



## **NOVO RESOURCES CORP.**

***(TSX: NVO; ASX: NVO; OTCQB: NSRPF)***

### **CONSOLIDATED FINANCIAL STATEMENTS**

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**FOR THE YEARS ENDED  
DECEMBER 31, 2025 AND 2024**

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(Expressed in Canadian Dollars)

## Independent Auditor's Report to the members of Novo Resources Corp.

### *Opinion*

We have audited the consolidated financial statements of Novo Resources Corp. (the "Entity") and its subsidiaries (the "Group") which comprise the consolidated statement of financial position as at December 31, 2025, the consolidated statement of profit or loss and other comprehensive income/(loss), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the Group's financial position as at December 31, 2025, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for year ended December 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p><b>Valuation of Unlisted Marketable Securities at FVTOCI</b></p> <p>As disclosed in Note 3, the Group holds investments in unlisted marketable securities measured at fair value through other comprehensive income with a carrying value of \$18.9 million as at December 31, 2025.</p> <p>These investments are classified as Level 3 investments in the fair value hierarchy.</p> <p>Due to the lack of available observable inputs to determine the valuation of these investments, management is required to exercise significant judgement in estimating their fair value at each reporting date.</p>	<p>Our procedures, included but were not limited to:</p> <ul style="list-style-type: none"> <li>• holding inquiries with management in relation to the key assumptions made in determining the fair values of the unlisted marketable securities;</li> <li>• assessing, with the support of our internal valuation specialists, the appropriateness of the valuation methodologies applied, and conclusions reached, including;               <ul style="list-style-type: none"> <li>○ considering any recent transactions in the equity instruments of the unlisted entities and determining whether they are indicative of a fair value measurement;</li> <li>○ reviewing available financial information of the unlisted entities to verify key inputs used by management in determining fair value;</li> <li>○ researching external market intelligence to consider if the indicative ranges of valuation multiples for the related industry have changed from previous periods, and</li> <li>○ recalculating the fair value of unlisted marketable securities at the end of the reporting period.</li> </ul> </li> </ul> <p>We have also assessed the adequacy of the disclosures made in Note 3.</p>

### Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis.

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

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

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report. We have nothing to report in this regard.

## *Responsibilities of Management and the Directors for the Financial statements*

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the IASB, and for such internal control as management determine is necessary to enable the preparation of the financial statements that is free from material misstatement, whether due to fraud or error.

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

The directors are responsible for overseeing the Group's financial reporting process.

## *Auditor's Responsibilities for the Audit of the Financial statements*

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ian Skelton.

**/s/ DELOITTE TOUCHE TOHMATSU**

Chartered Accountants  
Perth, Australia  
March 20, 2026

**Novo Resources Corp.**  
(Expressed in Canadian Dollars)  
**Consolidated Statements of Financial Position**

	Note	December 31, 2025 \$'000	December 31, 2024 \$'000
<b>ASSETS</b>			
Current assets			
Cash		7,622	10,689
Short-term investments		119	116
Receivables		412	203
Prepaid expenses and deposits		506	453
<b>Total current assets</b>		<b>8,659</b>	<b>11,461</b>
Non-current assets			
Marketable securities	3	20,797	31,916
Exploration and evaluation assets	4	30,960	40,798
Property, plant and equipment		563	603
Right of use assets		269	398
Gold specimens		99	97
<b>Total non-current assets</b>		<b>52,688</b>	<b>73,812</b>
<b>Total assets</b>		<b>61,347</b>	<b>85,273</b>
<b>LIABILITIES</b>			
Current liabilities			
Accounts payable and accrued liabilities	5	623	958
Lease liabilities		135	117
Deferred consideration	6	10,690	2,095
Rehabilitation provision		189	761
Tax payable		966	430
<b>Total current liabilities</b>		<b>12,603</b>	<b>4,361</b>
Non-current liabilities			
Lease liabilities		173	310
Deferred consideration	6	-	7,287
Deferred tax liability	11	2,366	3,820
<b>Total non-current liabilities</b>		<b>2,539</b>	<b>11,417</b>
<b>Total liabilities</b>		<b>15,142</b>	<b>15,778</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	7	415,561	415,561
Reserves	7	67,426	68,328
Accumulated deficit		(436,782)	(414,394)
<b>Total shareholders' equity</b>		<b>46,205</b>	<b>69,495</b>
<b>Total shareholders' equity and liabilities</b>		<b>61,347</b>	<b>85,273</b>

These consolidated financial statements are authorized for issue by the Board of Directors on March 20, 2026. They are signed on the Company's behalf by:

"Karen O'Neill"

Karen O'Neill

"Greg Jones"

Greg Jones

**Novo Resources Corp.**

(Expressed in Canadian Dollars)

**Consolidated Statements of Profit or Loss and Other Comprehensive Income / (Loss)**

	Note	Year ending December 31	
		2025 \$'000	2024 \$'000
General administration	8	(5,725)	(9,401)
Exploration expenditure	9	(17,118)	(12,516)
<b>Loss from operations</b>		<b>(22,843)</b>	<b>(21,917)</b>
Other income, net	10	1,745	340
<b>Finance items</b>			
Finance income		205	353
Finance costs		(1,194)	(1,411)
<b>Net loss for the year before tax</b>		<b>(22,087)</b>	<b>(22,635)</b>
Income tax expense	11	(301)	(594)
<b>Net loss for the year after tax</b>		<b>(22,388)</b>	<b>(23,229)</b>
<b>Other comprehensive income / (loss)</b>			
Change in fair value of marketable securities, net of tax - not to be reclassified to profit or loss in subsequent periods	7	(1,533)	7,930
Foreign exchange on translation of subsidiaries - to be reclassified to profit or loss in subsequent periods	7	631	(419)
<b>Total other comprehensive (loss) / income</b>		<b>(902)</b>	<b>7,511</b>
<b>Comprehensive loss for the year</b>		<b>(23,290)</b>	<b>(15,718)</b>
<b>Weighted average number of common shares outstanding</b>		<b>354,630,279</b>	<b>354,171,639</b>
<b>Basic and diluted loss per common share (\$ per share) - loss for the year attributable to ordinary equity holders of the parent</b>		<b>(0.063)</b>	<b>(0.066)</b>

**Novo Resources Corp.**

(Expressed in Canadian Dollars)

**Consolidated Statements of Changes in Equity  
For the years ended December 31, 2025 and 2024**

	Note	Number of Shares (unrounded)	Share Capital Amount \$'000	Shares to be issued \$'000	Option Reserve \$'000	Warrant Reserve \$'000	Fair value reserve of financial assets at FVTOCI \$'000	Foreign currency translation reserve \$'000	Accumulated Deficit \$'000	Shareholders' Equity \$'000
<b>Balance - December 31, 2023</b>		350,945,455	414,901	56	45,105	16,592	21,851	(22,418)	(391,165)	<b>84,922</b>
Other comprehensive income / (loss) for the year		-	-	-	-	-	7,930	(419)	-	<b>7,511</b>
Loss for the year		-	-	-	-	-	-	-	(23,229)	<b>(23,229)</b>
Comprehensive income / (loss) for the year		-	-	-	-	-	7,930	(419)	(23,229)	<b>(15,718)</b>
Share-based payments	7	-	-	-	298	-	-	-	-	<b>298</b>
Share issued pursuant to stock options	7	3,684,824	667	(56)	(611)	-	-	-	-	-
Share issue costs		-	(7)	-	-	-	-	-	-	<b>(7)</b>
<b>Balance - December 30, 2024</b>		<b>354,630,279</b>	<b>415,561</b>	-	<b>44,792</b>	<b>16,592</b>	<b>29,781</b>	<b>(22,837)</b>	<b>(414,394)</b>	<b>69,495</b>
Other comprehensive income / (loss) for the year		-	-	-	-	-	(1,533)	631	-	<b>(902)</b>
Loss for the year		-	-	-	-	-	-	-	(22,388)	<b>(22,388)</b>
Comprehensive income / (loss) for the year		-	-	-	-	-	(1,533)	631	(22,388)	<b>(23,290)</b>
<b>Balance - December 31, 2025</b>		<b>354,630,279</b>	<b>415,561</b>	-	<b>44,792</b>	<b>16,592</b>	<b>28,248</b>	<b>(22,206)</b>	<b>(436,782)</b>	<b>46,205</b>

**Novo Resources Corp.**

(Expressed in Canadian Dollars)

**Consolidated Statements of Cash Flows**

	Note	Year ending December 31	
		2025 \$'000	2024 \$'000
<b>Operating activities</b>			
Net loss for the period before tax		(22,087)	(22,635)
Adjustments:			
Finance income		(205)	(353)
Finance costs		1,088	1,328
Depreciation - fixed assets	8	55	197
Depreciation - right of use assets	8	138	1,183
Foreign exchange		(50)	(292)
Impairment of exploration and evaluation assets	9	10,362	102
Loss on sale of exploration and evaluation assets	9	228	1,768
Share based payments	7	-	298
Deferred revenue	10	-	(723)
Loss on the sale of assets	10	-	1,508
Rehabilitation provision		(582)	771
Total non-cash adjustments		11,034	5,787
Changes in non-cash operating working capital:			
Accounts payable and accrued liabilities		(334)	(2,487)
Prepaid expenses and deposits		(53)	369
Receivables		(210)	1,122
		(597)	(996)
Interest income		205	353
Tax (paid) / received		(703)	764
<b>Net cash used in operating activities</b>		<b>(12,148)</b>	<b>(16,727)</b>
<b>Investing activities</b>			
Proceeds from sale of plant and equipment		-	118
Proceeds from sale of exploration and evaluation assets		36	9,001
Proceeds from sale of marketable securities		9,024	10,575
<b>Net cash generated from investing activities</b>		<b>9,060</b>	<b>19,694</b>
<b>Financing activities</b>			
Payment of principal portion of lease liabilities		(169)	(1,189)
Repayment of deferred consideration		-	(2,625)
<b>Net cash used in financing activities</b>		<b>(169)</b>	<b>(3,814)</b>
<b>Net change in cash</b>		<b>(3,257)</b>	<b>(847)</b>
<b>Effect of exchange rate changes on cash</b>		<b>190</b>	<b>(77)</b>
<b>Cash, beginning of the period</b>		<b>10,689</b>	<b>11,613</b>
<b>Cash, end of the period</b>		<b>7,622</b>	<b>10,689</b>

## **NOVO RESOURCES CORP.**

(Expressed in Canadian Dollars, unless stated otherwise)

### **Notes to the Consolidated Financial Statements For the years ended December 31, 2025 and 2024**

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#### **1. NATURE OF OPERATIONS**

Novo Resources Corp. (individually, or collectively with its subsidiaries, as applicable, the “Company” or “Novo”) is registered as a foreign company with the Australian Securities & Investments Commission on January 13, 2023. The Company’s common shares trade on the Toronto Stock Exchange (the “TSX”) under the ticker symbol “NVO” and on the OTCQB market in the United States under the symbol “NSRPF”. From September 11, 2023 CDI’s are traded in Australia on the Australian Securities Exchange (the “ASX”) under the ticker symbol “NVO”.

The Company is engaged primarily in the business of evaluating, acquiring, exploring, and developing natural resource properties with a focus on gold and copper. The Company’s Canadian registered office is located at Suite 2900, 595 Burrard Street, Vancouver, British Columbia, V7X 1J5, Canada. The Company’s Australian registered office and operational office and corporate staff are located at Level 3, 46 Ventnor Avenue, West Perth, Western Australia, 6005, Australia.

#### **2. BASIS OF PREPARATION AND ACCOUNTING POLICIES**

##### **Statement of compliance**

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

##### **Basis of presentation**

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. These consolidated financial statements are presented in Canadian dollars, and all values are rounded to the nearest thousand dollars (\$’000) unless otherwise stated. Share quantities are not rounded.

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. The areas involving a higher degree of judgement or complexity or where assumptions and estimates are significant to the financial statements are disclosed below within this note.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized during the period in which the estimate is revised if the revision affects only that period, or during the period of the revision and further periods if the review affects both current and future periods. The accounting policies adopted are consistent with prior years.

Australian dollars are referred to as “AUD”, and United States dollars are referred to as “USD”, in these consolidated financial statements.

## NOVO RESOURCES CORP.

(Expressed in Canadian Dollars, unless stated otherwise)

### Notes to the Consolidated Financial Statements

#### For the years ended December 31, 2025 and 2024

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The functional currency of each of the Company's subsidiaries has been determined to be the local currency of their home jurisdictions. Each component's functional currency is the currency of the primary economic environment in which the component operates. Novo Resources Corp's functional currency is Canadian dollar, and the consolidated financial statements are presented in Canadian dollars. On consolidation, the assets and liabilities of foreign operations are translated into Canadian dollars at the rate of exchange prevailing at the reporting date and their consolidated statements of profit and loss and other comprehensive income ("OCI") are translated at the average exchange rates for the reporting period. The exchange differences arising on consolidation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Transactions in foreign currencies are initially recorded by each entity using the respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

#### Basis of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries listed below. Control is established by having power over the acquiree, exposure or rights to variable returns from its involvement with the acquiree, and the ability to use its power over the acquiree to affect the amount of the acquiror's returns. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. Inter-company transactions and balances are eliminated upon consolidation. They are de-consolidated from the date that control by the Company ceases.

As at December 31, 2025, the subsidiaries of the Company were as follows:

Company Name	Area of Incorporation	% of Interest
Novo Resources (USA) Corp.	Nevada, USA	100%
Conglomerate Gold Exploration (B.V.I.) Ltd.	Tortola, British Virgin Islands	100%
Karratha Gold Exploration (B.V.I.) Ltd.	Tortola, British Virgin Islands	100%
Conglomerate Gold Exploration Pty Ltd ("CGE")	Western Australia, Australia	100%
Nullagine Gold Pty Ltd ("Nullagine Gold")	Western Australia, Australia	100%
Beatons Creek Gold Pty Ltd ("Beatons Creek")	Western Australia, Australia	100%
Grant's Hill Gold Pty Ltd ("Grants Hill")	Western Australia, Australia	100%
Karratha Gold Pty Ltd ("Karratha Gold")	Western Australia, Australia	100%
Rocklea Gold Pty Ltd ("Rocklea")	Western Australia, Australia	100%
Meentheena Gold Pty Ltd ("Meentheena")	Western Australia, Australia	100%
Farno-McMahon Pty Ltd ("Farno")	South Australia, Australia	100%

## **NOVO RESOURCES CORP.**

(Expressed in Canadian Dollars, unless stated otherwise)

### **Notes to the Consolidated Financial Statements For the years ended December 31, 2025 and 2024**

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#### **Going concern**

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

For the year ended December 31, 2025, the Company reported a net loss of \$22,388,000 (December 31, 2024: \$23,229,000) and had operating net cash outflows of \$12,148,000 (December 31, 2024: \$16,727,000) and a net current liability position as at 31 December 2025 of \$3,944,000 (2024: net current asset position of \$7,100,000). The Company had cash on hand and short-term investments \$7,741,000 at December 31, 2025. Subsequent to year-end, the Company conducted a capital raise generating \$5,900,000 before transaction costs. Refer to Note 15.

The Directors, in their consideration of the appropriateness of the going concern basis for the preparation of the consolidated financial statements have prepared a cash flow forecast demonstrating that the Company will have access to sufficient funds to meet its commitments and working capital requirements for the 12-month period from the date of signing these consolidated financial statements.

This cash flow forecast has been prepared on the following basis:

- Operating costs and exploration expenditures sufficient to meet the Company's minimum contractual requirements are maintained;
- Discretionary expenditure is controlled in line with the Company's prudent working capital management strategy and;
- Additional liquidity is able to be generated as required from the disposal of certain of the Company's assets.

Based on this cash flow forecast which, the Company's directors believe is reasonably achievable, the directors are satisfied that the Company will have access to sufficient cash to continue as a going concern.

If the Company is not able to achieve the assumptions included in the cash flow forecast, it may need to rely on alternative options to secure additional funding, which may include the raising of capital.

## **NOVO RESOURCES CORP.**

(Expressed in Canadian Dollars, unless stated otherwise)

### **Notes to the Consolidated Financial Statements For the years ended December 31, 2025 and 2024**

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#### **New and amended accounting standards and interpretations**

Several amendments and interpretations applied for the first time in 2025, but did not have an impact on the consolidated financial statements of the Company and, hence, have not been disclosed.

At the date of authorisation of the Financial Statements, several new, but not yet effective accounting standards and amendments to existing standards and interpretations, have been published by the IASB. The following have been assessed by the Company:

- IFRS 18 Presentation and Disclosure in Financial Statements – This standard replaces IAS 1 Presentation of Financial Statements and is effective from 1 January 2027. This new standard aims to improve comparability and transparency of the financial performance of similar entities within the financial statements and introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. The Company's assessment of the impact remains ongoing.

None of these standards or amendments to existing standards have been early adopted by the Company.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New standards, amendments and interpretations not adopted in the current period have not been disclosed as they are not expected to have a material impact on the Company's Financial Statements.

#### **Critical estimates and judgements**

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities. Estimates and judgements are periodically evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are summarized in the following notes:

- Recoverability and impairment of exploration and evaluation assets (refer to Note 4)
- Valuation of unlisted marketable securities at FVTOCI (refer to Note 3)

## NOVO RESOURCES CORP.

(Expressed in Canadian Dollars, unless stated otherwise)

### Notes to the Consolidated Financial Statements For the years ended December 31, 2025 and 2024

#### 3. MARKETABLE SECURITIES

The Company initially recognizes marketable securities at fair value plus transaction costs and subsequently remeasures them at fair value through other comprehensive income or loss ("FVTOCI").

	Number of shares Closing balance	December 31, 2025 \$'000	December 31, 2024 \$'000
<b>Listed marketable securities</b>			
GBM Resources Limited Ordinary Shares*	-	-	81
Kalamazoo Resources Limited Ordinary Shares	10,000,000	1,830	660
Kali Metals Limited Ordinary Shares	566,947	93	61
<b>Unlisted marketable securities</b>			
Elementum 3D Inc. Ordinary Shares #	2,076,560	398	13,236
San Cristobel Mining Inc. Ordinary Shares +	842,500	18,476	17,878
<b>Closing balance</b>		<b>20,797</b>	<b>31,916</b>

\* GBM Resources Limited shares were sold on June 24, 2025 for C\$123,000 (A\$138,000).

# A fair value adjustment of C\$12,838,000 was recognised in other comprehensive income for the investment held in Elementum 3D Inc ("E3D").

+ On October 20, 2025 the Company sold 400,000 San Cristobal Mining Inc. ("SCM") shares for C\$8,900,000 (U\$6,400,000). The remaining shares were revalued valued using the latest financing price.

Refer to Note 7 for fair value movements on listed and unlisted marketable securities at FVTOCI.

Level 1 - **Listed marketable securities** at FVTOCI are valued using quoted prices in an active market.

Level 3 - **Unlisted marketable securities** at FVTOCI that cannot be measured based on quoted prices in active markets.

SCM valuation - where available and indicative of current value, the Company measures unlisted investments using the latest financing price from recent observable arm's-length transactions.

E3D valuation - in circumstance where recent observable financing transactions are not available, the Company evaluates various valuation methodologies. For the current period, management determined the most prudent approach based on information available and current trading conditions is the modified net asset value approach.

#### 4. EXPLORATION AND EVALUATION ASSETS

Exploration expenditures are the costs incurred in the initial search for mineral deposits with economic potential or in the process of obtaining more information about existing mineral deposits. Exploration expenditures typically include costs associated with prospecting, sampling, mapping, diamond drilling and other work involved in searching for Mineral Resources, which are referred to in Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and are defined in Canadian Institute of Mining, Metallurgy and Petroleum's ("CIM") CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council, as amended ("CIM Definition Standards").

## NOVO RESOURCES CORP.

(Expressed in Canadian Dollars, unless stated otherwise)

### Notes to the Consolidated Financial Statements

For the years ended December 31, 2025 and 2024

*Evaluation expenditures are the costs incurred to establish the technical feasibility and commercial viability of developing mineral deposits identified through exploration activities, business combination or asset acquisition. Evaluation expenditures include the cost of: (i) further defining the volume and grade of deposits through drilling of core samples and other sampling techniques, including trenching and sampling activities in a deposit or other forms of data acquisition; (ii) determining the optimal methods of extraction and metallurgical and treatment processes; (iii) studies related to surveying, transportation and infrastructure requirements; (iv) permitting activities; and (v) economic evaluations to determine whether development of mineralized material is commercially justified including preliminary economic assessments, pre-feasibility and final feasibility studies, to the extent that such studies do not include Mineral Reserves as referred to in NI 43-101 and defined in the CIM Definition Standards.*

*Exploration and evaluation expenditures subsequent to the initial acquisition are expensed until it has been determined that a property is technically feasible and commercially viable, in which case subsequent evaluation costs incurred to develop a mineral property are capitalized.*

*The amounts shown as exploration and evaluation assets represent acquisition costs to date, net of amounts written off and costs recovered, and do not necessarily represent present or future values. The recoverability of these amounts from future exploration and any additional amounts required to place the exploration and evaluation assets into commercial production are dependent upon certain factors. These factors include the existence of mineral deposits sufficient for commercial production and the Company's ability to obtain the required additional financing necessary to develop its exploration and evaluation assets.*

	December 31, 2025 \$'000	December 31, 2024 \$'000
<b>Opening balance</b>	40,798	44,255
Disposals	(373)	(2,973)
Impairment charge for the year	(10,362)	(102)
Foreign exchange	897	(382)
<b>Closing balance</b>	<b>30,960</b>	40,798

An impairment charge of \$3,680,000 was recognized in the current year relating to the relinquishments of several tenements and the revaluation to fair value of the tenements subsequently sold.

At year end, the Company assessed its exploration and evaluation assets in accordance with IFRS 6 – Exploration for and Evaluation of Mineral Resources, identifying an impairment indicator across several tenements due to lower potential for profitable extraction. An independent valuation was subsequently undertaken using the Geoscientific/Kilburn methodology, which determines recoverable value based on tenement exploration potential. This valuation was corroborated by comparable transaction analysis and application of the Prospectivity Enhancement Multiplier (PEM) method. Following this assessment, the Company recognised an impairment charge of \$6,683,000.

The Company sold \$373,000 of exploration and evaluation assets during the period for cash consideration of \$144,000 resulting in a loss on sale of exploration and evaluation assets of \$228,000.

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In the prior year, SQM Australia Pty Ltd ("SQM") exercised certain of these options over the purchase of additional tenements which resulted in the disposal of \$1,204,000 of exploration and evaluation assets with the remaining deferred revenue of \$723,000 released on expiry of the remaining options. A further \$1,769,000 of exploration and evaluation assets were sold to Gardner Mining Pty Ltd.

#### 5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

*Trade payables and accruals principally comprise amounts outstanding for purchases and ongoing costs. The amounts are unsecured and are usually paid within 30 days of recognition. The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.*

*Employee leave entitlements are liabilities for wages, salaries and annual leave expected to be settled within 12 months of the reporting date and are recognized in respect of employees' services up to the reporting date. They are measured at the amount expected to be paid when the liabilities are settled.*

	December 31, 2025 \$'000	December 31, 2024 \$'000
Trade and other payables	214	291
Accrued expenses	242	371
Employee entitlements	167	296
<b>Closing balance</b>	<b>623</b>	<b>958</b>

#### 6. DEFERRED CONSIDERATION

*Financial liabilities at amortized cost are initially recognized at fair value, and subsequently carried at amortized cost. The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statement of profit or loss and OCI. The carrying value of the financial liability approximates its fair value.*

	December 31, 2025 \$'000	December 31, 2024 \$'000
Opening balance	9,382	10,853
Accretion of interest	1,048	1,328
Payments	-	(2,625)
Foreign exchange	260	(174)
<b>Closing balance</b>	<b>10,690</b>	<b>9,382</b>
Current	<b>10,690</b>	2,095
Non current	-	7,287

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With the acquisition of Millennium Minerals Pty Ltd (“Millennium”) in 2020 which was accounted for as an asset acquisition, Novo agreed to pay IMC Resources Gold Holdings Pte Ltd, Heritas Capital Management (Australia) Pty Ltd, and IMC Resources Ltd (collectively, “IMC”) deferred consideration of A\$20,000,000 (\$17,830,000).

On December 19, 2023, the Company renegotiated the terms of the deferred consideration agreement with IMC whereby the remaining balance of A\$15,600,000 (\$14,269,000) owing is to be repaid by December 2026 with a mechanism for reductions for early repayment. The balance owing has initially been measured at its fair value; the effective interest rate calculated is approximately 11.25% per annum.

On December 23, 2024 the Company repaid A\$3,000,000 (\$2,625,000), leaving A\$12,600,000 (\$11,525,000) to be paid. The undiscounted amount owing as at December 31, 2025 is A\$11,687,000 (\$10,690,000).

In December 2025, IMC agreed to defer the A\$2,600,000 (\$2,378,000) payable on 31 December 2025. This outstanding balance accrued interest at 12% per annum. On February 28, 2026 the Company repaid A\$2,648,000 (\$2,513,000) - refer to Note 15.

## 7. CAPITAL AND RESERVES

### Authorized

Unlimited number of common voting shares without nominal or par value. All issued common shares are fully paid.

### Shares issued

No shares were issued during the year ended December 31, 2025. For the year ended December 31, 2024, shares were issued pursuant to the Company’s stock options and stock bonus plan (the “Plan”), as follows:

- a) On January 15, 2024 and March 20, 2024 the Company issued 3,684,824 shares at a fair value of \$0.17 per share, based on the closing price of the Company’s common shares on the TSX, to its employees under the Plan.

### Warrants

The continuity of warrants is as follows:

	December 31, 2025		December 31, 2024	
	Number	Weighted Average Exercise Price \$	Number	Weighted Average Exercise Price \$
Balance, beginning of the period	2,659,961	1.62	11,041,589	1.62
Expired	(2,659,961)	0.60	(8,381,628)	(2.08)
Balance, end of the period	-	-	2,659,961	1.62

There are no warrants outstanding and exercisable as at December 31, 2025

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Full share equivalent warrants outstanding and exercisable as at December 31, 2024:

Expiry Date	Price per share \$	Warrants Outstanding
April 24, 2025	0.60	2,018,936
December 22, 2025	0.60	641,025
		<u>2,659,961</u>

**Share option plan**

Pursuant to the Company's Plan, the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The exercise price of each option ("Option") shall not be less than the closing price of the common shares on the trading day immediately preceding the day on which the Option is granted, less any discount permitted by the TSX.

The Company has 3,000,000 outstanding Options of which 3,000,000 options have fully vested as at December 31, 2024. 2,190,000 options expired during the year ended December 31, 2025.

The continuity of stock options is as follows:

	December 31, 2025		December 31, 2024	
	Number	Weighted Average Exercise Price \$	Number	Weighted Average Exercise Price \$
Options outstanding, beginning of period	5,190,000	2.60	5,795,000	2.72
Expired/cancelled	(2,190,000)	(3.57)	(605,000)	(3.57)
Options outstanding, end of period	3,000,000	1.89	5,190,000	2.60

The options outstanding and exercisable at December 31, 2025 were as follows:

Number Outstanding	Weighted Average Exercise Price \$	Weighted Average Remaining Contractual Life (Years)	Number Exercisable	Weighted Average Exercise Price \$
3,000,000	1.89	0.89	3,000,000	1.89

The options outstanding and exercisable at December 31, 2024 were as follows:

Number Outstanding	Weighted Average Exercise Price \$	Weighted Average Remaining Contractual Life (Years)	Number Exercisable	Weighted Average Exercise Price \$
2,190,000	3.57	0.07	2,190,000	3.57
3,000,000	1.89	1.89	3,000,000	1.89
5,190,000	2.60	1.12	5,190,000	2.60

For the year ended December 31, 2025, the total share-based payment expense was \$- (year ended December 31, 2024: \$298,000).

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### Notes to the Consolidated Financial Statements

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#### Nature and purpose of reserves

The option reserve of \$44,792,000 (2024: \$44,792,000) is used to recognize the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.

The warrant reserve of \$16,592,000 (2024: \$16,592,000) is used to recognize the value of equity-settled call options provided as compensation to financing underwriters, if any.

The foreign currency translation reserve is used to recognize exchange differences arising from the translation of the financial statements of foreign subsidiaries.

The reserve of financial assets at FVTOCI is used to recognize movements in fair value of investments where an irrevocable election has been made at initial acquisition to present fair value movements in OCI.

A reconciliation of the Company's annual movement in accumulated OCI is as follows:

	Movement in FVTOCI	Foreign exchange on translation of subsidiaries	Total
	\$'000	\$'000	\$'000
<b>Balance as at December 31, 2023</b>	<b>21,851</b>	<b>(22,418)</b>	<b>(567)</b>
Listed marketable securities	(754)	-	(754)
Unlisted marketable securities	8,727	-	8,727
Deferred tax on marketable securities and share issue costs	(43)	-	(43)
Foreign exchange on translation of subsidiaries	-	(419)	(419)
Total	7,930	(419)	7,511
<b>Balance as at December 31, 2024</b>	<b>29,781</b>	<b>(22,837)</b>	<b>6,944</b>
Listed marketable securities	1,209	-	1,209
Unlisted marketable securities	(3,258)	-	(3,258)
Deferred tax on marketable securities	516	-	516
Foreign exchange on translation of subsidiaries	-	631	631
Total	(1,533)	631	(902)
<b>Balance as at December 31, 2025</b>	<b>28,248</b>	<b>(22,206)</b>	<b>6,042</b>

Included in the Fair value reserve of financial assets at FVTOCI is a realised gain \$7,835,000 (2024: \$9,526,000) arising from the disposal of marketable securities.

#### Loss per share

As the Company has made a loss for the years ended December 31, 2025 and 2024, all options on issue are considered antidilutive and have not been included in the calculation of diluted earnings per share. These options could potentially dilute basic earnings per share in the future. There are 3,000,000 fully vested options outstanding as at December 31, 2025 (2024: 4,190,000 fully vested options and 2,659,961 warrants outstanding). No further options or warrants have been issued and no options or warrants have been exercised.

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### Notes to the Consolidated Financial Statements

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#### 8. GENERAL ADMINISTRATION

	Year ending December 31, 2025	Year ending December 31, 2024
	\$'000	\$'000
Accounting and audit	406	585
Consulting services	883	1,279
Insurance	532	890
Legal fees	372	311
Office and general	1,719	2,254
Depreciation	193	1,380
Share based payments	-	298
Wages and salaries	1,620	2,404
<b>Total</b>	<b>5,725</b>	<b>9,401</b>

For the year ended December 31, 2025, expenses relating to leases of short term and low value assets totalled \$399,000 (2024: \$406,000) and variable lease payments totalled \$ - (2024: nil).

#### 9. EXPLORATION EXPENDITURE

Further details on the accounting policy of exploration and evaluation assets are disclosed in note 4.

	Year ending December 31, 2025	Year ending December 31, 2024
	\$'000	\$'000
Field work	4,020	7,418
Drilling & assay costs	832	1,348
Office and general	975	996
Tenement administration	701	884
Impairment of exploration and evaluation assets	10,362	102
Loss on sale of exploration and evaluation assets	228	1,768
<b>Total</b>	<b>17,118</b>	<b>12,516</b>

#### 10. OTHER INCOME / (OTHER EXPENSES)

	Year ending December 31, 2025	Year ending December 31, 2024
	\$'000	\$'000
Loss on sale of property, plant and equipment	-	(1,508)
Foreign exchange loss	(57)	(3)
Other income	451	1,001
Dividend income	1,351	-
In specie distribution	-	127
Deferred revenue	-	723
<b>Total</b>	<b>1,745</b>	<b>340</b>

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**Notes to the Consolidated Financial Statements****For the years ended December 31, 2025 and 2024****11. INCOME TAX**

*Income tax on the profit or loss for the year presented comprises current and deferred taxes.*

*Income tax is recognized in the Consolidated Statement of Income (Loss) and Comprehensive Income (Loss) except to the extent that it relates to items recognized directly in equity, in which case it is recognized in the Consolidated Statement of Changes in Equity.*

*Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.*

*Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date applicable to the period of expected realization or settlement.*

*A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.*

*Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.*

	Year ending December 31, 2025 \$'000	Year ending December 31, 2024 \$'000
<b>Major components of tax expense</b>		
<u>Current income tax:</u>		
Current tax expense	206	499
<u>Deferred income tax:</u>		
Deferred tax expense relating to the origination and reversal of temporary differences	95	95
<b>Income tax expense</b>	<b>301</b>	<b>594</b>
<u>Income tax charged directly to equity and OCI</u>		
Tax expense relating to realised gains on marketable securities	1,126	-
<u>Deferred tax charged directly to equity and OCI</u>		
Deferred tax expense relating to unrealised gains / losses on marketable securities and share issue costs	(1,642)	43
<b>Recognised in OCI and equity</b>	<b>(516)</b>	<b>43</b>

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**Notes to the Consolidated Financial Statements****For the years ended December 31, 2025 and 2024**

	Year ending December 31, 2025 \$'000	Year ending December 31, 2024 \$'000
Reconciliation between tax expense and accounting loss before income tax:		
Pre-tax accounting loss	(22,087)	(22,635)
Tax at the applicable rate of 27%	(5,963)	(6,111)
Tax effect of non-deductible expenses		
Non-deductible entertainment / legal fees / consulting fees	(164)	80
Other non-deductible items / assessable items	1,475	165
Over/ under provisions	273	70
Difference in tax rate	434	408
Movement in deferred tax balances not recognised	4,246	5,982
Tax expense / (benefit)	301	594

	December 31, 2025 \$'000	December 31, 2024 \$'000
<b>Deferred tax assets and liabilities</b>		
Non-capital losses	79,211	77,074
Capital losses	26,414	26,426
Other	5,360	6,087
<b>Deferred tax assets</b>	110,985	109,587
Deferred tax liabilities		
Marketable securities	(2,476)	(4,118)
Property, plant and equipment	(134)	(139)
Exploration and evaluation assets	(6,767)	(9,422)
Off-set with deferred tax assets	7,011	9,859
<b>Deferred tax liabilities</b>	(2,366)	(3,820)
Unrecognized deferred tax assets	103,974	99,728
<b>Net deferred tax assets</b>	-	-

**12. SEGMENT INFORMATION**

The Company's reportable operating segment consists of exploration operations and is reported in a manner consistent with internal reporting used to assess the performance and make decisions about resources to be allocated to the segment.

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The information reported below as at and for the year ended December 31, 2025 and the year ended December 31, 2024 is based on the information provided to the Chief Executive Officer.

December 31, 2025			
	Exploration operations	Unallocated	Total
	\$'000	\$'000	\$'000
Depreciation	(193)	-	(193)
Lease interest expense	(40)	-	(40)
Exploration expenditure	(6,528)	-	(6,528)
Loss on sale of exploration and evaluation assets	(228)	-	(228)
Impairment of exploration and evaluation assets	(10,362)	-	(10,362)
Other income	-	1,802	1,802
Interest revenue	-	205	205
Finance expense	-	(1,048)	(1,048)
Segment result - loss for the period before tax	21,680	407	22,087
Total assets	40,585	20,762	61,347
Total liabilities	11,691	3,451	15,142
<b>By location</b>			
	<b>Australia</b>	<b>North America</b>	<b>Total</b>
	\$'000	\$'000	\$'000
Non current assets by location	31,792	-	31,792

December 31, 2024			
	Exploration operations	Unallocated	Total
	\$'000	\$'000	\$'000
Depreciation	(1,380)	-	(1,380)
Lease interest expense	(83)	-	(83)
Exploration expenditure	(10,646)	-	(10,646)
Loss on sale of exploration and evaluation assets	(1,768)	-	(1,768)
Impairment of exploration and evaluation assets	(102)	-	(102)
Other income	723	1,128	1,851
Interest revenue	-	353	353
Finance expense	-	(1,328)	(1,328)
Segment result - loss for the period before tax	20,378	2,257	22,635
Total assets	52,096	33,177	85,273
Additions to non current assets	-	46	46
Total liabilities	11,382	4,396	15,778
<b>By location</b>			
	<b>Australia</b>	<b>North America</b>	<b>Total</b>
	\$'000	\$'000	\$'000
Non current assets by location	41,799	-	41,799

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### Notes to the Consolidated Financial Statements

For the years ended December 31, 2025 and 2024

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## 13. RELATED PARTY DISCLOSURES

### Key Management Personnel Disclosures

During the years ended December 31, 2025 and 2024, the following amounts were incurred with respect to the key management and directors of the Company:

	Year ending December 31, 2025 \$'000	Year ending December 31, 2024 \$'000
Wages and salaries - short term employee benefits	937	984
Share-based payments	-	298
<b>Total</b>	<b>937</b>	<b>1,282</b>

## 14. FINANCIAL RISK MANAGEMENT

### a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and short-term investments. The Company limits its exposure to credit loss by placing its cash and short-term investments with high credit quality financial institutions, however these amounts are subject to credit risk. The Company does not invest in asset-backed deposits or investments and does not expect any credit losses. The Company's maximum exposure to credit risk for cash and short-term investments is their carrying amount as per the statement of financial position.

### b) Foreign exchange rate risk

The Company operates internationally and is exposed to foreign exchange risk, primarily United States and Australian dollars. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the functional currency of the relevant company and is considered immaterial. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations.

### c) Liquidity Risk

Liquidity risk is the risk that the Company cannot meet its obligations as they fall due. Liquidity risk is managed by ensuring sufficient financial resources are available to meet obligations associated with financial liabilities. The Company's cash and cash equivalents are invested in business accounts and term deposits which are available on demand. The Company manages liquidity risk by preparing and maintaining cash forecasts, which illustrate cash spent to date and cash needs over the short-term. The Company has a practice of paying its outstanding payables within 30 days. The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

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	Within 1 year	Within 1-2 years	Within 2-3 years	Within 3+ years	Total
As at December 31, 2025	\$'000	\$'000	\$'000	\$'000	\$'000
Trade and other payables	623	-	-	-	623
Deferred consideration	11,525	-	-	-	11,525
Leases	172	177	30	-	379

	Within 1 year	Within 1-2 years	Within 2-3 years	Within 3+ years	Total
As at December 31, 2024	\$'000	\$'000	\$'000	\$'000	\$'000
Trade and other payables	958	-	-	-	958
Deferred consideration	2,327	8,949	-	-	11,276
Leases	169	174	164	-	507

#### e) Price Risk

The Company is exposed to price risk with respect to its marketable securities. At December 31, 2025, a 5% movement in the market value of marketable securities would have resulted in a movement of \$1,040,000 in net equity (December 31, 2024: \$1,596,000). For the year ended December 31, 2025, the Company did not enter or hold any commodity derivatives (year ended December 31, 2024: \$nil).

#### f) Interest Rate Risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has interest-bearing assets in relation to cash at bank and term deposits carried at floating interest rates with reference to the market. The exposure to interest rates for the Company is considered minimal.

### 15. SUBSEQUENT EVENTS

The following event occurred after the reporting date:

- On February 28, 2026 the Company repaid A\$2,648,000 (\$2,513,000) owing to IMC. The repayment amount included interest accrued at 12%.
- On March 6, 2026 the Company completed a capital raising with gross proceeds of \$5,900,000 through the issue of
  - 8,400,000 units at C\$0.10 per unit to investors in Canada (with each unit comprising one Common Share and one-half (0.5) share purchase warrant), each warrant will be exercisable for a period of three years at a price of \$0.15 per share; and
  - 50,647,619 Chess Depository Interests ("CDIs") at A\$0.105 per CDI to investors outside of Canada. One Common Share underlies each CDI. Participants under the CDI placement are entitled to (for no consideration) one option to acquire a CDI for every two CDIs issued under the placement. Each option will have an exercise price of A\$0.15 and will expire three years from the date of issue.