

2024 Annual Report

For the year ended 30 June 2024

ACN 601 004 102

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Corporate Directory

Directors

Ian Smith
(Non-Executive Chairman)

Ron Douglas
(Chief Executive Officer)

Maree Arnason
(Non-Executive Director)

Don Runge
(Non-Executive Director)

Colin Moorhead
(Non-Executive Director)
(appointed 1 July 2024)

Former Directors

Graham Howard
(Non-Executive Director)
(resigned 25 February 2024)

Michael Allen
(Executive Director)
(resigned 18 August 2023)

Gamini Colless
(Non-Executive Director)
(resigned 18 August 2023)

Company Secretary

Ian Hobson

Notice of Annual General Meeting

The details of the annual general meeting of VHM Limited are:

12.00pm AEDT, 1 November 2024

Principal and Registered Office

Suite 1, Level 11, 330 Collins Street
Melbourne, Victoria 3000

Share Registry

Automic Pty Ltd
Level 2, 267 St Georges Terrace
Perth, Western Australia 6000

Auditor

HLB Mann Judd
Level 4, 130 Stirling Street
Perth, Western Australia 6000

Solicitors

HWL Ebsworth
Level 21, 91 King William Street
Adelaide, South Australia 5000

Bank

Westpac
Level 9, 150 Collins Street
Melbourne, Victoria 3000

Stock Exchange Listing

VHM Limited shares are listed on the Australian Securities Exchange (ASX code: VHM)

Website

www.vhmltd.com.au

Corporate Governance Statement

See www.vhmltd.com.au/corporate/corporategovernance

Company Information

The Company is domiciled in Australia

Letter from the Chairman



On behalf of the Board of VHM Limited I am pleased to present the Company's 2024 Annual Report.

Over the last financial year, VHM made significant progress towards the development of its Goschen Rare Earths and Mineral Sands Project (Goschen) in the emerging critical minerals province of north west Victoria.

Completion of the Public Review

The Goschen Environment Effects Statement public review process has been completed which fulfils the State Government's environmental and social impact assessment requirements for major projects. The Inquiry and Advisory Committee appointed by the Victorian Minister for Planning then submitted their recommendations on the 27 June 2024. This marked a significant milestone for our shareholders, staff, and supporting consultants involved in the Project approval and the Loddon-Mallee Region community, as well as the broader Victorian mining industry.

Decisive Developments During the Year

VHM finalised acquiring 100% of the land required for the mine footprint. This demonstrates the team has made concerted effort to develop constructive working relationships with the landowners and neighbours in the Loddon-Mallee Region.

The Company also secured the first binding offtake arrangement for Goschen products which provides the assurance that the quality of the Goschen products is attractive to major international customers. This was a fundamental milestone for VHM as the agreement is a strong endorsement of our world-class rare earths and mineral sands resources.

Yellow Iron Fleet was selected as our mining partner. They are an Australian business and headquartered in Bendigo, Victoria. Their expertise and strong networks in regional Victoria have demonstrated immediate value to VHM in advancing procurement strategies and helped consolidate our cost estimates for the Project.

A cost optimisation review on the Project was also conducted. The review established a 30% capital cost reduction for the Goschen Base Plant as described in the 2023 Definitive Feasibility Study. This positions Goschen as one of the lowest capital intensive rare earths and mineral sands projects.

Extensions were awarded for the Company's existing tenement licence holdings in the Loddon-Mallee for a further five years. This allows continued building of our resource inventory in north west Victoria, such as Area 4, Cannie and Nowie discoveries, and indicates the Victorian Government's support for VHM's substantial exploration achievements in the Region to date.

The Board transition was completed during the year which ensures we are in a strong leadership position to steer the Company from explorer to producer. I would like to take this opportunity to thank Graham Howard who played a pivotal role as the Managing Director during the early growth stages of the Company.

Despite these being challenging times for developing critical minerals projects in Australia, we have established a strategy which enables production in the near future.

These achievements have established FY2024 as a defining year for advancing and further de-risking the Goschen Project for all our stakeholders.

Despite these being challenging times for developing critical minerals projects in Australia, we have established a strategy which enables production in the near future. Any upside on expected commodity prices only enhances what will be a robust future.

Lastly, I would like to thank our longstanding shareholders for your continued support of VHM. To our new investors – welcome. Your belief in our vision to produce critical minerals in Victoria is appreciated. I am looking forward to sharing further Company achievements with you over the upcoming year.

Yours sincerely,



Ian Smith
Chairman

These achievements have established FY2024 as a defining year for advancing and further de-risking the Goschen Project for all our stakeholders.



Board of Directors



Ian Smith

BEng Mining (Honours), BFinAdmin,
FAusIMM, FIEAust

Non-Executive Chairman

Mr Smith was appointed a Non-Executive Director on 18 August 2023, and appointed Chairman on 20 November 2023.

Mr Smith is an experienced executive and board director with more than 40 years' experience gained in the domestic and international mining and mining services sectors.

Mr Smith has held some of the most senior positions in the Australian resources industry, including managing director and chief executive officer for Orica and Newcrest Mining. His technical, operational and commercial stewardship during his Newcrest tenure was instrumental to the Company's success – transforming the business into Australia's largest gold mining companies of the time, and elevating Newcrest to one of the largest gold mining operators in the world.

Mr Smith's previous senior and executive positions include those with Rio Tinto, WMC Resources, CRA Limited and Pasminco.

Current Listed Directorships:

- Chair of Rex Minerals Limited

Other Current Directorships/ Appointments (unlisted):

- NED of Kestrel Coal Limited
 - NED of Ravenswood Gold Limited
-



Ron Douglas

BE, FAIM, MAusIMM, MAICD

Executive Director and CEO

Mr Douglas was appointed a Non-Executive Director to the Board on 18 August 2023 and transitioned to Executive Director and Chief Executive Officer on 1 October 2023.

Mr Douglas has extensive executive and operations delivery experience gained over a 40 year career with publicly listed global mining, energy, and manufacturing companies. He brings valuable major construction experience gained in both operator and engineering/construction contractor organisations, to his board positions.

Current Listed Directorships: Nil

Other Current Directorships/ Appointments (unlisted):

- Director of Talbot Investments Pty Ltd
-



Don Runge

BE (Mining), MAusIMM

Non-Executive Director

Mr Runge transitioned to a Non-Executive Director on 20 November 2023, after stepping down from the Chairman position.

Mr Runge has over 40 years' operations and project experience including industrial minerals where he managed the development of the Uley Graphite Project in South Australia. He has held executive management positions for Newcrest Mining Limited, including Manager for Ridgeway Underground Project Development and General Manager of Cracow Gold Mine. He has managed a team of Expats advising Philix Mining Corporation on development of their Silangan Au/Cu Project.

Current Listed Directorships: Nil

Other Current Directorships/ Appointments (unlisted): Nil



Maree Arnason

BA, FAICD

Non-Executive Director

Ms Arnason was appointed a Non-Executive Director on 18 August 2023.

Ms Arnason has over 35 years' experience across the natural resources, energy and manufacturing sectors with companies including BHP, Carter Holt Harvey, Svenska Cellulosa AB and Wesfarmers. She has worked across commodities including copper, gold, iron ore, timber, coal, mineral sands, nickel, and natural gas and gained expertise in strategy, sustainability, risk, corporate affairs, stakeholder relations, transformations, divestments and integrations.

Ms Arnason serves on the Australian Institute of Company Directors (AICD) Board and is a member of their Digital Transformation and Audit and Risk Committees and is a AICD WA Division Director.

Current Listed Directorships:

- NED of Gold Road Resources Limited
- NED of Ardea Resources Limited

Other Current Directorships/ Appointments (unlisted):

- Co-founder and Director of Energy Access Services Pty Ltd



Colin Moorhead

BSc (Honours) Geology & Geophysics, FAusIMM CP, FSEG, GAICD

Non-Executive Director

Mr Moorhead was appointed a Non-Executive Director on 1 July 2024.

Mr Moorhead is an accomplished industry executive with a career spanning over 30 years in the Australasian and African mining industry, with his foundation mining expertise in Geology. Mr Moorhead has a demonstrated track record of developing value in mining companies through innovation, discovery, project development, and safe, efficient operations.

Prior to his executive board roles, Mr Moorhead was responsible for global exploration and resource development across Newcrest Mining's global minerals and metals asset portfolio.

Current Listed Directorships:

- Chair of Sihayo Gold Limited
- Chair of Xanadu Mines Limited
- NED of Ramelius Resources Limited
- NED of Aeris Resources Limited

Other Current Directorships/ Appointments (unlisted): Nil

The Board's extensive background in resource project development and operational expertise will provide essential oversight as VHM transitions from rare earths and mineral sands explorer to mine developer.

Key Highlights

Critical Minerals for global supply chain security

87%



of Goschen's **rare earth minerals basket** value will be derived from the "big four" rare earth elements – Neodymium, Praseodymium, Dysprosium and Terbium, all of which are **high demand 'critical' rare earths** used in permanent magnets for electric vehicle traction motors, and wind turbines supporting the decarbonisation of the economy¹.

Zircon and titanium contained in the Goschen deposit are also listed on the Australian and US Critical Minerals List.

Goschen is positioned to deliver on the Australian Government's Critical Minerals Strategy



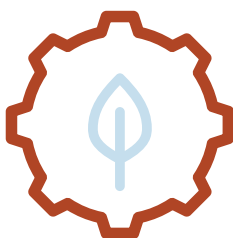
The development of Goschen is closely aligned to aspirations to build domestic downstream capabilities in industries linked to renewable technologies and **global net zero** aspirations.

Low capital intensity project

The Goschen Project is now one of Australia's lowest capital cost rare earth projects at **A\$337 million**².



Advanced Approvals



The Victorian Minister for Planning has received the **Inquiry and Advisory Committee Recommendations Report** on the **Goschen Project's Environment Effects Statement** ready for their decision for primary permit³.

Statutory advertising of the Mining Licence application was completed⁴.

First binding offtake agreement



Indicating **quality of commercial product** from the Goschen Project⁵.

Notes:

1 See Company ASX release dated 9 February 2023

2 See Company ASX release dated 17 June 2024

3 See Company ASX release dated 3 July 2024

4 See Company ASX release dated 19 January 2024

5 See Company ASX release dated 31 January 2024

Government support through R&D tax offset



A\$4.5
million

received from the Australian Taxation Office recognising the importance of Australia's critical minerals industry investment⁶.

Increased Company Mineral Resources and Reserves during the year



Further growth of VHM Mineral Resource inventory within the **emerging critical minerals** province at Nowie⁷, Area 4⁸ and Area 2⁹.

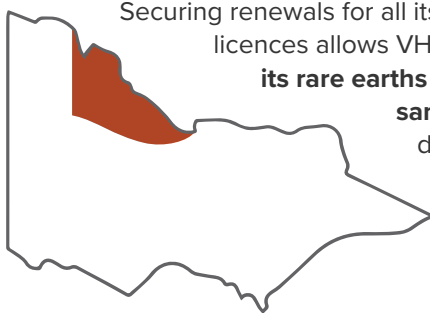
892.1

million tonnes MRE
(Measured, Indicated, Inferred)

210.2

million tonnes
Ore Reserve
(Proved, Probable)

Tenement holdings over 2,860km² in north west Victoria



Securing renewals for all its exploration licences allows VHM to **mature its rare earths and mineral sands** resource discoveries in the area¹⁰.

“The development process of detail design and early contractor involvement to optimise our approach has delivered capital benefits which indicate that Goschen is one of the lowest capital cost rare earth projects in Australia.”

VHM Chief Executive Officer Ron Douglas¹¹

Notes:

6 See Company ASX release dated 24 January 2024

7 See Company ASX release dated 24 January 2024

8 See Company ASX release dated 29 September 2023

9 See Company ASX release dated 9 April 2024

10 See Company ASX release dated 17 August 2024

11 See Company ASX released dated 17 June 2024



Review of Operations

VHM Limited (the “Company” or “VHM”) has focused on accelerating the development phase activities as it awaits the outcome of the primary permitting process for its Goschen Rare Earth and Mineral Sands Project (“Goschen Project” or “Goschen”).

The Goschen deposit contains the “big four” rare earths – Neodymium, Praseodymium, Dysprosium, and Terbium in addition to critical heavy minerals zircon and titanium. These provide valuable minerals that are essential for the manufacturing of electric vehicles (EV) and other modern technologies at the forefront of the global renewable energy transition, as well as underpinning the urbanisation of developing countries.

Key developments during the reporting period are:

- Progressed through the bilateral Government approvals pathway with completion of the Public Exhibition, Public Hearing and independent recommendations reporting stages for the Goschen Environment Effects Statement (EES)¹².
- Completed detailed engineering design for the Goschen Base Plant (Phase 1)¹³.
- Progressed preliminary technical works for the Hydromet circuit (Phase 1A) Engineering Study.
- Entered into a Memorandum of Understanding with Bendigo headquartered contractor Yellow Iron Fleet for mining services for the Project¹⁴.
- Retained the Company’s exploration permit holdings over 2,860km² of contiguous tenements into 2028¹⁵.
- Discovered a high-grade rare earth, zircon, and titania ore body at Nowie, 22 kilometres (km) north of the proposed Goschen Base Plant¹⁶.

The progress VHM has made over the reporting period has materially contributed to unlocking Australia’s sovereign capability in rare earths processing and creating critical minerals supply chains for the benefit to the Australian economy.

¹²: See Company ASX release dated 3 July 2024

¹³: See Company ASX release dated 17 June 2024

¹⁴: See Company ASX release dated 28 May 2024

¹⁵: See Company ASX Release dated 17 August 2023

¹⁶: See Company ASX Release dated 24 January 2024

Asset Overview

VHM is focused on accessing Australia's critical minerals and rare earths deposits discovered in the emerging critical minerals province which stretches over more than 55 kilometres in north west Victoria.

This globally significant province possesses the valuable characteristics of the Murray-Darling Basin mineralogy, containing both light and heavy rare earths – Neodymium, Praseodymium, Dysprosium, and Terbium, along with the critical heavy minerals.

The advanced approvals stage, Goschen Project lies at the centre of the province.

VHM's flagship rare earths and mineral sands project, Goschen, will generate revenue from two independent product streams by supplying the global rare earths, and zircon and titanium markets.

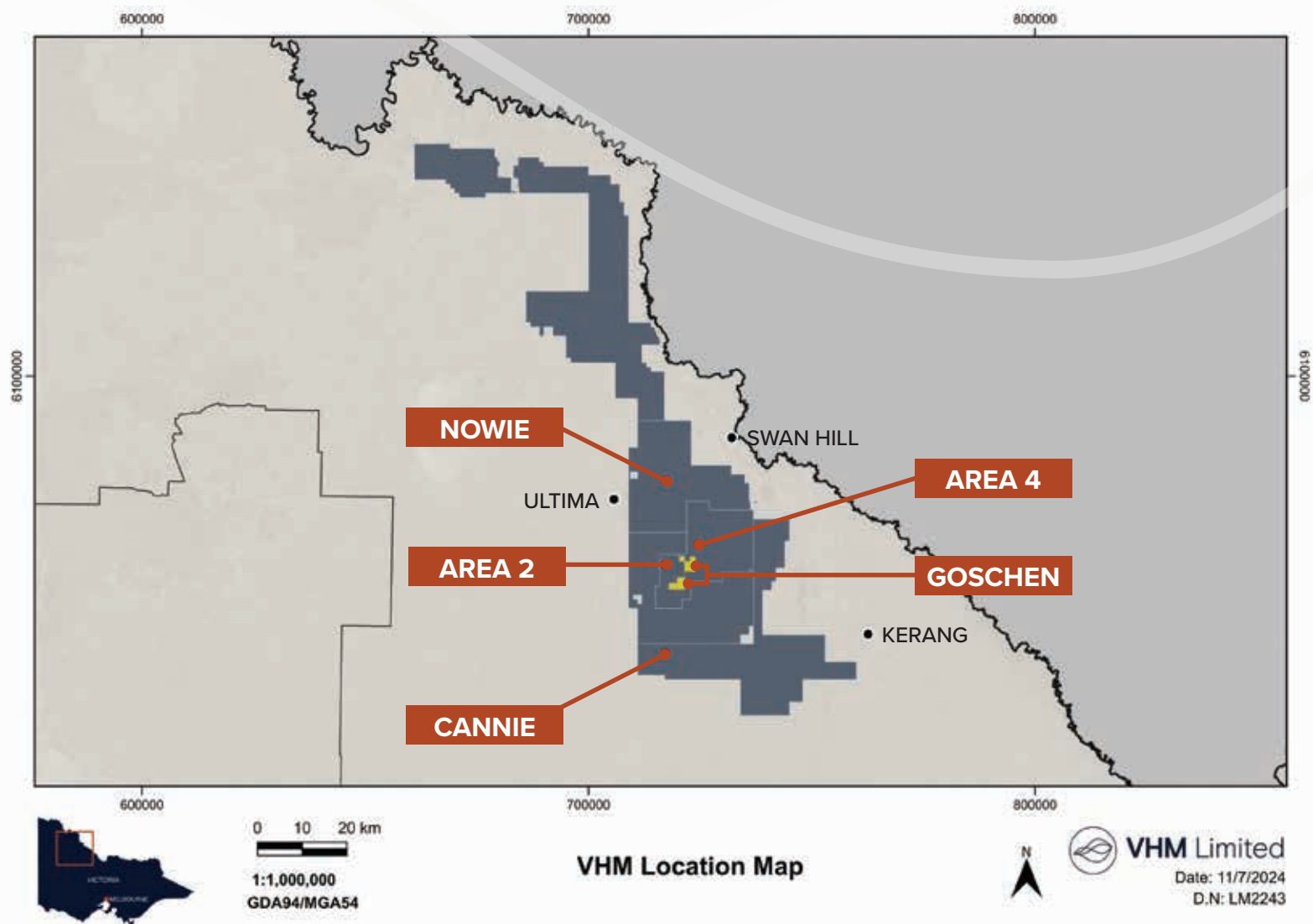
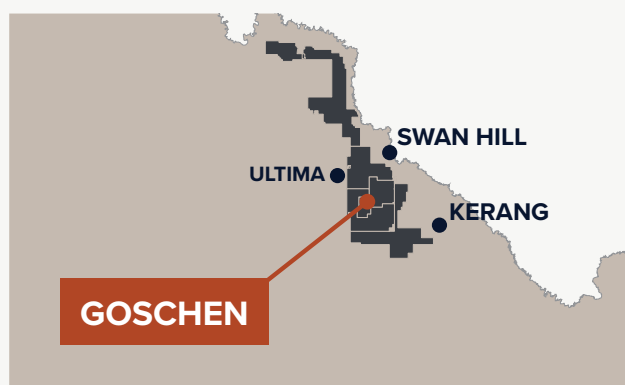


Figure 1: VHM's asset portfolio culminated in north west Victoria

Goschen Project



VHM holds 100% of the flagship Goschen Rare Earth and Mineral Sands Project located in the Loddon-Mallee Region of Victoria a known mineral sands-rich region, approximately 35km south of Swan Hill. The Project would involve the mining and processing of heavy mineral sands and rare earth minerals.

Project Maturity



FY2024 Milestones

- Completion of the public stages of the Goschen EES Approvals process¹⁷.
- First binding offtake agreement established¹⁸.
- Memorandum of Understanding entered with Victorian Mining Services partner¹⁹.
- Revised capital cost estimate for the Base Plant with a capital cost reduction of 30% from the Definitive Feasibility Study (DFS) Refresh²⁰.
- Early Engineering, Procurement, Construction, Management (EPCM) Contractor engagement activities commenced²¹.

Ore Reserve: 198.7 million tonnes (Mt)

Resource: 629Mt Mineral Resource estimate

Mineralogy: Total Heavy Minerals (THM) 3.7%, zircon 21.7%, rutile 9.7% leucoxene 8.2%, monozite 3.5%, xenotime 0.6%

Proposed Mine Plan: 98.8Mt at 5Mt per annum

Mining: 20+ year LOM, truck shovel-pit, block mining heavy mineral sands

Staged Development: Phase 1 (Base Plant), Phase 1A (Hydromet Plant)

Products:

Base Plant: Rare earth mineral concentrate (REMC), zircon-titania heavy mineral concentrate (HMC)

Hydromet Plant: Mixed rare earth carbonate (MREC)

17: See Company ASX release dated 3 July 2024

18: See Company ASX release dated 31 January 2024

19: See Company ASX release dated 28 May 2024

20: See Company ASX release dated 17 June 2024

21: See Company ASX release dated 17 June 2024



Proposed Goschen Project

Advancing the Goschen Project Toward Construction

Priority development works were undertaken during the reporting period concurrent with Approvals activities to establish a pathway to production for the Goschen Base Plant.

Key technical mine development activities provided critical inputs into an optimisation review which resulted in a material capex reduction for the Goschen Project Base Plant, previously defined in the Goschen DFS Refresh²².

The resulting 30% capital reduction has placed the Goschen Project as one of Australia's lowest cost intensity rare earths projects²³.

Capital Expenditure Update

The capital costs for the Project were reviewed in conjunction with the completion of initial detailed engineering design for the Base Plant, selection of a mining services partner, and early contractor involvement relating to key offsite infrastructure²⁴.

The updated capital cost estimate included:

- Contractor involvement for key offsite infrastructure which included independent cost estimate development and updated execution methodologies.
- Leveraging the capability of the mining services partner to perform initial site development, and selecting early works to support construction activities of the Project.
- Pre-production operations costs have been adjusted to reflect staged operations and the associated operational readiness requirements.
- The contingency for the Project is estimated on a line-by-line basis for each package.

The contingency of A\$37.6 million included in the capex summary (Table 1) represents 11% of the total capital cost and reflects the quality of the underlying estimate.

Table 1: Goschen capital cost estimate summary compared to DFS Refresh metrics

| Area | DFS cost (A\$m) | Revised cost (A\$m) | Variance |
|---|-----------------|---------------------|-------------|
| Process plant | \$184.6 | \$168.8 | -9% |
| Non-process infrastructure | \$191.7 | \$117.1 | -39% |
| Pre-production mining and other ancillary costs | \$106.8 | \$51.1 | -52% |
| Total | \$483.1 | \$337.0 | -30% |

22: See Company ASX release dated 28 March 2023

23: See Company ASX release dated 17 June 2024

24: See Company ASX release dated 17 June 2024

Base Plant Detailed Design

Initial detailed design for the Goschen Base Plant was completed with Mineral Technologies²⁵. This scope assisted in informing the capital cost estimate update, next phase Engineering, Procurement and Construction (EPCM) schedule, and defining the contracting strategy for the subsequent phases.

Mining Contractor

The Company entered into a Memorandum of Understanding with Bendigo headquartered contractor Yellow Iron Fleet (YIF) for mining services for the Project²⁶. The parties intend to enter a Mining Partnership Agreement for a period equal to the Life of Mine of the Company's Area 1 and this period is expected to be in excess of seven years, unless terminated by the parties prior.

YIF is a privately owned mining solutions provider located in Central Victoria with extensive experience in large scale bulk earthworks and mineral sands mining operations. With a strong technical focus, YIF leverages its low-cost owner-operator mining fleet and its relationships with local suppliers.

Leveraging YIF's capability to perform initial site development and selected early works to support the construction activities of the Project is also expected to reduce capital expenditure for the Project.

EPCM Contractor Engagement

The engagement of EPCM contractors commenced the second half of the reporting period to explore their suitability to work with VHM to deliver the Goschen Project. Shortlisting of Contractors is planned to conclude in 2H CY 2024.

Key Offsite Infrastructure

Contractor Engagement

Construction contractors with experience in the Loddon-Mallee Region were engaged during the period to provide advice relating to construction methodologies, implementation durations and costs for key offsite infrastructure.

Tailings Facilities Test Work and Detailed Engineering

ATC Williams undertook tailings geochemical characterisation, tailings deposition modelling and groundwater modelling, which informed detailed design of the tailings cells and development of the tailings management system and operating manual.

Hydromet Plant

Engineering study works for the Hydromet Plant continued into the period, with the final pilot plant testwork completed by ANSTO (Australian Nuclear Science & Technology Organisation), to conclude the planned testwork program.

The piloting data was collected during the program to provide input for all relevant equipment vendors to specify and quote major equipment items, in consultation with the VHM and engineering consulting team. This work will feed into the next phase of front end engineering design for the Hydromet Plant.



25: See Company ASX release dated 17 June 2024

26: See Company ASX release dated 28 May 2024

Left to right: Andy Hoare YIF Chief Executive Officer and Owner, Ron Douglas VHM Chief Executive Officer, Bernie Hyde VHM Executive General Manager Operations Readiness and Trent Everest YIF General Manager.

Approvals and Licence Updates

All public review stages for the Goschen Environment Effects Statement were completed, marking the end of all necessary environmental and social studies, and a subsequent public examination before a Minister-appointed, independent Inquiry and Advisory Committee.

Permitting Update

The Goschen EES was placed on public exhibition and subjected to an Inquiry and Advisory Committee (IAC) public hearing. The IAC’s recommendations report was provided to the Victorian Minister for Planning during the period.

Once a positive decision is received from the Minister for Planning, the Goschen Work Plan and other requisite permits and approvals can be sought from the relevant Government departments.

Mining Licence Application

VHM placed the Goschen Mining Licence Application on public notice on 9 January 2024. This is a statutory requirement for a Victorian mining licence application, with the advertising run concurrently to the EES Public Exhibition phase.

The submission of the mining licence application included the draft Goschen Work Plan and details how VHM will manage community engagement, rehabilitation, monitoring and auditing.

Land Access Agreements

During the reporting period, the Company completed a fourth Land Acquisition Agreement for the final freehold land parcel required within the proposed Goschen Project mine footprint, with settlement expected prior to Final Investment Decision (FID). Therefore, the Company has secured 100% of the proposed Goschen Project mine footprint area.

All land purchase arrangements satisfy regulatory requirements to enter into access agreements with affected landowners and address operational requirements during the construction and operational phases, as set out in the Company’s Prospectus.



Figure 2: Next steps in Goschen approvals

* Executed by the Planning Panel Victoria selected Independent Inquiry and Advisory Committee

Nowie Project



During the period, the Company released the maiden Mineral Resource estimate for the Nowie deposit.

Nowie is located 22km north of the proposed Goschen processing plant.

Project Maturity



FY2024 Milestones

- Maiden Mineral Resource estimate released²⁷

Resource: 16.4Mt MRE

Mineralogy: THM 3.8%, zircon 16.1%, rutile 15.6%, leucoxene 24.4%, monazite 2.1%, xenotime 0.5%

The maiden Nowie Mineral Resource estimate includes 6.4 million tonnes @ 6.1% THM contained in near-surface, high-grade strandline deposits.

²⁷: See Company ASX release dated 24 January 2024

The Company released the maiden Nowie Mineral Resource estimate (MRE) (Inferred) of 16.4Mt @ 3.8% THM grade in the 2H FY 2024²⁸, following the release of initial assay results in 1H FY 2024²⁹.

The outcomes from the maiden Nowie MRE confirmed that the Company discovered a significant critical minerals province stretching a strike length greater than 55km. This province ranges from the Cannie deposit in the south, to the advanced Goschen Project, and north to Nowie (Figure 1).

Geological interpretation from 43 drill holes concluded that the Nowie deposit is formed from multiple high-grade strandline systems occurring above a 20 metre thick sequence of moderate THM grade sheet style mineralisation. Interpretation of the drilling

and airborne geophysics data indicates the Nowie deposit is at least 3km in width (east to west) and up to 11km in strike length (north to south).

The maiden MRE includes 6.4Mt @ 6.1% THM contained in high-grade strandline deposits which remain open along and across strike. Significantly, these strandline deposits occur close to surface (Figure 3) and provide selective high-grade mining opportunities.

Down hole geophysics and geological logging from all 43 drill holes in Exploration Licence (EL) 6666 was sufficient to provide geological continuity. The Inferred classification reflects the appropriate level of confidence in grade, tenor, and geological continuity of this estimate.

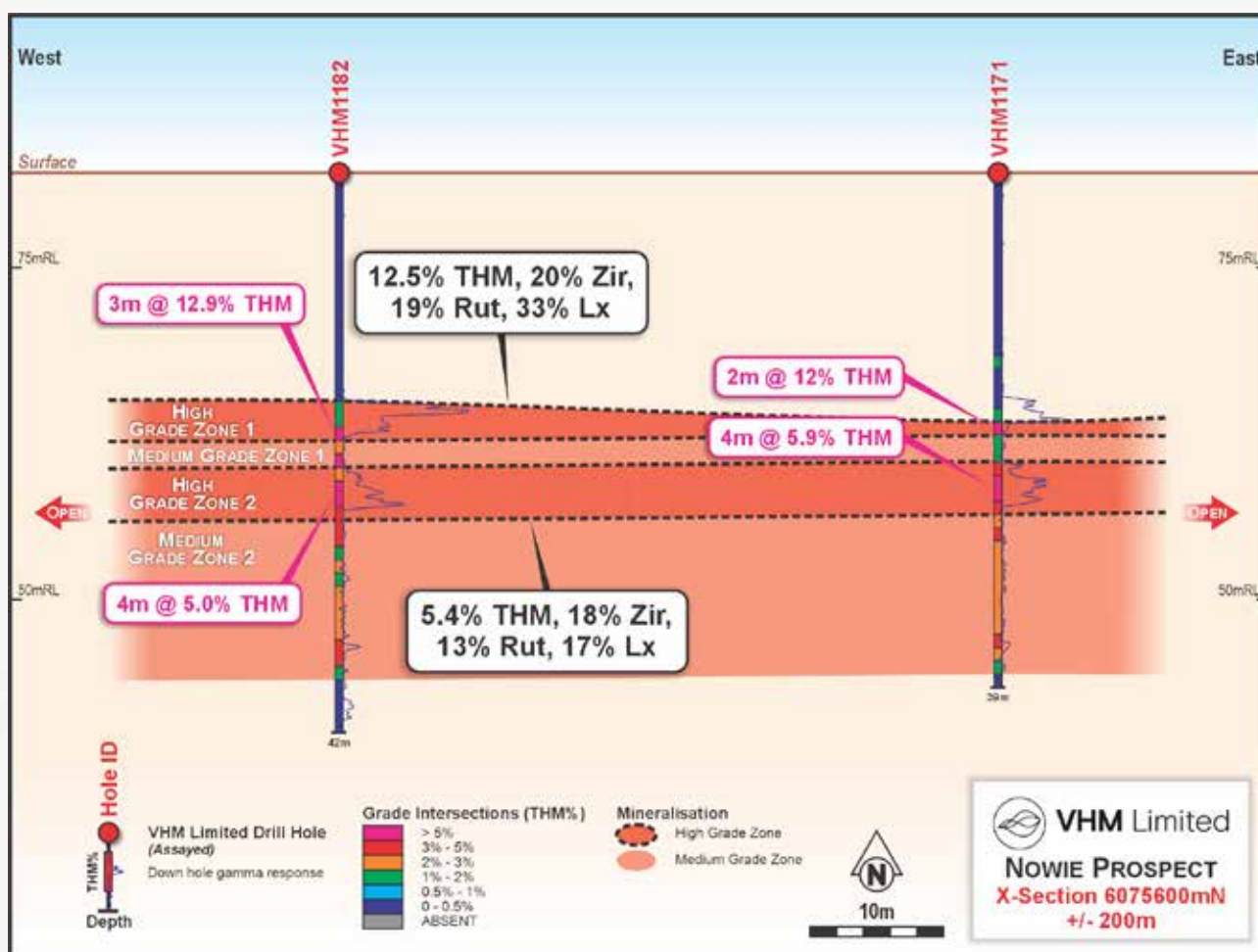
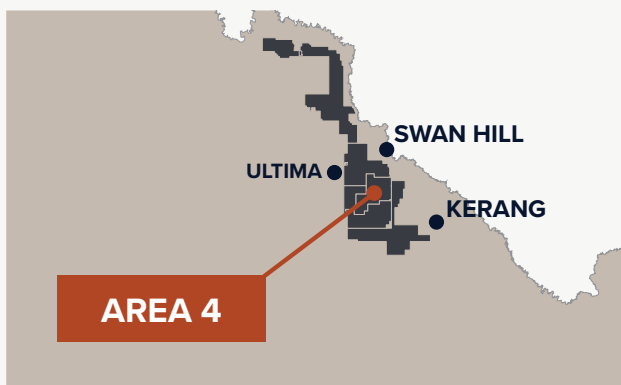


Figure 3: Cross section 6075600mN indicating near surface high-value THM composites (12.5%)

28: See Company ASX release dated 24 January 2024

29: See Company ASX release dated 8 August 2023

Area 4 Project



VHM increased the Company Total Ore Reserves with the addition of results at Area 4.

Area 4 is situated 8km north of the proposed Goschen processing plant.

Project Maturity



FY2024 Milestones

- Maiden Ore Reserve released

Reserve: Area 4: 11.5Mt @ 5.6% THM

Minerology: Zircon 19.6%, rutile 12.2%, leucoxene 10.1%, monazite 3%, xenotime 0.7%

Outstanding results at Area 4 added 11.5Mt at 5.6% THM of Probable Ore Reserve³⁰ to the Company inventory.

Situated 8km north of the proposed Goschen Base Plant (Figure 4), the Area 4 ore body contains a near-surface, high-grade mineable horizon of 2.6 Mt @ 9.6% THM. This horizon contains 245,500 tonnes of mineable THM, 67,700 tonnes of zircon at an in-situ grade of 2.6% (representing 27.6% of the economic mineral assemblage of ore in this upper horizon).

The average in-situ grade of the upper horizon is a standout 2300ppm Total Rare Earth Oxide (TREO) with high rutile and leucoxene grades. The high-grade, Zone 5 is located at the top of the orebody and illustrated in Figure 5.

This material was characterised by Mineral Technologies and treated through the Goschen Project process flowsheet in January 2023 which confirmed the Area 4 material is amenable to processing through the flowsheet proposed for the Goschen Project Base Plant³¹.

³⁰: See Company ASX release dated 29 September 2023

³¹: See Company ASX release dated 25 January 2023

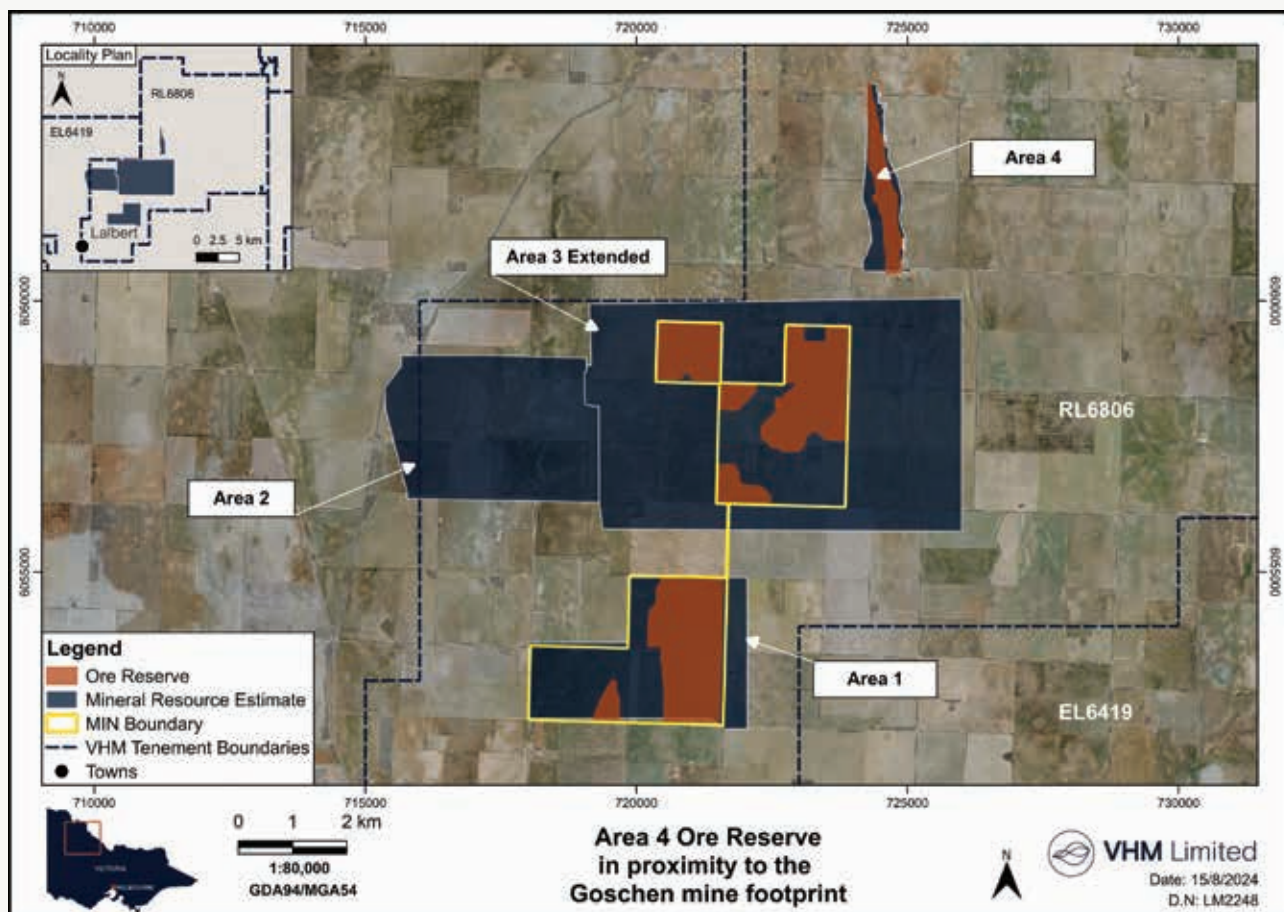


Figure 4: Area 4 Ore Reserve in proximity to the Goschen mine footprint

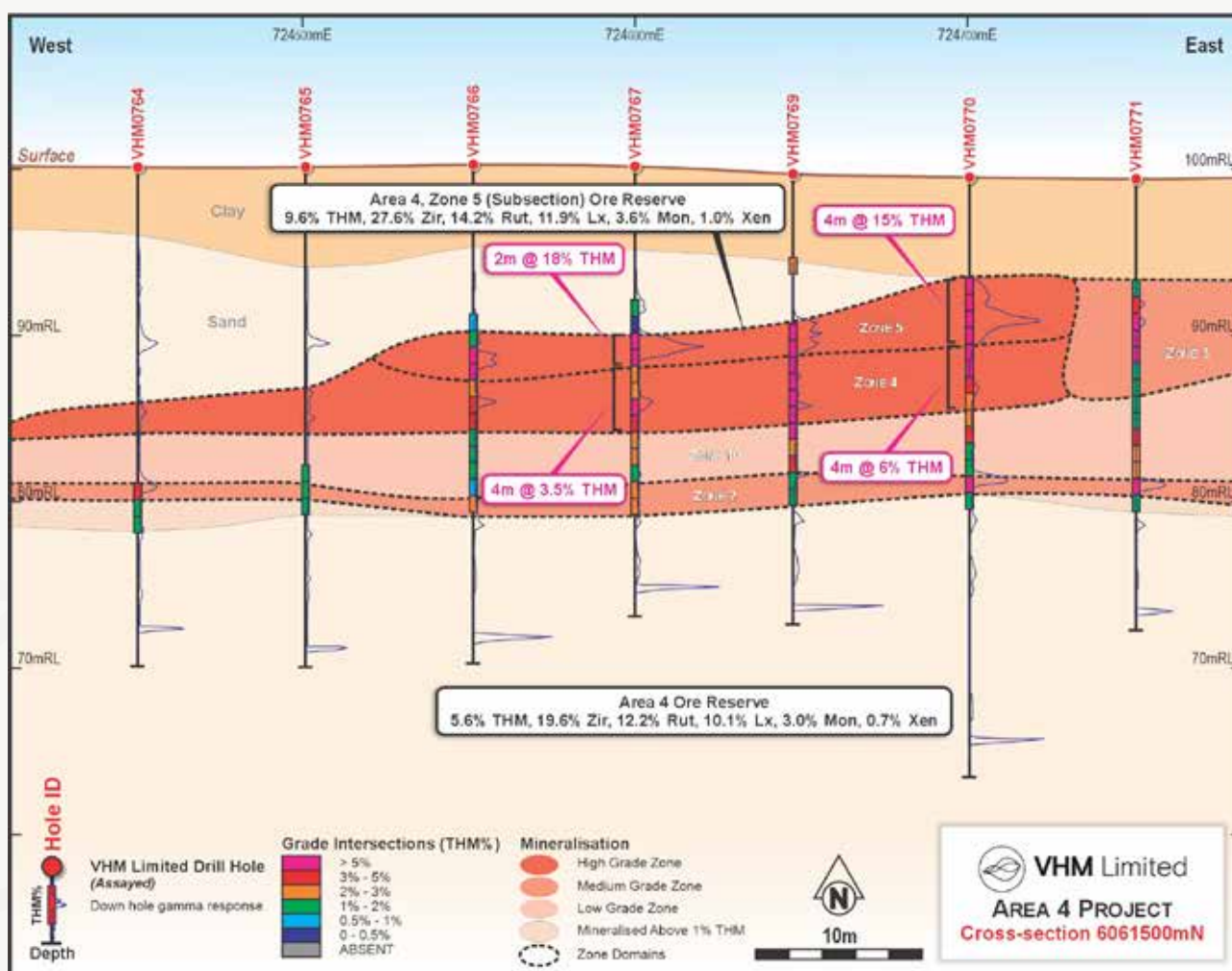
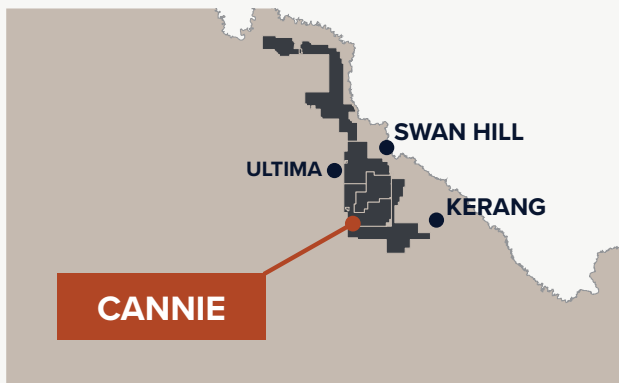


Figure 5: Area 4 Cross Section illustrating the location of Zone 5 (pink) at the top of the mineralised zone

Cannie Project



The discovery of the Cannie Mineral Resource was discovered during the 2023 financial year and located only 13km south of the proposed Goschen processing plant.

The Cannie Mineral Resource extends 7.2km north-south and 4.4km east-west and remains open in all directions.

Project Maturity



FY2024 Milestones

- Exploration licences containing the Cannie deposit secured for a further five years

Resource: 192Mt MRE, 176,000 tonnes of TREO

Minerology: THM 3.1%, zircon 24.5%, rutile 15.5%, leucoxene 24.3%, monazite 4.1%, xenotime 0.81%

VHM secured renewals of exploration tenement licences EL 6419 and EL 6664 where the Cannie deposit is situated, until May 2028 and June 2028 respectively³².

Further investment in the Cannie Project was placed on hold for the period, with the Company's primary focus and investment spent on accelerating the Goschen Project towards production.

The Cannie Resource remains a highlight from the Company's extensive exploration drilling program with its 192Mt maiden MRE (Inferred)³³ containing exceptional grade TREO + Yttrium (Y₂O₃) and material uplift to the Company's zircon and titanium mineral inventory.

The Company plans to review the Cannie Resource and upgrade its resource category as part of the Company's ongoing exploration activities.

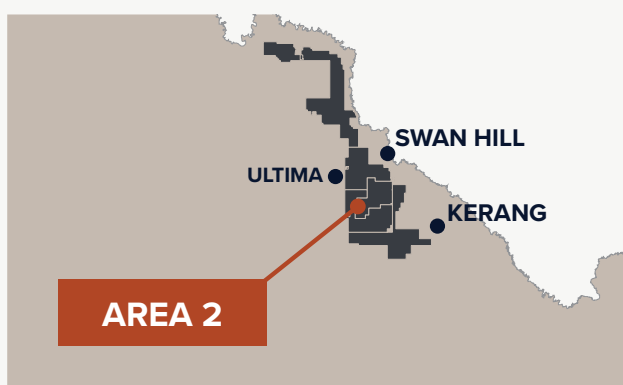
³²: See Company ASX release dated 17 August 2023

³³: See Company ASX release dated 16 May 2023



VHM is committed to developing the Goschen Project with a focus on benefit sharing and creating opportunities for the people and businesses in the Loddon-Mallee Region.

Growth Assets



VHM reclassified the Area 2 Resource in the process of amalgamating Area 2 East with Area 2 West.

Area 2 is 3.5km north west of the Goschen Plant adjacent to the western perimeter of the Goschen mine footprint.

Project Maturity



FY2024 Milestones

- Area 2 Mineral Resource estimate updated

Resource: 81.3Mt MRE, 65,000 tonnes TREO

Minerology: THM 3.2%, zircon 20.4%, rutile 12.4%, leucoxene 9.4%, monazite 3.4%, xenotime 0.7%

The addition of Area 2's Mineral Resource estimate provides further upside for the Company's Global Resources, and these results demonstrate the valuable characteristics of the rich mineralisation found in the Murray-Darling Basin.

Area 2

The Company released an update to the Area 2 Resource³⁴, located 3.5 km north west of the proposed Goschen processing plant which crosses over the Company's retention licence (RL) 6806 and EL 6419 (Figure 1).

Area 2 was previously classified into two areas – Area 2 West and Area 2 East, with amalgamation of the two zones form Area 2 for this Mineral Resource estimation.

The MRE contains 65,000 tonnes of TREO, 0.5Mt of zircon, 0.3Mt of rutile and 0.2Mt of leucoxene and increases the Company's total inventory of TREO from 602,000 tonnes to 649,000 tonnes (Table 3).

The MRE includes moderate to high-grade strand-like zones between 7m and 10m from surface and extends 2.6km (north to south) and 3.5km (east to west), and remains open in all directions.

The Area 2 West Resource was first estimated in 2019 and reported in the Company's Prospectus³⁵. Area 2 East was drilled in 2019, however, the samples were stored and not submitted for assaying. Assay results and subsequent mineralogy composites were interpreted by independent consultant Right Solutions Australia, to combine the two adjacent resources into a single model to generate the revised and expanded MRE.

A total of 256 drill holes were used for the Area 2 MRE. The Indicated and Inferred classification reflects the appropriate level of confidence in grade, tenor, and spatial continuity of this estimate.

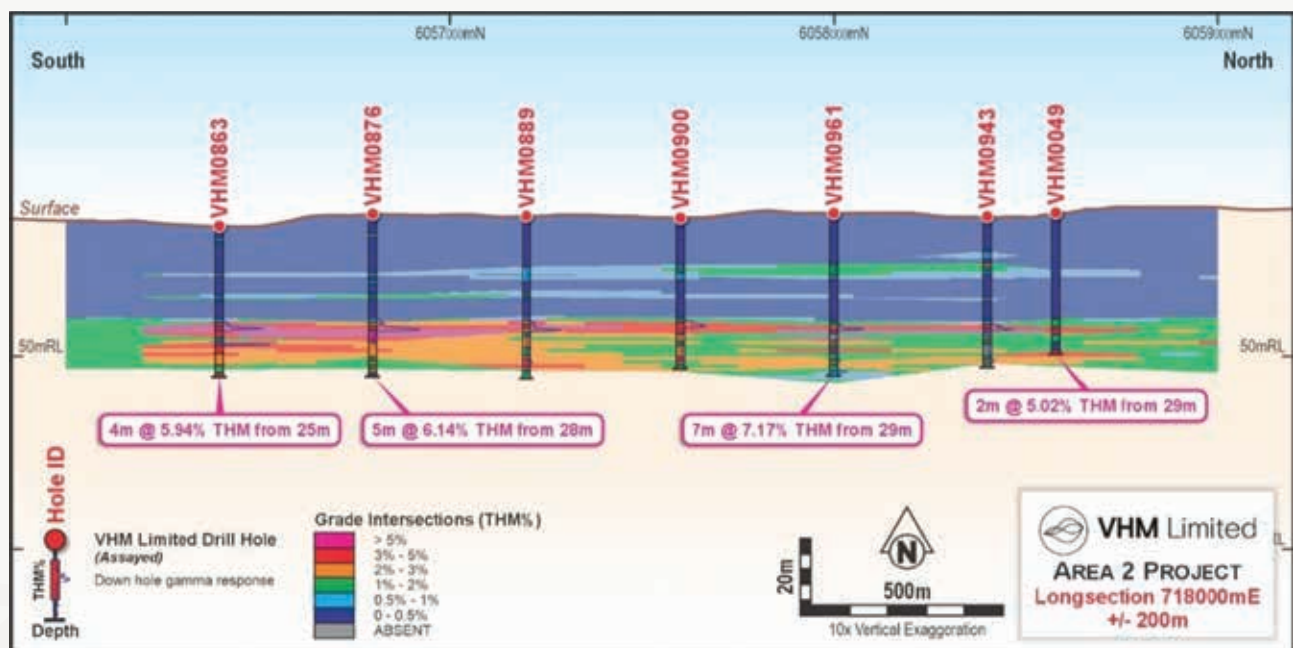


Figure 6: Long-section 718000mE showing drill holes with significant intercepts and block model THM grades

34: See Company ASX release dated 9 April 2024

35: See Company ASX release dated 5 January 2023

An aerial photograph of a vast, green agricultural field under a clear blue sky. In the foreground, there are several trees and a large shadow cast by an object off-camera. In the middle ground, a white drilling rig with a red mast is parked on a patch of brown, tilled soil. Next to it is a white pickup truck and a white semi-truck. A few people in high-visibility vests are standing near the vehicles. The background shows a flat, green landscape extending to a distant horizon. A large, light blue arrow graphic points from the top left towards the top right, passing behind the text.

Proving that mining can be
a temporary land use in a
productive agriculture system is
one of VHM's key commitments.
We believe success in this area
will open significant opportunity
for both the Company and
the local community.

Sustainability

VHM aspires to be a trusted supplier of sustainably mined and processed heavy minerals and rare earth products. We recognise the critical contribution the Goschen products can make towards decarbonising both the Australian and global economy. We are committed to operating in a manner that is both transparent and accountable, focusing on issues of importance to our communities.





VHM has made early steps in its Sustainability journey and as an active member of the Minerals Council of Australia has committed to adopting the globally recognised accountability framework for minerals companies – Towards Sustainable Mining. This framework is underpinned by the United Nations Sustainable Development Goals.

During the period, our commitment to developing a robust sustainability reporting framework has been demonstrated by initiatives including:

- Renewable energy supply solutions for the Goschen Project have been key inputs for detailed engineering design.
- Participation in workshops run by the Minerals Council of Australia on implementation of the Towards Sustainable Mining framework.

Our Values drive our behaviour and ensure sustainable outcomes for all stakeholders:

- Safety and protecting the environment and community is priority of everyone.
- We respect each other and embrace our diversity.
- We do what we say, acting honestly and with integrity in all we do.
- We care about our people and the communities we live and work in.
- We are collaborative and agile in achieving outcomes.

Environment

Our goal is to understand and manage the impact we have on the environment and to utilise our resources efficiently.

Environmental approval for the Goschen Project was our primary focus for the reporting period, and ensuring any field work performed was done in accordance with VHM's policies and procedures, and regulatory requirements.

There were no reportable environmental incidents during the 2024 reporting period.

Environmental Monitoring Programs

VHM has undertaken significant studies across many environmental elements to establish baseline and background data prior to the construction and operation phases. While most of these studies were completed during the development of the Goschen EES, monitoring is ongoing and will continue throughout the life of the Project.

Radiation

During the reporting period the Company established three radiation monitors and completed a background gamma survey at the haul-truck, railway depot in Ultima. This intermodal will provide the interface for VHM's truck and rail transport solutions for the Goschen products.

This monitoring will continue throughout the life of the Project. Gamma levels, radon, and radionuclides in dust and groundwater are being measured.

Monitoring to date has shown that the radiation impact of the Goschen Project on humans and the environment is well below dose limits, and in line with International Radiation Protection philosophy of doses being "As Low as Reasonably Achievable" (ALARA), and not just below the limit.

Groundwater

Groundwater monitoring of the eight environmental monitoring bores continues every six months to measure groundwater depths, physical and chemical attributes, including metals and radiation analysis. VHM staff are assisting independent consultants with this work.

Terrestrial and Aquatic Ecology

Two additional studies were undertaken during the year to assist with optionality for construction of the 38km water pipeline from Kangaroo Lake to the Goschen mine footprint:

- **Aquatic survey:** For the Southern Purple Spotted Gudgeon (SPSG) – a native fish on the Victorian protected species list. The survey was undertaken at the Lake during the primary breeding and spawning time of year and concluded that it is highly unlikely that any SGSP populations will be in the immediate vicinity of the pumping station for the water pipeline. VHM will continue to undertake surveys during construction and operation phases of the project to ensure the protection of the species.
- **Flora study:** To inform a feasibility option for an alternate road route during mine construction with the objective to reduce impacts to the local road users on the main route. The option is now being assessed from a constructability perspective.



Pictured left-right: Dust monitoring at the Goschen mine footprint and Aquatic survey activity for the Southern Purple Spotted Gudgeon

Drilling Rehabilitation

VHM has continued to work closely with the landowners at the conclusion of the extensive 2023 exploration drilling program to ensure rehabilitation efforts satisfy requirements to return land to a standard suitable for farming as soon as practicable.

VHM has taken immediate action to rehabilitate the disturbed land and has continued to monitor the rehabilitated areas following the first crop seasons, as part of our long-term commitment to landowners and neighbours. Rehabilitation will continue to be a critical control defined in the overarching environmental management framework for the Goschen Project, as it progresses into construction and operation.



Pictured: First season of crop and harvest after successful rehabilitation from 233 drill holes

VHM is committed to working with and contributing to the communities in the Loddon-Mallee Region where we operate, and understands that it is critical to instil trust and nurture meaningful relationships with the residents and businesses in the Region.

Climate Change

VHM understands its obligations to execute initiatives to decarbonise its operations and report on climate-related financial disclosures (including the Task Force on Climate-related Financial Disclosures).

Material and strategic risks associated with Climate Change have been evaluated, noted and considered for the stage of development of the Goschen Project.

As the Company grows and the Goschen Project progresses through the construction and operations phases, Company climate-related financial disclosures will be revised in line with the maturation of the Goschen Project lifecycle.

Community Engagement and Social Licence

VHM is committed to working with and contributing to the communities in the Loddon-Mallee Region where we operate, and understands that it is critical to instil trust and nurture meaningful relationships with the residents and businesses in the Region. Since 2022, VHM has conducted over 500 direct community engagements, including open houses, informal visits and direct written communications.

As the Project progresses, it will provide further benefits to the community through our preference to engage local businesses first, with the aim to work together to stimulate local economic growth. To support these plans, VHM has joined the Victorian Industry Capability Network (ICN) Gateway.

The purpose of the ICN Gateway is to provide a platform where local suppliers can register business capabilities for major project developers to connect. In addition, it empowers local businesses with a competitive advantage to learn about new and upcoming work packages listed on the platform by major project developers, as soon as they are published.

ICN Gateway is supported by the Victorian Government as it promotes and facilitates economic development in Regional Victoria.



Neighbours

VHM has established a Neighbour Agreement Program to ensure those residents living closest to the Project can share in the direct financial benefits. VHM recognises there will be a change of amenity to residents who live close the proposed Goschen mine site. Rural residents living within 3.5km of the mining area will be given the option to enter into a neighbourhood agreement with VHM for the duration of the Project.

First Nations

VHM recognises the importance of acknowledging and respecting the Traditional Owners on whose lands we operate. As a key business and employer in the Loddon-Mallee Region, VHM recognises the leadership role we play in ensuring First Nations cultures are recognised, respected, maintained and strengthened for future generations.

VHM is committed to the employment and training of First Nations people once we receive our approval to progress into construction. We will continue our ongoing engagement with schools, local learning employment networks, technical and further education institutions, as well as Indigenous organisations and businesses to encourage the uptake of traineeships and apprenticeships by First Nations people.

Local Government

Since entering a Memorandums of Understanding with local councils – the Swan Hill Rural City Council and Gannawarra Shire Council – VHM employees have continued to engage with local council members to provide Project updates, discuss economic and community development priorities and celebrate achievements for the Region's communities. During the period, VHM recognised the achievement of the Swan Hill Rural City Council when the Federal Government granted A\$5 million to the Council as part of the Growing Regions Program.

The Company will continue to work with the Councils on initiatives that benefit the community as we progress the Goschen Project towards construction.

Cross-Border Future Industry Workforce

With the anticipated economic contribution that the Goschen Project will bring to the Region, VHM was invited to participate in the Cross-Border Future Industry Workforce Forum in December 2023 and subsequently has representation in the Cross-Border Industry Taskforce. The Taskforce was established to advance the development of suitably skilled and qualified local workforce to meet the current and future workforce and skills needs of the irrigated agriculture, critical minerals and renewable industry sectors in the cross-border region of New South Wales, Victoria and South Australia.

This is a joint State Government initiative designed to bring together representatives from all industry sectors across the region; to work collaboratively to further develop, advocate, advance and implement the Cross-Border Future Industry Workforce Roadmap on behalf of the represented industries, the framework for which was established at the December 2023 Forum.



Pictured: Cross-Border Industry Taskforce members including VHM Executive General Manager Operations Readiness Bernie Hyde and Minerals Council of Australia's Executive Director Victoria Division James Sorahan.

We will continue to honour our commitments to ensure strong ties in the community in the Loddon-Mallee Region to maximise benefits to the local people and the economy as we progress the Goschen Project into construction.

Sponsorship

VHM believes a diverse sponsorship portfolio is important to maximise positive outcomes for the broader Loddon-Mallee community.

Sport and Recreation

During the period, VHM renewed its sponsorship of the **Kerang Football-Netball Club** and continued its major sponsorship program supporting the **Golden Rivers** and **Central Murray Football-Netball Leagues (CMFNL)**. In 2024 VHM's support broadened to include the CMFNL Under 12s football competition and the AFL Central Vic/CMFNL Junior Girls Competition.



Arts

The Company continued to support the prestigious **Rotary Club of Kerang Annual Art Show**. Funds raised from this event are injected directly back into the community to support a wide range of local projects and initiatives.



Community Wellbeing

For a second year in succession, VHM sponsored the annual **Swan Hill Christmas Lights Competition**. This initiative was established to bring Christmas cheer and goodwill to the community following the major regional floods in 2022.

In addition, the Company provided monetary donations to **A Good Kitchen** in Swan Hill and the **Kerang Neighbourhood House Food Assistance Program** to help fund their Christmas meal events. These organisations do a tremendous job in making meals for Swan Hill and Kerang residents who are facing financial hardship.



Industry

The Company continued its annual sponsorship of the **Minerals Council of Australia – Victorian Chapter's Mine Rescue Competition**.

This event is a major safety training exercise for mine emergency response teams. Importantly, the competition also involves State emergency response agencies to build links and preparedness with the Victorian mine rescue community.

In support of recognising and promoting women in the Resources industry, VHM sponsored the **2024 Mineral Council of Australia Victorian Women in Resources Awards**.

The four categories in this year's award program were *Exceptional Woman in Victorian Resources*, *Exceptional Young Woman in Victorian Resources*, *Gender Diversity Champion in Victorian Resources*, and lastly, the VHM sponsored *Outstanding Trade Operator or Technician in Victorian Resources* category.

VHM participated in the annual **Mallee Machinery Fields Days**. Established 45 years ago to support the local agriculture industry, the Field Days connect the regional community more broadly, engaging local businesses artisans and providing fundraising opportunities for community groups.



Education

The Company has sponsored the **Teacher Earth Science Education Program (TESEP)** which brings earth and environmental science topics into schools for students and teachers alike, particularly those in Victoria's Loddon-Mallee Region.

VHM also participated in the **Murray Mallee Agriculture/Horticulture Careers Expo** in partnership with the Minerals Council of Australia Victoria division. High school students from across the region had the opportunity to explore future career opportunities in the mining sector.



Health and Safety

VHM is committed to the health, safety and wellbeing of our team members and members of the public who interact with our operations.

During the reporting period, our focus was directed towards ensuring any work performed was done safely and in accordance with regulatory requirements.

No reportable injuries or incidents occurred during the 2024 financial year.

Future work will revolve around enhancing our processes to cater for the changing phases of the Project.

“The agreement between professional mining services contractor, Yellow Iron Fleet and VHM underscores our shared vision of enhancing Australia’s critical minerals mining and processing capabilities, with a strong emphasis on delivering long-term benefits to the people and economy of the Loddon-Mallee Region.”

VHM Chief Executive Officer Ron Douglas³⁶

People and Culture

VHM places an emphasis on establishing a workplace environment where everyone is welcomed to bring both their technical expertise and diverse backgrounds and thoughts. This principle instils a positive and productive culture for business efficiency and success.

Gender Diversity is one metric which VHM places high on the agenda for workforce planning and recruitment process. During the period, the Company maintained a leading example for gender balance for operating in the Resources industry.



35% of employees are female with 30% in executive and board positions

65% of employees are male with 70% in executive and board positions

³⁶: See Company ASX release dated 28 May 2024

Funding and Offtake Considerations

Offtake

In January 2024 VHM completed a binding offtake agreement with Shenghe Resources (Singapore) Pte. Ltd (Shenghe) for the Goschen Project Phase 1 products³⁷.

The binding offtake is for 6,400 tonnes per annum of REMC and 100,000 tonnes zircon-titania HMC products (each approximately 60% of forecast production per annum) from the Goschen Project, for an initial three-year term.

This agreement highlights the quality of the Goschen Resource and the value in the initial products a REMC containing greater than 58% TREO; and a zircon-titania HMC comprising high-grade zircon, rutile, leucoxene, and ilmenite.

The value of the remaining 40% production during the first three years will be maximised through spot sales and other commercial arrangements. This offtake strategy will continue to globally diversify sources of rare earths and mineral sands feedstock.

The Company will continue to engage with prospective Australian, European, Asian, and North American counterparties for offtake agreements for its REMC, MREC, and HMC products.

Funding

In the reporting period, VHM continued discussions with prospective Australian and international commercial lenders, along with Australia's Export Credit Agency with the aim of securing a project debt facility. This can be finalised upon approval by all regulatory authorities. In addition, VHM will pursue opportunities for government-supported grants, debt financing, and credit support.

In December 2023 the Company received an R&D Tax Incentive (R&DTI) of A\$4.5 million for the financial year ended 30 June 2023³⁸.

Since commencing R&D activities in 2018 the Company has received A\$15.6 million in R&DTI and anticipates that additional R&DTI support will be forthcoming in future years as we develop one of Australia's first rare earths focused mineral sands projects.



Pictured: VHM CEO Ron Douglas (fourth from left) during an AusIMM industry panel discussion on "Investing in a sustainable future" (June 2024)

37: See Company ASX release dated 31 January 2024

38: See Company ASX release dated 24 January 2024



Market Outlook

VHM remains confident about the long-term prospects of its products due to applications in renewable energy, high technology devices, decarbonisation, and electric vehicles; and the continued urbanisation of developing nations.

Rare Earth Market Outlook

Prices for rare earth oxides, including NdPr oxide, declined overall due to weak consumer demand in key markets and temporary overproduction in China.

Adamas Intelligence expects rare earth supplies to tighten in 2H CY 2024 as the main producer in China targets a mere 3.6% increase in concentrate production in 2024.

The global automotive industry continued to rebound in 1H CY 2024 following years of supply chain bottlenecks. Through the first five months of CY 2024, global sales of Battery EV, Plug in Hybrid EV and Hybrid EV have increased 14%, 49% and 17% respectively, compared to same period last year. With NdFeB magnets used widely in micromotors, sensors and speakers for the automotive industry, the ongoing recovery of vehicle production will increase NdFeB demand.

Data from the International Energy Agency (IEA) indicates that the global offshore market grew by 35% in 2023 while the much larger onshore market added 46% more capacity. Looking forward, the IEA

reduced its long term wind growth forecast for the ex-China market by 15% but increased its long term growth forecasts for China by 60%, resulting in a net increase for the global market outlook overall.

In Adamas' view, the tighter supply and rebound in demand forecast will support a near term price recovery for rare earth oxides.

Mineral Sands Market Outlook

Zircon demand in 2H CY 2023 was negatively impacted by customer de-stocking and the influence of seasonal factory closures in some regions. However, sales volumes picked up in 1H CY 2024 as a result of improved purchasing activity, after an extended period of de-stocking.

Demand weakness in the global pigment market persisted in 2H CY 2023, with pigment plant operating rates being reduced across the sector in response to slowing pigment sales. During 2H CY 2023, a major pigment plant in Taiwan was closed permanently. Prices of titanium feedstock was also weaker, with average prices of rutile and sulfate ilmenite down 5-10% from 1H 2023 levels.

Sources:

Rare earth market update by Adamas Intelligence (2024 Rare Earth Quarterly Outlook reports)

Mineral sands market update compiled by TZMI

Exploration Activities

VHM holds RL 6806 and EL 6419, which encompass the Goschen Project. Additionally, VHM holds ELs for other areas, namely EL6666, EL6664, and EL6769 (Figure 7). Collectively, these tenements cover an expansive area of approximately 2,860km².

VHM was granted five year extension terms for all four if its existing exploration licences 6419, 6664, 6666, and 6769, with new expiry dates in 2028³⁹.

These tenements are critical Company assets, and the licence extensions secure the future for further development of Goschen, Area 4, Cannie and Nowie, which fall within these tenements.

The Cannie, Nowie and Area 4 assets boost VHM's appeal for potential partners because of their notable Mineral Resource with significant TREO, and proximity to the Goschen processing plant. This, along with additional zircon, rutile, and leucoxene contributions, reinforces VHM's prominence in Victoria's emerging critical minerals province.

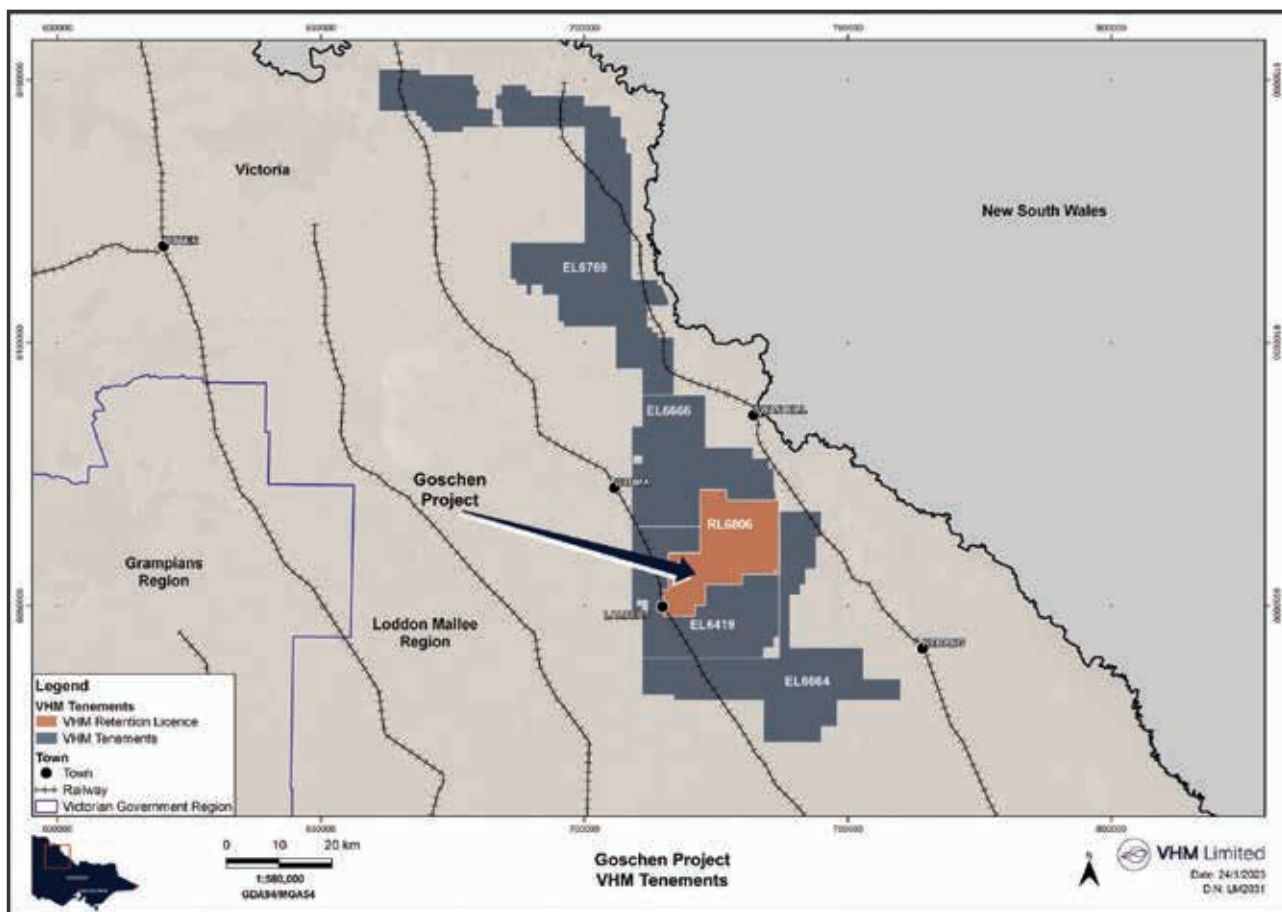


Figure 7: Company tenements

39: See Company ASX releases dated 16 August 2023 and 24 October 2023

Mineral Resources and Ore Reserves

The Company's licensed tenements are situated within the Murray-Darling Basin, a region known for its rich mineralogical diversity and geology, specifically hosting heavy mineral sands and rare earth mineral deposits formed in an ancient sea.

The deposits within our tenements were formed along the eastern shores of the ancient sea where the sands, some of which were sourced from the Lake Boga Granite to the east, were sorted by waves and currents. Over time, denser minerals such as Monazite and Xenotime, rich in rare earth elements, have become concentrated to become a key rare earth source.

The deposit consists of two rare earth minerals: Monazite and Xenotime; and four heavy minerals: Zircon, Rutile, Leucoxene, and Ilmenite.

Mineral Resources

The Company added material increases to its Mineral Resource inventory over the period with the addition of the Nowie Mineral Resource estimate⁴⁰ and the consolidation of Area 2 West and East Mineral Resources⁴¹.

The Company Mineral Resources were increased by 71.7Mt over the period through the expansion of the Area 2 resource to include Area 2 East (additional 55.3Mt Indicated and Inferred Resources @ 3.4% THM) and the addition of the maiden Inferred Mineral Resource for Nowie (16.4Mt @ 3.8% THM).

Table 2: Company Mineral Resources as at 30 June 2024

| Area | Resource Category | Material | In-situ THM | Bulk Density | THM | Slimes | Oversize material >2mm | THM Assemblage ⁽⁴⁾ | | | | | |
|--------|----------------------------|--------------|-------------|--------------|------------|-----------|------------------------|-------------------------------|-------------|-------------|-------------|------------|------------|
| | | | | | | | | Zircon | Rutile | Leucoxene | Ilmenite | Monazite | Xenotime |
| | | (Mt) | (Mt) | (gcm3) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) |
| Area 1 | Measured | 30.7 | 1.8 | 1.76 | 5.7 | 15 | 5 | 29.9 | 10.8 | 9.0 | 24.7 | 4.3 | 0.8 |
| | Indicated | 62.2 | 1.4 | 1.72 | 2.3 | 18 | 2 | 26.6 | 11.5 | 9.2 | 25.0 | 4.6 | 0.9 |
| | Total⁽¹⁾ | 92.9 | 3.2 | 1.73 | 3.4 | 17 | 3 | 27.7 | 11.2 | 9.1 | 24.9 | 4.5 | 0.8 |
| Area 3 | Indicated | 204.1 | 6.9 | 1.73 | 3.4 | 19 | 3 | 19.2 | 9.0 | 8.0 | 25.0 | 3.2 | 0.6 |
| | Inferred | 287.7 | 6.7 | 1.72 | 2.3 | 18 | 3 | 17.2 | 8.7 | 7.5 | 22.7 | 2.9 | 0.5 |
| | Total⁽¹⁾ | 491.8 | 13.6 | 1.73 | 2.8 | 18 | 3 | 18.2 | 8.9 | 7.7 | 23.9 | 3.0 | 0.6 |
| Area 2 | Indicated | 75.5 | 2.39 | 1.73 | 3.2 | 21 | 7 | 20.51 | 12.60 | 9.5 | 23.1 | 3.4 | 0.7 |
| | Inferred | 5.74 | 0.18 | 1.73 | 3.1 | 21 | 8 | 19.32 | 10.15 | 7.6 | 21.7 | 3.6 | 0.6 |
| | Total⁽³⁾ | 81.3 | 2.6 | 1.7 | 3.2 | 21 | 7 | 20.4 | 12.4 | 9.4 | 23.0 | 3.4 | 0.7 |
| Area 4 | Indicated | 18.0 | 0.8 | 1.74 | 4.6 | 20 | 5 | 19.0 | 11.0 | 10.0 | 24.0 | 3.0 | 1.0 |
| | Total⁽³⁾ | 18.0 | 0.8 | 1.74 | 4.6 | 20 | 5 | 19.0 | 11.0 | 10.0 | 24.0 | 3.0 | 1.0 |
| Cannie | Inferred | 192 | 5.9 | 1.70 | 3.1 | 19 | 6 | 24.5 | 15.5 | 24.3 | 2.1 | 4.1 | 0.8 |
| | Total⁽²⁾ | 192 | 5.9 | 1.70 | 3.1 | 19 | 6 | 24.5 | 15.5 | 24.3 | 2.1 | 4.1 | 0.8 |
| Nowie | Inferred | 16.4 | 0.6 | 1.73 | 3.8 | 19 | 5 | 16.1 | 15.5 | 24.4 | 5.0 | 2.1 | 0.5 |
| | Total⁽³⁾ | 16.4 | 0.6 | 1.73 | 3.8 | 19 | 5 | 16.1 | 15.5 | 24.4 | 5.0 | 2.1 | 0.5 |
| Grand | Indicated | 359.8 | 11.5 | 1.73 | 3.2 | 19 | 4 | 20.4 | 10.2 | 8.6 | 24.5 | 3.4 | 0.7 |
| Total | Measured | 30.7 | 1.8 | 1.76 | 5.7 | 15 | 5 | 29.9 | 10.8 | 9.0 | 24.7 | 4.3 | 0.8 |
| | Indicated | 359.8 | 11.5 | 1.73 | 3.2 | 19 | 4 | 20.4 | 10.2 | 8.6 | 24.5 | 3.4 | 0.7 |
| | Inferred | 501.6 | 13.3 | 1.71 | 2.7 | 18 | 4 | 20.4 | 12.0 | 15.7 | 12.8 | 3.4 | 0.7 |
| | TOTAL⁽⁶⁾ | 892.1 | 26.6 | 1.7 | 3.0 | 18 | 4 | 21.0 | 11.2 | 12.2 | 18.7 | 3.4 | 0.7 |

| | Material | In-situ TREO + Y ₂ O ₃ Grade ⁽⁵⁾ | In-Situ TREO + Y ₂ O ₃ |
|---|-------------|---|--|
| | (t) | (%) | (t) |
| Area 1, Area 2, Area 3, Area 4, Cannie, Nowie | 892,000,000 | 0.07 | 650,000 |

40: See Company ASX release dated 24 January 2024

41: See Company ASX release dated 9 April 2024

The Company's total Mineral Resource inventory at 30 June 2024 consists of 892.1Mt @ 3.0% THM, with 30.7Mt of Measured Resources and a total 5.6Mt zircon, 3.0Mt rutile and 650,000 tonnes TREO + Y₂O₃ (Table 2).

The Mineral Resource estimates were prepared utilising Company exploration data only. Any historic exploration data supplied to VHM has only been used to corroborate analysis commissioned by the Company.

| Rare Earth Oxides | | | | | | | | | | | | | | | TREO + Y ₂ O ₃ |
|--------------------------------|------------------|---------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|-------------------------------|---|
| La ₂ O ₃ | CeO ₂ | Pr ₆ O ₁₁ | Nd ₂ O ₃ | Sm ₂ O ₃ | Eu ₂ O ₃ | Gd ₂ O ₃ | Tb ₄ O ₇ | Dy ₂ O ₃ | Ho ₂ O ₃ | Er ₂ O ₃ | Tm ₂ O ₃ | Yb ₂ O ₃ | Lu ₂ O ₃ | Y ₂ O ₃ | |
| (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) |
| 0.48 | 0.96 | 0.11 | 0.38 | 0.07 | 0.004 | 0.06 | 0.01 | 0.07 | | 0.05 | 0.01 | 0.05 | | 0.47 | 2.72 |
| 0.53 | 1.11 | 0.12 | 0.46 | 0.08 | 0.004 | 0.07 | 0.02 | 0.07 | | 0.05 | 0.01 | 0.05 | | 0.48 | 3.04 |
| 0.51 | 1.06 | 0.12 | 0.43 | 0.08 | 0.004 | 0.07 | 0.02 | 0.07 | | 0.05 | 0.01 | 0.05 | | 0.48 | 2.94 |
| 0.36 | 0.78 | 0.09 | 0.33 | 0.06 | 0.003 | 0.05 | 0.01 | 0.05 | | 0.04 | 0.01 | 0.04 | | 0.37 | 2.19 |
| 0.35 | 0.76 | 0.08 | 0.31 | 0.06 | 0.003 | 0.05 | 0.01 | 0.05 | | 0.03 | 0.01 | 0.03 | | 0.36 | 2.10 |
| 0.36 | 0.77 | 0.09 | 0.32 | 0.06 | 0.003 | 0.05 | 0.01 | 0.05 | | 0.03 | 0.01 | 0.04 | | 0.36 | 2.14 |
| 0.41 | 0.88 | 0.10 | 0.37 | 0.07 | 0.00 | 0.06 | 0.01 | 0.06 | 0.01 | 0.04 | 0.01 | 0.05 | 0.00 | 0.42 | 2.48 |
| 0.45 | 0.95 | 0.11 | 0.39 | 0.07 | 0.00 | 0.06 | 0.01 | 0.06 | 0.01 | 0.04 | 0.01 | 0.04 | 0.01 | 0.40 | 2.62 |
| 0.4 | 0.9 | 0.1 | 0.4 | 0.1 | 0.0 | 0.1 | 0.0 | 0.1 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.4 | 2.5 |
| 0.32 | 0.67 | 0.07 | 0.28 | 0.05 | 0.002 | 0.05 | 0.01 | 0.05 | | 0.03 | 0.01 | 0.04 | | 0.33 | 1.91 |
| 0.32 | 0.67 | 0.07 | 0.28 | 0.05 | 0.002 | 0.05 | 0.01 | 0.05 | | 0.03 | 0.01 | 0.04 | | 0.33 | 1.91 |
| 0.49 | 1.06 | 0.12 | 0.45 | 0.08 | 0.004 | 0.07 | 0.01 | 0.07 | 0.02 | 0.05 | 0.01 | 0.05 | 0.01 | 0.49 | 3.00 |
| 0.49 | 1.06 | 0.12 | 0.45 | 0.08 | 0.004 | 0.07 | 0.01 | 0.07 | 0.02 | 0.05 | 0.01 | 0.05 | 0.01 | 0.49 | 3.00 |
| 0.28 | 0.61 | 0.07 | 0.26 | 0.05 | 0.003 | 0.04 | 0.01 | 0.05 | 0.01 | 0.04 | 0.01 | 0.04 | 0.01 | 0.33 | 1.80 |
| 0.28 | 0.61 | 0.07 | 0.26 | 0.05 | 0.003 | 0.04 | 0.01 | 0.05 | 0.01 | 0.04 | 0.01 | 0.04 | 0.01 | 0.33 | 1.80 |
| | 0.7 | 0.39 | 0.83 | 0.10 | 0.35 | 0.06 | 0.003 | 0.05 | 0.01 | 0.05 | 0.00 | 0.04 | 0.01 | 0.04 | 0.00 |
| 0.48 | 0.96 | 0.11 | 0.38 | 0.07 | 0.004 | 0.06 | 0.01 | 0.07 | | 0.05 | 0.01 | 0.05 | | 0.47 | 2.72 |
| 0.39 | 0.83 | 0.10 | 0.35 | 0.06 | 0.003 | 0.05 | 0.01 | 0.05 | 0.00 | 0.04 | 0.01 | 0.04 | 0.00 | 0.39 | 2.34 |
| 0.41 | 0.89 | 0.10 | 0.37 | 0.07 | 0.003 | 0.06 | 0.01 | 0.06 | 0.01 | 0.04 | 0.01 | 0.04 | 0.00 | 0.42 | 2.49 |
| 0.41 | 0.87 | 0.10 | 0.36 | 0.07 | 0.003 | 0.06 | 0.01 | 0.06 | 0.00 | 0.04 | 0.01 | 0.04 | 0.00 | 0.41 | 2.44 |

Notes: Any discrepancies in totals are a function of rounding

(1) Mineral resources reported at a cut-off grade of 1.0% THM

(2) Mineral resources reported at a cut-off grade of 1.75% THM

(3) Mineral resources reported at a cut-off grade of 1.0% TVHM (THM * VHM)

(4) Mineral assemblage, via QEMScan Particle Analysis, is reported as a percentage of in situ THM content

(5) In-situ TREO Grade is calculated by THM Grade (2.95%) multiplied by TREO Grade (2.43%)

(6) Combined mineral resource at a cut-off grade of 1% THM for Area1 and Area 3 and 1% TVHM for Nowie, Area 2 and Area 4

Table 3: Comparison of Company Mineral Resource from previous year

| Project | | Material | In-situ THM | THM | TREO + Y ₂ O ₃ | In-situ TREO Grade ⁽³⁾ | In-situ TREO |
|---|----------------------------|----------|-------------|-----|--------------------------------------|-----------------------------------|--------------|
| | | (Mt) | (Mt) | (%) | (%) | (%) | (t) |
| Area 1 | Measured | 30.7 | 1.8 | 5.7 | 2.7 | 0.16 | 48,000 |
| | Indicated | 62.2 | 1.4 | 2.3 | 3.0 | 0.07 | 44,000 |
| | Total⁽¹⁾ | 92.9 | 3.2 | 3.4 | 2.9 | 0.10 | 94,000 |
| Area 2 West | Indicated | 26.0 | 0.7 | 2.8 | 2.0 | 0.06 | 14,000 |
| | Total⁽¹⁾ | 26.0 | 0.7 | 2.8 | 2.0 | 0.06 | 14,000 |
| Area 3 | Indicated | 204.1 | 6.9 | 3.4 | 2.2 | 0.07 | 151,000 |
| | Inferred | 287.7 | 6.7 | 2.3 | 2.1 | 0.05 | 140,000 |
| | Total⁽¹⁾ | 491.8 | 13.6 | 2.8 | 2.1 | 0.06 | 291,000 |
| Area 4 | Indicated | 18.0 | 0.8 | 4.6 | 1.9 | 0.09 | 15,000 |
| | Total⁽¹⁾ | 18.0 | 0.8 | 4.6 | 1.9 | 0.09 | 15,000 |
| Cannie | Inferred | 191.7 | 5.9 | 3.1 | 3.0 | 0.09 | 176,000 |
| | Total⁽¹⁾ | 191.7 | 5.9 | 3.1 | 3.0 | 0.09 | 176,000 |
| 2023 Resources | Measured ⁽²⁾ | 30.7 | 1.8 | 5.7 | 2.3 | 0.16 | 48,000 |
| | Indicated ⁽²⁾ | 310.3 | 9.8 | 3.2 | 2.5 | 0.07 | 225,000 |
| | Inferred ⁽²⁾ | 479.4 | 12.5 | 2.6 | 2.4 | 0.07 | 316,000 |
| 2024 Resource additions | | | | | | | |
| Area 2 Revised | Indicated ⁽¹⁾ | 49.5 | 1.7 | 3.4 | 2.7 | 0.09 | 46,000 |
| | Inferred ⁽¹⁾ | 5.7 | 0.2 | 3.1 | 2.6 | 0.08 | 5,000 |
| Nowie | Inferred ⁽¹⁾ | 16.4 | 0.6 | 3.8 | 1.8 | 0.07 | 11,000 |
| Grand Total | Measured ⁽²⁾ | 30.7 | 1.8 | 5.7 | 2.7 | 0.16 | 48,000 |
| | Indicated ⁽²⁾ | 359.8 | 11.5 | 3.2 | 2.3 | 0.08 | 270,000 |
| | Inferred ⁽²⁾ | 501.6 | 13.3 | 2.7 | 2.5 | 0.07 | 332,000 |
| Total Reported at 30 June 2023⁽²⁾ | | 820.4 | 24.1 | 2.9 | 2.4 | 0.07 | 589,000 |
| Total Reported at 30 June 2024⁽²⁾ | | 892.1 | 26.6 | 3.0 | 2.4 | 0.07 | 650,000 |

Notes: Any discrepancies in totals are a function of rounding

(1) Mineral Resources reported at a grade of 1.0% THM for Goschen Area 1 and Area 3, 1% TVHM (THM * VHM) for Area 2, Area 4, Nowie and 1.75% THM for Cannie

(2) Total Mineral resources reported at a combined cut-off grade of 1.0% THM, 1% TVHM and 1.75% THM

(3) In-situ TREO Grade is calculated by THM Grade multiplied by TREO Grade

Ore Reserves

The Company Ore Reserves stand at 210.2Mt @ 3.8% THM (Table 4), after the addition of the Area 4 Probable Reserve of 11.5Mt @ 5.6% THM in September 2023⁴¹.

The Company Ore Reserves include the Goschen DFS Ore Reserve of 98.8Mt @ 4.0% THM, on which the 20 year life-of-mine Goschen Project footprint is based (Table 5).

Measured and Indicated Mineral Resources were converted to Proved and Probable Ore Reserves respectively, and are subject to mine design, modifying factors and economic evaluation.

The only change during the reporting period was the addition of the Area 4 Probable Ore Reserve, adding 11.5Mt of ore containing 0.6Mt of THM (Table 6).

Reported Ore Reserves are current as at 30 June 2024 and are a subset of the Company Mineral Resource.

Table 4: Company Ore Reserves as at 30 June 2024

| Area | Classification | THM Assemblage ⁽¹⁾ | | | | | | | | |
|-------------|----------------|-------------------------------|-------------|-----|--------|--------|-----------|----------|----------|----------|
| | | Ore | In-situ THM | THM | Zircon | Rutile | Leucoxene | Ilmenite | Monazite | Xenotime |
| | | (Mt) | (Mt) | (%) | (%) | (%) | (%) | (%) | (%) | (%) |
| Area 1 | Proved | 24.5 | 1.3 | 5.4 | 29.9 | 10.8 | 9.0 | 24.7 | 4.3 | 0.8 |
| Area 1 | Probable | 14.6 | 0.5 | 3.2 | 29.2 | 11.7 | 9.2 | 25.5 | 4.5 | 0.9 |
| Area 3 | Probable | 159.6 | 5.6 | 3.5 | 20.3 | 9.4 | 8.1 | 25.8 | 3.4 | 0.6 |
| Area 4 | Probable | 11.5 | 0.6 | 5.6 | 19.6 | 12.2 | 10.1 | 24.6 | 3.0 | 0.7 |
| Total | Proved | 24.5 | 1.3 | 5.4 | 29.9 | 10.8 | 9.0 | 24.7 | 4.3 | 0.8 |
| | Probable | 185.7 | 6.7 | 3.6 | 20.9 | 9.8 | 8.4 | 25.7 | 3.4 | 0.6 |
| Grand Total | | 210.2 | 8.0 | 3.8 | 22.4 | 10.0 | 8.5 | 25.5 | 3.6 | 0.7 |

| Area | Classification | Rare Earth Oxides ⁽¹⁾ | | | | | | | | | | | | | |
|-------------|----------------|----------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|---------------------------------|--------------------------------|--------------------------------|--------------------------------|-------------------------------|--------------------------------|-------|
| | | CeO ₂ | Dy ₂ O ₃ | Er ₂ O ₃ | Eu ₂ O ₃ | Gd ₂ O ₃ | La ₂ O ₃ | Nd ₂ O ₃ | Pr ₆ O ₁₁ | Sm ₂ O ₃ | Tb ₄ O ₇ | Tm ₂ O ₃ | Y ₂ O ₃ | Yb ₂ O ₃ | TREO |
| | | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) |
| Area 1 | Proved | 0.960 | 0.070 | 0.050 | 0.004 | 0.060 | 0.480 | 0.380 | 0.110 | 0.070 | 0.012 | 0.008 | 0.470 | 0.050 | 2.720 |
| Area 1 | Probable | 0.971 | 0.067 | 0.047 | 0.004 | 0.060 | 0.468 | 0.400 | 0.108 | 0.072 | 0.011 | 0.007 | 0.458 | 0.050 | 2.721 |
| Area 3 | Probable | 0.805 | 0.057 | 0.039 | 0.003 | 0.056 | 0.378 | 0.339 | 0.093 | 0.064 | 0.009 | 0.006 | 0.386 | 0.040 | 2.297 |
| Area 4 | Probable | 0.655 | 0.049 | 0.035 | 0.002 | 0.046 | 0.310 | 0.277 | 0.073 | 0.050 | 0.008 | 0.006 | 0.335 | 0.037 | 1.884 |
| Total | Proved | 0.960 | 0.070 | 0.050 | 0.004 | 0.060 | 0.480 | 0.380 | 0.110 | 0.070 | 0.012 | 0.008 | 0.470 | 0.050 | 2.720 |
| | Probable | 0.802 | 0.057 | 0.039 | 0.003 | 0.055 | 0.378 | 0.338 | 0.092 | 0.064 | 0.009 | 0.006 | 0.386 | 0.041 | 2.287 |
| Grand Total | | 0.828 | 0.059 | 0.041 | 0.003 | 0.056 | 0.395 | 0.345 | 0.095 | 0.065 | 0.010 | 0.006 | 0.400 | 0.042 | 2.359 |

Notes: Any discrepancies in totals are a function of rounding

(1) THM Assemblage and Rare Earth Oxides are reported as a percentage of in-situ THM content

41: See Company ASX release dated 29 September 2023

Table 5: Goschen DFS Ore Reserve subset of global Company Ore Reserves as at 30 June 2024

| Area | Classification | THM Assemblage ⁽¹⁾ | | | | | | | | |
|-------------|----------------|-------------------------------|-------------|-----|--------|--------|-----------|----------|----------|----------|
| | | Ore | In-situ THM | THM | Zircon | Rutile | Leucoxene | Ilmenite | Monazite | Xenotime |
| | | (Mt) | (Mt) | (%) | (%) | (%) | (%) | (%) | (%) | (%) |
| Area 1 | Proved | 25.5 | 1.4 | 5.6 | 29.6 | 10.8 | 9.1 | 24.7 | 4.3 | 0.8 |
| Area 1 | Probable | 7.6 | 0.2 | 2.2 | 27.6 | 12.7 | 10.5 | 25.9 | 4.3 | 0.9 |
| Area 3 | Probable | 65.7 | 2.4 | 3.6 | 19.7 | 9.1 | 7.9 | 25.3 | 3.3 | 0.6 |
| Total | Proved | 25.5 | 1.4 | 5.6 | 29.6 | 10.8 | 9.1 | 24.7 | 4.3 | 0.8 |
| | Probable | 73.3 | 2.5 | 3.4 | 20.2 | 9.3 | 8.1 | 25.4 | 3.4 | 0.6 |
| Grand Total | | 98.8 | 4.0 | 4.0 | 23.6 | 9.9 | 8.5 | 25.1 | 3.7 | 0.7 |

| Area | Classification | Rare Earth Oxides ¹ | | | | | | | | | | | | | |
|-------------|----------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|---------------------------------|--------------------------------|--------------------------------|--------------------------------|-------------------------------|--------------------------------|-------|
| | | CeO ₂ | Dy ₂ O ₃ | Er ₂ O ₃ | Eu ₂ O ₃ | Gd ₂ O ₃ | La ₂ O ₃ | Nd ₂ O ₃ | Pr ₆ O ₁₁ | Sm ₂ O ₃ | Tb ₄ O ₇ | Tm ₂ O ₃ | Y ₂ O ₃ | Yb ₂ O ₃ | TREO |
| | | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) | (%) |
| Area 1 | Proved | 0.960 | 0.070 | 0.050 | 0.004 | 0.060 | 0.480 | 0.380 | 0.110 | 0.070 | 0.012 | 0.008 | 0.470 | 0.050 | 2.720 |
| Area 1 | Probable | 0.957 | 0.065 | 0.045 | 0.003 | 0.059 | 0.454 | 0.398 | 0.104 | 0.071 | 0.012 | 0.007 | 0.456 | 0.050 | 2.682 |
| Area 3 | Probable | 0.795 | 0.056 | 0.038 | 0.003 | 0.055 | 0.373 | 0.335 | 0.091 | 0.063 | 0.009 | 0.006 | 0.383 | 0.039 | 2.271 |
| Total | Proved | 0.960 | 0.070 | 0.050 | 0.004 | 0.060 | 0.480 | 0.380 | 0.110 | 0.070 | 0.012 | 0.008 | 0.470 | 0.050 | 2.720 |
| | Probable | 0.806 | 0.056 | 0.039 | 0.003 | 0.055 | 0.379 | 0.339 | 0.092 | 0.064 | 0.009 | 0.006 | 0.388 | 0.040 | 2.298 |
| Grand Total | | 0.862 | 0.061 | 0.043 | 0.003 | 0.057 | 0.415 | 0.354 | 0.099 | 0.066 | 0.010 | 0.007 | 0.417 | 0.044 | 2.451 |

Notes: Any discrepancies in totals are a function of rounding

(1) THM Assemblage and Rare Earth Oxides are reported as a percentage of in-situ THM content

Table 6: Comparison of Company Reserves from previous year

| Area | Classification | THM Assemblage ⁽¹⁾ | | | | | | | | |
|--------------------------------|----------------|-------------------------------|-------------|-----|--------|--------|-----------|----------|----------|----------|
| | | Ore | In-situ THM | THM | Zircon | Rutile | Leucoxene | Ilmenite | Monazite | Xenotime |
| | | (Mt) | (Mt) | (%) | (%) | (%) | (%) | (%) | (%) | (%) |
| Area 1 | Proved | 24.5 | 1.3 | 5.4 | 29.9 | 10.8 | 9.0 | 24.7 | 4.3 | 0.8 |
| Area 1 | Probable | 14.6 | 0.5 | 3.2 | 29.2 | 11.7 | 9.2 | 25.5 | 4.5 | 0.9 |
| Area 3 | Probable | 159.6 | 5.6 | 3.5 | 20.3 | 9.4 | 8.1 | 25.8 | 3.4 | 0.6 |
| Total | Proved | 24.5 | 1.3 | 5.4 | 29.9 | 10.8 | 9.0 | 24.7 | 4.3 | 0.8 |
| | Probable | 174.2 | 6.1 | 3.5 | 21.0 | 9.6 | 8.2 | 25.8 | 3.5 | 0.6 |
| Total Proved and Probable 2023 | | 198.7 | 7.4 | 3.7 | 21.7 | 9.7 | 8.2 | 25.7 | 3.5 | 0.6 |
| Added during period | | | | | | | | | | |
| Area 4 | Probable | 11.5 | 0.6 | 5.6 | 19.6 | 12.2 | 10.1 | 24.6 | 3.0 | 0.7 |
| Total | Proved | 24.5 | 1.3 | 5.4 | 29.9 | 10.8 | 9.0 | 24.7 | 4.3 | 0.8 |
| Total | Probable | 185.7 | 6.7 | 3.6 | 20.9 | 9.8 | 8.4 | 25.7 | 3.4 | 0.6 |
| Total Proved and Probable 2024 | | 210.2 | 8.0 | 3.8 | 22.4 | 10.0 | 8.5 | 25.5 | 3.6 | 0.7 |

Notes: Any discrepancies in totals are a function of rounding

(1) THM Assemblage and Rare Earth Oxides are reported as a percentage of in-situ THM content

Governance Arrangements and Internal Controls

VHM has ensured that the Ore Reserves and Mineral Resources quoted are subject to good governance arrangements and internal controls. The Ore Reserves and Mineral Resources reported have been generated by expert consultants who are experienced in best practices in modelling and estimation methods. The consultants have also undertaken reviews of the quality and suitability of the underlying information used to generate the resource estimation. In addition, VHM management carries out regular reviews of internal processes and external contractors that have been engaged by the Group. All Mineral Resources reported here were compiled in accordance with the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code) 2012 Edition.

Competent Persons and Compliance Statements *Previously Reported Information*

This report includes information that relates to Mineral Resources and Ore Reserves prepared and first disclosed under the JORC Code 2012 and a Definitive Feasibility Study. The information was extracted from the Company's previous ASX announcements as follows:

- Mineral Resource Statement: "New Cannie Critical Mineral Project" 16 May 2023
- Definitive Feasibility Study: "Goschen Project DFS Refresh" 28 March 2023
- VHM Prospectus: "Prospectus" 5 January 2023
- "Outstanding Results for Area 4" 29 September 2023
- "Quarterly Activities Report" 24 January 2024
- "Approvals Progress and Increased Area 2 MRE" 9 April 2024

These announcements are available to view on VHM's website at www.vhmltd.com.au.

Company Ore Reserves and Mineral Resources prepared and first disclosed under the JORC Code (2012):

| Item | Report Title | Report Date | Competent Person |
|--|---|-------------------|------------------|
| Goschen Mineral Resource (Area 1 + Area 3) | Prospectus | 5 January 2023 | G. Howard |
| Area 4 Mineral Resource | Prospectus | 5 January 2023 | G. Jones |
| Cannie Mineral Resource | New Cannie Critical Mineral Project | 16 May 2023 | E. Henry |
| Nowie Mineral Resource | Quarterly Activities Report for period ended 31 December 2023 | 24 January 2024 | E. Henry |
| Area 2 Mineral Resource | Approvals Progress and Increased Area 2 Mineral Resource Estimate | 9 April 2024 | J. Blincow |
| Goschen Ore Reserve | Prospectus | 5 January 2023 | A. Keers |
| Area 4 Ore Reserve | Outstanding Results for Area 4 – relodged | 29 September 2023 | A. Keers |

| Item | Name | Company | Professional Affiliation |
|--------------------------|-----------------|---------------------------|--------------------------|
| Goschen Mineral Resource | Graham Howard | VHM Limited | FAusIMM |
| Area 2 Mineral Resource | Jacinta Blincow | Right Solutions Australia | MAIG |
| Cannie Mineral Resource | Emily Henry | Right Solutions Australia | MAusIMM |
| Nowie Mineral Resource | Emily Henry | Right Solutions Australia | MAusIMM |
| Area 4 Mineral Resource | Greg Jones | IHC Robbins | MAusIMM |
| Company Ore Reserves | Anthony Keers | Auralia Mining Consulting | MAusIMM |

Competent Persons Statements

The information that relates to the Goschen Mineral Resource estimates is based on, and fairly represents information and supporting documentation compiled by Mr Graham Howard, who was an employee of VHM Limited. Mr Howard is a Competent Person who is a Fellow of Australasian Institute of Mining and Metallurgy and who consents to the inclusion in the release of the matters based on the information in the form and context in which it appears. Graham Howard has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2012).

The information that relates to Cannie and Nowie Exploration Results and Mineral Resource estimates is based on, and fairly represents information and supporting documentation compiled by Ms Emily Henry, who is an employee of Right Solutions Australia. Ms Henry is a Competent Person who is a member of Australasian Institute of Mining and Metallurgy and who consents to the inclusion in the release of the matters based on the information in the form and context in which it appears. Emily Henry has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2012).

The information that relates to Area 4 Exploration Results and Mineral Resource estimates is based on, and fairly represents information and supporting documentation compiled by Mr Greg Jones, who is an employee of IHC Robbins. Mr Jones is a Competent Person who is a member of Australasian Institute of Mining and Metallurgy and who consents to the inclusion in the release of the matters based on the information in the form and context in which it appears. Greg Jones has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2012).

The information that relates to Area 2 Exploration Results and Mineral Resource estimates is based on, and fairly represents information and supporting documentation compiled by Mrs Jacinta Blincow, who is an employee of Right Solutions Australia. Mrs Blincow is a Competent Person who is a member of Australian Institute of Geoscientists and who consents to the inclusion in the release of the matters based on the information in the form and context in which it appears. Mrs Blincow has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2012).

The information that relates to the Goschen and Area 4 Ore Reserve is based on, and fairly represents information and supporting documentation compiled by Mr Anthony Keers who is a member of the Australian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he has undertaken to qualify as a Competent person as defined by the JORC Code. Mr Keers is a full-time employee of Auralia Mining Consulting Pty Ltd. Mr Keers consents to the inclusion in this announcement of the matters based on his information in the form and context in which it appears.

Directors' Report

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as 'the consolidated entity' or 'Group') consisting of VHM Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2024.

Directors

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

| | |
|-----------------------|---|
| Ian Smith | Non-Executive Chairman (appointed Non-Executive Director 18 August 2023, appointed Chairman 20 November 2023) |
| Ron Douglas | Chief Executive Officer (appointed Non-Executive Director 18 August 2023, transitioned to Executive Director 1 October 2023) |
| Maree Arnason | Non-Executive Director (appointed 18 August 2023) |
| Don Runge | Non-Executive Director (transitioned from Chairman to Non-Executive Director 20 November 2023) |
| Colin Moorhead | Non-Executive Director (appointed 1 July 2024) |
| Graham Howard | Non-Executive Director (transitioned from Managing Director to Non-Executive Director on 30 September 2023 and resigned on 25 February 2024) |
| Michael Allen | Executive Director (resigned 18 August 2023) |
| Gamini Colless | Non-Executive Director (resigned 18 August 2023) |

Company Secretary

Ian Hobson

Principal activities

During the financial year, the principal continuing activities of the consolidated entity consisted of exploration and pre-development activity in respect of the consolidated entity's exploration and retention licences situated in Victoria, Australia.

Review of operations

The Group's operations during the year ended 30 June 2024 are set out in the Review of Operations and Ore Reserves and Mineral Resources sections of this report.

Results

The results of the consolidated entity for the financial year ended 30 June 2024 was a loss after tax of \$7.1 million (2023: \$17.9 million). The loss for the financial year was driven largely by non-capitalised corporate expenditure. No dividends were paid during the year and the directors do not recommend payment of a dividend.

Significant changes in the state of affairs

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

Matters subsequent to the end of the financial year

Colin Moorhead was appointed to the Board as Non-Executive Director on 1 July 2024.

The Company raised gross proceeds of \$3.43 million through an equity capital raising that was completed in August 2024.

Apart from the above, there are no matters or circumstances that have arisen since 30 June 2024 that have or may significantly affect the operations, results, or state of affairs of the consolidated entity in future financial periods.

Likely developments and expected results of operations

The consolidated entity intends to continue its exploration and pre-development activities on its existing projects.

Environmental regulations

The consolidated entity is subject to, and is compliant with, all aspects of environmental regulation of its exploration and pre-development activities. The directors are not aware of any environmental law that is not being complied with.

Further information on the above can be found in the Sustainability section of this report.

Health and Safety

During the 2024 financial year there were no reportable injuries or high potential significant incidents. The Lost Time Injury Frequency Rate (LTIFR) for the financial year remained at zero. This compares with the WorkSafe Victoria, “Victorian Mining, Exploration and Extractive Industries Health and Safety Statistics” for Exploration activities during 2022 of LTIFR 0.0 (Note: 2022 data was used, as 2023 data has not yet been released).

Risk Management

VHM Limited takes a proactive approach to risk management. The Directors are responsible for ensuring that risks and opportunities are identified on a timely basis and that the Group’s objectives and activities are aligned with these risks and opportunities.

VHM operates within a dynamic environment, making it susceptible to various factors and business risks that could impact its future performance. To address these risks effectively, VHM has implemented a Risk Management Policy and a Risk Management Framework, ensuring oversight and management of significant business risks.

The risk identification process involves evaluating the inherent risk associated with different activities and determining the appropriate measures for mitigation. Regular updates on risk assessments are provided by both the operations and management teams and reported to the Board of Directors.

Outlined below are the principal risks and uncertainties that could significantly impact VHM’s future results, both operationally and financially. Ascertaining the likelihood of these risks occurring with certainty is challenging. However, if any of these risks materialise, they could have a material and adverse effect on VHM’s reputation, strategy, business operations, financial condition, and overall future performance. Additionally, there might be other risks that are currently unknown or considered immaterial but could later be recognized as material and adversely affect VHM, either individually or in combination.

Risks Specific to the Company

Future Capital Requirements

The Company has no operating revenue and is unlikely to generate any operating revenue unless and until its projects are successfully developed and production commences.

The Company will require ongoing funding to meet its objectives of developing and operating the Proposed Operation, meeting obligations to maintain licensing tenure and to settle on the purchase of land which the Company has contracted to buy. There can be no certainty that the Company can raise the funds to undertake the development of these projects.

Permitting Risk – Proposed Operation

The Company’s ability to proceed with the Proposed Operation is dependent upon its ability to secure all necessary approvals, permits and licences. The most material approvals yet to be obtained include securing a mining lease, obtaining all necessary environmental approvals, planning approvals and an approved work plan.

Before construction can commence on the Goschen Project, part of Retention Licence 6806 needs to be converted to a mining lease. There is no certainty this will occur or if it does, that the mining lease will be subject to conditions which are acceptable to the Company.

Final Investment Decision

The Company is yet to make the Final Investment Decision (FID) to proceed with the Goschen Project. While the Goschen Definitive Feasibility Study (DFS) was completed in March 2022 and updated in March 2023 (DFS Refresh), there are still several other factors and hurdles that need to be adequately addressed before the economic viability of the projects can be confirmed. Until these matters are addressed, it would not be prudent for the Board to commit the Company to proceeding with the project.

Life of Mine (LOM) Plan

The Goschen Project LOM Plan is based on Goschen DFS independent commodity marketing analysis and a range of other factors. The Company is undertaking further engineering and design as part of ongoing refinement of accuracy and precision of engineering, capital and operating estimates that are used as inputs into the LOM Plan. This work will further test base case inputs and outputs which could lead to adjustments in proposed development plans and the LOM Plan. As the Company moves through its further assessment and preparatory work in relation to the Goschen Project, there is a risk that key assumptions on which the LOM Plan is based may prove to be untrue or require adjustment. This could result in material changes to expected capital and operating expenditure, financing costs, commodity prices and other factors, which could either significantly change the expected financial outcomes or even jeopardise the economic viability of the Goschen Project.

Currently the Company has developed its plant design based on the Goschen DFS, results of JORC 2012 Ore Reserve statement and approvals program. There is a risk that the design may be inappropriate, but it is intended that progressive programs of engineering and procurement should de-risk the development of further stages of the Goschen Project.

Regulatory Risk

The availability and rights to explore and produce rare earth minerals (REM), the ability to develop the proposed operation, as well as operational profitability generally, can be affected by changes in government policy which are beyond the control of the Company. The governments of the relevant States in which the Company has interests conduct reviews from time to time of policies in connection with the granting and administration of exploration and mining tenements and related permits and approvals. Changing attitudes to environmental matters, land care, cultural heritage, and indigenous rights, together with the nature of the political process, provide the possibility for future policy changes. There is a risk such changes may affect the Company's current or planned operations.

Offtake Risk

The Company has signed an offtake agreement with Shenghe in respect of over 50% of its nameplate production, for an initial three year term. This commitment is however subject to certain conditions first being met and there is no guarantee that these conditions will be met.

Additionally, the Company is yet to secure offtake arrangements for the balance of its expected production from the Proposed Operation. The Company's ability to generate sufficient revenue or to secure debt financing for the Goschen Project is dependent upon its ability to secure offtake partners for all or most of its production. There can be no certainty the Company can enter into offtake contracts covering all of its production, at prices or on terms which support the economics or funding of the Company's projects.

Land Acquisition Risk

Certain of the Company's wholly owned subsidiary companies are party to land acquisition contracts for freehold land on which many of the Company's projects are located, including the Goschen Project. Control of the land is critical to being able to conduct the proposed mining operations. These subsidiary companies currently owe the vendors an aggregate amount of approximately \$9.3 million under the contracts, payable in monthly instalments (one quarterly) over a range of two to ten year contracts.

If the subsidiaries are unable to make these payments, there is a risk that the contracts will be terminated, and the subsidiaries will not acquire the land.

Likewise, if any counterparty party defaults in the performance of their obligations, it may be necessary for the Company to seek a legal remedy, which can be costly.

Either of these outcomes could result in a potential delay to project development and may deny the Company access to the Ore Reserves located on those properties.

These contracts have however been structured to be binding on the vendors (and are no longer conditional) with long dated settlement dates, providing flexibility for the Company to determine when to complete the acquisitions based on operational requirements.

Native Title Risk

In relation to the Tenements, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. Where native title rights do exist, the ability of the Company to gain access to the affected parts of a tenement or to progress from exploration to development and mining operations may be adversely affected. Generally, risk associated with native title for mining activities centres on the validity of 'future acts', being something that is done on land / waters, or the authorisation of such activities, which would be inconsistent with native title.

The grant of mining authorisations (such as a mining licence for the land covered by a retention licence) typically constitutes a 'future act.' A 'future act' can be lawfully undertaken if it is validated pursuant to certain procedures set out in the *Native Title Act 1993* (Cth) (NT Act). Native title risk associated with future acts typically crystallises when a 'future act' undertaken in non-conformity with the procedures in the NT Act is invalid to the extent of inconsistency with native title, and compensation may be payable for actions that impair the exercise of native title rights.

Native title risk also arises in relation to tenements which are yet to be granted to the Company (this includes any mining licences sought in the future for the land covered by retention licence RL6806 or any of the other Tenements). This risk can be managed by following appropriate 'future act' validation procedures under the NT Act, such as the 'right to negotiate' process or entry into an Indigenous Land Use Agreement (ILUA) with registered native title holders or claimants. Project scheduling must, therefore, consider and address any need to comply with 'future act' procedures.

The Company's Tenements currently overlap a native title claim, native title determination and two ILUAs to varying degrees, outlined in the Solicitor's Tenement Report. It is possible the terms and conditions of any such ILUAs may be unfavourable for, or restrictive against, the Company.

Any delays or costs in respect of conflicting third-party rights, obtaining necessary consents, or compensation obligations may adversely impact the Company's ability to carry out exploration or mining activities within the affected areas.

Mineral Resource and Ore Reserve Estimates

The Company's present Mineral Resources and Ore Reserves are compliant with the JORC Code 2012. Mineral Resources and Ore Reserves estimates involve subjective judgement from competent persons on a number of modifying factors including the resource definition drilling parameters tenor and grade distribution of mineral assemblages, geological interpretation of the drilling and assay data ability to economically extract and process mineralisation as well as tailings management, future commodity prices, geotechnical and hydrogeology assessments, transport and logistics parameters, permitting and approvals, ESG parameters, operating and capital expenditure and royalties. Variability of these factors may result in reductions of VHM's Mineral Resource and Ore Reserve estimates which could adversely affect the Life of Mine Plans and may impact on the value of VHM's Mineral Resource and or Ore Reserve mineral inventory and or the assessment of realisable value of one or more of the Company's assets. Mineral Resource and Ore Reserve restatements could negatively affect the Company's operating and financial results.

No assurances can be given that the Company Mineral Resource and Ore Reserves can be recovered at the forecast mineral assemblages or product yields and qualities. There is no assurance that Company Mineral Resources are capable of being assessed and classified as Ore Reserves under the JORC 2023 Code, or that those Mineral Resources can be economically mined.

Occupational Health and Safety

Safety is a fundamental risk for any exploration and production company particularly concerning personal injury, damage to property and equipment and other losses. The occurrence of any of these risks could result in legal proceedings against the Company and substantial losses to the Company due to injury or loss of life, damage or destruction of property, regulatory investigation, and penalties or suspension of operations.

Research & Development Claims

As an explorer, the Company has previously claimed material amounts of refundable tax offsets in respect of its research and development activities. These claims have been self-assessed but are subject to comprehensive criteria and may be subject to future audit and adjustment or claw-back.

Mining Industry Risks

Title Risk

Interests in all tenements in Victoria are governed by State legislation and are evidenced by the granting of licenses or leases. Each license or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Failure to comply with these conditions may result in forfeiture of the Company's tenements.

Further, the Company's tenements are subject to periodic renewal. While there is no reason to believe such renewals will not be granted, the Company cannot guarantee this will occur. New conditions may also be imposed on the tenements under the renewal process which may adversely affect the Company.

Consequently, the Company could be exposed to additional costs, have its ability to explore or mine the tenements reduced or lose title to or its interest in the tenements if license conditions are not met or if insufficient funds are available to meet expenditure commitments.

The Company also cannot give any assurance that title to such tenements will not be challenged or impugned. Accordingly, there is a residual risk that, despite the Company's investigations, the tenements may be subject to prior unregistered agreements or transfers, or title may be affected by unregistered encumbrances, third party interests or defects.

Aboriginal Cultural Heritage Risk

There are Aboriginal heritage objects and/or places within the area of the Company's tenements which are either registered or have been lodged for registration.

There is a risk that additional Aboriginal objects or places may exist on the land the subject of the tenements, and it is an offence to disturb or damage such objects or places without a cultural heritage permit or approved cultural heritage management plan. The existence of such objects or places may preclude or limit mining activities in certain areas of the tenements or cause delays in the progression of the development of a mine.

Exploration and Development Risks

Mineral exploration and development are a speculative and high-risk undertaking which may be impeded by circumstances and factors beyond the control of the Company. Even where apparently viable mineral resources are identified, there is no guarantee that they can be economically exploited due to changes in parameters such as downward commodity price fluctuations.

The delivery of the Goschen DFS and subsequent DFS Refresh is a significant de-risking step which informs the project definition and commercial packages which are to be taken forward. Further refinement has been and will continue to be taken through the FEED and Detailed Engineering Design phases of the project to better define the commercial work packages. Even with the delivery of the Goschen DFS and DFS Refresh, there are future risks such as negative change in commodity prices, which could potentially delay economic exploitation of the Ore Reserves.

The exploration and development activities of the Company may be adversely affected by a range of factors including geological conditions, unanticipated technical and operational difficulties, seasonal weather patterns, contracting risk from third parties providing essential services and changing government laws and regulations.

Metallurgy

Metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

- identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- developing an economic process route to produce a metal and/or concentrate; and
- changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

Resource Estimation Risks

The Company has already defined a resource at its Goschen Project and intends to undertake further exploration activities at Goschen and to develop the ore bodies at its Cannie and Nowie projects. However, no assurances can be given that the exploration will result in the determination of any additional resources. Even if such resources are expanded or identified, no assurance can be provided that this can be economically extracted.

Minerals and Currency Price Volatility

The Company's ability to proceed with the development of the proposed operation and its other projects, and benefit from any future mining operations will depend on market factors, some of which may be beyond its control.

As the Company's potential earnings will be largely derived from the sale of REM and heavy mineral sands, the Company's future revenues and cash flows will be impacted by changes in the prices and available market for these commodities. The price for heavy mineral sands and REM are negotiated prices and so any substantial decline in the prices of these commodities or increase in transport or distribution costs may have a material adverse effect on the Company and the value of its shares.

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

Exchange Rate Risk

The international prices of most commodities are denominated in Renminbi and United States dollars while the Company's cost base will be in Australian dollars. Consequently, changes in the Australian dollar exchange rate will impact on the earnings of the Company.

Competition Risk

The industry in which the Company will be involved is subject to domestic and global competition and the Company will have no influence or control over the activities or actions of its competitors. Other companies may develop new projects or expand their existing projects which result in greater supply coming into the market which adversely affects the price the Company will receive for its production.

Environmental Risk

The Company's activities are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or field development proceeds.

The Company's tenements are subject to conditions, including in respect of environmental matters. Such conditions are on standard terms setting out the minimum operating requirements which the licence holder must comply with.

The Company intends to conduct its activities in an environmentally responsible manner and in compliance with all applicable laws, including all conditions of its environmental approvals. Areas disturbed by the Company's activities will be rehabilitated as required by regulatory authorities.

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

Approvals are required for land clearing and for ground disturbing activities. However, the Company may be unsuccessful in obtaining an approval, or may obtain an approval on unacceptable conditions or even with an approval, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability.

Climate Change Risks

Mining of mineral resources is relatively energy intensive and is dependent on the consumption of fossil fuels. As a mining development company, the Company is exposed to both transition risks and physical risks associated with climate change.

Climate change is a risk the Company has considered, particularly related to its operations in the mining industry. The climate change risks particularly attributable to the Company include:

- transitioning to a lower-carbon economy may entail extensive policy, legal, technology and market changes. Increased regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company; and
- physical risks resulting from climate change can be acute or chronic. Acute physical risks refer to those that are event-driven, including increased severity of extreme weather events, such as cyclones or floods. Chronic physical risks refer to longer term shifts in climate patterns (for example, sustained higher temperatures) that may cause sea level rises or chronic heat waves. The transition and physical risks associated with climate change (including also regulatory responses to such issues and associated costs) may significantly affect the Company's operating and financial performance.



General Risks

Economic Risks

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries.

Market Conditions

The market price of the shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular.

Further, share market conditions may affect the value of the Company's quoted Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Technology

Any failure or delay in developing new technology or an inability to exploit technology as successfully or cost-effectively as competitors could result in a decrease in customer demand, which could have a material adverse effect on the Company's business and cash flows, prospects for growth, financial condition, and results of its operations.

Force Majeure

Events may occur within or outside the markets in which the Company operates that could impact upon the global or Australian economies and the operations of the Company. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, and other man-made or natural events or occurrences that can have an adverse effect on the Company's ability to conduct business.

Litigation Risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may in the ordinary course of business become involved in litigation and disputes, for example with service providers, customers or third parties infringing the Company's intellectual property rights. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance, and financial position.

Changes to Legislation or Regulations

The Company may be affected by changes to laws and regulations in Australia. Such changes could have adverse impacts on the Company from a financial and operational perspective.

Other Risks

This list of risk factors is not an exhaustive list of the risks faced by the Company or by investors in the Company. The risk factors described in this Section as well as risk factors not specifically referred to above may in the future materially affect the financial performance of the Company and the value of its securities.

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.

Proceeding on Behalf of the Company

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

Non-Audit Services

During the year the Company has not used its auditors, HLB Mann Judd, to complete any non-audit related work (2023: nil).

Rounding of Amounts

The amounts contained in the financial report have been rounded to the nearest \$1,000 (unless otherwise stated) pursuant to the option available to the Company under ASIC Class Order 2016/191. The Company is an entity to which the class order applies.

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

HLB Mann Judd continues in office in accordance with section 327 of the *Corporations Act 2001*.



Information on Directors and Company Secretary

The names and details of the Company's directors who were in office during or since the end of the financial year are as set out below. All directors were in office for this entire period unless otherwise stated.

| | |
|---|--|
| Ian Smith | Non-Executive Chairman (appointed Non-Executive Director 18 August 2023, appointed Chairman 20 November 2023) |
| Qualifications: | BE Mining (Honours), BFinAdmin, FAusIMM, FIEAust |
| Experience: | Mr Smith is a highly experienced executive and board member with a career spanning over 40 years in domestic and international mining and mining services companies. Mr Smith's technical, operational and commercial experience have been attributes of his successful delivery of major capital projects and business growth for a number of listed companies including Orica Limited, Rio Tinto and Newcrest Limited. |
| Other current directorships: | Chair – Rex Minerals Limited (appointed NED on 18 February 2019 and appointed Chairman on 1 June 2021) |
| Former directorships (last 3 years): | None |
| Special responsibilities: | None |
| Interests in shares: | 471,429 ordinary shares |
| Interests in options: | 500,000 options with an exercise price of \$1.35 |
| Contractual rights to shares: | None |
| Ron Douglas | Chief Executive Officer (appointed Non-Executive Director 18 August 2023, transitioned to Executive Director 1 October 2023) |
| Qualifications: | BE, FAIM, MAusIMM, MAICD |
| Experience: | Mr Douglas has extensive executive and operations delivery experience gained over a 40 year career with publicly listed global mining, energy, and manufacturing companies. Mr Douglas expertise is in executive operations delivery positions with strengths in major capital program execution, and running corporate profit/loss centres, involving strategic program directorship, safety leadership and corporate transaction negotiations. |
| Other current directorships: | None |
| Former directorships (last 3 years): | NED – Rex Minerals Limited (18 February 2019 – 21 April 2022) |
| Special responsibilities: | None |
| Interests in shares: | 239,829 |
| Interests in options: | 500,000 options with an exercise price of \$1.35 |
| Contractual rights to shares: | None |

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| Maree Arnason | Non-Executive Director (appointed 18 August 2023) |
| Qualifications: | BA, FAICD |
| Experience: | Ms Arnason has over 35 years' experience across the resources, energy and manufacturing sectors and is highly experienced in the areas of governance, strategy, sustainability, risk, corporate affairs, stakeholder relations, transformations, divestments and integrations. Her broad commodity experience includes iron ore, gold, copper, timber, coal, mineral sands, and natural gas. Ms Arnason serves on the Australian Institute of Company Directors (AICD) Board and is a member of their Digital Transformation and Audit and Risk Committees and is a AICD WA Division Director. |
| Other current directorships: | NED – Gold Road Resources Limited (appointed on 15 June 2020), NED – Ardea Resources Limited (appointed on 10 July 2023) |
| Former directorships (last 3 years): | NED – Trigg Minerals Limited (17 December 2021 – 24 May 2023) |
| Special responsibilities: | None |
| Interests in shares: | None |
| Interests in options: | 500,000 options with an exercise price of \$1.35 |
| Contractual rights to shares: | None |
| Don Runge | Non-Executive Director (transitioned from Chairman to Non-Executive Director on 20 November 2023) |
| Qualifications: | BE Mining, MAusIMM |
| Experience: | Mr Runge has over 40 years operational and project experience including industrial minerals where he managed the development of the Uley Graphite Project in South Australia. He has previously held executive management positions for Newcrest Mining Limited, including Manager for Ridgeway Underground Project Development and General Manager of Cracow Gold Mine. He has also managed a team of expats advising Philix Mining Corporation on development of their Silangan Au/Cu Project. |
| Other current directorships: | None |
| Former directorships (last 3 years): | None |
| Special responsibilities: | None |
| Interests in shares: | 4,569,716 ordinary shares |
| Interests in options: | 500,000 options with an exercise price of \$1.00 500,000 options with an exercise price of \$1.35 |
| Contractual rights to shares: | None |

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| Colin Moorhead | Non-Executive Director (appointed 1 July 2024) |
| Qualifications: | B.Sc (Hons), FAusIMM (CP), FSEG, GAICD |
| Experience: | Mr Moorhead is an accomplished industry executive with a career spanning over 30 years in the global mining industry, with his foundation mining expertise in Geology. Mr Moorhead has a demonstrated track record of developing value in mining companies through innovation, discovery, project development, and safe, efficient operations. |
| Other current directorships: | Chair – Sihayo Gold Limited (appointed 1 July 2020), Chair – Xanadu Mines Ltd (appointed 28 November 2019), NED – Ramelius Resources Limited (appointed 1 December 2022), NED – Aeris Resources (appointed 27 July 2020) |
| Former directorships (last 3 years): | Coda Minerals Limited (21 August 2019 – 30 April 2024) |
| Special responsibilities: | None |
| Interests in shares: | None |
| Interests in options: | None |
| Contractual rights to shares: | None |
| | |
| Graham Howard (Resigned) | Non-Executive Director (transitioned from Managing Director to Non-Executive Director on 30 September 2023 and resigned on 25 February 2024) |
| Qualifications: | BAppSc (Geology), FAusIMM |
| Experience: | Mr Howard has significant corporate experience as Chief Executive Officer and Managing Director of ASX listed gold companies with major project experience including Telfer, Boddington (Newcrest) and Silangan Au/Cu Project (Philex/Silangan). |
| Other current directorships: | None |
| Former directorships (last 3 years): | None |
| Special responsibilities: | None |
| Interests in shares: | Not applicable as no longer a director |
| Interests in options: | Not applicable as no longer a director |
| Contractual rights to shares: | Not applicable as no longer a director |

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| Michael Allen <i>(Resigned)</i> | Executive Director (resigned 18 August 2023) |
| Qualifications: | BA Accounting, CA |
| Experience: | Mr Allen is a Chartered Accountant and experienced Chief Financial Officer with more than 30 years' experience in businesses such as KPMG, Walt Disney International, Opportunity International and Engineers Australia. |
| Other current directorships: | None |
| Former directorships (last 3 years): | None |
| Special responsibilities: | None |
| Interests in shares: | Not applicable as no longer a director |
| Interests in options: | Not applicable as no longer a director |
| Contractual rights to shares: | Not applicable as no longer a director |

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|---|---|
| Gamini Colless <i>(Resigned)</i> | Non-Executive Director (resigned 18 August 2023) |
| Qualifications: | BA, LLB |
| Experience: | Mr Colless has been practising as a solicitor for over 30 years and is highly experienced in the key areas of corporate finance, project finance, structured finance, major property and infrastructure projects. |
| Other current directorships: | Partner, HWL Ebsworth Lawyers |
| Former directorships (last 3 years): | None |
| Special responsibilities: | None |
| Interests in shares: | Not applicable as no longer a director |
| Interests in options: | Not applicable as no longer a director |
| Contractual rights to shares: | Not applicable as no longer a director |

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

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|------------------------|--|
| Ian Hobson | Company Secretary |
| Qualifications: | B.Bus FCA ACIS MAICD |
| Experience: | Mr Ian Hobson is a fellow chartered accountant and chartered secretary with 39 years' experience who acts as independent director and company secretary to ASX listed companies. Prior to commencing his own practice, Mr Hobson held senior positions with large international chartered accounting firms together with commercial experience in Australia, UK, and Canada. |

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2024, and the number of meetings attended by each director were:

| | Full board | |
|----------------|------------|------|
| | Attended | Held |
| Ian Smith | 8 | 8 |
| Ron Douglas | 8 | 8 |
| Maree Arnason | 8 | 8 |
| Don Runge | 10 | 10 |
| Graham Howard | 7 | 7 |
| Michael Allen | 2 | 2 |
| Gamini Colless | 2 | 2 |

Interests in the Shares and Options of the Company

The following relevant interests in shares and options of the Company were held by the Directors as at the date of this report.

| Directors | Fully paid ordinary shares | Share options |
|---------------|----------------------------|---------------|
| Ian Smith | 471,429 | 500,000 |
| Ron Douglas | 239,899 | 500,000 |
| Maree Arnason | - | 500,000 |
| Don Runge | 4,569,716 | 1,000,000 |

Shares under option or issued on exercise of options

At the date of this report, unissued Ordinary shares or interests of the Company under option are:

| Date options granted | Number of shares under option | Exercise price of option | Expiry of option |
|----------------------|-------------------------------|--------------------------|------------------|
| 19 April 2022 | 1,000,000 | \$1.00 | 31/07/2025 |
| 1 February 2023 | 1,563,593 | \$1.89 | 01/08/2025 |
| 1 February 2023 | 1,563,593 | \$2.16 | 01/08/2025 |
| 9 October 2023 | 2,000,000 | \$0.90 | 09/10/2025 |
| 1 December 2023 | 2,000,000 | \$1.35 | 01/12/2026 |

All ZEPOs have been exercised during the financial year or subsequent to balance date.

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. This Remuneration Report forms part of the Directors' Report.

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 ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

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

In consultation with external remuneration consultants (refer to the section 'Use of remuneration consultants' below), the Nomination and Remuneration Committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design while incorporating alternative criteria appropriately reflecting the Company's near term objectives during the exploration and development phases of the Company's life cycle
- focusing on sustained growth in shareholder wealth, consisting of project implementation, ore reserve replacement and growth, dividends (when appropriate) 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 Nomination and Remuneration Committee. The Nomination and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently from the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not generally receive share options or other incentives. However, in certain circumstances, share options may be considered as additional remuneration, where warranted for the assumption of activities in addition to those generally undertaken by non-executive directors. The grant of such options is subject to shareholder approval.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The latest determination was at a general meeting of the Company on 20 November 2023 when shareholders approved aggregate remuneration of \$650,000 per year.

Executive Remuneration

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

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

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

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

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

The short-term incentives ('STI') program is designed to align the targets of the Company with the performance hurdles of executives. STI payments are granted to executives based on specific annual objectives and key performance indicators ('KPIs') being achieved. KPIs for the 2024 calendar year include matters such as securing LOI with Export Finance or a similar organisation, 90% offtake agreement and EES approval from the Planning Minister.

The long-term incentives ('LTI') include long service leave and share based payments. Share based payments are established under an Incentive Options Plan that addresses the practicalities of a pre-development/pre-production listed entity.



Consolidated Entity Performance and Link to Remuneration

The Nomination and Remuneration Committee reviewed the long-term equity-linked performance incentives specifically for executives during the year ended 30 June 2024 and no options were awarded during the year. The review recognised the importance of transition to a short and long term remuneration award structure consistent with publicly listed entities. As a consequence of this review, the Board implemented a plan to phase out awards under the legacy remuneration program and implement a revised program in the 2025 financial year.

At this point in the Company's development, the Board considers it more appropriate to link executive officers' remuneration with specific corporate and project objectives rather than the Company's financial performance.

Use of Remuneration Consultants

During the financial year ended 30 June 2023, the consolidated entity, through the Nomination and Remuneration Committee, engaged BDO, remuneration consultants, to review its remuneration policies and provide recommendations on how to improve both the STI and LTI programs. BDO was paid \$61,187 for these services. The advice from BDO was implemented into the STI and LTI programs for the revised 2025 program.

An agreed set of protocols was put in place to ensure that the remuneration recommendations would be free from undue influence from key management personnel. These protocols include requiring that the consultant not communicate with affected key management personnel without a member of the Nomination and Remuneration Committee being present, and that the consultant not provide any information relating to the outcome of the engagement with the affected key management personnel, without Board approval. The Board is also required to make inquiries of the consultant's processes at the conclusion of the engagement to ensure that they are satisfied that any recommendations made have been free from undue influence. The Board is satisfied that these protocols were followed and as such there was no undue influence.

Voting and Comments Made at the Company's 2023 Annual General Meeting ('AGM')

At the 2023 AGM, 99% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2023. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of Remuneration

Amounts of Remuneration

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

Directors and other key management personnel of the Company consisted of the following:

| Directors | |
|--------------------------------|--|
| Current Directors | |
| Ian Smith | Non-Executive Chairman (appointed Non-Executive Director 18 August 2023, appointed Chairman 20 November 2023) |
| Ron Douglas | Chief Executive Officer (appointed Non-Executive Director 18 August 2023, transitioned to Executive Director 1 October 2023) |
| Maree Arnason | Non-Executive Director (appointed 18 August 2023) |
| Don Runge | Non-Executive Director (transitioned from Chairman to NED 20 November 2023) |
| Colin Moorhead | Non-Executive Director (appointed 1 July 2024) |
| Former Directors | |
| Graham Howard | Non-Executive Director (transitioned from Managing Director to Non-Executive Director on 30 September 2023 and resigned on 25 February 2024) |
| Michael Allen | Executive Director (resigned 18 August 2023) |
| Gamini Colless | Non-Executive Director (resigned 18 August 2023) |
| Other Key Management Personnel | |
| Michael Sheridan | Chief Financial Officer and Deputy Chief Executive Officer (ceased employment on 31 July 2024) |
| Carly O'Regan | Executive General Manager, Strategy and Corporate Relations (ceased employment on 13 September 2024) |
| Bernard Hyde | Executive General Manager, Operations Readiness |
| Michael Reynolds | Executive General Manager, Projects (ceased employment on 30 November 2022) |

Changes since the end of the reporting period:

- Colin Moorhead was appointed as a Non-Executive Director on 1 July 2024
- Michael Sheridan ceased employment as Chief Financial Officer and Deputy Chief Executive Officer on 31 July 2024
- Carly O'Regan will cease employment as Executive General Manager Strategy and Corporate Relations on 13 September 2024

| | Short-term benefits | | | Post-employment benefits | Long-term benefit | Share based payments | | Total |
|---------------------------------------|----------------------|------------|--------------|--------------------------|--------------------|-----------------------|------------------------|------------------|
| | Cash salary and fees | Cash Bonus | Non-monetary | Super-annuation | Long service leave | Equity settled shares | Equity settled options | |
| 2024 | \$ | \$ | \$ | \$ | | | \$ | \$ |
| Non-Executive Directors | | | | | | | | |
| Ian Smith ¹ | 87,996 | - | - | 9,680 | - | - | 117,168 | 214,844 |
| Don Runge ² | 91,107 | - | - | 10,022 | - | - | 152,710 | 253,839 |
| Maree Arnason ³ | 67,241 | - | - | 7,396 | - | - | 117,168 | 191,805 |
| Gamini Colless ⁴ | 11,163 | - | - | 1,228 | - | - | 35,542 | 47,933 |
| Executive Directors | | | | | | | | |
| Ron Douglas ⁵ | 407,212 | - | - | 24,290 | - | - | 117,168 | 548,670 |
| Graham Howard ⁶ | 642,341 | - | - | 15,683 | - | - | - | 658,024 |
| Michael Allen ⁷ | 428,299 | - | - | 6,850 | - | - | - | 435,149 |
| Other Key Management Personnel | | | | | | | | |
| Michael Sheridan | 472,601 | - | - | 27,399 | - | - | - | 500,000 |
| Carly O'Regan | 375,000 | - | - | 27,399 | - | - | - | 402,399 |
| Bernard Hyde | 408,974 | - | - | 27,399 | - | - | - | 436,373 |
| Total | 2,991,934 | - | - | 157,346 | - | - | 539,756 | 3,689,036 |

1 **Ian Smith:** Represents remuneration from 18 August 2023 to 30 June 2024. Transitioned from Non-Executive Director to Chairman effective 20 November 2023.

2 **Don Runge:** Transitioned from Chairman to Non-Executive Director effective 20 November 2023.

3 **Maree Arnason:** Represents remuneration from 18 August 2023 to 30 June 2024.

4 **Gamini Colless:** Represents remuneration from 1 July 2023 to 18 August 2023.

5 **Ron Douglas:** Represents remuneration from 18 August 2023 to 30 June 2024. Transitioned from Non-Executive Director to Chief Executive Officer effective 1 October 2023.

6 **Graham Howard:** Represents remuneration from 1 July 2023 to 25 February 2024. Transitioned from Chief Executive Officer to Non-Executive Director effective 30 September 2023 and resigned 25 February 2024. Remuneration includes contracted termination payments.

7 **Michael Allen:** Represents remuneration from 1 July 2023 to 18 August 2023 including contracted termination payments.

| | Short-term benefits | | | Post-employment benefits | Long-term benefit | Share based payments | | Total |
|---------------------------------------|----------------------|----------------|--------------|--------------------------|--------------------|-----------------------|------------------------|------------------|
| | Cash salary and fees | Cash Bonus | Non-monetary | Super-annuation | Long service leave | Equity settled shares | Equity settled options | |
| 2023 | \$ | \$ | \$ | \$ | | | \$ | \$ |
| Non-Executive Directors | | | | | | | | |
| Don Runge | 117,647 | - | - | 12,353 | - | - | 71,084 | 201,084 |
| Gamini Colless | 81,263 | - | - | 8,646 | - | - | 71,084 | 160,993 |
| Executive Directors | | | | | | | | |
| Graham Howard | 519,537 | 116,250 | - | 25,292 | - | - | 706,941 | 1,368,020 |
| Michael Allen | 343,997 | 78,750 | - | 25,292 | - | - | 483,487 | 931,526 |
| Other Key Management Personnel | | | | | | | | |
| Michael Sheridan | 474,708 | 87,500 | - | 25,292 | - | - | 468,287 | 1,055,787 |
| Carly O'Regan | 375,000 | 56,048 | - | 25,292 | - | - | 330,431 | 786,771 |
| Bernard Hyde ⁸ | 255,307 | - | - | 17,714 | - | - | - | 273,021 |
| Michael Reynolds ⁹ | 97,942 | - | - | 6,446 | - | - | - | 104,388 |
| Total | 2,265,401 | 338,548 | - | 146,327 | - | - | 2,131,314 | 4,881,590 |

⁸ **Bernard Hyde:** Represents remuneration from 16 November 2022 to 30 June 2023.

⁹ **Michael Reynolds:** Represents remuneration from 1 July 2022 to 30 November 2022 including contracted termination payments.

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

| | Fixed remuneration | | At risk – STI | | At risk – LTI | |
|---------------------------------------|--------------------|------|---------------|------|---------------|------|
| | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Non-Executive Directors | | | | | | |
| Ian Smith | 45% | N/A | - | N/A | 55% | N/A |
| Maree Arnason | 39% | N/A | - | N/A | 61% | N/A |
| Don Runge | 40% | 65% | - | - | 60% | 35% |
| Gamini Colless | 26% | 56% | - | - | 74% | 44% |
| Executive Directors | | | | | | |
| Ron Douglas | 79% | N/A | - | N/A | 21% | N/A |
| Graham Howard | 100% | 40% | - | 8% | - | 52% |
| Michael Allen | 100% | 40% | - | 8% | - | 52% |
| Other Key Management Personnel | | | | | | |
| Michael Sheridan | 100% | 48% | - | 8% | - | 44% |
| Carly O'Regan | 100% | 51% | - | 7% | - | 42% |
| Bernard Hyde | 100% | 100% | - | - | - | - |
| Michael Reynolds | N/A | 100% | N/A | - | N/A | - |

Cash bonuses are dependent on meeting defined performance measures. The amount of the bonus is determined having regard to the satisfaction of performance measures and weightings as described above in the section 'Consolidated entity performance and link to remuneration'. The maximum bonus values are established at the start of each financial year and the amounts payable are determined in the final month of the financial year by the Nomination and Remuneration Committee. Despite objectives being met during the financial year, the Nomination and Remuneration Committee decided to defer and extend the performance period by a further 6 months to 31 December 2024.

The proportion of cash bonus paid/payable or forfeited is as follows:

| | Cash bonus paid / payable | | Cash bonus forfeited | |
|------------------|---------------------------|------|----------------------|------|
| | 2024 | 2023 | 2024 | 2023 |
| Ron Douglas | 0% | N/A | 100% | N/A |
| Graham Howard | 0% | 96% | 100% | 4% |
| Michael Allen | 0% | 100% | 100% | 0% |
| Michael Sheridan | 0% | 97% | 100% | 3% |
| Carly O'Regan | 0% | 83% | 100% | 17% |
| Bernard Hyde | 0% | 0% | 100% | 100% |

Service Agreements

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

| | |
|--------------------------------|--|
| Name: | Ron Douglas |
| Title: | Chief Executive Officer |
| Agreement commencement: | 1 October 2023 |
| Terms of agreement: | Indefinite |
| Details: | Base salary for the year ending 30 June 2024 is \$525,000 inclusive of superannuation, to be reviewed annually by the Nomination and Remuneration Committee. Four months termination notice by either party. Employee entitled to participate in the Company's short and long term incentive programs. |
| Name: | Michael Sheridan <i>(ceased employment 31 July 2024)</i> |
| Title: | Chief Financial Officer and Deputy Chief Executive Officer |
| Agreement commencement: | 6 September 2021 |
| Terms of agreement: | Indefinite |
| Details: | Base salary for the year ending 30 June 2024 of \$500,000 inclusive of superannuation, to be reviewed annually by the Nomination and Remuneration Committee. Six months termination notice by either party. Employee entitled to participate in the Company's short and long term incentive programs. Michael has ceased employment effective 31 July 2024. |
| Name: | Carly O'Regan <i>(ceased employment 13 September 2024)</i> |
| Title: | Executive General Manager, Strategy and Corporate Relations |
| Agreement commencement: | 22 January 2018 |
| Terms of agreement: | Indefinite |
| Details: | Base salary for the year ending 30 June 2024 of \$402,500 inclusive of superannuation, to be reviewed annually by the Nomination and Remuneration Committee. Six months termination notice by either party. Employee entitled to participate in the Company's short and long term incentive programs. Carly will cease employment effective 13 September 2024. |
| Name: | Bernard Hyde |
| Title: | Executive General Manager, Operations Readiness |
| Agreement commencement: | 16 November 2022 |
| Terms of agreement: | Indefinite |
| Details: | Base salary for the year ending 30 June 2024 of \$450,000 including superannuation, to be reviewed annually by the Nomination and Remuneration Committee. Four months termination notice by either party. Employee entitled to participate in the Company's short and long term incentive programs. |

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

Share-Based Compensation

Issue of shares

No shares were issued to directors and other key management personnel during the year ended 30 June 2024. As noted below, shares were issued as a result of the conversion of options exercised during the year.

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 Smith | 500,000 | 1 December 2023 | 18 August 2024 | 1 December 2026 | \$1.35 | \$0.2343 |
| Ron Douglas | 500,000 | 1 December 2023 | 18 August 2024 | 1 December 2026 | \$1.35 | \$0.2343 |
| Maree Arnason | 500,000 | 1 December 2023 | 18 August 2024 | 1 December 2026 | \$1.35 | \$0.2343 |
| Graham Howard | 500,000 | 1 December 2023 | 18 August 2024 | 1 December 2026 | \$1.35 | \$0.2343 |
| Don Runge | 500,000 | 1 December 2023 | 18 August 2024 | 1 December 2026 | \$1.35 | \$0.2343 |

Options granted carry no dividend or voting rights.

All options were granted over unissued fully paid ordinary shares in the Company. The number of options granted was determined having regard to the satisfaction of performance measures and weightings as described above in the section 'Consolidated entity performance and link to remuneration'.

Options vest based on the provision of service over the vesting period whereby the executive becomes beneficially entitled to the option on vesting date. Options are exercisable by the holder as from the vesting date. There has not been any alteration to the terms or conditions of the grant since the grant date. There are no amounts paid or payable by the recipient in relation to the granting of such options other than on their potential exercise.

Value of options over ordinary shares granted, exercised, and lapsed for directors and other key management personnel as part of compensation during the year ended 30 June 2024 are set out below:

| | Value of options granted during the year | Value of options exercised during the year | Value of options lapsed during the year | Remuneration consisting of options for the year |
|----------------------------|--|--|---|---|
| | \$ | \$ | \$ | % |
| Ian Smith | 117,168 | - | - | 55% |
| Ron Douglas | 117,168 | - | - | 21% |
| Maree Arnason | 117,168 | - | - | 61% |
| Don Runge | 152,710 | - | - | 60% |
| Graham Howard ¹ | 117,168 | - | (117,168) | - |

¹ The options granted to Graham Howard during the period were subsequently reversed upon cessation of office.

Fair value of options granted

The fair value at grant date of options issued was determined by an independent corporate valuations expert using a binomial option pricing model that takes into account factors including the exercise price, the term of the options 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 options. The binomial model is applied on the basis that the options are not subject to any market based vesting conditions given the vesting of the options is not dependent on the future market price of VHM's ordinary shares and the options are exercisable at any time prior to the Expiry Date. The model inputs for options granted are disclosed in Note 22 of the financial statements.

Subsequent to the period, the Company completed an equity raising exercise comprising a Placement and Share Purchase Plan Offer to Eligible Shareholders which raised \$3.43 million in capital, with all proceeds to finance ongoing development work programs to advance the Goschen Project ahead of a Final Investment Decision.



Additional Disclosures Relating to Key Management Personnel

Shareholding

The numbers 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:

| 2024 | Balance at the start of the year | Received as part of remuneration | Additions | Balance on cessation of office | Balance at the end of the year |
|------------------|---|---|------------------|---------------------------------------|---------------------------------------|
| Ian Smith | - | - | 400,000 | - | 400,000 |
| Ron Douglas | - | - | 168,400 | - | 168,400 |
| Maree Arnason | - | - | - | - | - |
| Don Runge | 4,498,287 | - | - | - | 4,498,287 |
| Graham Howard | 4,515,515 | - | - | (4,515,515) | - |
| Michael Allen | 2,255,102 | - | - | (2,255,102) | - |
| Gamini Colless | 918,831 | - | - | (918,831) | - |
| Carly O'Regan | 637,305 | - | 5,783 | - | 643,088 |
| Michael Sheridan | 79,012 | - | - | - | 79,012 |
| Bernard Hyde | - | - | - | - | - |
| 2023 | | | | | |
| Don Runge | 4,498,287 | - | 1,519,102 | - | 4,498,287 |
| Graham Howard | 4,515,515 | - | - | - | 4,515,515 |
| Michael Allen | 736,000 | - | 349,305 | - | 2,255,102 |
| Gamini Colless | 918,831 | - | - | - | 918,831 |
| Carly O'Regan | 288,000 | - | - | - | 637,305 |
| Michael Sheridan | - | - | - | - | 79,012 |
| Bernard Hyde | - | - | - | - | - |

Option holdings

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

| 2024 | Balance at the start of the year | Granted | Exercised | Expired/ forfeited | Balance on cessation of office | Balance at the end of the year |
|------------------|---|----------------|------------------|---------------------------|---------------------------------------|---------------------------------------|
| Ian Smith | - | 500,000 | - | - | - | 500,000 |
| Ron Douglas | - | 500,000 | - | - | - | 500,000 |
| Maree Arnason | - | 500,000 | - | - | - | 500,000 |
| Don Runge | 500,000 | 500,000 | - | - | - | 1,000,000 |
| Graham Howard | 2,156,230 | 500,000 | - | (500,000) | 2,156,230 | - |
| Michael Allen | - | - | - | - | - | - |
| Gamini Colless | 500,000 | - | - | - | 500,000 | - |
| Michael Sheridan | 826,389 | - | - | - | - | 826,389 |
| Carly O'Regan | 681,689 | - | - | - | - | 681,689 |
| Bernard Hyde | - | - | - | - | - | - |
| 2023 | | | | | | |
| Don Runge | 500,000 | - | - | - | - | 500,000 |
| Graham Howard | 2,156,230 | - | - | - | - | 2,156,230 |
| Michael Allen | 1,519,102 | - | (1,519,102) | - | - | - |
| Gamini Colless | 500,000 | - | - | - | - | 500,000 |
| Michael Sheridan | 826,389 | - | - | - | - | 826,389 |
| Carly O'Regan | 1,030,994 | - | (349,305) | - | - | 681,689 |
| Bernard Hyde | - | - | - | - | - | - |

Loans to Directors and Executives

During the financial year ended 30 June 2024, no loans were provided to Directors or Executives (30 June 2023: Nil).

This concludes the remuneration report which has been audited.

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

On behalf of the Directors.

A handwritten signature in black ink, appearing to read 'Ron Douglas', with a stylized flourish at the end.

Ron Douglas

Chief Executive Officer

10 September 2024

Melbourne, Victoria

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of VHM Limited for the year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia
10 September 2024



L Di Giallonardo
Partner

hlb.com.au

HLB Mann Judd ABN 22 193 232 714

A Western Australian Partnership

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HLB Mann Judd is a member of HLB International, the global advisory and accounting network.

VHM Limited

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2024

| | | Consolidated | |
|--|-------|----------------|-----------------|
| | Notes | 2024 \$'000 | 2023 \$'000 |
| Income | | | |
| Interest income | 3 | 636 | 226 |
| Other income | 3 | 27 | 111 |
| | | 663 | 337 |
| Expenditure | | | |
| Employee benefits expense | | (2,850) | (3,115) |
| Corporate and administrative expense | 4 | (2,843) | (6,313) |
| Land compensation | | - | (2,002) |
| Depreciation and amortisation expense | | (437) | (279) |
| Share based payment expense | 22 | (691) | (2,090) |
| Finance costs | 6 | (988) | (4,454) |
| | | (7,809) | (18,253) |
| Loss before income tax | | (7,146) | (17,916) |
| Income tax expense | 8 | - | - |
| Loss after income tax | | (7,146) | (17,916) |
| Other comprehensive loss | | | |
| <i>Items that may be reclassified to profit or loss:</i> | | - | - |
| Total comprehensive loss for the year | | (7,146) | (17,916) |
| Loss per Share | | | |
| Basic loss per share (dollar per share) | 7 | (0.04) | (0.10) |
| Diluted loss per share (dollar per share) | 7 | (0.04) | (0.10) |

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

VHM Limited

Consolidated Statement of Financial Position

As at 30 June 2024

| | | Consolidated | |
|---|-------|----------------|----------------|
| | Notes | 2024 \$'000 | 2023 \$'000 |
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | 9 | 6,249 | 20,649 |
| Loans and advances | 11 | - | 1,201 |
| Other assets | 10 | 195 | 405 |
| Total current assets | | 6,444 | 22,255 |
| Non-current assets | | | |
| Rehabilitation bond | | 55 | 55 |
| Deferred exploration and evaluation expenditure | 12 | 44,278 | 39,193 |
| Property, plant and equipment | 13 | 18,615 | 16,273 |
| Right-of-use assets | 14 | 700 | 990 |
| Total non-current assets | | 63,648 | 56,511 |
| | | | |
| Total assets | | 70,092 | 78,766 |
| LIABILITIES | | | |
| Current liabilities | | | |
| Trade and other payables | 15 | 1,272 | 3,091 |
| Lease liabilities | 16 | 285 | 255 |
| Provisions | 17 | 336 | 606 |
| Land acquisition liabilities | 18 | 1,575 | 4,029 |
| Total current liabilities | | 3,468 | 7,981 |
| Non-current liabilities | | | |
| Lease liabilities | 16 | 482 | 767 |
| Land acquisition liabilities | 18 | 7,761 | 5,258 |
| Total non-current liabilities | | 8,243 | 6,025 |
| | | | |
| Total liabilities | | 11,711 | 14,006 |
| Net assets | | 58,381 | 64,760 |
| EQUITY | | | |
| Issued capital | 19 | 108,672 | 108,375 |
| Reserves | 20 | 4,351 | 3,881 |
| Accumulated losses | 21 | (54,642) | (47,496) |
| Total equity | | 58,381 | 64,760 |

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

VHM Limited

Consolidated Statement of Changes in Equity

For the year ended 30 June 2024

| Consolidated | Issued capital \$'000 | Share based payment reserve \$'000 | Accumulated losses \$'000 | Total equity \$'000 |
|---|--------------------------|---------------------------------------|------------------------------|------------------------|
| Balance at 1 July 2022 | 41,287 | 5,638 | (29,580) | 17,345 |
| Loss for the period | - | - | (17,916) | (17,916) |
| Total comprehensive loss for the period | - | - | (17,916) | (17,916) |

Transactions with owners in their capacity as owners:

| | | | | |
|---|---------|---------|----------|---------|
| Equity capital raising (net of fees) | 28,127 | - | - | 28,127 |
| Shares issued on exercise of options | 5,302 | (4,298) | - | 1,004 |
| Conversion of notes into share capital | 35,530 | - | - | 35,530 |
| Capital reduction on in-species distribution of shares in VP Minerals | (1,871) | - | - | (1,871) |
| Share based payments recognised | - | 2,541 | - | 2,541 |
| Balance at 30 June 2023 | 108,375 | 3,881 | (47,496) | 64,760 |

| Consolidated | Issued capital \$'000 | Share based payment reserve \$'000 | Accumulated losses \$'000 | Total equity \$'000 |
|--|--------------------------|---------------------------------------|------------------------------|------------------------|
| Balance at 1 July 2023 | 108,375 | 3,881 | (47,496) | 64,760 |
| Loss for the period | - | - | (7,146) | (7,146) |
| Total comprehensive loss for the period | - | - | (7,146) | (7,146) |

Transactions with owners in their capacity as owners:

| | | | | |
|--------------------------------------|----------------|--------------|-----------------|---------------|
| Shares issued on exercise of options | 297 | (297) | - | - |
| Share based payments recognised | - | 767 | - | 767 |
| Balance at 30 June 2024 | 108,672 | 4,351 | (54,642) | 58,381 |

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

VHM Limited

Consolidated Statement of Cash Flows

For the year ended 30 June 2024

| | Notes | Consolidated | |
|---|-------|-----------------|-----------------|
| | | 2024 \$'000 | 2023 \$'000 |
| Cash flows from operating activities | | | |
| Receipts from customers | | 4 | - |
| Interest received | | 636 | 185 |
| Payments to suppliers and employees | | (6,289) | (10,672) |
| Net cash outflows from operating activities | 24 | (5,649) | (10,487) |
| Cash flows from investing activities | | | |
| Payments for exploration expenditure | | (10,797) | (19,708) |
| Payments for property, plant and equipment | | (2,671) | (2,815) |
| Cash flows from/(to) loans to other entities | | 1,226 | (1,050) |
| Research and development tax offset | | 4,501 | 4,441 |
| Net cash outflows from investing activities | | (7,741) | (20,188) |
| Cash flows from financing activities | | | |
| Proceeds from share issue | | - | 30,000 |
| Share issue costs | | - | (1,383) |
| Payment of lease liabilities | | (313) | (137) |
| Proceeds from borrowings | | - | 3,480 |
| Repayment of borrowings | | - | (3,480) |
| Interest and finance cost paid | | (697) | (1,522) |
| Net cash (outflows)/inflows from financing activities | | (1,010) | 26,958 |
| Net decrease in cash and cash equivalents | | (14,400) | (3,717) |
| Cash and cash equivalents at the beginning of financial year | | 20,649 | 24,366 |
| Cash and cash equivalents at the end of financial year | 9 | 6,249 | 20,649 |

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

General information

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

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

Registered office and principal place of business

Suite 1, Level 11, 330 Collins Street
Melbourne, Victoria 3000

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

The Group comprises VHM Limited and its wholly owned subsidiaries, GP Land Holdings Pty Ltd, GPB Land Holdings Pty Ltd, GPF Land Holdings Pty Ltd and GPBJ Holdings Pty Ltd.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 6 September 2024. The directors have the power to amend and reissue the financial statements.

Note 1: Material Accounting Policy Information

The accounting policies that are material to the Group 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 Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory in the current reporting period.

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

It has been determined by the Directors that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business in issue, and those not early adopted, and, therefore, no change is necessary to the Group's accounting policies.

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 on an accruals basis under the historical cost convention. Cost is based on the fair values of the consideration given in exchange for assets.

Notes to the Financial Statements

For the year ended 30 June 2024

Going concern

The financial statements have been prepared on a going concern basis which assumes the commercial realisation of the future potential of the Group's assets and discharge of its liabilities in the normal course of business.

The Group recorded a loss of \$7,146,000 (2023: \$17,916,000) for the year. At balance date, the Group had net assets of \$58,381,000 (2023: \$64,760,000) which included cash and cash equivalents of \$6,249,000 (2023: \$20,649,000) and a working capital surplus of \$2,976,000 (2023: \$14,274,000).

Based on the working capital surplus and cash and cash equivalents at balance date and, for the following reasons, the Directors believe that the assumption of going concern is valid in the preparation of these financial statements:

- The Directors have a track record of successfully raising equity capital for the expenditure required to progress the project. Since 30 June 2024, the Company has completed a capital raising of \$3.43 million; and
- The Company also has the capacity to reduce discretionary expenditure to take account of available funding.

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 material to the financial statements, are disclosed in Note 2.

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 27.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of VHM Limited ('company' or 'parent entity') as at 30 June 2024 and the results of all subsidiaries for the year then ended. VHM Limited and its subsidiaries together are referred to in these financial statements as the 'group'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances, and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities, and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Notes to the Financial Statements

For the year ended 30 June 2024

Deferred exploration expenditure

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- i. the rights to tenure of the area of interest are current; and
- ii. at least one of the following conditions is also met:
 - a. the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or
 - b. exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching, and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Share based payment expense

The Group measures the cost of equity settled transactions with employees and consultants by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of options is determined using a binomial model, using the assumptions detailed in Note 22.

Property, plant and equipment

Items of property, plant and equipment are carried at cost less accumulated depreciation and impairment losses (see accounting policy "Impairment").

Land

Land is initially recognised at cost. After initial recognition at cost, the Group will continue to carry the land, which is acquired primarily for its mineral resources, at its cost less any accumulated impairment losses.

Notes to the Financial Statements

For the year ended 30 June 2024

Depreciation

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

| | |
|------------------------|-------------|
| Buildings | 30-40 years |
| Leasehold improvements | 20-30 years |
| Plant and equipment | 3-7 years |
| Motor vehicles | 8 years |

Depreciation and amortisation rates and methods are reviewed annually for appropriateness. When changes are made, adjustments are reflected prospectively in current and future periods only.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the Statement of Comprehensive Income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to accumulated losses.

Impairment

The carrying amount of the Group's assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. Where such an indication exists, a formal assessment of recoverable amount is then made and where this is in excess of carrying amount, the asset is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset or cash generating unit. In estimating value in use, a pre-tax discount rate is used which reflects current market assessments of the time value of money and the risks specific to the asset. Any resulting impairment loss is recognised immediately in the Statement of Comprehensive Income.

Impairment losses are reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimate used to determine the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of the asset(s) does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of VHM Limited.

Notes to the Financial Statements

For the year ended 30 June 2024

Note 2: Critical accounting judgements, estimates and assumptions

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

Refundable research and development tax offset

To the extent that research and development costs are eligible activities under the “Research and development tax incentive” programme, a refundable tax offset is available for companies with annual turnover of less than A\$20 million. The Group recognises refundable tax offsets received in the financial year directly against capitalised exploration expenditure, in the statement of financial position, resulting from the monetisation of available tax losses that otherwise would have been carried forward. These amounts are recognised at their fair value only to the extent that there is reasonable assurance that the incentive will be received.

Exploration and evaluation expenditure

The Board of Directors determines when an area of interest should be abandoned. When a decision is made that an area of interest is not commercially viable, all costs that have been capitalised in respect of that area of interest are written off. The Directors’ decision is made after considering the likelihood of finding commercially viable reserves.

Share-based payment expense

The Company measures the cost of equity-settled transactions with employees and consultants by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of these equity instruments is determined using a binomial model, using various assumptions detailed in the notes to the financial statements.

| | Consolidated | |
|------------------------------|----------------|----------------|
| | 2024 \$'000 | 2023 \$'000 |
| Note 3: Other Revenue | | |
| Interest income | 636 | 226 |
| Service charges | 23 | 110 |
| Other income | 4 | 1 |
| | 663 | 337 |

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

| | Consolidated | |
|---|-----------------|-----------------|
| | 2024 | 2023 |
| | \$'000 | \$'000 |
| Note 4: Corporate and Administrative Expense | | |
| Professional fees | 1,235 | 3,747 |
| Legal fees | 365 | 806 |
| Auditor's remuneration | 72 | 79 |
| Other corporate and administrative expenses | 1,171 | 1,681 |
| | 2,843 | 6,313 |
| | | |
| | Consolidated | |
| | 2024 | 2023 |
| | \$'000 | \$'000 |
| Note 5: Auditor's Remuneration | | |
| Auditors – HLB Mann Judd – audit and review of financial reports | 72,000 | 79,000 |
| | 72,000 | 79,000 |
| | | |
| | Consolidated | |
| | 2024 | 2023 |
| | \$'000 | \$'000 |
| Note 6: Finance Costs | | |
| Unwinding of convertible note issue costs | - | 1,810 |
| Interest on convertible notes | - | 1,709 |
| Interest on land acquisitions | 929 | 850 |
| Interest on other borrowings | - | 44 |
| Interest on lease liabilities | 59 | 41 |
| | 988 | 4,454 |
| | | |
| | Consolidated | |
| | 2024 | 2023 |
| | \$'000 | \$'000 |
| Note 7: Loss Per Share | | |
| Loss after tax for the year | (7,146) | (17,916) |
| | | |
| | No. '000 | No. '000 |
| Weighted average number of ordinary shares used in the calculation of basic loss per share | 203,325 | 170,836 |
| | | |
| | Cents | Cents |
| Basic loss per share | 3.5 | 10.4 |

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

| | Consolidated | |
|--|--------------|----------|
| | 2024 | 2023 |
| | \$'000 | \$'000 |
| Note 8: Income Tax Expense | | |
| Income tax expense | | |
| The major components of tax expense are: | | |
| Accounting loss before tax from continuing operations | (7,146) | (17,916) |
| Income tax (benefit) calculated at 30% (2023 – 25%) | (2,144) | (4,479) |
| Non-deductible expenses | 209 | 1,408 |
| Other deferred tax assets and tax liabilities not recognised | 1,935 | 3,071 |
| Income tax expense | - | - |

Unrecognised deferred tax balances

Potential deferred tax assets attributable to tax losses carried forward of \$17,300,000 (2023: \$10,000,000) have not been brought to account at 30 June 2024 because the directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this point in time. These tax losses will be available if future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised and the conditions for deductibility imposed by the relevant tax legislation continue to be complied with and no changes in tax legislation adversely affect the Group in realising the benefit.

| | Consolidated | |
|--|--------------|---------------|
| | 2024 | 2023 |
| | \$'000 | \$'000 |
| Note 9: Cash and Cash Equivalents | | |
| Current | | |
| Cash at bank | 2,991 | 4,932 |
| Term deposits | 3,258 | 15,715 |
| Petty cash | - | 2 |
| | 6,249 | 20,649 |

Term deposits can be accessed within 3 days of providing notice to the bank, forfeiting insignificant amount of interest, hence deeming it reasonable to be classified under cash and cash equivalents.

| | Consolidated | |
|-------------------------------------|--------------|------------|
| | 2024 | 2023 |
| | \$'000 | \$'000 |
| Note 10: Other Assets | | |
| Current | | |
| Prepayments – Insurance | 89 | 89 |
| Prepayments – Other | 49 | 52 |
| GST receivable | 42 | 233 |
| Cash collateralised bank guarantees | 15 | 31 |
| | 195 | 405 |

Notes to the Financial Statements

For the year ended 30 June 2024

| | Consolidated | |
|--|----------------|----------------|
| | 2024 \$'000 | 2023 \$'000 |
| Note 11: Related Party Transactions | | |
| Loan to VP Minerals Limited | - | 1,201 |
| | - | 1,201 |

The loan to VP Minerals Limited, a former subsidiary, was repaid in full on 20 December 2023. The total loan amount at the time of repayment was \$1,310,000 which included interest and capitalised service charges. Subsequent change in the board composition of VP Minerals Limited meant that it is no longer a related party at balance date.

| | Consolidated | |
|---|----------------|----------------|
| | 2024 \$'000 | 2023 \$'000 |
| Note 12: Deferred Exploration and Evaluation Expenditure | | |
| Costs carried forward in respect of areas of interest in the following phases: | | |
| Exploration and evaluation phase – at cost | 44,278 | 39,193 |
| | 44,278 | 39,193 |
| Movement in carrying amounts | | |
| Exploration and evaluation phase at cost – inception to period commencement | 39,193 | 38,467 |
| Exploration expenditure incurred – current year | 9,586 | 18,289 |
| Eligible exploration expenditure R&D refundable tax offset – prior years | - | (11,251) |
| Eligible exploration expenditure R&D refundable tax offset – current year | (4,501) | (4,441) |
| Sale of licences to VP Minerals Limited | - | (1,871) |
| | 44,278 | 39,193 |

The recoupment of costs carried forward in relation to the exploration and evaluation phase activities on the Group's retention and exploration licences is dependent upon the successful development and commercial exploitation or sale of the respective tenements.

Expenditure incurred includes employee expenses related to share-based payments of \$75,482 (2023: \$1,265,275) for options issued to employees directly engaged in exploration activities.

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

Note 13: Property, Plant and Equipment

| 30 June 2024 | Land acquisition under contract \$'000 | Land and buildings \$'000 | Property and equipment \$'000 | Fixtures and fittings \$'000 | Motor vehicles \$'000 | Low value pool \$'000 | Total \$'000 |
|--------------------------------|---|----------------------------------|--------------------------------------|-------------------------------------|------------------------------|------------------------------|---------------------|
| Carrying amount | 16,980 | 1,280 | 435 | 29 | 291 | 41 | 19,056 |
| Accumulated depreciation | - | (53) | (245) | (28) | (96) | (19) | (441) |
| | 16,980 | 1,227 | 190 | 1 | 195 | 22 | 18,615 |
| Reconciliation | | | | | | | |
| Opening balance – 1 July 2023 | 14,490 | 1,256 | 258 | 2 | 230 | 37 | 16,273 |
| Additions | 2,490 | - | - | - | - | - | 2,490 |
| Disposals | - | - | (1) | - | - | - | (1) |
| Depreciation | - | (29) | (67) | (1) | (35) | (15) | (147) |
| Closing balance – 30 June 2024 | 16,980 | 1,227 | 190 | 1 | 195 | 22 | 18,615 |

| 30 June 2023 | Land acquisition under contract \$'000 | Land and buildings \$'000 | Property and equipment \$'000 | Fixtures and fittings \$'000 | Motor vehicles \$'000 | Low value pool \$'000 | Total \$'000 |
|--------------------------------|---|----------------------------------|--------------------------------------|-------------------------------------|------------------------------|------------------------------|---------------------|
| Carrying amount | 14,490 | 1,280 | 436 | 29 | 292 | 42 | 16,569 |
| Accumulated depreciation | - | (24) | (178) | (27) | (62) | (5) | (296) |
| | 14,490 | 1,256 | 258 | 2 | 230 | 37 | 16,273 |
| Reconciliation | | | | | | | |
| Opening balance – 1 July 2022 | 10,307 | - | 157 | 3 | 267 | - | 10,734 |
| Additions | 4,183 | 1,280 | 136 | 3 | - | 42 | 5,644 |
| Depreciation | - | (24) | (35) | (4) | (37) | (5) | (105) |
| Closing balance – 30 June 2023 | 14,490 | 1,256 | 258 | 2 | 230 | 37 | 16,273 |

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

| | Consolidated | |
|-------------------------------------|----------------|----------------|
| | 2024 \$'000 | 2023 \$'000 |
| Note 14: Right-of-Use Assets | | |
| Carrying value: | | |
| At cost | 1,159 | 270 |
| Additions | - | 1,159 |
| Accumulated depreciation | (459) | (439) |
| | 700 | 990 |
| Reconciliation: | | |
| Opening balance | 990 | 5 |
| Additions | - | 1,159 |
| Depreciation | (290) | (174) |
| | 700 | 990 |

The Group's Right-of-Use assets comprise operating leases for office premises (refer to Note 16).

| | Consolidated | |
|--|----------------|----------------|
| | 2024 \$'000 | 2023 \$'000 |
| Note 15: Trade and Other Payables | | |
| Trade creditors | 786 | 2,497 |
| Accruals | 483 | 575 |
| Others | 3 | 19 |
| | 1,272 | 3,091 |

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

| | Consolidated | |
|-----------------------------------|----------------|----------------|
| | 2024 \$'000 | 2023 \$'000 |
| Note 16: Lease Liabilities | | |
| Current liabilities | 285 | 255 |
| Non-current liabilities | 482 | 767 |
| | 767 | 1,022 |
| Reconciliation | | |
| Opening Balance | 1,022 | - |
| Additions | - | 1,159 |
| Interest | 58 | 41 |
| Principal repayments | (313) | (178) |
| Closing balance | 767 | 1,022 |

The lease relates to the Melbourne head office and expires in November 2026.

| | Consolidated | |
|---|----------------|----------------|
| | 2024 \$'000 | 2023 \$'000 |
| Note 17: Provisions | | |
| Employee benefits (annual leave and long service leave) | 336 | 606 |
| | 336 | 606 |

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

| | Consolidated | |
|--|----------------|----------------|
| | 2024 \$'000 | 2023 \$'000 |
| Note 18: Land Acquisition Liabilities | | |
| Current liabilities | 1,575 | 4,029 |
| Non-current liabilities | 7,761 | 5,258 |
| | 9,336 | 9,287 |
| Reconciliation | | |
| Opening balance | 9,287 | 7,462 |
| Purchase price adjustment | - | 2,830 |
| Additions ¹ | 2,324 | - |
| Interest expense | 796 | 851 |
| Payments (principal and interest) | (3,071) | (1,856) |
| Closing balance at the end of the year | 9,336 | 9,287 |

¹ Includes a land acquisition agreement for additional freehold land within the project area which was concluded in December 2023 with total consideration of approximately A\$3.0 million, payable in instalments, with approximately A\$1.8 million payable in a final payment at the end of the term. The discount rate per annum used to estimate liabilities on a net present value basis is 12%.

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

Note 19: Issued Capital

Issued capital

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

Ordinary Shares

| | 2024 Number | 2023 Number | 2024 \$ | 2023 \$ |
|------------------------------|--------------------|----------------|--------------------|-------------|
| Ordinary shares – fully paid | 203,596,690 | 203,101,902 | 108,671,540 | 108,374,667 |

2024: Movement in ordinary shares

| | Date | Shares | Issue Price (\$) | \$ |
|--------------------------------------|-------------------|--------------------|---------------------|--------------------|
| Balance | 1 July 2023 | 203,101,902 | | 108,374,667 |
| Shares issued upon exercise of ZEPOs | 26 September 2023 | 210,635 | - | 126,381 |
| Shares issued upon exercise of ZEPOs | 11 April 2024 | 284,153 | - | 170,492 |
| | | 203,596,690 | | 108,671,540 |

2023: Movement in ordinary shares

| | Date | Shares | Issue Price (\$) | \$ |
|--|------------------|--------------------|---------------------|--------------------|
| Balance | 1 July 2022 | 139,141,273 | | 41,287,027 |
| Capital reduction due to in-specie distribution of shares in VP Minerals | 17 August 2022 | - | - | (1,870,869) |
| Shares issued upon exercise of adviser options | 23 August 2022 | 320,000 | 0.22 | 69,710 |
| Shares issued upon exercise of adviser options | 23 August 2022 | 320,000 | 0.37 | 119,502 |
| Transfer of options exercised from share based payment reserve | 23 August 2022 | - | - | 176,134 |
| Convertible notes converted into shares (net of costs) | 23 December 2022 | 35,069,753 | 1.01 | 35,530,000 |
| Capital raising – net of costs | 9 January 2023 | 22,222,222 | 1.35 | 28,126,591 |
| Shares issued upon exercise of ZEPOs | 20 January 2023 | 5,140,865 | - | 4,328,096 |
| Shares issued upon exercise of ZEPOs | 13 February 2023 | 587,789 | - | 428,476 |
| Shares issued upon exercise of ZEPOs | 24 May 2023 | 300,000 | - | 180,000 |
| | | 203,101,902 | | 108,374,667 |

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

Note 19: Issued Capital (continued)

Options

| 2024 | Opening balance | Issued | Exercised | (Lapsed)/ reinstated | Closing balance |
|-------------------------------------|------------------|------------------|------------------|----------------------|-------------------|
| Zero Exercise Price Options (ZEPOs) | 4,377,157 | - | (494,788) | - | 3,882,369 |
| Special exertion options | 1,000,000 | 2,500,000 | - | (500,000) | 3,000,000 |
| Adviser options | 3,127,186 | 2,000,000 | - | - | 5,127,186 |
| | 8,504,343 | 4,500,000 | (494,788) | (500,000) | 12,009,555 |

| 2023 | Opening balance | Issued | Exercised | (Lapsed)/ reinstated | Closing balance |
|-------------------------------------|-------------------|------------------|--------------------|----------------------|------------------|
| Zero Exercise Price Options (ZEPOs) | 10,405,811 | - | (6,028,654) | - | 4,377,157 |
| Special exertion options | 1,000,000 | - | - | - | 1,000,000 |
| Adviser options | 640,000 | 3,127,186 | (640,000) | - | 3,127,186 |
| | 12,045,811 | 3,127,186 | (6,668,654) | - | 8,504,343 |

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

| | Consolidated | |
|--|------------------|-------------|
| | 2024 | 2023 |
| | \$ | \$ |
| Note 20: Share Based Payment Reserve | | |
| Balance at beginning of year | 3,880,875 | 5,638,150 |
| Value of share based payments capitalised to Deferred Exploration and Evaluation Expenditure | 75,482 | 1,265,275 |
| Value of share based payments expensed | 691,219 | 2,090,156 |
| Transfer to issued capital (options exercised during current year) | (296,873) | (5,112,706) |
| Balance at end of period | 4,350,703 | 3,880,875 |

| | Consolidated | |
|---|-----------------|----------|
| | 2024 | 2023 |
| | \$'000 | \$'000 |
| Note 21: Accumulated Losses | | |
| Accumulated losses at the beginning of the year | (47,496) | (29,580) |
| Loss for the year | (7,146) | (17,916) |
| | (54,642) | (47,496) |

Notes to the Financial Statements

For the year ended 30 June 2024

Note 22: Share Based Payments

Incentive Option Plan

The Group adopted an Incentive Option Plan ("IOP") in 2019 as a way to provide incentives, assist with recruitment, reward, and retain employees and provide opportunities for employees (both present and future) to participate directly in the equity of the Company. The plan was superseded when the Company adopted a new plan as set out in the prospectus. There have been no options issued under the new incentive option plan.

Other share based payments

The Group makes share based payments to Directors, consultants and/or service providers from time to time, not under any specific plan.

Share based payment expenses are recognised in the Consolidated Statement of Profit or Loss and other Comprehensive Income and, where appropriate, capitalised under exploration expenditure in the Consolidated Statement of Financial Position.

The share based payment expense for the reporting period is \$766,701 (30 June 2023: \$3,355,431) and relates to options over unissued shares. The expense has been recorded as follows:

| | Consolidated | |
|---|---------------------|------------------|
| | 2024 | 2023 |
| | \$ | \$ |
| Expensed in Consolidated Statement of Profit or Loss and Other Comprehensive Income | 691,219 | 2,090,156 |
| Capitalised to Deferred Exploration and Evaluation Expenditure (Note 12) | 75,482 | 1,265,275 |
| | 766,701 | 3,355,431 |

Notes to the Financial Statements

For the year ended 30 June 2024

Note 22: Share Based Payments (continued)

The following table illustrates the number and weighted average exercise prices of and movements in share options issued during the year under the Incentive Option Plan and in accordance with shareholder approval of the Special Exertion Options issued to Non-Executive Directors:

| 2024 | Number of Options | Weighted average exercise price (\$) |
|--|-------------------|--------------------------------------|
| Outstanding at the beginning of the period | 8,504,343 | 0.8622 |
| Granted during the period | 4,500,000 | 1.1500 |
| Exercised during the period | (494,788) | - |
| Lapsed during the period | (500,000) | 1.3500 |
| Outstanding at the end of the period | 12,009,555 | 0.9605 |

The share options outstanding at the end of the year had a weighted average exercise price of \$0.96 and a weighted average time to maturity of 1.7 years.

| 2023 | Number of Options | Weighted average exercise price (\$) |
|--|-------------------|--------------------------------------|
| Outstanding at the beginning of the period | 12,045,811 | 0.0988 |
| Granted during the period | 3,127,186 | 2.0250 |
| Exercised during the period | (6,668,654) | 0.0285 |
| Outstanding at the end of the period | 8,504,343 | 0.8622 |

The share options outstanding at the end of the year had a weighted average exercise price of \$0.86 and a weighted average time to maturity of 2.7 years.

During the year ended 30 June 2024, the following options were issued:

- (i) **Adviser options:** 2,000,000 unlisted options allotted to Zenith Nominees Pty Ltd for ongoing market advisory work.
- (ii) **Director options:** 500,000 options were issued to each of the Directors.

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

Note 22: Share Based Payments (continued)

The following table lists the inputs to the binomial valuation model used for the options during the period:

| | Adviser options | Director options |
|---------------------------------|-----------------|------------------|
| Number | 2,000,000 | 2,500,000 |
| Grant date | 9 October 2023 | 1 December 2023 |
| Expiry date | 9 October 2025 | 1 December 2026 |
| Market vesting conditions | Nil | Nil |
| Share price | \$0.50 | \$0.75 |
| Exercise price | \$0.90 | \$1.35 |
| Risk free rate | 3.98% | 4.07% |
| Early exercise multiple | 2.5x | 2.5x |
| Expected share price volatility | 70.00% | 70.00% |
| Dividend yield | Nil | Nil |
| Fair value per option | \$0.1135 | \$0.2343 |

Note 23: Controlled Entities

| | Date of incorporation | Principal place of business/ country of incorporation | Ownership interest | |
|--|-----------------------|--|--------------------|--------|
| | | | 2024 % | 2023 % |
| Parent entity | | | | |
| VHM Limited (Previous Name: VHM Exploration Limited) | 31 July 2014 | Australia | - | - |
| Controlled entities | | | | |
| GP Land Holdings Pty Ltd | 5 February 2018 | Australia | 100% | 100% |
| GPB Land Holdings Pty Ltd | 3 July 2020 | Australia | 100% | 100% |
| GPF Land Holdings Pty Ltd | 3 July 2020 | Australia | 100% | 100% |
| GPBJ Holdings Pty Ltd | 11 May 2022 | Australia | 100% | 100% |

Notes to the Financial Statements

For the year ended 30 June 2024

Note 24: Cashflow Information

Reconciliation of cash flows from operating activities with loss from ordinary activities after income tax:

| | Consolidated | |
|--|---------------------|---------------|
| | 2024 | 2023 |
| | \$'000 | \$'000 |
| Loss for the year | (7,146) | (17,916) |
| Add back non-cash items: | | |
| Depreciation | 437 | 279 |
| Share based payment expense | 691 | 2,090 |
| Service charge VP Minerals | (23) | (110) |
| Borrowing and interest expense (financing outflow) | 988 | 4,454 |
| Changes in assets and liabilities: | | |
| Decrease in loans and advances | 1,287 | - |
| Decrease in other assets | 348 | 191 |
| Increase in prepayments | (138) | (55) |
| (Decrease)/Increase in annual leave liability | (269) | 211 |
| (Decrease)/Increase in operating payables | (1,824) | 369 |
| Net cash outflows from operating activities | (5,649) | (10,487) |

Note 25: Segment Information

The Group has identified its operating segments based on the internal reports that are reviewed and used by the board of directors in assessing performance and determining the allocation of resources. Reportable segments disclosed are based on aggregating operating segments, where the segments have similar characteristics.

The reportable segment is represented by the primary statements forming these financial statements.

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

Note 26: Key Management Personnel Disclosures

Compensation

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

| | Consolidated | |
|------------------------------|------------------|------------------|
| | 2024 | 2023 |
| | \$ | \$ |
| Short-term employee benefits | 2,991,934 | 2,603,949 |
| Post-employment benefits | 157,346 | 146,327 |
| Share-based payments | 539,756 | 2,131,314 |
| | 3,689,036 | 4,881,590 |

Note 27: Parent Entity Disclosures

Statement of profit or loss and other comprehensive income

| | 2024 | 2023 |
|--------------------------|----------------|-----------------|
| | \$'000 | \$'000 |
| Loss after income tax | (7,146) | (17,916) |
| Total comprehensive loss | (7,146) | (17,916) |

Statement of financial position

| | 2024 | 2023 |
|-------------------------|---------------|---------------|
| | \$'000 | \$'000 |
| Balance sheet | | |
| Current assets | 6,444 | 22,255 |
| Non-Current assets | 54,312 | 47,224 |
| Total assets | 60,756 | 69,479 |
| Current liabilities | 1,893 | 3,952 |
| Non-Current liabilities | 482 | 767 |
| Total liabilities | 2,375 | 4,719 |
| Net assets | 58,381 | 64,760 |
| Equity | | |
| Issued capital | 108,672 | 108,375 |
| Reserves | 4,351 | 3,881 |
| Accumulated losses | (54,642) | (47,496) |
| | 58,381 | 64,760 |

VHM Limited

Notes to the Financial Statements

For the year ended 30 June 2024

Note 28: Commitments and Contingencies

Exploration commitments:

Expenditure commitments at the reporting date but not recognised as liabilities are as follows:

| | Consolidated | |
|---|----------------|----------------|
| | 2024 \$'000 | 2023 \$'000 |
| Within one year | 1,162 | 1,800 |
| Later than a year but not later than five years | 3,487 | 5,399 |
| Later than five years | - | - |
| Total | 4,649 | 7,199 |

Commitment for land compensation

The Company will pay the landowner approximately \$381,000 per annum from the date the operational period of the mine commences.

Contingent liabilities

A liability for payroll tax will arise in respect of certain of the Company's employee options issued in prior financial years on the exercise of those employee options. The Company's present estimate of potential liability is approximately \$451,000. The extent and timing of any liability will be dependent on the Company's share price as at the time of exercise of the employee options.

Note 29: Financial Risk Management and Financial Instruments

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risks. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the business. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, and other price risks and ageing analysis for credit risk.

Risk management is carried out by senior finance executives under policies approved by the Board of Directors. These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the Group's operating units. Finance reports to the Board on a monthly basis.

Notes to the Financial Statements

For the year ended 30 June 2024

Note 29: Financial Risk Management and Financial Instruments (continued)

Market Risk

Interest Rate Risk

The Group may be exposed to interest rate risk through financial assets and liabilities. The risk is measured using sensitivity analysis and cash flow forecasting.

At 30 June 2024, if interest rates had increased/decreased by 100 basis points from the weighted average effective rate for the year, with other variables constant, the (loss)/profit for the year would have been \$113,724 lower (June 2023: \$247,058)/ \$113,724 higher (June 2023: \$247,058).

None of the financial assets and financial liabilities are readily traded on organised markets in standardised form. The carrying amounts of financial assets and financial liabilities are materially in line with their fair values.

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group's overall strategy remains unchanged from 2023.

The capital structure of the Group consists of cash and cash equivalents, and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

None of the Group's entities are subject to externally imposed capital requirements.

Operating cash flows are used to maintain and expand operations, as well as to make routine expenditures such as tax, dividends, and general administrative outgoings.

The following table summarises interest rate risk for the Group, together with effective interest rates as at balance date.

| | Weighted average effective interest rate | Fixed interest rate maturing in: | | | | Total \$'000 |
|------------------------------|--|--|-----------------------------|--------------------------|---------------------------------------|-----------------|
| | | Floating interest rate \$'000 | 1 year or less \$'000 | Over 1 year \$'000 | Non- interest bearing \$'000 | |
| 2024 | | | | | | |
| Financial Assets | | | | | | |
| Cash and cash equivalents | 4.86% | 2,904 | 3,258 | - | 87 | 6,249 |
| Other receivables | | - | - | 55 | 56 | 111 |
| Total Financial Assets | | 2,904 | 3,258 | 55 | 143 | 6,360 |
| Financial Liabilities | | | | | | |
| Trade and other payables | | - | - | - | 1,272 | 1,272 |
| Lease liabilities | 6.46% | - | 285 | 482 | - | 767 |
| Land acquisition liabilities | 12% | - | 1,575 | 7,352 | 409 | 9,336 |
| Total Financial Liabilities | | - | 1,860 | 7,834 | 1,681 | 11,375 |

Notes to the Financial Statements

For the year ended 30 June 2024

Note 29: Financial Risk Management and Financial Instruments (continued)

| 2023 | Weighted average effective interest rate | Fixed interest rate maturing in: | | | | Total \$'000 |
|------------------------------------|--|--|-----------------------------|--------------------------|---------------------------------------|-----------------|
| | | Floating interest rate \$'000 | 1 year or less \$'000 | Over 1 year \$'000 | Non- interest bearing \$'000 | |
| Cash and cash equivalents | 2.89% | 4,672 | 15,715 | - | 263 | 20,650 |
| Loans and advances | | 1,201 | - | - | - | 1,201 |
| Other receivables | | - | - | 55 | 264 | 319 |
| Total Financial Assets | | 5,873 | 15,715 | 55 | 527 | 22,170 |
| Financial Liabilities | | | | | | |
| Trade and other payables | | - | - | - | 3,091 | 3,091 |
| Lease liabilities | 6.46% | - | 313 | 833 | - | 1,146 |
| Land acquisition liabilities | 12% | - | 1,875 | 6,635 | 297 | 8,807 |
| Total Financial Liabilities | - | - | 2,188 | 7,468 | 3,388 | 13,044 |

Credit Risk Exposures

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and financial instruments.

As the Group is exclusively involved in exploration rather than trading there is currently very little credit risk. For banks and financial institutions, only reputable institutions with sound financial positions are dealt with.

Liquidity and Capital Risk

The Group's total capital is defined as the shareholders' net equity plus any net debt. The objective when managing the Group's capital is to safeguard the business as a going concern, to maximise returns to shareholders and to maintain an optimal capital structure in order to reduce the cost of capital.

The Group does not have a target debt/equity ratio but has a policy of maintaining a flexible financing structure so as to be able to take advantage of investment opportunities when they arise. There are no externally imposed capital requirements. Whilst the Group is in an exploration phase, it is unlikely to operate with debt capital, although this may change as projects become more advanced.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The risk is measured using sensitivity analysis and cash flow forecasting. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring its forecasted and actual cash flows.

Notes to the Financial Statements

For the year ended 30 June 2024

Note 29: Financial Risk Management and Financial Instruments (continued)

If the Group anticipates a need to raise additional capital in the next 12 months to meet forecast operational activities, then the decision on how the Group will raise future capital will depend on market conditions existing at that time.

Typically, the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Fair Value Estimation

The Directors consider that the carrying amount of financial assets and financial liabilities, as recorded in the financial statements, represent, or approximate their respective fair values. The Group's financial assets and liabilities are measured at amortised cost. Therefore, the disclosures required by *AASB13: Fair Value Measurement*, of the fair value measurement hierarchy have not been made.

Note 30: Events Subsequent to Balance Date

Colin Moorhead was appointed to the Board as Non-Executive Director on 1 July 2024.

The Company raised gross proceeds of \$3.43 million through an equity capital raising that was completed in August 2024.

Apart from the above, there are no matters or circumstances that have arisen since 30 June 2024 that have or may significantly affect the operations, results, or state of affairs of the consolidated entity in future financial periods.

VHM Limited

Consolidated entity disclosure statement

As at 30 June 2024

| Entity name | Entity type | Place formed / Country of incorporation | Ownership interest | Tax residency |
|---------------------------|----------------|---|-----------------------|---------------|
| VHM Limited | Body Corporate | Australia | Parent | Australia |
| GP Land Holdings Pty Ltd | Body Corporate | Australia | 100% | Australia |
| GPB Land Holdings Pty Ltd | Body Corporate | Australia | 100% | Australia |
| GPF Land Holdings Pty Ltd | Body Corporate | Australia | 100% | Australia |
| GPBJ Holdings Pty Ltd | Body Corporate | Australia | 100% | Australia |

Directors' Declaration

In the Directors' opinion:

- the attached financial statements and notes comply with the *Corporations Act 2001*, the Accounting Standards, the Corporations Regulations 2001, and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 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

A handwritten signature in black ink, appearing to read 'Ron Douglas', with a large, stylized initial 'R'.

Ron Douglas
Chief Executive Officer

10 September 2024

INDEPENDENT AUDITOR'S REPORT

To the Members of VHM Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of VHM Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

- (a) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

We 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 the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described in the next page to be the key audit matter to be communicated in our report.

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| Key Audit Matter | How our audit addressed the key audit matter |
|---|---|
| Deferred exploration and evaluation expenditure Refer to Note 12 of the financial report | |
| <p>In accordance with AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>, the Group capitalises all exploration and evaluation expenditure, including acquisition costs and subsequently applies the cost model after recognition.</p> <p>Deferred exploration and evaluation expenditure was determined to be a key audit matter as it is important to the users' understanding of the financial statements as a whole and was an area which involved the most audit effort and communication with those charged with governance.</p> | <p>Our procedures included but were not limited to the following:</p> <ul style="list-style-type: none"> - Obtaining an understanding of the key processes associated with management's review of the carrying value of deferred exploration and evaluation expenditure; - Considering the Directors' assessment of potential indicators of impairment in addition to making our own assessment; - Obtaining evidence that the Group has current rights to tenure of its areas of interest; - Considering the nature and extent of future planned ongoing activities; - Checking the impact of the application of the research and development tax incentive refund offset against the capitalised exploration and evaluation expenditure balance; - Substantiating a sample of expenditure by agreeing to supporting documentation; and - Examining the disclosures made in the financial report. |

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
- the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

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

- (a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- (b) the consolidated entity disclosure statement that is true and correct and is free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

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

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

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

REPORT ON THE REMUNERATION REPORT

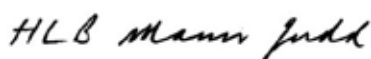
Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of VHM Limited for the year ended 30 June 2024 complies with Section 300A of the *Corporations Act 2001*.

Responsibilities

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



HLB Mann Judd
Chartered Accountants

Perth, Western Australia
10 September 2024



L Di Giallonardo
Partner

Additional Shareholder Information

The shareholder information set out below was applicable as at 27 August 2024

Distribution of equitable securities

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

| | Ordinary shares | | Exercisable \$0.90 options | | Exercisable \$1 options | | Exercisable \$1.35 options | | Exercisable \$1.89 options | |
|-------------------|-------------------|--------------------------|----------------------------|--------------------------|-------------------------|--------------------------|----------------------------|--------------------------|----------------------------|--------------------------|
| | Number of holders | % of total shares issued | Number of holders | % of total shares issued | Number of holders | % of total shares issued | Number of holders | % of total shares issued | Number of holders | % of total shares issued |
| 1 to 1,000 | 203 | 0.07 | - | - | - | - | - | - | - | - |
| 1,001 to 5,000 | 532 | 0.72 | - | - | - | - | - | - | - | - |
| 5,001 to 10,000 | 280 | 1.04 | - | - | - | - | - | - | - | - |
| 10,001 to 100,000 | 722 | 13.20 | - | - | - | - | - | - | - | - |
| 100,001 and over | 310 | 84.98 | 1 | 100 | 2 | 100 | 4 | 100 | 1 | 100 |
| | 2,047 | 100 | 1 | 100 | 2 | 100 | 4 | 100 | 1 | 100 |

| Exercisable \$2.16 options | |
|----------------------------|--------------------------|
| Number of holders | % of total shares issued |
| - | - |
| - | - |
| - | - |
| - | - |
| 1 | 100 |
| 1 | 100 |

There are 130 holders holding less than a marketable parcel of ordinary shares as at 27 August 2024

Unlisted options

| | Holders with more than 20% | Number of holders | Number |
|--|---------------------------------|-------------------|------------------|
| Exercisable \$0.90 expires 09/10/2025 | Zenith Nominees Pty Ltd | 1 | 2,000,000 |
| Exercisable \$1.00, expires 31/07/2025 | 2 – Employee incentive scheme | 2 | 1,000,000 |
| Exercisable \$1.35 expires 01/12/2026 | 4 – Employee incentive scheme | 4 | 2,000,000 |
| Exercisable \$1.89, expires 01/08/2025 | CG Nominees (Australia) Pty Ltd | 1 | 1,563,593 |
| Exercisable \$2.16, expires 01/08/2025 | CG Nominees (Australia) Pty Ltd | 1 | 1,563,593 |
| Total unlisted options | | | 8,127,186 |

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quote equity securities are listed below:

| | Ordinary shares | |
|--|-------------------|--------------------------|
| | Number held | % of total shares issued |
| ELLISON (WA) PTY LTD | 19,198,016 | 8.90 |
| ACN 664 400 382 PTY LTD | 10,234,476 | 4.75 |
| IOOF INVESTMENT SERVICES LIMITED <IOOF IDPS A/C> | 7,877,265 | 3.65 |
| REDMONT RESOURCES PTY LTD <CIVMEC SELF MGD SUPER A/C> | 5,246,560 | 2.43 |
| MEGA HOLDINGS PTY LTD | 4,159,350 | 1.93 |
| AGENS PTY LTD <THE MARK COLLINS S/F A/C> | 3,490,408 | 1.62 |
| FLOWER & DOUGH PTY LTD <THE HOWARD FAMILY A/C> | 3,253,800 | 1.51 |
| MR DAMIEN LENNARD HARRIS <DAMIEN HARRIS FAMILY A/C> | 2,802,286 | 1.30 |
| ARC GEOSCIENCE PTY LTD <FROUD FAMILY A/C> | 2,697,333 | 1.25 |
| DONALD GEORGE RUNGE & LYNETTE RUNGE <THE RUNGE SUPER FUND> | 2,366,942 | 1.10 |
| MS CHRISTINE ALEXANDRA STANDING | 2,304,000 | 1.07 |
| RBJ NOMINEES PTY LTD <SUPERANNUATION FUND A/C> | 2,246,000 | 1.04 |
| HEDLAND BUS LINES PTY LTD | 1,965,389 | 0.91 |
| PETER IRVINE RUNGE & NOELA JEAN RUNGE <PI AND NJ RUNGE SUPER FUND> | 1,962,500 | 0.91 |
| MICHAEL BARRY ALLEN | 1,871,102 | 0.87 |
| MR CONLEY MICHAEL MANIFIS <MICHAELSON FAMILY A/C> | 1,769,199 | 0.82 |
| CITIVIEW PTY LTD <CITIVIEW INVESTMENT A/C> | 1,558,350 | 0.72 |
| PETER IRVINE & NOELA JEAN RUNGE | 1,500,000 | 0.70 |
| CAMIRA HOLDINGS PTY LTD | 1,456,639 | 0.68 |
| GRAHAM ROGER HOWARD | 1,442,313 | 0.67 |
| | 79,401,928 | 36.82 |

Substantial holders

| | Ordinary shares | |
|----------------------|-----------------|--------------------------|
| | Number held | % of total shares issued |
| Ellison (WA) Pty Ltd | 19,198,016 | 8.90 |

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.

There are no other classes of equity securities with voting rights.

Securities subject to voluntary escrow

| | Number held | Escrow end date |
|---|-------------|-----------------|
| Fully paid ordinary shares – escrowed 24M | 49,396,412 | 09/01/2025 |
| Unlisted options @ \$1.00 expiring 31/07/2025 | 1,000,000 | 09/01/2025 |

On market buy-back

VHM currently has no on-market buy-back programme.

Group cash and assets

In accordance with Listing Rule 4.10.19, the Group confirms that it has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way that is consistent with its business objective and strategy for the period from its admission to 30 June 2024.

Mining Tenements Held by VHM Limited

Table 7 VHM Limited tenements

| Licence Number | Location | Registered Holder | Project | Status | Area (km ²) | Grant date | Expiry date |
|-----------------------------|---------------------|-------------------|-------------|---------|-------------------------|------------|-------------|
| RL6806 | North west Victoria | VHM Ltd | Goschen | Current | 311 | 10/01/2020 | 9/01/2027 |
| EL 6419 | North west Victoria | VHM Ltd | Cannie | Current | 443 | 18/05/2018 | 17/05/2028 |
| EL 6664 | North west Victoria | VHM Ltd | Cannie | Current | 618 | 18/06/2018 | 17/06/2028 |
| EL 6666 | North west Victoria | VHM Ltd | Nowie | Current | 447 | 18/06/2018 | 17/06/2028 |
| EL 6769 | North west Victoria | VHM Ltd | Exploration | Current | 1,041 | 27/08/2018 | 26/08/2028 |
| Total Km² | | | | | 2,860 | | |





VHM Limited

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