model inputs for option valuations are shown in the table below:

Date of issue	Date of expiry	Exercise price (\$)	Underlying share price at issue (\$)	Risk-free interest rate	Volatility	Number of options granted in period	Value of options expensed (\$)
22 Dec 2022 ¹	22 Dec 2026	0.12	0.075	3.18%	100%	-	59,625
22 Dec 2022 ²	22 Dec 2026	0.12	0.075	3.18%	100%	-	111,943
22 Dec 2022 ³	22 Dec 2026	0.12	0.075	3.18%	100%	-	110,762
22 Dec 2022 ⁴	22 Dec 2026	0.12	0.075	3.18%	100%	-	204,533
22 Dec 2022 ⁵	22 Dec 2026	0.12	0.075	3.18%	100%	-	17,797
22 Dec 2022 ¹	22 Dec 2026	0.12	0.075	3.18%	100%	-	17,887
12 Oct 2023 ⁶	12 Oct 2027	0.12	0.055	3.95%	95%	-	3,509
1 Dec 2023 ⁷	1 Dec 2027	0.00	0.044	4.09%	90%	-	31,036
1 Dec 2023 ⁸	1 Dec 2026	0.12	0.044	4.07%	70%	-	10,641
1 Dec 2023 ⁹	1 Dec 2027	0.12	0.044	4.09%	90%	-	16,947
1 Dec 2025	1 Dec 2027	0.075	0.026	3.83%	100%	7,000,000	52,764
1 Dec 2025	1 Dec 2028	0.10	0.026	3.90%	100%	3,500,000	33,265
1 Dec 2025	1 Dec 2029	0.12	0.026	3.99%	100%	3,500,000	40,305
1 Dec 2025 ⁷	1 Dec 2027	0.00	0.026	3.83%	100%	2,750,000	11,786
1 Dec 2025 ¹⁰	1 Dec 2028	0.00	0.026	3.90%	100%	2,750,000	3,921
1 Dec 2025 ¹¹	1 Dec 2029	0.00	0.026	3.99%	100%	2,750,000	2,349
						22,250,000	729,070

- Options in this class are subject to the vesting condition that the Company acquire two new projects introduced by the recipients in addition to the Company's existing projects at the date of grant.
- Options in this class are subject to the vesting condition that the Company either announces a Mineral Resource (as defined in the JORC Code) of at least 10 million tonnes at 1% Li₂O (or equivalent) on a project introduced by the recipient, or that the 5-day volume-weighted average price of the Company's shares exceeds \$0.15.
- Options in this class are subject to the vesting condition that the Company either announces a Mineral Resource (as defined in the JORC Code) of at least 20 million tonnes at 1% Li₂O (or equivalent) on a project introduced by the recipient, or that the 5-day volume-weighted average price of the Company's shares exceeds \$0.25.
- Options in this class are subject to the vesting condition that the Company either announces a Mineral Resource (as defined in the JORC Code) of at least 50 million tonnes at 1% Li₂O (or equivalent) on a project introduced by the recipient, or that the 5-day volume-weighted average price of the Company's shares exceeds \$0.35.
- Options in this class are subject to the vesting condition that the 5-day volume-weighted average price of the Company's shares exceeds \$0.15.
- Options in this class were subject to the vesting condition that the recipient remain employed or engaged by the Company until 21 September 2025.
- Options in this class are subject to the vesting condition that the recipient remain employed or engaged by the Company until 1 June 2026.
- Options in this class are subject to the vesting condition that the Company either announces that it has secured stage 1 strategic partner funding, or that the 5-day volume-weighted average price of the Company's shares exceeds \$0.25.
- Options in this class are subject to the vesting condition that the Company either announces a Mineral Resource (as defined in the JORC Code) of at least 10 million tonnes at 1% Li₂O (or equivalent) on a project introduced by the recipient, or that the 5-day volume-weighted average price of the Company's shares exceeds \$0.35.
- Options in this class are subject to the vesting condition that the recipient remain employed or engaged by the Company until 1 June 2027.
- Options in this class are subject to the vesting condition that the recipient remain employed or engaged by the Company until 1 June 2028.

NOTE 5: CAPITALISED EXPLORATION EXPENDITURE

Ultimate recoupment of exploration expenditure carried forward is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas.

	31 December 2025	30 June 2025
	\$	\$
Opening net book amount	4,208,539	5,365,342
Capitalised exploration expenditure	682,673	544,164
Capitalised acquisition costs	100,000	102,090
Exploration expenditure written off – Youanmi Project ¹	-	(1,803,057)
Closing net book amount	4,991,212	4,208,539

1. The Company's option over the Youanmi Project tenements held by Diversity Resources Pty Ltd (refer ASX release 19 December 2022) expired without exercise in December 2024. The Company retains a 100% interest in E57/1422 at Youanmi.

NOTE 6: TRADE AND OTHER PAYABLES

	31 December 2025	30 June 2025
	\$	\$
Trade payables	791,430	367,626
Other payables and accrued expenses	389,254	372,234
Insurance premium funding	-	12,946
Tenement option fee payable ¹	100,000	-
	1,280,684	752,806

1. The Company has entered into a binding option agreement to acquire a 100% interest in the Old Prospect tenements held by Ozz Resources Ltd (ASX:OZZ) (refer ASX release 23 December 2025). The option fee of \$100,000 was paid to OZZ following the end of the reporting period.

NOTE 7: BORROWINGS

In October 2018, the Group entered into a loan facility agreement with Mr Michael Fotios (a former Director of the Company) and associated entities (together, "Lenders"), incorporating various existing and preceding loan agreements between the parties. Mr Fotios was appointed CEO of the Company on 8 June 2023.

The agreement, as varied on various occasions, provides for the Lenders to provide a loan facility to the Group of up to \$2,500,000, repayable at an interest rate of 8% per annum. The loan facility is in place until 1 April 2026. The purpose of the loan facility is to provide working capital to the Group, where needed, to fund its immediate operational requirements, at an interest rate of 8% per annum. The loan facility limit does not refresh if debt is converted to equity or if repayments are made in cash.

Accordingly, the undrawn loan facility balance available to the Company at 31 December 2025 was \$1,224,663. There was no further drawdown on the loan facility during the reporting period.

	31 December 2025	30 June 2025
Lender	\$	\$
Azurite Corporation Pty Ltd (In Liquidation)	267,796	342,763
Investmet Limited (In Liquidation)	-	126,069
Obsidian Metals Group Pty Ltd	107,673	103,618
Closing balance	<u>375,469</u>	<u>572,450</u>

The Company's subsidiary Scorpion Metals Ltd ("Scorpion Metals") entered into a deed of settlement with Azurite Corporation Pty Ltd (In Liquidation) ("Azurite") in July 2025. Azurite advanced funds to Scorpion Metals in 2017 and 2018, prior to the acquisition of Scorpion Metals by the Company in October 2018. The deed of settlement provides for the repayment of a total of \$321,455 in equal instalments.

Pursuant to the deed of settlement with Azurite, previously accrued interest on Azurite loans to the value of \$21,418 was reversed in the period ended 31 December 2025.

NOTE 8: ISSUED CAPITAL

	31 December 2025	
	Shares on issue	\$
Balance at beginning of period	524,056,192	31,372,372
Issue of new shares pursuant to conversion of options	7,900,000	337,500
Issue of new shares under Employee Securities Incentive Plan	1,000,000	32,000
Balance at end of period	<u>532,956,192</u>	<u>31,741,872</u>

NOTE 9: CONTINGENCIES

The Directors are of the opinion that there are no material contingent assets or contingent liabilities of the Group at reporting date (30 June 2025: nil).

Deferred consideration receivable on sales of mineral rights

In 2022, the Company accelerated its joint venture agreement with Fenix Resources Ltd (ASX:FEX) ("Fenix") by granting Fenix 100% of the iron ore rights on tenements E20/953 and E20/948 within the Pharos Project ("JV Tenements") (refer ASX release 9 February 2022). Under the amended JV agreement, deferred consideration is payable by Fenix to Scorpion in relation to the JV Tenements, comprising 5,000,000 FEX fully paid ordinary shares upon the definition of either a JORC-compliant inferred resource of at least 10,000,000 tonnes of iron ore or a JORC-compliant indicated and/or measured resource of at least 1,000,000 tonnes of iron ore, and a further 5,000,000 FEX fully paid ordinary shares on the first shipment of iron ore from the JV Tenements.

The Company has not recognised an asset in relation to the above deferred consideration as the outcomes of the project milestones are not certain and do not meet the recognition requirements of AASB 137.

Deferred consideration payable from project acquisitions

In 2012, the Company acquired the Mount Mulcahy Copper Project from Black Raven Mining Pty Ltd (refer ASX release 19 July 2012). Deferred consideration is payable by Scorpion in relation to the project acquisition, comprising 4,000,000 fully paid ordinary shares in the Company upon the definition of a JORC-compliant resource of 50,000 tonnes of contained copper metal (or equivalent) and 7,000,000 fully paid ordinary shares in the Company upon the definition of a JORC-compliant resource of 100,000 tonnes of contained copper metal (or equivalent).

In 2022, the Company acquired the Poona Project from eMetals Ltd (ASX:EMT) (refer ASX release 7 February 2022). Deferred consideration is payable by Scorpion in relation to the project acquisition, comprising two performance payments of \$50,000 payable to Venus Metals Corporation Ltd (ASX:VMC) on the definition of inferred and probable JORC-compliant resources of 200,000 tonnes of >1% Li₂O (or equivalent).

The Company has not recognised any liabilities in relation to the above deferred consideration as the outcomes of the project milestones are not certain and do not meet the recognition requirements of AASB 137.

NOTE 10: RELATED PARTY TRANSACTIONS

During the period ended 31 December 2025, various share-based payments were expensed relating to options issued to related parties of the Company during the half-year and in prior periods. Further details of the recipients and option classes are included in Note 4. There have been no other material changes to the nature or scale of transactions with related parties from the disclosures made in the Company's financial report for the period ended 30 June 2025.

NOTE 11: SUBSEQUENT EVENTS

On 2 February 2026, the Company issued 8,875,000 fully paid ordinary shares pursuant to the exercise of an equivalent number of \$0.04 options in the class expiring on 24 April 2026. The Company received proceeds of \$355,000 (before costs) from the option conversion. A cleansing prospectus was lodged on the same date for the purpose of section 708A(11) of the *Corporations Act 2001*, to remove any trading restrictions on the sale of shares issued pursuant to the conversion of the options. All options in that class held by Directors of the Company were exercised, with 4,625,000 options exercised by Directors for proceeds of \$185,000.

There are no other matters or circumstances that have arisen since 31 December 2025 that have significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company.

DIRECTORS' DECLARATION

In the Directors' opinion:

1. The financial statements and notes of the Group are in accordance with the *Corporations Act 2001*, including
 - (a) complying with the *Corporations Regulations 2001* and Australian Accounting Standard AASB 134 *Interim Financial Reporting* and other mandatory professional requirements of the Group; and
 - (b) giving a true and fair view of the consolidated entity's financial position as at 31 December 2025 and of its performance for the half-year ended on that date; and
2. There are reasonable grounds to believe that Scorpion Minerals Limited will be able to pay its debts as and when they become due and payable.

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



Mike Kitney
Non-Executive Chairman

Perth, Western Australia
13 March 2026

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SCORPION MINERALS LIMITED
INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of Scorpion Minerals Limited

Conclusion

We have reviewed the accompanying half-year consolidated financial report of Scorpion Minerals Limited ("the Company") and its controlled entities ("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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date and notes to the financial statements, including material accounting policy information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Scorpion Minerals Limited is not in accordance with the *Corporations Act 2001* including:

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

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 review of the financial report in Australia. We have also fulfilled our other ethical requirements 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 Scorpion Minerals Limited, would be in the same terms if given to the directors as at the time of this auditor's review report.

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SCORPION MINERALS LIMITED

INDEPENDENT AUDITOR'S REVIEW REPORT (continued)

Material Uncertainty in Relation to Going Concern

We draw attention to Note 1 to the financial report which indicates that the Group incurred a net loss of \$1,150,739 during the half-year ended 31 December 2025, and, as of that date, the Group's current liabilities exceeded its current assets by \$1,360,967. As stated in Note 1, these events or conditions along with other matters set forth in Note 1 indicate that a material uncertainty exists that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

Directors' Responsibility for the Half-Year Financial Report

The directors of the Company are responsible for the preparation of the consolidated 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 is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Review of the Half-Year 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 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.

In.Corp Audit & Assurance Pty Ltd



Volha Romanchik
Director

13 March 2026

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