ABX Group Limited

ABN 14 139 494 885

Annual Report - 31 December 2024

ABX Group Limited
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Directors	Joycelyn Morton (Non-Executive Chair) Dr Mark Cooksey (Managing Director & CEO) Ian Levy (Executive Director)
Company secretary	Mathew Watkins
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Stock exchange listing	ABX Group Limited shares and options are listed on the Australian Securities Exchange (ASX code: ABX & ABXO).

CHAIR'S LETTER

Dear fellow shareholders,

I am pleased to present the ABx Group Annual Report for 2024, which not only reflects a year of significant growth but also marks the completion of my first year as a board member and now chair overseeing the direction of this exciting company.

Throughout the year, the Company has met some major goals, and we are well-positioned to continue delivering value to shareholders. At the Deep Leads rare earth project, ABx has conducted extensive exploration. Our JORC Resource has expanded to now stand at 89 million tonnes, averaging 844 ppm total rare earth oxides, which features some of the highest dysprosium and terbium grades of any clay-hosted rare earths resource in Australia. Moreover, the project is backed by large-scale tenure – the majority of which remains underexplored – meaning there is plenty of opportunity for further development.

Equally impressive are the activities of our 83%-owned subsidiary Alcore. The business has demonstrated its capability to convert aluminium smelter bath waste into high-value industrial chemicals. Alcore has successfully outgrown its facilities in NSW and, with support from the Tasmanian Government and a lease from Rio Tinto Aluminium Limited, we are now developing a pilot plant in Bell Bay, Tasmania. This plant is designed to advance our batch testing reactor to one that can continuously process up to 20 kg/h of bath waste, a significant step toward demonstrating the commercial potential of our world-leading, waste-reducing technology.

Global bauxite prices have significantly increased due to severe supply disruptions. This global shortfall in bauxite supply, presents an attractive opportunity for ABx, given the favourable quality and logistical settings of our bauxite deposits in Queensland and Tasmania. This positions the company uniquely in a globally evolving market. We are actively pursuing several options to monetise these assets, including updating mine studies to prioritise an earlier commencement of production.

Our Sunrise Bauxite Project in Queensland and DL130 Bauxite Project in Tasmania are impressive. Moreover, they align with ABx's broader strategy of capitalising on global trends, such as rising demand for critical minerals and a shift toward increasing self-sufficiency in Australia. These bauxite projects are part of this strategy, positioning ABx to take advantage of the global demand for critical minerals.

Our high value rare earth elements are in huge demand globally. Our rare earth project has already shown remarkable potential, with ABx's rare earths not only being high in permanent magnet elements but also its metallurgical properties should make it lower cost and environmentally friendly to extract.

ALCORE's impressive and world leading project for converting smelter bath waste into hydrogen fluoride and aluminium fluoride, an essential chemical for aluminium smelting that is currently 100% imported, will commence this year at its pilot plant in Bell Bay, Tasmania. This is an exemplary demonstration of the circular economy.

Our work across these varied projects demonstrates the unique potential for ABx Group, particularly as we address critical materials shortages while simultaneously operating in an ESG-positive manner. Whether through the innovative extraction methods in rare earths or the recycling capabilities of ALCORE, ABx is well-placed to take advantage of these globally significant opportunities.

Now is a pivotal time in the future of the Company.

With this momentum, we have a clear path to success in 2025 and beyond.

I sincerely thank our shareholders for their loyalty and support. I also want to acknowledge the entire ABx team for their conscientious and tireless hard work, as we together continue this exciting journey.

Yours faithfully,

Joycelyn Morton
Non-Executive Chair

REVIEW OF OPERATIONS

ABx Group (ABx) is a uniquely positioned Australian company delivering materials for a cleaner future. The current areas of focus are:

- Creation of an ionic adsorption clay rare earth project in northern Tasmania
- Establishment of a plant to produce hydrogen fluoride and aluminium fluoride from recycled industrial waste, to replace imports (ALCORE)
- Mining and enhancing bauxite resources for alumina, cement and fertiliser production

ABx endorses best practices on agricultural land and strives to leave land and environment better than we find it. We only operate where welcomed.

Advancing Rare Earth Project in Tasmania

ABx is the first company to discover rare earths in Tasmania and has the highest reported extractions under relatively neutral conditions from any clay-hosted rare earths project in Australia, which means that the ABx resource has the highest ionic proportion of any clay-hosted rare earths resource in Australia.

During the period, ABx reported an increase in the mineral resource estimate to 89 million tonnes, averaging 844ppm TREO and 652ppm TREO - CeO_2. The resource has the highest proportion of dysprosium and terbium (Dy+Tb is 4.3% of TREO) of any clay-hosted rare earths resource in Australia and one of the highest in the world.

ABx executed an MoU with Ucore Rare Metals outlining a collaborative pathway for ABx and Ucore to advance towards a binding offtake agreement for the supply of a mixed rare earth carbonate ("MREC") by ABx to Ucore and an opportunity for Ucore to invest in the ABx rare earths project in Tasmania.

ABx was awarded an Exploration Drilling Grant Initiative (EDGI) grant from Mineral Resources Tasmania, which provides for up to $70,000 for half of the drilling costs for a drilling program at the EL27/2022 exploration tenement.

An improved geological model of the Deep Leads / Rubble Round resource was developed, which will assist to us to identify the most prospective areas within our existing tenements, and other prospective areas in northern Tasmania.

ALCORE, ABX's 83%-owned refining technology subsidiary

ALCORE entered into a lease agreement with Rio Tinto Aluminium Limited for an industrial facility adjacent to its Bell Bay aluminium smelter in northern Tasmania. ALCORE will establish a pilot plant at the facility, which comprises a 500 sqm building on an industrial site and offers convenient access to local engineering services and suppliers in Bell Bay.

The Tasmanian Government has provided indicative terms and conditions for a $1 million, zero interest, conditional loan to support the construction and operation of the continuous pilot plant at the facility leased from Rio Tinto. The loan is subject to confirming executing final loan documentation, anticipated in early 2025.

Rigorous investigation of process conditions continued using the bath pilot batch reactor, which had been commissioned in October 2023. The latest rector results have seen ALCORE achieve 97% fluorine recovery, improving upon the previous best of 93%, a result which was already deemed very likely to be sufficient in a commercial plant.

Progressing Bauxite Operations

ABx is progressing its Australian bauxite projects amid rising global bauxite prices, driven by supply disruptions in Guinea and reduced production in China. Guinea bauxite prices have surged nearly 60%, highlighting the demand for bauxite.

ABx's Binjour project in Queensland holds 37 million tonnes of gibbsite bauxite, with some suitable for direct shipping ore. Mining and logistics studies are complete, and production could begin in 2025. The Taralga project in New South Wales, with 38 million tonnes of bauxite, is being reassessed following improvements to Port Kembla logistics.

With global bauxite supply tight, ABx is exploring various monetisation options, including updating mine studies to prioritise an earlier commencement of production, offtake agreements and potential asset sales. The company is in discussions with several parties, and a data room has been set up to facilitate negotiations.

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In Tasmania, ABx plans to develop the DL130 Bauxite Project, with regulatory assessments underway. The company has a supply agreement with Adelaide Brighton Cement Limited for 90,000-120,000 tonnes of cement-grade bauxite over five years, with ongoing discussions to ensure its success.

Assessment of the mine lease application by Meander Valley Council, the EPA and Mineral Resources Tasmania is in progress.

Rare Earth Elements Exploration

Rare earths are a strategic focus for ABX Group, with the Company capitalising on its major discoveries in Tasmania as well as a series of commodity tailwinds.

During the period, the mineral resource estimate for the rare earth deposits 45 km west of Launceston was increased by 70% to 89 million tonnes averaging 844 ppm TREO and 652 ppm TREO- CeO_2. The resource contains 36 ppm DyTb, the highest of any clay-hosted rare earths resource in Australia and one of the highest in the world. The resource model was based on 29% of the mineralised outline, and included the Wind Break deposit for the first time. (see Table 1)

Table 1: Mineral resources at Deep Leads – Rubble Mound – Wind Break (US$30/t ~350 ppm cut-off grade)

Resources at Deep Leads-Rubble Mound & Wind Break @ US$30/t cog								Permanent Magnet REOs				Key Ratios	
Resource Category	**Million Tonnes**	Avg depth (m)	Avg base (m)	Avg thickness (m)	TREO ppm	TREO-CeO_2 ppm	Perm Mag ppm	Nd_2O_3 ppm	Pr_6O_{11} ppm	Tb_4O_7 ppm	Dy_2O_3 ppm	PermMag TREO %	Tb+Dy TREO %
Inferred	41.4	4.2	12.3	8.0	811	629	212	141	36	5.0	30	26%	4.3%
Indicated	41.6	4.2	11.8	7.7	856	656	225	150	38	5.2	31	26%	4.2%
Measured	5.6	4.1	11.4	7.3	998	790	263	174	43	6.6	39	26%	4.6%
Totals	**89**	**4.2**	**12.0**	**7.8**	**844**	**652**	**221**	**147**	**37**	**5.2**	**31**	**26%**	**4.3%**

Other Rare Earth oxides												Low radioactivity	
Resource Category	CeO_2 ppm	Er_2O_3 ppm	Eu_2O_3 ppm	Gd_2O_3 ppm	Ho_2O_3 ppm	La_2O_3 ppm	Lu_2O_3 ppm	Sm_2O_3 ppm	Tm_2O_3 ppm	Yb_2O_3 ppm	Y_2O_3 ppm	ThO ppm	U_3O_8 ppm
Inferred	182	17	8.3	31	6.0	124	2.2	31	2.4	15	180	6.6	1.8
Indicated	200	18	9.0	33	6.2	131	2.3	34	2.5	15	181	6.4	1.8
Measured	209	22	11.3	41	7.8	150	2.8	40	3.0	19	229	6.2	1.7
Totals	**192**	**18**	**8.8**	**33**	**6.2**	**129**	**2.3**	**33**	**2.5**	**15**	**183**	**6.5**	**1.8**

Parameters: Note 1 ppm = 1 gram/t: Block cut-off grade (cog) = US$30/t (~350ppm TREO-$CeO_2$) Min thickness = 2 metres Density = 1.9 t/metre^3
Search ellipse = 120 x 150m (Meas & Ind), 250 x 250m (Inf). TREO = total rare earth elements as oxides. TREO-CeO2 = TREO minus cerium oxide.

ABx executed a Memorandum of Understanding (MOU) with Ucore, a Canadian public company with a patent-pending rare earth separation technology, RapidSX™. The MOU describes how:

- ABx and Ucore will work toward a binding offtake agreement for the supply of an intermediate rare earth product, which is envisaged to be a mixed rare earth carbonate (MREC), by ABx to Ucore. The intent is for Ucore to obtain 'first right of refusal' for 50% of ABx annual volume for a minimum period of five years, subject to the agreement of commercial terms;
- The parties will explore potential investment by Ucore into the ABx rare earth project as well as project finance opportunities for the ABx and Ucore projects, which may involve joint approaches to companies active in the rare earth value chain, governments, institutional funds, and private investors;
- ABx and Ucore will collaborate to develop and optimise:
  - a comprehensive product flowsheet considering where best to implement collective project efficiencies; and
  - a total project development strategy, including laboratory, pilot, and demonstration plant testing.

An Exploration Drilling Grant Initiative (EDGI) grant was received from Mineral Resources Tasmania. The grant provides for up to $70,000 for half of the drilling costs for a drilling program at the EL27/2022 exploration tenement, located near Launceston and 52km east of ABx's major Deep Leads / Rubble Mound REE project.

Meanwhile, applications for two exploration leases are in progress, including EL25/2022 covering the 16 km extension from Deep Leads / Rubble Mound to the Wind Break REE discovery area.

A 37-hole drilling program was conducted from late May to late June 2024, to explore an area directly northwest of the high-grade Deep Leads discovery, located approximately 45 km west of Launceston. All assay results were received and several intercepts were considerably thicker than usual and extend ABx's REE mineralisation across the plateau.

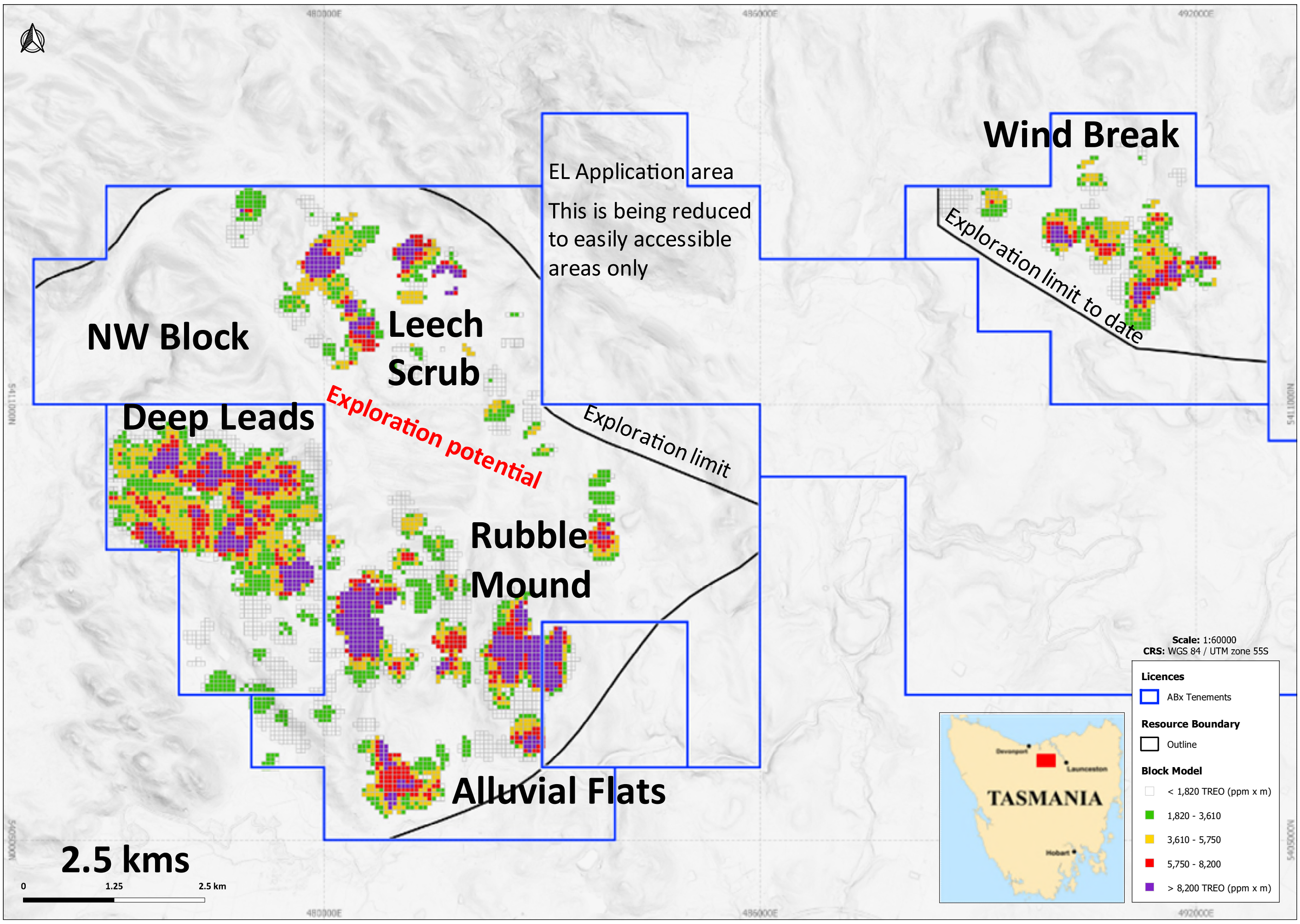

Figure 1: Location of ABx's 89 million tonne rare earths resources of Deep Leads, Rubble Mound, Alluvial Flats, Leach Scrub and Wind Break

In addition, equipment and procedures for in-house desorption tests were developed, allowing ABx to conduct a large number of desorption tests rapidly and cost-effectively. This is designed to be complementary to tests conducted by Australian Nuclear Science and Technology Organisation (ANSTO). ABx will continue to engage ANSTO to conduct desorption tests and other process development activities.

Systematic desorption testing was conducted using the in-house facilities, investigating parameters such as pH, ammonium sulfate concentration, solids loading and temperature. These are providing useful insights on the nature of the Deep Leads / Rubble Mound Resource.

During the year, ABx Group also developed an improved geological model of the Deep Leads / Rubble Mound resource, which will assist the company to identify the most prospective areas within its existing tenements, and other prospective areas in northern Tasmania.

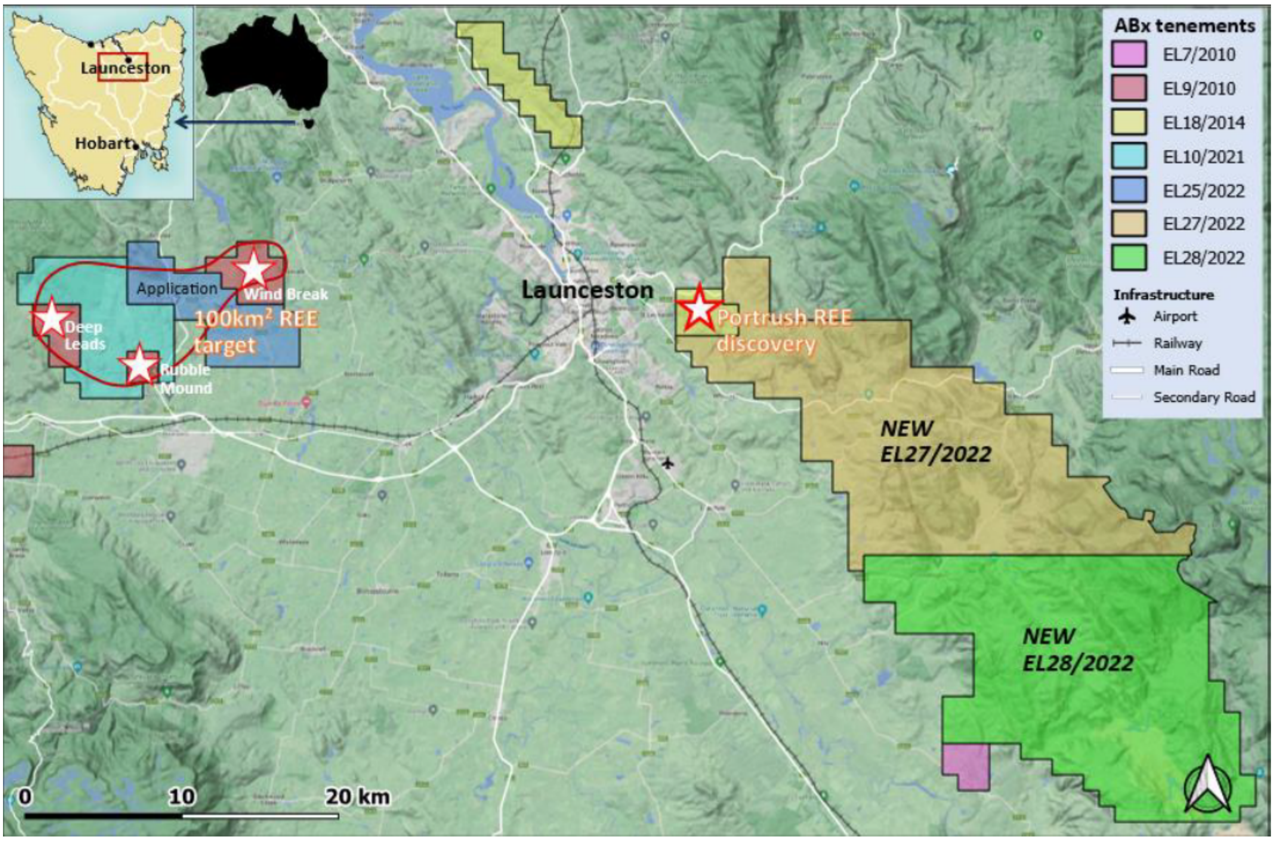

Figure 2: Location of ABX Exploration Projects in northern Tasmania

Alcore: Aluminium fluoride for aluminium smelters

ABX Group has significantly advanced the development of 83%-owned Alcore, which is developing a process to refine aluminium smelter waste into high-value chemicals.

Alcore has developed a world-first process to recover hydrogen fluoride from an aluminium smelter waste product, known as excess bath, which can be combined with aluminium hydroxide to produce aluminium fluoride.

The Alcore process has the potential to resolve two key challenges for Australia's aluminium smelting industry. The first challenge relates to the supply of aluminium fluoride. This chemical is strategically important as it is essential for maintaining smelter operations.

Australia is entirely reliant on imports to meet its aluminium fluoride requirements. The country is the largest producer of primary aluminium metal without its own domestic aluminium fluoride production. Currently, Australia typically imports more than 80% of its aluminium fluoride from China, but this proportion was only 40% in 2021 when Chinese production was lower, illustrating the supply risks.

The second key challenge faced by Australia's aluminium smelter industry relates to the production of the excess bath. Most modern aluminium smelters produce excess bath, for which the only meaningful market is new smelters, which require bath to commence operations. Aluminium industry forecasts suggest the global bath market will increasingly be in surplus, because far fewer new smelters are being constructed. All the major global aluminium producers are eager for alternative applications for excess bath to avoid the unpalatable options of on-site storage or landfill.

Alcore has a major opportunity to apply its advanced technology to resolve these major industry challenges and deliver significant value to shareholders.

During the year, Alcore made significant progress on key initiatives marked by strategic partnerships and technical breakthroughs.

One of the major developments was Alcore's entry into a lease agreement with Rio Tinto Aluminium Limited for an industrial facility adjacent to the Bell Bay aluminium smelter in Tasmania. This agreement provides Alcore with a 500 sqm industrial site for the construction of its continuous pilot plant. The lease is offered at a reduced rate, reflecting Rio Tinto's contribution to the project. The location offers convenient access to essential local services and suppliers, positioning Alcore to efficiently scale its operations. Additionally, the lease includes an option for Alcore to purchase or extend the lease for up to 10 years, depending on the successful performance of the pilot plant and the eventual decision to construct a commercial plant.

The Tasmanian Government also demonstrated strong support for Alcore's expansion. The government provided indicative terms and conditions for a $1 million, zero-interest conditional loan, designed to assist in the construction and operation of the continuous pilot plant at the Bell Bay facility. The loan is contingent on finalising documentation, expected in early 2025, further reinforcing the strategic importance of the Bell Bay site for Alcore's future operations.

On the technical front, Alcore achieved a significant milestone with its bath pilot batch reactor. In the latest test runs, the company achieved an impressive 97% fluorine recovery. This result represents a substantial improvement over previous tests. The 97% recovery was achieved through a combination of optimised reactor performance and additional manual processing of product material, demonstrating the potential for high efficiency in future commercial plants.

These key achievements in 2024 position Alcore for continued success as it moves forward with the development of its fluorine recovery technology and prepares for the next stages of its commercial growth.

Figure 3: Bath pilot batch reactor.

Bauxite Operations

The ABX strategy is to selectively produce metallurgical grade, cement grade and fertiliser grade bauxite, with a focus on profitability. In 2024, ABx Group made substantial progress across its bauxite projects, advancing key stages of development and responding to favourable market conditions. The company has strategically positioned itself to capitalise on significant global demand growth for bauxite, driven by supply disruptions and reduced production in key global markets.

Global bauxite prices have increased significantly due to severe supply disruptions in Guinea and reduced production in China. This disruption has created a shortfall in global bauxite supply, placing ABx in a strong position given the favourable quality and logistics of its bauxite deposits. In response to this market shift, ABx is actively pursuing several options for the monetisation of its bauxite assets, including updating mine studies to prioritise an earlier commencement of production.

Sunrise Project, Queensland

The Sunrise Bauxite Project saw considerable progress in 2024, achieving notable milestones including the completion of a remodelling of the Binjour mine plan to improve operational efficiency and functionality. This revised mine plan enhances productivity and better aligns the project with current market demands. ABx continued negotiations with multiple potential offtake partners, reflecting strong interest in securing long-term bauxite supply from the Sunrise Project.

In terms of infrastructure, the Queensland Government approved a $7.5 million upgrade to the Biggenden Railway Crossing, which will significantly improve regional freight efficiency. This upgrade will enable the use of larger trucks to transport bauxite, lowering transport costs and improving logistics..

ABx also submitted an application for a standard environmental authority (EA) for Mine Lease 100277 to the Department of Environment, Science, and Innovation, which is currently under review. Additionally, the Port of Bundaberg's new multi-use conveyor system, designed for bulk mineral handling, will help support the logistics of exporting bauxite, further enhancing the project's capabilities.

DL130 Project, Tasmania

The DL130 Bauxite Project also made steady progress in 2024. The planning and approval process continued, with the report supporting the planning permit application advertised for public consultation by the Meander Valley Council. In response to public submissions, the EPA issued a Request for Additional Information regarding the Dust Management Plan and Stormwater Management Plan. ABx completed the additional work required and in March the EPA approved an Environmental Permit, noting several conditions and restrictions that the Meander Valley Council development permit would need to include. Meander Valley Council is currently assessing the application.

ABx secured formal agreements with all landholders for the project, ensuring the necessary land access for development.

The company also held two community drop-in sessions in Westbury and Deloraine, engaging local stakeholders and providing updates on the project. This community engagement is part of ABx's ongoing commitment to maintaining strong relationships with local communities throughout the development process.

Taralga Bauxite Project: New South Wales

The Taralga Bauxite Project, located between Taralga and Crookwell in New South Wales, is currently being reassessed in light of recent changes in global bauxite market conditions. A pre-feasibility study completed in 2013-14 outlined the potential to ship 1 million tonnes per annum of trihydrate, gibbsite-type metallurgical bauxite. Transport logistics by road and rail were found to be feasible, but previous delays in the expansion of Port Kembla's outer harbour had posed significant obstacles. However, recent positive changes to Port Kembla's logistics have led ABx to reconsider advancing this project. With recent price increases for trihydrate bauxite, ABx is reassessing the feasibility of the project to meet the growing global demand for this type of bauxite.

Corporate

Leadership Changes and Board Appointments

ABx Group welcomed Ms. Joycelyn Morton as a non-executive director. Ms. Morton's appointment marked a significant enhancement to the company's leadership, bringing a wealth of experience from a range of sectors, including energy, infrastructure, and finance. Her appointment followed the retirement of long-serving non-executive director Mr. Ken Boundy, who stepped down to focus on other director duties, as well as the resignation of Mr. Derek Firth from the Alcore director position in late 2023.

In recognition of Ms. Morton's leadership capabilities, she was appointed as the new Non-Executive Chair of ABx Group and Alcore following the retirement of Paul Lennon AO. Mr. Lennon had served as the Non-Executive Chair of ABx and Alcore for many years and made significant contributions to the company's growth. Ms. Morton's leadership and deep understanding of ABx's strengths and opportunities have positioned her to guide the company in its next phase of development.

Alongside the appointment of Ms. Morton as Chair, ABx also announced the resignation of Rex Adams as a non-executive director of Alcore. Mr. Adams had been an inaugural director of Alcore and had played a pivotal role in guiding the development of Alcore's technology over the past six years.

Open Day Event

In June 2024, ABx held an Open Day at the Alcore Technology Centre. This event provided a unique opportunity for investors and stakeholders to engage directly with the ABx leadership team and staff. Attendees had the opportunity to tour the Alcore facilities, including the bath pilot batch reactor, and learn about the progress and future plans for ABx's activities. The event was well-received, demonstrating ABx's commitment to transparency and communication with its stakeholders.

Environmental, Social, and Governance (ESG) Initiatives

In May 2024, ABx published its baseline Environmental, Social, and Governance (ESG) report. This report reflects the company's ongoing commitment to responsible and sustainable business practices. As part of its ESG strategy, ABx introduced an ESG progress dashboard, which will be updated in each quarterly report. This dashboard tracks the company's progress against 21 core metrics developed by the World Economic Forum, providing stakeholders with a clear view of ABx's ESG performance and objectives.

Capital Raising and Financial Position

During the period, ABx Group successfully raised $615,960 through a Share Purchase Plan while binding commitments were received for a placement of $1.8 million through the issuance of convertible notes. These initiatives strengthened the company's financial position, providing additional resources to support its ongoing projects and operational growth.

Risks

The Group's operating and financial results and performance are subject to various risks and uncertainties, some of which are beyond the Group's reasonable control. Set out below are matters which the Group has assessed as having the potential to have a material impact on its operating and/or financial results and performance:

1) **Fluctuations in external economic drivers including macroeconomics and metal prices:** The Group's primary focus is the advancement of its bauxite and rare earth projects. Fluctuations in the relevant commodity prices can result from various aspects beyond the Group's control, including macroeconomic and geopolitical. Sustained lower commodity prices would adversely impact the viability of the Project.

2) **Failure to discover mineral resources and convert to ore reserves:** Exploration activities are speculative in nature and often require substantial expenditure on exploration surveys, drilling and sampling as a basis on which to establish the presence, extent and estimated grade (metal content) of mineralised material. Even if significant mineralisation is discovered, it may take additional time and further financial investment to determine whether a mineral resource has attributes that are adequate enough to support the technical and economic viability of mining projects and enable a

financial investment and development decision to be made. During that time the economic viability of the project may change due to fluctuations in factors that affect both revenue and costs, including metal prices, foreign exchange rates, the required return on capital, regulatory requirements, tax regimes and future cost of development and mining operations.

3) **Renewal of tenements:** The consolidated entity has been granted tenements in Argentina on the terms and conditions set out by the relevant government authorities. At the expiry of the lease term, the decision of renewal application to assign tenements to the consolidated entity remains with the government. A non-renewal of a tenement that makes up the Company's flagship projects would adversely affect the operational results and fulfilment of the aspirations of the consolidated entity.

4) **Technological Risk:** The Company's 83% owned subsidiary, Alcore Limited, is developing chemical engineering processes to recover hydrogen fluoride and aluminium fluoride from recycled industrial waste. This involves the control of feed material properties and process conditions to achieve suitable product quality at an acceptable rate and yield. There can be challenges in scaling-up from the existing laboratory-scale proof of concept to an industrial-scale process, because some phenomena exhibit different behaviour at larger scale. The Alcore process requires feed materials, energy and labour. The cost of these can vary and affect the commercial viability of the process.

5) **Capital and Liquidity:** The consolidated entity will incur expenditures over the next several years in connection with its exploration objectives and development of its chemical engineering projects and relies on its ability to raise capital as its primary source of funding. The company is exposed to the risk that unfavourable macroeconomic and market conditions would preclude it from raising sufficient capital.

6) **Failure to attract and retain key employees:** The consolidated entity is heavily dependent for its continued operational success on its ability to attract and retain high calibre personnel to fill roles including Directors, Managing Director, Exploration Manager and geologists. A loss of key personnel or a failure to attract appropriately skilled and experienced personnel could affect its operations and performance.

7) **Environmental Risk:** Mining and exploration has become subject to increasing environmental responsibility and liability in Australia. The potential for liability is an "ever present" risk. The use and disposal of chemicals and other materials in the mining industry is under constant legislative scrutiny and regulation. A baseline environmental studies prior to certain exploration or mining activities for the environmental impact may constrain the Group's ability to operate on its existing or future licences. Further the general acceptance of certain stakeholder populations, for example indigenous communities and groups with native title, rights may be required, which may cause significant delay to the Group's plans.

8) **Regulatory risks from climate Change:** Climate change is a risk the Group has considered, particularly related to its operations in the mining industry. The climate change risks particularly attributable to the Group include the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. There is a risk that the Group may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts.

ABX Group Limited
Directors' report
31 December 2024

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Consolidated entity' or 'the Group') consisting of ABX Group Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 December 2024.

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

Joycelyn Morton (Appointed as Non-Executive Director on 3 April 2024 and Non-Executive Chair on 30 September 2024)
Dr Mark Cooksey (Managing Director & CEO)
Ian Levy (Executive Director)
Kenneth Boundy (Non-Executive Director) (Resigned effective 2 April 2024)
Paul Lennon (Non-Executive Chair) (Resigned effective 30 September 2024)

Principal activities
The principal continuing activities of the Consolidated entity for the financial year were conducting the bauxite exploration activities in Queensland, New South Wales and Tasmania and research and development programs in New South Wales and Tasmania.

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

Operating and financial review
The loss for the Consolidated entity after providing for income tax and non-controlling interest amounted to $2,002,000 (31 December 2023: $1,635,000).

For information on Operating performance of the Consolidated entity, refer to the Review of Operations in the preceding section.

Significant changes in the state of affairs
On 2 January 2024, the Company raised $615,960 through the placement of 7,699,500 shares at $0.08 each.

On 14 February 2024, the Company issued 13,224,750 listed options exercisable at $0.12 per option expiring on 6 September 2025.

On 02 April 2024, Mr Kenneth Boundy resigned from his position as Non-Executive Director.

On 3 April 2024, the Company appointed Ms Joycelyn Morton as an independent Non-Executive Director

On 29 May 2024, the company issued 150,000 options to Ms Joycelyn Morton exercisable at $0.0576 and expiring 6 years from the issue date issued under the Employee Share Option Plan.

On 30 September 2024, Mr Paul Lennon resigned as Non-Executive Chair, effective 30 September 2024 and Ms Joycelyn Morton was appointed Non-Executive Chair effective 30 September 2024.

On 20 December 2024, the Company announced to raise $1.8 million through the issuance of 1.8 million Convertible Notes, each with a face value of $1.00 maturity on 31 December 2026, in two separate tranches to professional and sophisticated investors. On 30 December 2024, the Company issued 370,000 Trache-1 convertible notes for $370,000. The issuance of these Notes were ratified by the shareholders at the Extraordinary General Meeting ("EGM") held on 7 March 2025 along with approval to issue 1.43 million Trache-2 Convertible notes.

There were no other significant changes in the state of affairs of the Consolidated entity during the financial year.

Matters subsequent to the end of the financial year

On 15 January 2025 ABX Group Limited entered into a lease agreement with Rio Tinto Aluminium Limited for an industrial facility adjacent to its Bell Bay aluminium smelter in northern Tasmania. Alcore will establish a pilot plant at the facility to demonstrate its world-first proprietary process to produce industrial chemicals, including hydrogen fluoride, from a waste product created during the aluminium smelting process. In the planned subsequent commercial plant, hydrogen fluoride will be converted to aluminium fluoride, an essential chemical for aluminium smelting that is currently 100% imported.

On 7 March 2025 at the Extraordinary General Meeting, the shareholders ratified the prior issue of 370,000 convertible notes under Tranche-1 and approved to issue 3,630,000 convertible notes under Tranche-2 and 48 million free attaching options in connection with the placement.

No other matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the Consolidated entity's operations, the results of those operations, or the Consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations

The Consolidated Entity will continue to pursue its objective of maximising value of its investments held in exploration assets through continued exploration of areas of interest and sale of interests in permits held, in addition pursuing its strategic plans in relation to its majority owned subsidiary Alcore Limited.

Environmental regulation

The Consolidated entity is subject to significant environmental regulation in respect of its exploration activities as follows:

- The Group's operations in the State of Queensland involve drilling operations. These operations are governed by the *Queensland Government Environmental Protection Act (1994)* as reprinted February 2007.
- The Group's operations in the State of NSW involve exploration activities including drilling. These operations are governed by the *Environment Planning and Assessment Act 1979*.
- The Group's operations in the State of Tasmania involve exploration activities including drilling. These operations are governed by the *Environmental Management and Pollution Control Act 1994*.
- The Group operates within the resources sector and conducts its business activities with respect for the environment while continuing to meet the expectations of the shareholders, employees and suppliers.
- The Group aims to ensure that the highest standard of environmental care is achieved, and that it complies with all relevant environmental legislation. The Directors are mindful of the regulatory regime in relation to the impact of the Company’s activities on the environment.
- To the best of the directors’ knowledge, the Group has adequate systems in place to ensure compliance with the requirements of all environmental legislation described above and are not aware of any breach of those requirements during the financial year and up to the date of the Directors’ Report.

Environmental Code of Practice for Bauxite mineral exploration

The Company is committed to conducting its exploration programs by following industry best practice in accordance with published government guidelines and codes.

Information on Directors

Information on directors as at the date of this report is as follows:

Name:	Ms.Joycelyn Morton
Title:	Non-executive Chair
Experience and expertise:	Ms Morton has extensive commercial experience having held senior positions at Shell Australia and Shell International, and prior to that Woolworths Limited. She is a Fellow and Life Member of CPA Australia, having served as the organisation’s National President. She also represented both CPA Australia and the Institute of Chartered Accountants Australia and New Zealand on the Board of the International Federation of Accountants (IFAC). Ms Morton has previously served as a non-executive director on a diverse range of boards, including Australia’s largest specialised naval defence company ASC Pty Ltd; Snowy Hydro Ltd and Argo Investments. She has been Chair of the Audit, Risk and Compliance Committee for multiple boards and currently for Infrastructure NSW.
Other current directorships:	Gelion Plc (UK AIM:GELN); Felix Group Holdings (ASX:FLX); SEC Victoria Pty Ltd;
Former directorships (last 3 years):	ASC Pty Ltd, Argo Investments Limited, Argo Global Listed Infrastructure Ltd, Epic Energy Group
Special responsibilities:	None
Interests in shares:	None
Interests in options:	150,000 Unquoted Options exercisable at $0.0576 expiring on 29 May 2030 1,200,000 free attaching unlisted options exercisable at $0.08 (8.00 cents) expiring on 14 March 2028
Contractual rights to shares:	100,000 convertible notes with face value of $1.00 per note maturing on 31 December 2026.

Name:	Dr Mark Cooksey
Title:	Managing Director and Chief Executive Officer
Experience and expertise:	Dr. Mark Cooksey is a highly experienced engineer with more than 25 years’ experience in process improvement and process development leadership positions with Rio Tinto, GE and CSIRO. Mark has direct experience in aluminium smelting, commencing his career as an engineer at Comalco (now Rio Tinto Alcan) where he led process improvement initiatives at the aluminium smelter operations in Gladstone and New Zealand. Dr Cooksey also has substantial knowledge of the commercialisation process for new technologies, serving a number of roles, including Senior Principal Research Leader at the CSIRO for approximately 16 years. Mark holds a PhD (Chemicals & Materials Engineering) from the University of Auckland and a Bachelor of Engineering (Materials – First Class Honours) and Bachelor of Science (Information Technology and Applied Mathematics) from the University of Western Australia.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	535,000 ordinary shares
Interests in options:	300,000 unlisted options under ESOP exercisable at $0.1692 (16.92 cents) expiring on 1 June 2028 187,500 listed options under SPP exercisable at $0.12 (12.00 cents) expiring on 6 September 2025 360,000 free attaching unlisted options exercisable at $0.08 (8.00 cents) expiring on 14 March 2028.
Interests in rights:	None
Contractual rights to shares:	30,000 convertible notes with face value of $1.00 per note maturing on 31 December 2026.

Name:	Ian Levy
Title:	Executive Director
Experience and expertise:	Mr Levy is a geologist with more than forty years' experience developing mines from discovery through to production. Mr Levy has worked for a number of major resources companies, including WMC Limited, Pancontinental Mining, Gympie Gold and also served as CEO of Allegiance Mining. He has overseen the development of a number of gold, bauxite, base metals, nickel and industrial minerals projects. Ian was a member of the Joint Ore Reserves Committee (JORC) for 11 years including 4 years as Vice Chairman and Federal President, Australian Institute of Geoscientists.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	6,676,316 ordinary shares
Interests in options:	150,000 unlisted options under ESOP exercisable at $0.1692 (16.92 cents) expiring on 1 June 2028 187,500 listed options under SPP exercisable at $0.12 (12.00 cents) expiring on 6 September 2025 1,200,000 free attaching unlisted options exercisable at $0.08 (8.00 cents) expiring on 14 March 2028
Interests in rights:	None
Contractual rights to shares:	100,000 convertible notes with face value of $1.00 per note maturing on 31 December 2026.

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

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company Secretary

Mathew Watkins (Appointed Joint Company Secretary effective 1 February 2024 and Company Secretary effective 12 March 2024)

Mr Watkins is a Chartered Accountant who has extensive ASX experience within several industry sectors including Biotechnology, Bioscience, Resources and Information Technology. He specialises in ASX statutory reporting, ASX compliance, Corporate Governance and board and secretarial support. Mr Watkins is appointed Company Secretary on a number of ASX listed Companies. Mr Watkins is employed at Vistra Australia Pty Ltd (Vistra), a professional Company Secretarial and Accounting firm. Vistra is a prominent provider of specialised consulting and administrative services to clients in the Fund, Corporate, Capital Markets, and Private Wealth sectors.

Henry Kinstlinger (Resigned effective 12 March 2024)

Henry Kinstlinger has, for the past thirty years, been actively involved in the financial and corporate management of a number of public companies and non-governmental organisations. He is a corporate consultant with broad experience in investor and community relations and corporate and statutory compliance. Henry resigned as Company Secretary of the Group effective 12 March 2024.

Meetings of directors
The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 31 December 2024, and the number of meetings attended by each director were:

	Full Board	
	Attended	**Held**
Joycelyn Morton (Non-Executive Chair)	10	10
Dr Mark Cooksey (Managing Director & CEO)	12	12
Ian Levy (Executive Director)	11	12
Kenneth Boundy (Non-Executive Director) (Resigned effective 2 April 2024)	3	3
Paul Lennon (Non-Executive Chair) (Resigned effective 30 September)	9	9

Held: represents the number of meetings held during the time the director held office.

The Board fulfils the roles of the Audit & Risk and Remuneration & Nomination Committee.

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

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

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

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

The Remuneration Committee (or in its absence the Board) is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the Consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

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

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

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

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

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 14 February 2024, where the shareholders approved a maximum annual aggregate remuneration of $500,000.

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

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

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

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

Incentives are payable to executives based upon the attainment of agreed corporate and individual milestones and are reviewed and approved by the Board of Directors. In 31 December 2024 no cash incentives were paid (31 December 2023: nil).

Executives are issued with equity instruments as Long-Term Incentives (LTI) in a manner that aligns this element of remuneration with the creation of shareholder wealth. LTI grants are made to Executives who are able to influence the generation of shareholder wealth and thus have a direct impact on the creation of shareholder wealth. During the year, there were no long-term equity-linked performance incentives issued to the Executives.

Use of remuneration consultants
During the financial year ended 31 December 2024, the consolidated entity did not engage any remuneration consultants.

Voting and comments made at the Company's 29 May 2024 Annual General Meeting ('AGM')
At the AGM held on 29 May 2024, 87.52% of the votes received supported the adoption of the remuneration report for the year ended 31 December 2023. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

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

The key management personnel of the Consolidated entity consisted of the following directors of the Company:
- Joycelyn Morton (Non-Executive Chair) (Appointed on 3 April 2024)
- Dr Mark Cooksey (Executive Director & CEO)
- Ian Levy (Executive Director)
- Kenneth Boundy (Non-Executive Director) (Resigned effective 2 April 2024)
- Paul Lennon (Non-Executive Chair) (Resigned effective 30 September 2024)

31 December 2024	**Short-term benefits Cash salary and fees $**	**Short-term benefits Cash bonus $**	**Short-term benefits Non-monetary $**	**Post-employment benefits Super-annuation $**	**Long-term benefits Long service leave $**	**Share-based payments Equity-settled $**	**Total $**
Non-Executive Directors:							
Joycelyn Morton*	74,250	-	-	8,428	-	1,535	84,213
Paul Lennon**	97,125	-	-	-	-	(2,825)	94,300
Kenneth Boundy**	12,500	-	-	-	-	(6,774)	5,726
Executive Director:							
Dr Mark Cooksey	280,000	-	-	31,500	6,086	6,264	323,850
Ian Levy***	220,000	-	-	-	-	3,132	223,132
	683,875	-	-	39,928	6,086	1,332	731,221

* Ms. Joycelyn Morton was appointed as Non-Executive Director on 03 April 2024 and was further appointed as Non-Executive Chair on 30 September 2024 upon resignation of Mr Paul Lennon.

** Mr Kenneth Boundy resigned from his position as Non-Executive Director, effective 02 April 2024 and Mr Paul Lennon resigned from his position as Non-Executive Chair, effective 30 September 2024.

*** Mr Ian Levy's salary and fee comprised of $50,000 director fees and $170,000 as consulting service fee through his company Justevian Pty Limited.

Equity-settled share-based payments in the tables above represents the valuation of the options and/or performance rights granted to the relevant KMP, as required by Accounting Standard AASB 2- Share-based Payment to be accounted as the cost to the company. The amount disclosed for equity-settled share-based payments represents the accounting valuation recognised as cost to the company during the year and does not represent cash remuneration to the KMP.

31 December 2023	**Short-term benefits Cash salary and fees $**	**Short-term benefits Cash bonus $**	**Short-term benefits Non-monetary $**	**Post-employment benefits Super-annuation $**	**Long-term benefits Long service leave $**	**Share-based payments Equity-settled $**	**Total $**
Non-Executive Directors:							
Paul Lennon	129,500	-	-	-	-	5,916	135,416
Kenneth Boundy	50,000	-	-	-	-	5,916	55,916
Executive Directors:							
Dr Mark Cooksey	280,000	-	-	30,100	7,230	11,832	329,162
Ian Levy	200,000	-	-	-	-	5,916	205,916
	659,500	-	-	30,100	7,230	29,580	726,410

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

Name	Fixed remuneration 31 December 2024	Fixed remuneration (Restated) 2023	At risk - STI 31 December 2024	At risk - STI 2023	At risk - LTI 31 December 2024	At risk - LTI (Restated) 2023
Non-Executive Directors:						
Joycelyn Morton	98%	-	-	-	2%	-
Paul Lennon	103%	96%	-	-	(3%)	4%
Kenneth Boundy	218%	89%	-	-	(118%)	11%
Executive Director:						
Dr Mark Cooksey	98%	96%	-	-	2%	4%
Ian Levy	99%	97%	-	-	1%	3%

Service agreements

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

Name:	Dr Mark Cooksey
Title:	Executive Director & CEO
Agreement commenced:	1 February 2022
Term of agreement:	Total annual remuneration package of $280,000 per annum plus superannuation The Company or the Employee may terminate the agreement by providing 3 months written notice.

Name:	Ian Levy
Title:	Executive Director
Agreement commenced:	1 February 2022 to provide exploration related services through related entity Justevian Pty Limited
Term of agreement:	Annual service fee (including Director fees) of $220,000 plus GST.

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

Share-based compensation

Issue of shares

There were no shares issued to directors and other key management personnel as part of compensation during the year ended 31 December 2024.

Options

The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Ian Levy	37,500	1/06/2022	31/05/2023	1/06/2028	$0.1692	$0.105
Ian Levy	37,500	1/06/2022	31/05/2024	1/06/2028	$0.1692	$0.105
Ian Levy	37,500	1/06/2022	31/05/2025	1/06/2028	$0.1692	$0.105
Ian Levy	37,500	1/06/2022	31/05/2026	1/06/2028	$0.1692	$0.105
Dr Mark Cooksey	75,000	1/06/2022	31/05/2023	1/06/2028	$0.1692	$0.105
Dr Mark Cooksey	75,000	1/06/2022	31/05/2024	1/06/2028	$0.1692	$0.105
Dr Mark Cooksey	75,000	1/06/2022	31/05/2025	1/06/2028	$0.1692	$0.105
Dr Mark Cooksey	75,000	1/06/2022	31/05/2026	1/06/2028	$0.1692	$0.105
Ms Joycelyn Morton	37,500	29/05/2024	29/05/2025	29/05/2030	$0.0576	$0.033
Ms Joycelyn Morton	37,500	29/05/2024	29/05/2026	29/05/2030	$0.0576	$0.033
Ms Joycelyn Morton	37,500	29/05/2024	29/05/2027	29/05/2030	$0.0576	$0.033
Ms Joycelyn Morton	37,500	29/05/2024	29/05/2028	29/05/2030	$0.0576	$0.033

Options granted carry no dividend or voting rights.

The number of options over ordinary shares vested by directors and other key management personnel as part of compensation during the year ended 31 December 2024 are set out below:

Name	Number of options granted during the year 31 December 2024	Number of options granted during the year 31 December 2023	Number of options vested during the year 31 December 2024	Number of options vested during the year 31 December 2023
Joycelyn Morton*	150,000	-	-	-
Dr Mark Cooksey	-	-	75,000	75,000
Ian Levy	-	-	37,500	37,500
Kenneth Boundy**	-	-	-	37,500
Paul Lennon ***	-	-	-	37,500

* Ms. Joycelyn Morton was appointed as Non-Executive Director on 03 April 2024 and was further appointed as Non-Executive Chair on 30 September 2024

** Kenneth Boundy (Non-Executive Director) (Resigned effective 2 April 2024)

*** Paul Lennon (Non-Executive Chair) (Resigned effective 30 September 2024)

Additional information

The earnings of the Consolidated entity for the five years to 31 December 2024 are summarised below:

	2024 $'000	2023 $'000	2022 $'000	2021 $'000	2020 $'000
Total income	2,638	1,685	1,800	556	3,933
Loss before income tax	(2,029)	(1,799)	(3,573)	(5,868)	(549)
Loss after income tax	(2,029)	(1,799)	(3,573)	(5,868)	(549)

Additional disclosures relating to key management personnel

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

	Balance at the start of the year	**Received as part of remuneration**	**Additions***	**Others****	**Balance at the end of the year**
Ordinary shares					
Dr Mark Cooksey	160,000	-	375,000	-	535,000
Ian Levy	6,301,316	-	375,000	-	6,676,316
Kenneth Boundy	2,373,089	-	375,000	(2,748,089)	-
Paul Lennon	4,234,869	-	375,000	(4,609,869)	-
	13,069,274	-	1,500,000	(7,357,958)	7,211,316

* Additions from participation in the Share Purchase Plan in January 2024.
** Mr Paul Lennon and Mr Kenneth Boundy resigned from their position as Non-Executive Chair, effective 30 September 2024 and Non-Executive Director, effective 02 April 2024 respectively and were not considered to be the key management personnel (KMP) for the Consolidated entity effective their respective resignation dates. The balance in Others represents numbers of shares held by them at the time of resignation.

Option holding
The number of options over ordinary shares in the Company and Alcore Limited held during the financial year by each director and other members of key management personnel of the Consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	**Granted**	**Exercised**	**Forfeited/ Other*****	**Balance at the end of the year**
Options over ordinary shares					
Joycelyn Morton*	-	150,000	-	-	150,000
Dr Mark Cooksey**	300,000	187,500	-	-	487,500
Ian Levy**	150,000	187,500	-	-	337,500
Kenneth Boundy**	150,000	187,500	-	(337,500)	-
Paul Lennon**	150,000	187,500	-	(337,500)	-
	750,000	900,000	-	(675,000)	975,000

* Onboarding options granted to Joycelyn Morton (Non-Executive Chair) (Appointed on 3 April 2024)
** 187,500 listed options granted to each of the Directors as part of participation under the Share Purchase plan.
*** Mr Paul Lennon and Mr Kenneth Boundy resigned from their position as Non-Executive Chair, effective 30 September 2024 and Non-Executive Director, effective 02 April 2024 respectively. The movement presents 150,000 unlisted options cancelled and in addition to 187,500 listed options held by each of them on the date of resignation.

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of ABX Group Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
1 June 2022	1 June 2028	$0.1692	900,000
14 February 2024	6 September 2025	$0.1200	13,221,625
29 May 2024	29 May 2030	$0.0576	150,000
14 March 2025	14 March 2028	$0.0800	20,400,000
			34,671,625

900,000 options with the expiry date 1 June 2028 above are unlisted options.13,221,625 options with expiry date 6 September 2025 are free attaching listed options granted on 14 February 2024. 150,000 unlisted options with expiry date 29 May 2030 were issued to Joycelyn Morton, Non-Executive Chair on 29 May 2024 under the Company's Employee Share Option Plan. On 14 March 2025, the company issued 20.4 million free attaching option along with the placement of 1.33 million Tranche-2 convertible notes.

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

Shares issued on the exercise of options
The following ordinary shares of ABX Group Limited were issued during the year ended 31 December 2024 and up to the date of this report on the exercise of listed options:

Date options granted	Exercise price	Number of shares issued
26 November 2024	$0.1200	3,125

Indemnity and insurance of officers
The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

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

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

Proceedings on behalf of the Company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 25 to the financial statements.

ABX Group Limited
Directors' report
31 December 2024

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

The directors are of the opinion that the services as disclosed in note 25 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

Officers of the Company who are former partners of K.S. Black & Co.
There are no officers of the Company who are former partners of K.S. Black & Co..

Rounding of amounts
The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

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

Auditor
K.S. Black & Co. continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the directors

Joycelyn Morton
Non-Executive Chair

31 March 2025

Level 6
350 Kent Street
SYDNEY NSW 2000

75 Lyons Road
DRUMMOYNE NSW 2047

K.S. Black & Co.

ABN 48 117 620 556

20 Grose Street
North Parramatta NSW 2151

PO Box 2210
North Parramatta NSW 1750

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

To the Members of ABX Group Limited

I declare that, to the best of my knowledge and belief, during the year ended 31 December 2024 there has been:

i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

ii. no contraventions of any applicable code of professional conduct in relation to the audit.

The entities are in respect of ABX Group Limited and the entities it controlled during the period.

KS Black & Co
Chartered Accountants

Phillip Jones
Partner

Dated in Sydney on this 31st day of March 2025

ABX Group Limited
Statement of profit or loss and other comprehensive income
For the year ended 31 December 2024

	Note	Consolidated 31 December 2024 $'000	Consolidated 31 December 2023 $'000
Revenue			
Revenue	5	58	222
Interest income		167	164
Other income	6	2,413	1,299
Expenses			
Administrative, development and exploration expenses	7	(2,884)	(3,368)
Depreciation and amortisation expense		(83)	(116)
Impairment of exploration assets		(1,700)	-
Loss before income tax expense		(2,029)	(1,799)
Income tax expense	8	-	-
Loss after income tax expense for the year		(2,029)	(1,799)
Other comprehensive income/(loss) for the year, net of tax		-	-
Total comprehensive loss for the year		(2,029)	(1,799)
Loss for the year is attributable to:			
Non-controlling interest		(27)	(164)
Owners of ABX Group Limited		(2,002)	(1,635)
		(2,029)	(1,799)
Total comprehensive income/(loss) for the year is attributable to:			
Non-controlling interest		(27)	(164)
Owners of ABX Group Limited		(2,002)	(1,635)
		(2,029)	(1,799)
		Cents	**Cents**
Basic earnings per share	32	(0.80)	(0.71)
Diluted earnings per share	32	(0.80)	(0.71)

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

ABX Group Limited
Statement of financial position
As at 31 December 2024

	Note	Consolidated 31 December 2024 $'000	Consolidated 31 December 2023 $'000
Assets			
Current assets			
Cash and cash equivalents	9	561	336
Trade and other receivables	10	184	172
Restricted cash	11	2,974	1,691
Prepayments		273	218
Total current assets		3,992	2,417
Non-current assets			
Property, plant and equipment	12	89	172
Mining Tenements	13	15,455	15,213
Restricted cash	11	-	3,834
Total non-current assets		15,544	19,219
Total assets		19,536	21,636
Liabilities			
Current liabilities			
Trade and other payables	14	687	1,202
Contract liabilities	15	4,974	1,691
Employee benefits	17	141	142
Other liabilities	18	29	28
Total current liabilities		5,831	3,063
Non-current liabilities			
Contract liabilities	15	-	3,834
Borrowings	16	370	-
Employee benefits	17	122	162
Other liabilities	18	1,988	1,849
Total non-current liabilities		2,480	5,845
Total liabilities		8,311	8,908
Net assets		11,225	12,728
Equity			
Issued capital	19	34,582	34,050
Reserves	20	2,588	2,622
Accumulated losses		(25,866)	(23,892)
Equity attributable to the owners of ABX Group Limited		11,304	12,780
Non-controlling interest		(79)	(52)
Total equity		11,225	12,728

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

ABX Group Limited
Statement of changes in equity
For the year ended 31 December 2024

Consolidated	Issued capital $'000	Share based payment reserve $'000	Other reserves $'000	Retained profits $'000	Non-controlling interest $'000	Total equity $'000
Balance at 1 January 2023	32,736	593	2,504	(22,850)	112	13,095
Loss after income tax expense for the year	-	-	-	(1,635)	(164)	(1,799)
Other comprehensive income/(loss) for the year, net of tax	-	-	-	-	-	-
Total comprehensive income/(loss) for the year	-	-	-	(1,635)	(164)	(1,799)
Transactions with owners in their capacity as owners:						
Contributions of equity, net of transaction costs (note 19)	1,314	-	-	-	-	1,314
Share-based payments (note 33)	-	118	-	-	-	118
Lapsed options	-	(593)	-	593	-	-
Balance at 31 December 2023	34,050	118	2,504	(23,892)	(52)	12,728

Consolidated	Issued capital $'000	Share based payment reserve $'000	Other reserves $'000	Retained profits $'000	Non-controlling interest $'000	Total equity $'000
Balance at 1 January 2024	34,050	118	2,504	(23,892)	(52)	12,728
Loss after income tax expense for the year	-	-	-	(2,002)	(27)	(2,029)
Other comprehensive income/(loss) for the year, net of tax	-	-	-	-	-	-
Total comprehensive income/(loss) for the year	-	-	-	(2,002)	(27)	(2,029)
Transactions with owners in their capacity as owners:						
Contributions of equity, net of transaction costs (note 19)	522	-	-	-	-	522
Share-based payments (note 33)	-	24	-	-	-	24
Options lapsed	-	(58)	-	28	-	(30)
Issue of shares in lieu of services	10	-	-	-	-	10
Balance at 31 December 2024	34,582	84	2,504	(25,866)	(79)	11,225

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

ABX Group Limited
Statement of cash flows
For the year ended 31 December 2024

	Note	Consolidated 31 December 2024 $'000	Consolidated 31 December 2023 $'000
Cash flows from operating activities			
Receipts from customers		101	241
Payments to suppliers and employees		(2,500)	(2,713)
MMI grant received		-	5,687
		(2,399)	3,215
Research and Development tax incentives received		911	1,471
Interest received		167	164
Grant income received		653	105
Other revenue received		-	87
Net cash (used in)/ from operating activities	31	(668)	5,042
Cash flows from investing activities			
Payments for property, plant and equipment	12	-	(127)
Payments for exploration and evaluation	13	(1,940)	(2,379)
Payments for security deposits		(59)	(46)
Release of / (increase in) restricted cash.	11	2,000	(5,525)
Net cash from/(used in) investing activities		1	(8,077)
Cash flows from financing activities			
Proceeds from issue of shares	19	616	1,500
Proceeds from issue of convertible notes		370	-
Share issue transaction costs		(94)	(186)
Net cash from financing activities		892	1,314
Net increase/(decrease) in cash and cash equivalents		225	(1,721)
Cash and cash equivalents at the beginning of the financial year		336	2,057
Cash and cash equivalents at the end of the financial year	9	561	336

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

Note 1. General information

The financial statements cover ABX Group Limited as a Consolidated entity consisting of ABX Group Limited ("the Company" or "Parent entity") and the entities it controlled (collectively "the Consolidated entity" or "the Group") at the end of, or during, the year. The financial statements are presented in Australian dollars, which is ABX Group Limited's functional and presentation currency.

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

Registered office and Principal place of business

Level 4, 100 Albert Road
South Melbourne, VIC 3205

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 31 March 2025. The directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

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

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

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

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Consolidated entity.

The following Accounting Standards and Interpretations are most relevant to the Consolidated entity:

Material accounting policy information
The Australian Accounting Standards Board has released guidance on what is considered to be material accounting policy information. Such material accounting policy information relates to the following:

- A material change in accounting policy;
- A choice of accounting policy permitted by Australian Accounting Standards;
- An accounting policy developed in the absence of an accounting standard that specifically applies; or
- Transactions, other events or conditions which are complex and the accounting policy information is required in order for the users of financial statements to understand them.

Consequently, the quantum of accounting policy information disclosed in these financial statements has been reduced from the previous financial reporting year.

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

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

Note 2. Material accounting policy information (continued)

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Going concern
The consolidated financial statements of the Consolidated entity have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business. This includes the realisation of capitalised exploration expenditure of $15,455k (31 December 2023: $15,213k).

At 31 December 2024, the Consolidated entity had free cash of $561k (2023: $336k) and net current liabilities of $1,839k (31 December 2023: net current liabilities of $646k). The Consolidated Entity has incurred a net loss after tax for the year ended 31 December 2024 of $2,029k (31 December 2023: $1,799k) with net cash outflow, from operating and investing activities of $667k (31 December 2023: $3,035k).

The Consolidated entity's ability to continue as a going concern is contingent on raising additional capital and/or the successful exploitation of its areas of interest through sale or development. Should the Consolidated entity not achieve the matters set out above, there would then be significant uncertainty over the ability of the consolidated entity to continue as a going concern, and, therefore, it may have to realise its assets and extinguish its liabilities, other than in the ordinary course of business and at amounts different from those stated in these consolidated financial statements.

Notwithstanding these results, the directors believe that the company will be able to continue as a going concern and as a result the financial statements have been prepared on a going concern basis. The accounts have been prepared on the assumption that the company is a going concern for the following reasons:

- The Company has raised $1.33 million in March 2025 from Tranche-2 Convertible notes, as announced on ASX on 20 December 2024, following $370k from Tranche 1 in December 2024;
- The ability of the Consolidated entity to further scale back parts of its operations and ongoing management of the underlying cost base (primarily through employee costs, improved technology efficiencies and other operating cost reductions);
- Meeting its obligations by either farm-out or partial sale of the Consolidated entity's exploration interests;
- Forecast receipt of research and development tax incentive rebate (R&D) in keeping with historical levels of cost apportionment and management assumptions;
- Access to R&D financing;
- Ability of the Consolidated entity to meet the Modern Manufacturing Initiative ('MMI') grant conditions and utilise the restricted cash received from the MMI grant;
- Strong interest from strategic investors in the rare earths and fluoride recycling projects;
- As the Company is an ASX-listed entity, the Company has the ability to raise additional funds if required;
- Access to loans which Directors may elect to provide on terms yet to be negotiated and agreed; and
- Other avenues that may be available to the Consolidated entity.

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the Consolidated entity only. Supplementary information about the parent entity is disclosed in note 28.

Note 2. Material accounting policy information (continued)

Revenue recognition
The Consolidated entity recognises revenue as follows:

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the Consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Sale of mineral
Revenue from the sale of mineral is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Grant revenue
Grant revenue is recognised in the statement of profit or loss and other comprehensive income under AASB 15.

Income from grants accounted for under AASB 15 is recognised when the consolidated entity satisfies the performance obligation to the relevant bodies. This is recognised based on the consideration specified in the funding agreement and to the extent that it is highly probable a significant reversal of the revenue will not occur. The funding payments are received in advance or shortly after the relevant obligation is satisfied.

Interest
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

Cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

Mining tenements
Mining tenements in form of exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

Note 2. Material accounting policy information (continued)

Contract liabilities
Contract liabilities represent the Consolidated entity's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the Consolidated entity recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Consolidated entity has transferred the goods or services to the customer.

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

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

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

Employee benefits

Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits
The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

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

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

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

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

Note 2. Material accounting policy information (continued)

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:
- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

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

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

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

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

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

Rounding of amounts
The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Note 3. Critical accounting judgements, estimates and assumptions

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

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

Share-based payment transactions
The Consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Employee benefits provision
As discussed in note 2, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Exploration and evaluation costs
Exploration and evaluation costs have been capitalised on the basis that the Consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

Revenue and Income for grants
When recognising revenue in relation to the grants agreements, management exercised judgment to determine the key performance obligation(s) and to establish whether these are sufficiently specific in accordance with the requirements of AASB 15.

Management considers the input method of recognition is the most appropriate method for revenue recognition as this best depicts the transfer of the performance obligation required by the company. Therefore, grant revenue is recognised under AASB15 over-time approach using the input method (i.e. as the expenses are incurred) and performance obligation is satisfied.

Note 4. Operating segments

Identification of reportable operating segments
The Consolidated entity operates in one operating segment being mineral, exploration and development of resources in Australia which is also the basis on which the board reviews the company’s financial information.

AASB 8 requires operating segments to be identified on the basis of internal reports about the components of the consolidated entity that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. In the current year the board reviews the consolidated entity as one operating segment being tin exploration within Australia.

All assets and liabilities and operations are based in Australia.

Accounting policy for operating segments
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

The information reported to the CODM is on a monthly basis.

Note 5. Revenue

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Sale of mineral	58	222

Note 6. Other income

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Research and Development tax incentives	911	1,025
MMI grant income *	551	82
Other grant	102	105
Other income**	849	87
Other income	2,413	1,299

* The Consolidated entity through its subsidiary, Alcore Limited, has received $5.68 million grant funding under the Federal Government's Modern Manufacturing Initiative ("MMI") to support its proposed aluminum smelter bath recycling plant in Bell Bay, Tasmania. Under the terms of the grant, the Consolidated entity can utilise the grant to fund 42.37% of the eligible expenses. MMI grant income above represents the grant utilised towards the eligible expenses during the year ended 31 December 2024.

** Other income of $849k during the current year includes impairment of payable that the Company assessed as no more a liability as of 31 December 2024.

Note 7. Administrative, development and exploration expenses

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Development and exploration expenses not capitalised	924	1,610
Directors and employee salaries and on costs	730	759
Corporate and administrative expenses	1,059	415
Consulting and professional fee	85	275
Communication and promotion expenses	92	191
Share based payments	(6)	118
	2,884	3,368

Note 8. Income tax expense

	Consolidated	
	31 December 2024 $'000	**31 December 2023 $'000**
Income tax expense		
Current tax	-	-
Deferred tax	-	-
income tax expense	-	-
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(2,029)	(1,799)
Tax at the statutory tax rate of 25%	(507)	(450)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
R&D tax incentive	71	333
Share based payment	(1)	30
Impairment of assets	425	-
	(12)	(87)
Current year tax losses not recognised	62	417
Current year temporary differences not recognised	(50)	(330)
Income tax expense	-	-

Below set out deferred tax assets in respect of exploration activities, temporary differences to the extent of failure of the probability criteria.

Assets and liabilities **Consolidated**	**Temporary differences 31 December 2024**	**Temporary differences 31 December 2023**
Deferred tax assets for the year not recognised:		
Deferred tax asset in respect of exploration activities not brought to account	15,213	12,834
Deferred tax liability in respect of exploration activities not recognised to the extent of unrecognised deferred tax asset	(15,455)	(15,213)
Other deductible temporary differences	38	1,058
Total temporary differences	(204)	(1,321)
Tax effect on temporary differences at 25%	(50)	(330)

Note 9. Cash and cash equivalents

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Current assets		
Cash at bank	521	296
Cash held as term deposits	40	40
	561	336

Note 10. Trade and other receivables

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Current assets		
Trade receivables	2	42
Security deposits	163	104
GST receivables	19	26
	184	172

Note 11. Restricted cash

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Current assets		
Cash held in trust- grant funding	2,974	1,691
Non-current assets		
Cash held in trust- grant funding	-	3,834
Total	2,974	5,525

The Consolidated Entity through its subsidiary, Alcore Limited, had received $5.68 million grant funding under the Federal Government's Modern Manufacturing Initiative ("MMI") in 2023. The movement of $2.55 million during the year comprise of $0.55 million utilisation of funds towards MMI project and $2 million as a release of funds as short-term working capital loan.

Note 12. Property, plant and equipment

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Non-current assets		
Plant and equipment - at cost	768	768
Less: Accumulated depreciation	(757)	(710)
	11	58
Motor vehicles - at cost	181	181
Less: Accumulated depreciation	(103)	(67)
	78	114
	89	172

Reconciliations

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

Consolidated	Plant and equipment $'000	Motor vehicles $'000	Total $'000
Balance at 1 January 2023	89	72	161
Additions	52	74	126
Depreciation expense	(83)	(32)	(115)
Balance at 31 December 2023	58	114	172
Depreciation expense	(47)	(36)	(83)
Balance at 31 December 2024	11	78	89

Note 13. Mining Tenements

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Non-current assets		
Mining Tenements at cost	15,455	15,213

Note 13. Mining Tenements (continued)

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

Consolidated	**$'000**
Balance at 1 January 2023	12,834
Additions	2,379
Balance at 31 December 2023	15,213
Additions	1,942
Impairment of assets	(1,700)
Balance at 31 December 2024	15,455

The recoverability of the carrying amount of evaluation and exploration assets is dependent upon successful development and commercial exploitation, or alternatively the sale of the respective areas of interest. A review of the consolidated entity's exploration licenses was undertaken as at 31 December 2024 and an impairment charge of $1.7 million was taken for the following:
(i) $0.2 million for the exploration costs related to the rare earths metals on Binjour (EPM18014) tenement; and
(ii) $1.5 million provided upon cancellation of mining lease application for bauxite at Fingal Rail on Conara (EL7/2010) tenement.

Note 14. Trade and other payables

	Consolidated	
	31 December 2024 $'000	**31 December 2023 $'000**
Current liabilities		
Trade payables	532	312
Other payables	155	890
	687	1,202

Refer to note 22 for further information on financial instruments.

Note 15. Contract liabilities

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Current liabilities		
Contract liabilities	4,974	1,691
Non-current liabilities		
Contract liabilities	-	3,834
	4,974	5,525

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

Opening balance	5,525	-
Funds received during the year	-	5,687
Transfer from grant receivable accrued in 2022 based performance obligations satisfied	-	(80)
Transfer to revenue during the year based on performance obligations satisfied	(551)	(82)
Closing balance	4,974	5,525

Note 16. Borrowings

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Non-current liabilities		
Convertible notes -- host debt liability at amortised cost	363	-
Embedded derivatives	7	-
	370	-

Refer to note 22 for further information on financial instruments.

On 20 December 2024, the Company received binding commitments for the issue of convertible notes ("Notes") in the amount of $1.8 million to professional and sophisticated investors, including directors, with convertible notes to be issued over tranches:
- 370,000 Tranche 1 Convertible notes to raise $370,000 and
- 1.43 million Tranche 2 Convertible notes will be issued to raise $1.43 million upon shareholder approval at a general meeting.

On 30 December 2024, the company issued 370,000 Tranche 1 Convertible notes and raised $370,000.

The key terms and conditions of the Notes are as follows:

Note 16. Borrowings (continued)

(i) Face Value of $1.00 per Note;
(ii) Maturity date: 31 December 2026;
(iii) Coupon rate of 12% per annum payable in cash every 6 months, with the flexibility to capitalise that interest on or prior to the relevant interest payment date;
(iv) Notes are convertible into Shares at the election of Noteholders any time prior to maturity date. The conversion price will be the lower of (a) A fixed price of A$0.04 (25 Shares per Note) (b) a 15% discount to the 15-day VWAP immediately prior to conversion, subject to a floor price of $0.01.

Valuation methodology applied in valuing Convertible Notes
Upon issue of the Convertible Notes on 30 December 2024, the Group valued the Convertible Notes using the Black Scholes option pricing model to determine the value of the embedded derivative. The Black Scholes option pricing model assumes the option holder will exercise at expiry (i.e. the note will be converted on maturity) to predict the Group's possible future share prices to determine the Variable Conversion Price.

Significant unobservable inputs in applying this technique include the Company's future share price, exercise price, expiry date and volatility.

Note 17. Employee benefits

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Current liabilities		
Annual leave	141	142
Non-current liabilities		
Long service leave	122	162
	263	304

Note 18. Other liabilities

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Current liabilities		
Accrued expenses - other	29	28
Non-current liabilities		
Payable to Directors*	1,988	1,849
	2,017	1,877

*Payable to Directors represents outstanding remuneration payable to Ian Levy (non-Executive Director) and Joycelyn Morton (Independent Non-Executive Director). For the year ended 31 December 2024, the outstanding balance payable is unsecured and interest free and not payable on demand for at least 12 months from the date of these financial statements.

Note 19. Issued capital

	Consolidated			
	31 December 2024 Shares	31 December 2023 Shares	31 December 2024 $'000	31 December 2023 $'000
Ordinary shares	250,293,439	242,340,814	34,582	34,050

Movements in ordinary share capital

Details	Date	Shares	$'000
Balance	1 January 2023	223,590,814	32,736
Placement	13 September 2023	18,750,000	1,500
Capital raising cost		-	(186)
Balance	31 December 2023	242,340,814	34,050
Placement of shares	2 January 2024	7,699,500	616
Shares issued on exercise of listed options	26 November 2024	3,125	-
Shares issued in-lieu of payment for professional fees	09 December 2024	250,000	10
Capital raising cost		-	(94)
Balance	31 December 2024	250,293,439	34,582

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

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

Capital risk management
The Consolidated entity manages its capital to ensure that entities in the group will be able to continue as a going concern maximising and optimising the return to stakeholders through optimisation of the debt and equity balance.

The capital structure of the consolidated entity consists of cash and cash equivalents and equity attributable to equity holders of the Parent, comprising issued capital, reserves and retained earnings as disclosed in the statement of financial position. The Consolidated entity operates primarily through subsidiary companies established in the markets in which the Consolidated entity trades. None of the consolidated entities are subject to externally imposed capital requirements.

Operating cash flows are used to maintain and expand the Consolidated entity's assets.

The Consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment. The Consolidated entity is not actively pursuing additional investments in the short term as it continues its activity in mineral exploration.

The capital risk management policy remains unchanged from the 31 December 2023 Annual Report.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Note 19. Issued capital (continued)

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

The Consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 31 December 2023 Annual Report.

Note 20. Reserves

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Share-based payments reserve	84	118
Other reserves	2,504	2,504
	2,588	2,622

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

Other reserves
Other reserves represents the common control acquisition reserve recognised in prior years when Alcore operations were spun-off into a separate company, Alcore Ltd, where the purchase price was less than the fair value of assets and liabilities acquired.

Note 21. Dividends

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

Note 22. Financial instruments

Financial risk management objectives

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function.

The Groups' risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the results of the Group where such impacts may be material. The Board receives reports from the Chief Financial Officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The Group's finance function also reviews the risk management policies and processes and reports their findings to the Audit Committee.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the group's competitiveness and flexibility. Further details regarding these policies are set out below:

Categories of financial assets and financial liabilities

	Consolidated	
	31 December 2024 $'000	**31 December 2023 $'000**
Financial assets		
Cash and cash equivalents	561	336
Trade and other receivables	184	172
Restricted cash	2,974	5,525
	3,719	6,033
Financial liabilities		
Trade and other payables	687	1,202
Borrowings	370	-
Other liabilities	2,017	1,877
	3,074	3,079

Market risk

Price risk

The Consolidated entity is not exposed to any significant price risk.

Interest rate risk

The Group is constantly monitoring its exposure to trends and fluctuations in interest rates in order to manage interest rate risk. There is no bank borrowing at the balance date; therefore there is no material exposure to interest rate risk.

Note 22. Financial instruments (continued)

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Consolidated entity. The Consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Consolidated entity obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Consolidated entity does not hold any collateral.

The cash and cash equivalents and restricted cash are held with an Australian major banks. The Board believes the consolidated entity is not exposed to significant credit risk.

Currency risk
There were no material foreign currency transactions entered into by the consolidated entity and hence not exposed to material foreign currency risk during the year.

Liquidity risk
Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet commitments associated with financial instruments that is, borrowing repayments. There is no bank borrowing at the balance date. It is the policy of the Board of Directors that treasury reviews and maintains adequate committed credit facilities and the ability to close-out market positions.

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

The Consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities
The following tables detail the Consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 31 December 2024	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade and other payables	-	687	-	-	-	687
Other liabilities	-	2,017	-	-	-	2,017
Interest-bearing - variable						
Borrowings	12.00%	-	370	-	-	370
Total non-derivatives		2,704	370	-	-	3,074

Note 22. Financial instruments (continued)

Consolidated - 31 December 2023	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade and other payables	-	1,202	-	-	-	1,202
Other liabilities	-	1,877	-	-	-	1,877
Total non-derivatives		3,079	-	-	-	3,079

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 23. Fair value measurement

Fair value hierarchy
The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities are estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities. Embedded derivatives are measured at fair value in the statement of financial position.

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

Consolidated - 31 December 2024	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Liabilities				
Embedded derivatives (note 16)	-	-	7	7
Total liabilities	-	-	7	7

Consolidated - 31 December 2023	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Liabilities				
Embedded derivatives	-	-	-	-
Total liabilities	-	-	-	-

There were no transfers between levels during the financial year.

Note 23. Fair value measurement (continued)

	Consolidated 31 December 2024	 31 December 2023
Opening fair value	-	-
Addition of embedded derivatives of convertible note	7	-
	7	-

Valuation techniques for fair value measurements categorised within level 3
Unobservable inputs used in calculating the embedded derivative classified as level 3 were expected future volatility and the risk-free rate. The expected future volatility was calculated at 77.57% and the risk-free rate used was 3.91%.

Embedded derivatives of convertible note
Derivative liability relates to convertible note facility (refer note 16 for further details). The conversion feature on this arrangement has a capped conversion price, the variable price also contains a floor. The existence of these caps and floors, means that this conversion feature is not considered to be an equity instrument in accordance with AASB 132, as it will not result in a fixed number of shares for fixed consideration. This conversion feature is a derivative and as a result changes in fair value are recognised through the profit and loss (FVTPL) in accordance with AASB 9. At initial recognition and subsequent reporting close, the derivative is required to be fair valued. The Black Scholes option pricing model assumes the option holder will exercise at expiry (i.e. the note will be converted on maturity) to predict the Consolidated Entity’s possible future share prices to determine the Variable Conversion Price.

Sensitivity analysis
The sensitivity analysis undertaken on the unobservable inputs identified no material impact to the valuation at 31 December 2024.

Note 24. Key management personnel disclosures

Directors
The following persons were directors of ABX Group Limited during the financial year:

Joycelyn Morton	Non-Executive Chair (Appointed on 3 April 2024)
Mark Cooksey	Managing Director and Chief Executive Officer
Ian Levy	Executive Director
Kenneth Boundy	Non-Executive Director (Resigned effective 2 April 2024)
Paul Lennon	Non-Executive Chair (Resigned effective 30 September 2024)

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

	Consolidated 31 December 2024 $	 31 December 2023 $
Short-term employee benefits	683,875	659,500
Post-employment benefits	39,928	30,100
Long-term benefits	6,086	7,230
Share-based payments	1,332	29,580
	731,221	726,410

Note 25. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by K.S. Black & Co., the auditor of the Company:

	Consolidated	
	31 December 2024 $	31 December 2023 $
Audit services - K.S. Black & Co.		
Audit or review of the financial statements	40,985	39,507
Other services - K.S. Black & Co.		
Taxation	7,002	3,395
	47,987	42,902

Note 26. Commitments and contingent liabilities

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Tenement expenditure commitments		
Minimum payment over the remaining term of the tenements:		
Minimum Tenement exploration expenditures	350	350
Tenement lease and levy payment	62	62

No other commitments and contingent liabilities as at 31 December 2024 and 31 December 2023.

Note 27. Related party transactions

Parent entity
ABX Group Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 29.

Key management personnel
Disclosures relating to key management personnel are set out in note 24 and the remuneration report included in the directors' report.

Transactions with related parties
There were no transactions with related parties during the current and previous financial year.

Receivable from and payable to related parties
There were no trade receivables from or trade payables to related parties at the current and previous reporting date, other than the amount due to a director set out in note 18.

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

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

Note 28. Parent entity information

Statement of profit or loss and other comprehensive income

	Parent	
	31 December 2024 $'000	31 December 2023 $'000
Loss after income tax	(222)	(1,095)
Total Comprehensive income	(222)	(1,095)

Statement of financial position

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Total current assets	656	626
Total non-current assets	32,132	29,890
Total assets	32,788	30,516
Total current liabilities	5,004	2,996
Total non-current liabilities	122	162
Total liabilities	5,126	3,158
Equity		
Issued capital	34,582	34,050
Reserves	85	118
Accumulated losses	(7,005)	(6,810)
Total equity	27,662	27,358

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 31 December 2024 and 31 December 2023.

Contingent liabilities
Refer to note 26.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 31 December 2024 and 31 December 2023.

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the Consolidated entity, as disclosed in note 2, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 29. Interests in subsidiaries

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

Name	Principal place of business / Country of incorporation	Ownership interest 31 December 2024 %	Ownership interest 31 December 2023 %
ABx 1 Pty Ltd	Australia	100.00%	100.00%
ABx 2 Pty Ltd	Australia	100.00%	100.00%
ABx 3 Pty Ltd	Australia	100.00%	100.00%
ABx 4 Pty Ltd	Australia	100.00%	100.00%
ABxTASML1 Pty Ltd	Australia	100.00%	100.00%
XBxTASML1 Pty Ltd	Australia	100.00%	100.00%
ABx3 Ports Pty Ltd	Australia	100.00%	100.00%
Alcore Limited	Australia	83.00%	83.00%

Note 30. Events after the reporting period

On 15 January 2025 ABX Group Limited entered into a lease agreement with Rio Tinto Aluminium Limited for an industrial facility adjacent to its Bell Bay aluminium smelter in northern Tasmania. Alcore will establish a pilot plant at the facility to demonstrate its world-first proprietary process to produce industrial chemicals, including hydrogen fluoride, from a waste product created during the aluminium smelting process. In the planned subsequent commercial plant, hydrogen fluoride will be converted to aluminium fluoride, an essential chemical for aluminium smelting that is currently 100% imported.

On 7 March 2025 at the Extraordinary General Meeting, the shareholders ratified the prior issue of 370,000 convertible notes under Tranche-1 and approved to issue 3,630,000 convertible notes under Tranche-2 and 48 million free attaching options in connection with the placement.

No other matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the Consolidated entity's operations, the results of those operations, or the Consolidated entity's state of affairs in future financial years.

Note 31. Reconciliation of loss after income tax to net cash (used in)/from operating activities

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Loss after income tax expense for the year	(2,029)	(1,799)
Adjustments for:		
Depreciation and amortisation	83	116
Impairment of exploration assets	1,700	-
Sundry Income	(846)	-
Share-based payments	(6)	118
MMI Grant amortisation - non cash	-	(82)
Change in operating assets and liabilities:		
Decrease in trade and other receivables	40	699
Decrease/(increase) in prepayments	(55)	32
Increase in trade and other payables and provisions	445	271
Increase in contract liabilities	-	5,687
Net cash (used in)/from operating activities	(668)	5,042

Note 32. Earnings per share

	Consolidated	
	31 December 2024 $'000	31 December 2023 $'000
Loss after income tax	(2,029)	(1,799)
Non-controlling interest	27	164
Loss after income tax attributable to the owners of ABX Group Limited	(2,002)	(1,635)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	250,013,566	229,190,129
Weighted average number of ordinary shares used in calculating diluted earnings per share	250,013,566	229,190,129

	Cents	Cents
Basic earnings per share	(0.80)	(0.71)
Diluted earnings per share	(0.80)	(0.71)

Note 33. Share-based payments

Share based payments **expense** during the year was $6,000 (31 December 2023: $118,000) which relates to performance rights and options issued to KMP and other employees of the Company.

The Company has adopted an Employee Share Option Plan ("**ESOP"**). An eligible person is an employee of the Company or such other person meeting the eligibility criteria defined under the ESOP Rules .

The purpose of the ESOP is to provide an opportunity for all eligible person to participate in the growth and development of the Company through participation in the equity of the Company.

The Company believes it is important to provide incentives to eligible person in the form of options which provide the opportunity to participate in the share capital of the Company. The Company expects to apply the proceeds of exercise of the Options to working capital needs, asset or business acquisitions and general corporate purposes. All options to be issued must be consistent with any applicable Listing Rules and having regard to regulatory constraints under the Corporations Act 2001, ASIC policy or any other law applicable to the Company.

Unlisted options:

Set out below are summaries of options outstanding:

As at 31 December 2024

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted*	Exercised	Forfeited**	Balance at the end of the year
01/06/2022	01/06/2028	$0.1692	1,650,000	-	-	(750,000)	900,000
29/05/2024	29/05/2030	$0.0576	-	150,000	-	-	150,000
			1,650,000	150,000	-	(750,000)	1,050,000
Weighted average exercise price			$0.1692	$0.0576	$0.0000	$0.1692	$0.1533

* On 29 May 2024, 150,000 unlisted options were granted to Joycelyn Morton as sign-on options upon her appointment as Non-Executive Director effective 03 April 2024.

** Forfeited option related to 150,000 option forfeited upon resignation of Kenneth Boundy as Non-Executive Director effective 02 April 2024, 150,000 option forfeited upon resignation of Paul Lennon (Non-Executive Chair) effective 30 September 2024 and balance 450,000 forfeited upon resignation of 3 employees.

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

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
29/05/2024	29/05/2030	$0.0510	$0.0576	73.00%	-	4.18%	$0.033

As at 31 December 2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
01/06/2022	01/06/2028	$0.1692	1,650,000	-	-	-	1,650,000
			1,650,000	-	-	-	1,650,000
Weighted average exercise price			$0.1692	$0.0000	$0.0000	$0.0000	$0.1692

Note 33. Share-based payments (continued)

Set out below are the options exercisable at the end of the financial year:

Grant date	Expiry date	31 December 2024 Number	31 December 2023 Number
01/06/2022	01/06/2028	450,000	412,500
		450,000	412,500

The weighted average remaining contractual life of options outstanding at the end of the financial year was 3.70 years (31 December 2023: 5.42 years).

Listed options:

On 14 February 2024, upon Shareholders approval at the general meeting held on the same date, 13,224,750 listed options were issued exercisable at $0.12 per option on or before 6 September 2025. These free attaching options relate to securities under a Placement on 13 September 2023 and under a Share Purchase Plan on 17 January 2024. During the year, 3,125 were exercised with balance at 31 December 2024 at 13,221,625 options.

ABX Group Limited
Directors' declaration
31 December 2024

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;

- the attached financial statements and notes give a true and fair view of the Consolidated entity's financial position as at 31 December 2024 and of its performance for the financial year ended on that date;

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

- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

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

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

On behalf of the directors

Joycelyn Morton
Non-Executive Chair

31 March 2025

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INDEPENDENT AUDITOR'S REPORT

To the Members of ABX Group Limited

Opinion

We have audited the financial report of ABX Group Limited (the company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit and loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

i) giving a true and fair view of the Group's financial position as at 31 December 2024 and of its financial performance for the year then ended; and
ii) complying with Australian Accounting Standards and *the Corporations Regulations 2001.*

Basis of opinion

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

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terns if given to the directors as at the time of this auditor's report.

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

Key audit matters

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

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Key audit matter	How our audit addressed the key audit matter
Mining Tenements Refer to Note 13 (Mining Tenements). As at 31 December 2024, the Group had capitalised mining tenement costs amounting to $15.5 million. The Group's market capitalisation as at 26 March 2024 was $10.2 million (2023: $26.8 million). In accordance with AASB 136 *Impairment of Assets*, the recoverable amount of an asset or its associated cash-generating unit must be assessed whenever indicators of impairment are present. Given the material impact of mining tenements on the financial statements, they have been identified as a Key Audit Matter and warrant specific attention in this report.	Notwithstanding the key audit matters identified, we have determined that impairment is not required based on the following procedures: • **Review of Discounted Cash Flow (DCF) Forecast:** We reviewed the updated DCF model, assessing the underlying assumptions, cost estimates, and revenue projections for reasonableness. • **Reserve Verification:** We confirmed that the reserve volumes used in the DCF forecast exclude tenements that have been relinquished. • **Ownership Confirmation:** We verified the Group's ownership of the mining tenements. • **Independent Valuation Review:** We examined the independent valuation report prepared by Michael Leu and Eric Kam, dated 18 March 2021 which applied the VALMIN Code 2015 methodologies and was reported in accordance with JORC 2012, confirming a lower valuation of $43.1 million. • **Committed Expenditure Compliance:** We reviewed the Group's committed expenditure for tenements to ensure compliance with AASB 6.

Other Information

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

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

Directors' responsibility for the financial report

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

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

Auditor's responsibility for the audit of the financial report

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

A further description of our representation of our responsibilities for the audit of the financial report is located at The Australian Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/Home.aspx. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report include in pages 16 to 21 of the directors' report for the year ended 31 December 2024.

In our opinion, the Remuneration Report for the year ended 31 December 2024 complies with section 300A of the Corporation Act 2001.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

KS Black & Co
Chartered Accountants

Phillip Jones
Partner
Dated: 31 March 2025
Sydney

Phone 02 8839 3000
Fax 02 8839 3055

ABX Group Limited
Shareholder information
31 December 2024

The shareholder information set out below was applicable as at 19 March 2025.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Ordinary shares Number of holders	Ordinary shares % of total shares issued	Quoted options over ordinary shares Number of holders	Quoted options over ordinary shares % of total Quoted options issued	Unquoted options over ordinary shares Number of holders	Unquoted options over ordinary shares % of total Unquoted options issued	Unquoted convertible notes over ordinary shares Number of holders	Unquoted convertible notes over ordinary shares % of total Unquoted options issued
1 to 1,000	84	0.01	-	-	-	-	-	-
1,001 to 5,000	386	0.54	28	0.66	-	-	-	-
5,001 to 10,000	381	1.32	41	1.94	-	-	-	-
10,001 to 45,000	652	6.28	41	6.94	-	-	5	41.67
45,001 and over	753	91.85	48	90.46	17	100.00	7	58.33
	2,256	100.00	158	100.00	17	100.00	12	100.00
Holding less than a marketable parcel	919	-	-	-	-	-		

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities as at 19 March 2025 are listed below:

Fully Paid Ordinary Shares

	Ordinary shares Number held	Ordinary shares % of total shares issued
MR PETER PALAN + MRS CLARE PALAN (NAPLA PROVIDENT FUND A/C)	9,505,000	3.80
AFTRON PTY LTD (C E VRISAKIS FAMILY AC A/C)	7,400,000	2.96
JUSTEVIAN PTY LIMITED (SUPERANNUATION FUND A/C)	5,818,316	2.32
YARRAANDOO PTY LTD (YARRAANDOO SUPER FUND A/C)	5,630,000	2.25
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,018,798	2.01
MR LOUIS GHIRARDELLO	4,353,421	1.74
NOVWOOD HOLDINGS PTY LTD (CREST S/F A/C)	3,835,000	1.53
BNP PARIBAS NOMS PTY LTD	3,704,348	1.48
SHAREHOLDERS MUTUAL ALLIANCE PTY LTD (SHMA SUPER FUND A/C)	3,500,000	1.40
SHAREHOLDERS MUTUAL ALLIANCE PTY LTD (SHMA SUPER FUND A/C)	3,500,000	1.40
MR ROBERT DOBSON MILLNER	2,916,793	1.17
LONDON WALL INVESTMENTS PTY LTD (THE JENKINS FAMILY A/C)	2,825,999	1.13
WSF PTY LTD (WOODSTOCK SUPER FUND A/C)	2,772,029	1.11
PARAMUL PTY LTD (LENNON SUPER FUND A/C)	1,945,845	0.78

Fully Paid Ordinary Shares (continued)

	Ordinary shares Number held	% of total shares issued
CITICORP NOMINEES PTY LIMITED	1,881,361	0.75
HANKATRON PTY LTD (CASPERIUS SUPER FUND A/C)	1,874,000	0.75
BNP PARIBAS NOMINEES PTY LTD (CLEARSTREAM)	1,829,800	0.73
GREATNECK PTY LTD (SPIRA FAMILY SUPER FUND A/C)	1,800,000	0.72
PARAMUL PTY LTD (LENNON FAMILY A/C)	1,708,554	0.68
MISS KIM VAN NETTEN	1,565,451	0.63
	73,384,715	29.34

Quoted Options at an exercise price of $0.12 each and expiring on 6 September 2025

	Quoted options over ordinary shares Number held	% of total quoted options issued
MR PETER PALAN + MRS CLARE PALAN (NAPLA PROVIDENT FUND A/C)	2,187,500.00	16.54
CITICORP NOMINEES PTY LIMITED	959,375.00	7.26
AFTRON PTY LTD (C E VRISAKIS FAMILY AC A/C)	750,000.00	5.67
BRISPOT NOMINEES PTY LTD (HOUSE HEAD NOMINEE A/C)	625,000.00	4.73
MR LOUIS GHIRARDELLO	625,000.00	4.73
MR ROBERT DOBSON MILLNER	625,000.00	4.73
NOVWOOD HOLDINGS PTY LTD (CREST S/F A/C)	625,000.00	4.73
NETWEALTH INVESTMENTS LIMITED (WRAP SERVICES A/C)	328,125.00	2.48
IAMSF CAPITAL PTY LTD	320,000.00	2.42
SPECIALIST NOMINEES PTY LIMITED	312,500.00	2.36
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	234,375.00	1.77
LOFTUS GROUP LIMITED	234,375.00	1.77
BORLAS PTY LIMITED (SUPERANNUATION FUND A/C)	187,500.00	1.42
GLENLORE SUPER PTY LTD (GLENLORE SUPER SCHEME A/C)	187,500.00	1.42
GOFFACAN PTY LTD	187,500.00	1.42
HYSLOP INVESTMENTS PTY LTD (HYSLOP SUPER FUND A/C)	187,500.00	1.42
JUSTEVIAN PTY LIMITED (THE JUSTEVIAN S/F A/C)	187,500.00	1.42
MS LARA ZEE O'GRADY	187,500.00	1.42
PARAMUL PTY LTD (LENNON SUPER FUND A/C)	187,500.00	1.42
PROVENIO SUPERANNUATION PTY LTD (BLAYMIRES SUPERFUND A/C)	187,500.00	1.42
TEMPRANILLO INVESTMENTS P/L (RUNNING WITH BULLS SF A/C)	187,500.00	1.42
	9,513,750.00	71.97

The following persons holds 20% or more of unquoted equity securities:

Name	Class	Number held
AFTRON PTY LTD (C E VRISAKIS FAMILY AC A/C)	Convertible Notes	500,000
AFTRON PTY LTD (C E VRISAKIS FAMILY AC A/C)	Unquoted Options	6,000,000

ABX Group Limited
Shareholder information
31 December 2024

Substantial holders
No substantial holders notice advising of substantial shareholder under the Corporations Act 2001 (Cth) was received since the information was last reported in the 2023 annual report. The Company had, as at 19 March 2025, no substantial holders.

Escrowed Securities
There are no securities subject to voluntary escrow that are on issue.

On-market buy-back
There is presently no on-market buy-back in place.

Voting rights
The voting rights attached to ordinary shares are set out below:

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

Quoted and Unquoted options
Quoted and unquoted options do not have voting rights.

Corporate Governance Statement
The Company's Corporate Governance Statement is available on the Company's website at Corporate governance | ABx Group.

Annual General Meeting and Director Nomination
The Annual General Meeting will be held on Monday, 26 May 2024 at 12.00pm (AEST).

The Company also advises that in accordance with ASX Listing Rule 14.5 and the Company's constitution the Closing Date for receipt of nominations for the position of Director is Monday, 7 April 2025. Any nominations must be received in writing no later than 5.00pm (AEST) on this date at the Company's Registered Office.

ABX Group Limited
Consolidated entity disclosure statement
As at 31 December 2024

Basis of Preparation
This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes required information for each entity that was part of the consolidated entity as at the end of the financial year.

Consolidated entity
This CEDS includes only those entities consolidated as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements (AASB 10).

Determination of Tax Residency
Section 295 (3A) of the Corporations Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgment as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. In determining tax residency, the consolidated entity has applied the following interpretations:

Australian tax residency
The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5 Income tax: central management and control test of residency.

Partnerships and Trusts
Australian tax law does not contain specific residency tests for partnerships and trusts. Generally, these entities are taxed on a flow-through basis so there is no need for a general residence test. There are some provisions which treat trusts as residents for certain purposes but this does not mean the trust itself is an entity that is subject to tax. Additional disclosures on the tax status of partnerships and trusts have been provided where relevant.

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
ABx 1 Pty Ltd	Body Corporate	Australia	100.00%	Australia
ABx 2 Pty Ltd	Body Corporate	Australia	100.00%	Australia
ABx 3 Pty Ltd	Body Corporate	Australia	100.00%	Australia
ABx 4 Pty Ltd	Body Corporate	Australia	100.00%	Australia
ABxTASML1 Pty Ltd	Body Corporate	Australia	100.00%	Australia
XBxTASML1 Pty Ltd	Body Corporate	Australia	100.00%	Australia
ABx3 Ports Pty Ltd	Body Corporate	Australia	100.00%	Australia
Alcore Limited	Body Corporate	Australia	83.00%	Australia