



AND CONTROLLED ENTITIES
ABN 55 147 106 974

ANNUAL REPORT
FOR THE YEAR ENDED
30 JUNE 2024

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Corporate Information

This financial report includes the consolidated financial statements of QX Resources Limited and controlled entities (the Group). The functional presentation currency of the Group is Australian dollars.

A description of the Group's operations and of its principal activities is included in the review of operations and activities in the Director's Report.

Directors

Mr Stephen Promnitz (Managing Director) (resigned 30 September 2024)
Mr Maurice Feilich (Executive Chairman)
Mr Daniel Smith (Non-Executive Director)
Mr Roger Jackson (Non-Executive Director)

Company Secretary

Mr Daniel Smith

Registered Office

Level 8, 99 St Georges Terrace,
Perth WA 6000

Principal Place of Business

Level 8, 99 St Georges Terrace,
Perth WA 6000

Share Registry

Computershare Investor Services
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Perth WA 6000

Auditors

Moore Australia Audit (WA)
Level 15, 2 The Esplanade
Perth WA 6000

Stock Exchange

Australian Securities Exchange
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000
ASX Code: QXR

Website

www.qxresources.com.au

Solicitors

Atkinson Corporate Lawyers
Level 8, 99 St Georges Terrace
Perth WA 6000

Competent Persons Statement

The information in this report that relates to Exploration Results and Exploration Targets is based on information compiled by Mr. Roger Jackson, a Director and Shareholder of the Company, who is a 25+ year Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM) and a Member of Australian Institute of Company Directors. Mr. Jackson has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking 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". Mr. Jackson consents to the inclusion of the data contained in relevant resource reports used for this announcement as well as the matters, form and context in which the relevant data appears.

Directors' Report

The directors present the following report on QX Resources Limited ("the Company", or "QXR") and the controlled entities ("the Group") for the year ended 30 June 2024.

Directors

The names of the directors in office during the year and until the date of this report are as follows. All directors were in office for the entire period unless otherwise stated:

Mr Stephen Promnitz (Managing Director) - Resigned 30 September 2024
Mr Maurice Feilich (Executive Chairman)
Mr Daniel Smith (Non-Executive Director)
Mr Roger Jackson (Non-Executive Director)
Mr Benjamin Jarvis (Non-Executive Director) – Resigned 27 October 2023

Principal Activities

QX Resources is focused on exploration and development of battery minerals and gold, with hard rock lithium assets in the Pilbara of Western Australia (WA), a lithium brine project in the USA, gold/copper/molybdenum assets in Queensland, an iron ore project in the Pilbara WA and a strategic investment in nickel sulphides in Sweden. The aim is to connect end users (battery, cathode and car makers) with QXR, an experienced explorer/developer of battery minerals, with an expanding mineral exploration project portfolio.

Overview

Projects

Western Australian Projects

QXR's lithium strategy is centred around WA's prolific Pilbara province, where it has four projects in strategic proximity to some of Australia's largest lithium deposits and mines. Across the Pilbara, QXR's regional lithium tenement package spans more than 350 km².

QXR owns 100% of four large project areas in the Pilbara - Split Rock (E46/1367), Western Shaw (E45/6107, E45/4960), Turner River (E45/6042 & E45/6065) and Yule River leases (E45/6159). The Pilbara has been reaffirmed as the prime location for hard rock lithium discoveries globally based on recent success. The key target is the contact zone between greenstones and granitoids known to be permissive for lithium mineralisation of the Split Rock Supersuite, which includes the Wodgina, Pilgangoora and Global Lithium deposits.

Turner River lithium project (E45/6042 & E45/6065)

Initial rock chip sampling at the Turner River Lithium project, located 15km to south-east of Mineral Resources' Wodgina lithium mine, had returned grades of up to 4.90% Li₂O in samples of lepidolite and additional rock chip sampling returned 1.6% & 1.1% Li₂O at the Carbonate Hill prospect at Turner River in the north-eastern part of tenement E45/6042 (*ASX announcement 8 Nov 2022*). High surface lithium grades were recovered from 5-15 kg sample blocks of lithium rich micas together with pegmatites at surface.

Two RC drilling programs, comprised of 22 holes (2,296m) in Dec 2022 and Feb/March 2023 confirmed a lithium mineralisation halo was confirmed in drill results showing a mix of spodumene and lepidolite (lithium mica).

Directors' Report (continued)

The best lithium drill results at Turner River from the two drill programs were:

- 1m @ 0.38 % Li₂O (from 4m depth in hole 22QXRC007) within 3m @ 0.26% Li₂O; and
- 4m @ 1,693 ppm Total Rare Earth Oxide (TREO) (from 18m in hole 22QXRC007) including 1m @ 369ppm Nd₂O₃. (ASX announcement 26 Jun 2023)

Further rockchip sample results were returned with up to 3.8% Li₂O and 1.3% Rb₂O at Turner River during the Sept quarter 2023. These new samples are located some ~250m from where the first samples were reported last year which include ~10kg 'wheelbarrow-sized' samples grading 4.9% Li₂O.

Detailed airborne geophysics data (magnetics, radiometrics) were collected in late 2023 over Turner River. Detailed trenching and sampling is required, together with an interpretation of the airborne geophysics data, to better define mineralised extensions under shallow cover and locate areas with better potential for lithium grades which mirror the surface rock chip results.



Figure 1: Location map of QXR's Turner River project mineral exploration licences relative to large Pilbara lithium mines, and photo of lepidolite in rock samples.

Western Shaw (E45/6107, E45/4960) and Split Rock (E46/1367) Lithium project

The Western Shaw and Split Rock projects are located approximately 200km southeast of Port Hedland. Western Shaw comprises a well-developed greenstone belt, with a chert horizon within a mafic/ultramafic sequence together with some felsic units. The belt is bounded on the east by multiple phases of granite. Previous exploration work in the district had uncovered numerous LCT pegmatites. Split Rock is located along the southeast margin of the Split-Rock Supersuite, considered prospective for lithium bearing pegmatites

Pegmatites were identified at Western Shaw and Split Rock in the Dec half of 2023. Pegmatites in the west and south of QXR's Western Shaw leases returned encouraging lithium results from mobile XRF analysis. Rockchip assays returned only slightly anomalous lithium values.

Directors' Report (continued)

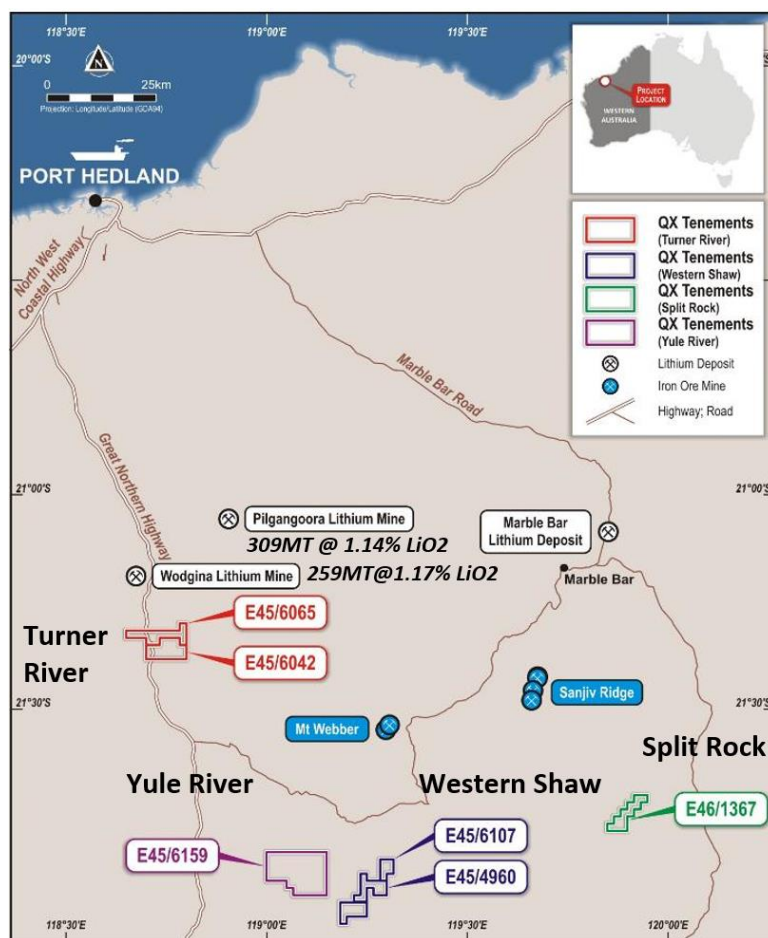


Figure 2: QX Resources hard rock lithium project locations and regional setting in the Pilbara region, WA

Pilbara Western Shaw Iron Ore Project

Encouraging iron ore rockchip assays with up to 58.5% Fe were returned from samples over 4.4km of a Banded Iron Formation (BIF) at Western Shaw, which extends over 8km within the Western Shaw leases (E45/6107, E45/4960). Potential exists for enriched surface iron ore over BIF sequences as DSO (Direct Shipping Ore) (ASX announcement 20 Feb 2024). QXR has undertaken a comprehensive review of prior exploration over Western Shaw with the iron ore potential only having been recently assessed. Previous work had been conducted by Atlas Iron over 15 years ago with rockchip results up to 62.3%Fe. Nearby leases and operations are held by Hancock-RoyHill, FMG group and Rio Tinto.

A new sampling program is planned for the future with 250m spaced rockchip traverses over the outcropping BIF sequence over the full 8km of outcrops, followed by costeans to better identify drilling targets.

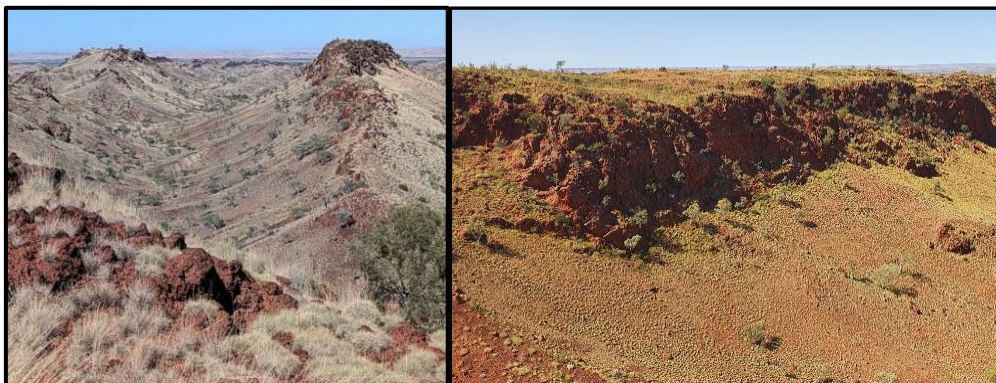


Figure 3: Encouraging enriched iron zones over outcropping BIF iron formations at Western Shaw

Directors' Report (continued)

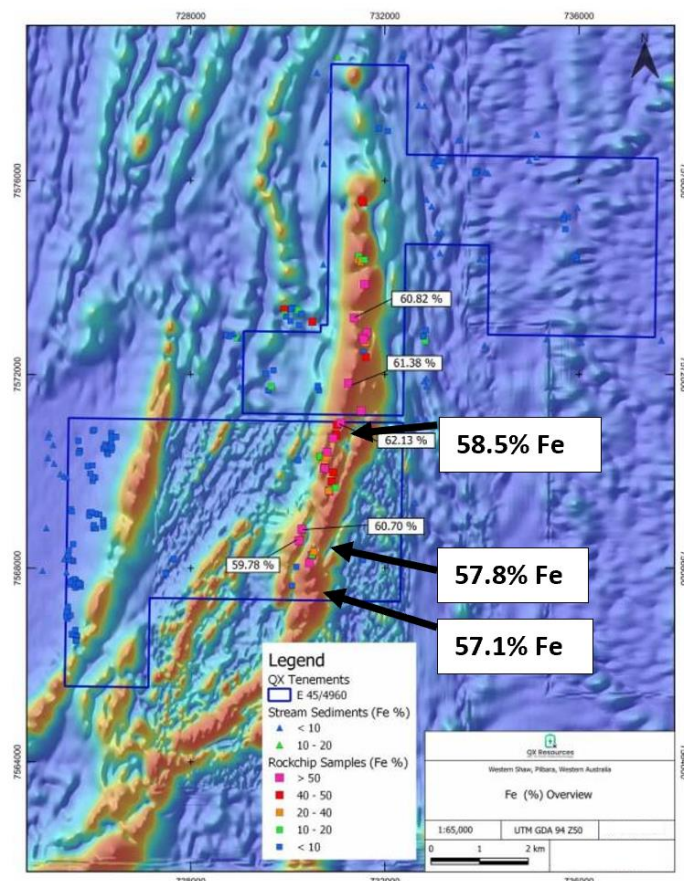


Figure 4: Western Shaw iron project over regional magnetics, highlighting the banded iron formation with rockchip assays.

Liberty Lithium Brine Project

QXR confirmed that the Liberty Lithium Brine Project in California, USA, is a large brine basin with numerous brine aquifers, shown in downhole sampling and geophysics in the second hole of the Company's two-hole diamond drill program (*ASX announcement 19 June 2024*). The Company entered an Option to Purchase Agreement and an Operating Agreement in October 2023 to earn a 75% interest of the 102km² Liberty Lithium Brine Project from vendor IG Lithium LLC (*ASX announcement 5 October 2023*).

The Liberty Lithium Brine Project is made up of 1,265 contiguous claims over 102km² (25,300 acres), being one of the largest single lithium brine projects in the USA. An extensive lithium brine surface anomaly over 10km in shallow auger samples was previously identified with elevated lithium results up to 215mg/L Li (*ASX announcement 26 July 2023*). Geophysical analysis showed a large basin over 1,000 metres deep and indicating brine aquifer targets at depth.

Two vertical diamond drill holes were completed, spaced 4km apart, centred over the previously identified lithium brine surface anomaly and a significant geophysical target in magnetotellurics (MT), interpreted as a series of conductive brine bearing aquifers at depth. Brine horizons were intersected in both holes with numerous brine aquifers intersected in drillhole #2 (*ASX announcement 8 Feb 2024*).

Diamond Drillhole #1 (LLD23001, 369m depth) intersected brine horizons at 329-350m depth. Drillhole #2 (LLD24002, 443 metres depth) intersected brine horizons from 50m to 360m depth. Fine grained lake sediments with sandy layers were intersected, underlain by porous conglomerates, gravels and coarse alluvial fan material saturated with brines in both holes.

Directors' Report (continued)

The geological similarity to the producing sequences of Clayton Valley in Nevada (Albemarle's Silver Peak mine) is very encouraging. These similarities include basal porous conglomerate units containing brine beneath finer grained lake sediments. The best producing horizons at Clayton Valley are tuff units within the sediment package which have not been intersected in drillholes to date. However similar tuff units outcrop at the Liberty Lithium project 4km to the southwest of drillhole #2. Detailed downhole geophysics and downhole brine sampling showed increasing salinity with depth, together with large brine volumes over thick porous horizons, which are both encouraging for discovering a potentially economic lithium brine deposit.

Best lithium assay values from drillhole sampling produced 50mg/l Li over 15 metres near the base of drillhole #2 (346-361m). Additionally, salinity, conductivity, lithium and chloride concentrations in brine increased with depth, at levels similar to known producers. Ingress of fresh water into the aquifers may explain the lower lithium values in drill holes #1 and #2 as the holes were located close to a range front fault on the edge of the basin, in part for logistics and access reasons.

Results were analysed by external lithium brine specialists to produce interpretations, including the globally recognised Hydrominex Geoscience Consulting. Lithium brine specialists have advised additional drilling is required to potentially intersect deep lithium brines in the centre of the basin, further west of drilling undertaken by QXR, based on results to date. Surface and downhole geophysics suggests that the basin is angled to the west with deeper sediments and brines to the west of recent drilling

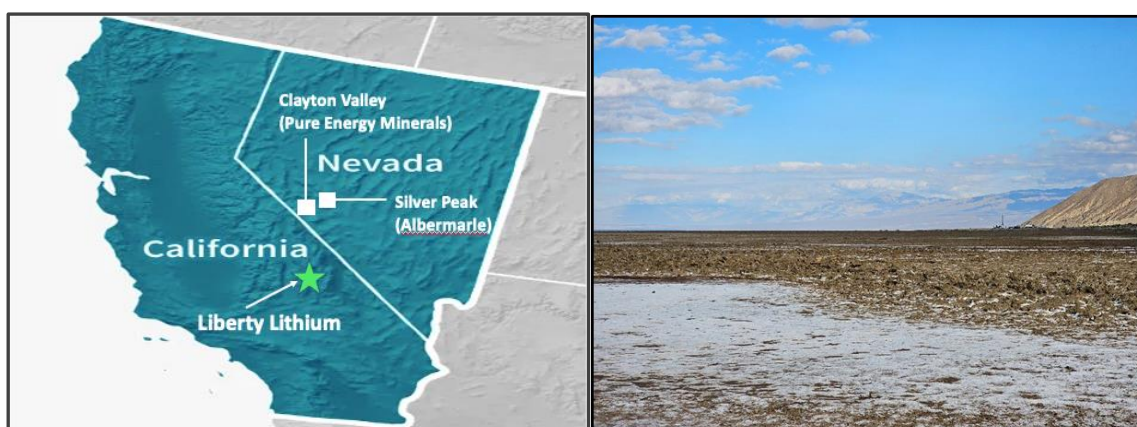


Figure 5: The Liberty Lithium Brine Project; The drill rig on the Drillhole#1 as seen from Drillhole#2

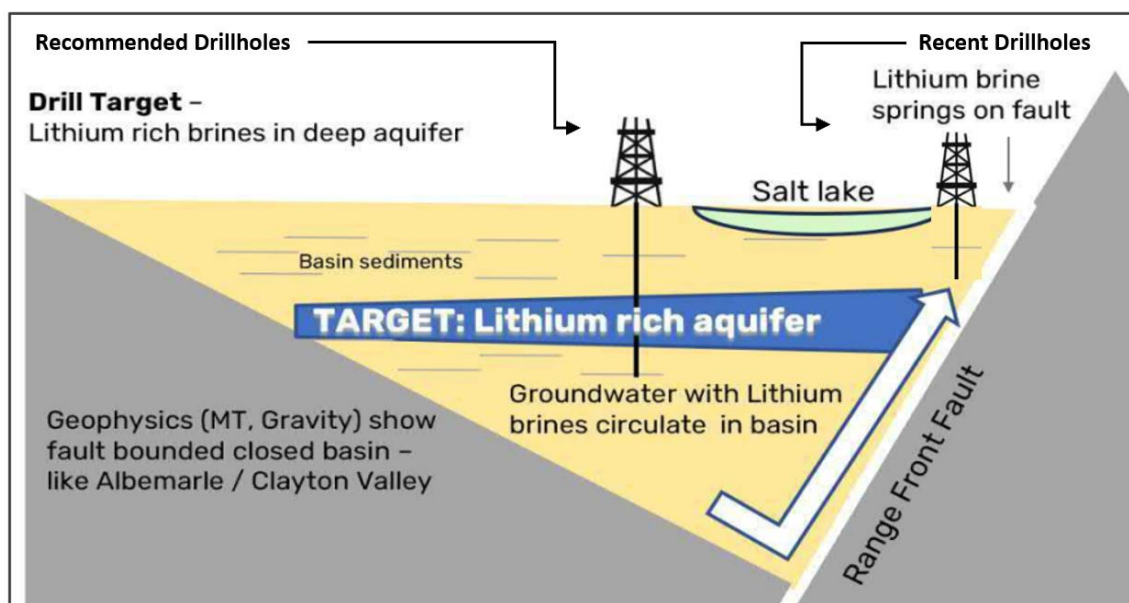


Figure 6: Stylised Target Aquifer in modelled cross section of basin - Liberty Lithium Project

Directors' Report (continued)

Gold Projects – Queensland

QXR holds c.100,000 hectares of gold projects within the Drummond Basin of Central Queensland that has 8.5-million-ounce gold endowment and a long history of ongoing mining with potential for significant epithermal gold-silver deposits. The largest producer historically is the Pajingo mine (ex-Newmont) which has produced 3.4 Moz since 1986 and currently produces ~ 80,000oz/yr. QXR holds 85,800 Ha of exploration leases on a 100% basis and 11,500 Ha (70%QXR) in a JV with private company, Zamia Resources.

High Grade Gold in Trenches at Big Red Project

Previous trenching at Big Red returned high grade gold results including 9m @ 5.9 g/t Au. Gold mineralisation remains open along strike, and will be targeted in a future trenching program. Interpreted strike length over Big Red currently exceeds 450m with probable further concealed extensions beneath surficial cover.

Gold trenching is planned to extend current high grade gold results in trenches at the Disney-Big Red Project (*ASX announcement 1 Nov 2021*). Two elongate gold anomalous zones were defined over 650m and may extend up to 1200m long.

Best trench results from hard rock at the base of trenches at Big Red were:

- Trench 1 - 9m @ 5.9 g/t Au within a mineralised zone 35m wide. Large zone 80m @1.2 g/t Au
- Trench 2- 3m @ 2.2 g/t Au within a mineralised zone 13m wide. Large zone 28m @ 1.8 g/t Au
- Trench 4 - 2m @ 23 g/t Au with a mineralised zone 7m wide. Large zone 32m @ 1.7 g/t Au

These results produced a drill ready target, but that drill program was delayed twice due to weather and soft ground (*ASX announcement 13 July 2021, 31 April 2022*). The Company believes the potential of Big Red may be similar to nearby Twin Hills deposit with 1.0Moz (23.1Mt@1.5g/t Au) incl 49m @5.2g/tAu and Lone Sister 0.48Moz (12.5Mt@1.2g/t Au) incl. 28m @45.2g/t Au (c.f. *ASX:GBZ announcement 5 Dec 2022, 28 Apr 2023, 9 Jun 2023*).

Reassessment of Open Pit Gold Mines

A reassessment of the potential of past open pit gold mines is underway. The two open cut mines, Belyando and Lucky Break, were closed when gold was less than A\$500/oz. Drilling data by QXR and previous explorers shows potential exists for down dip extensions to known gold mineralised zones and parallel features, as well as extensions along strike. Updated resource modelling for Belyando and Lucky Break have been commissioned. Both mines show potential exists for down dip extensions to known gold mineralised zones and parallel features, as well as extensions along strike.

Anthony Molybdenum project

The 'Anthony' Molybdenum (Mo) project, in Central Queensland, 70km northwest of Clermont, is an advanced-stage pure Mo deposit, adjacent to major sealed roads and near rail and energy support. QXR currently owns a 70% interest and intends to commence a Mining Lease application over the project, together with Stage 1 metallurgical test work and the conversion of the historic JORC 2004 resource to 2012 classification. The application will include an appraisal of several open pit mining and processing scenarios.

Copper-Gold-Molybdenum Projects

Two exploration permits (EPM 27931 and EPM 27921), covering an area of 626km², are highly prospective for copper, gold, and molybdenum, and provide a significant extension to existing tenements. A large geophysical target in magnetics and IP (Creek deposit) appears promising to replicate previous success at the Anthony molybdenum deposit and potentially located copper-gold mineralisation.

Directors' Report (continued)

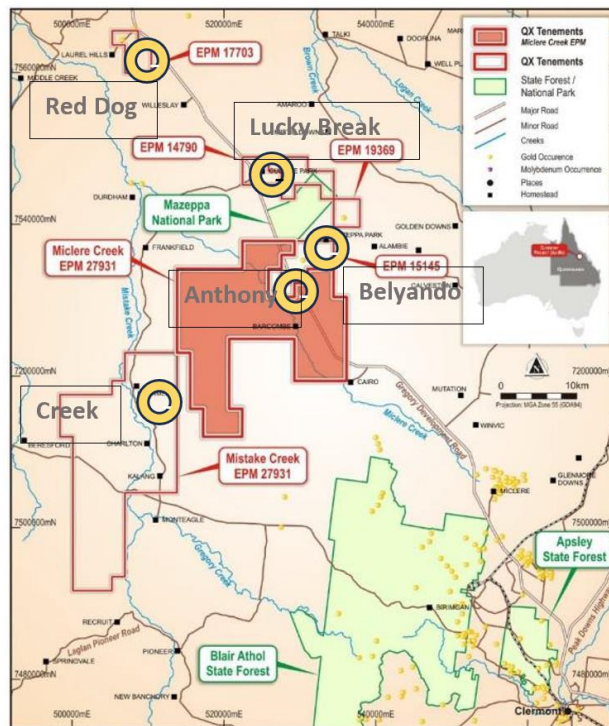


Figure 7: QXR's Queensland Gold and Gold-Copper-Moly Project Location Map



Figure 8: Big Red (Red Dog) Project – Past trenches; quartz breccias; area of past trenches (yellow rectangle) and planned extensions (orange rectangle)



Figure 9: QXR's shuttered Belyando open pit gold mine

Directors' Report (continued)

Bayrock Resources Limited Investment

On 16 March 2023, the Company announced that it had entered into a framework agreement with Bayrock Resources Limited to assist Bayrock with financing and development of its Projects, being the Lainejaur and Northern Nickel Line projects in northern Sweden (Figure 10) (ASX announcement 16 & 22 March 2023). QXR acted as underwriter to Bayrock's capital raising in 2023 and following the conversion of QXR-provided secured loans and fees, QXR holds a significant ~39% of Bayrock's issued capital. Bayrock is led by an experienced management team with a strong track record of exploration success as well as particular expertise the development of sulphide nickel-cobalt deposits.

Results of diamond drilling conducted at the Lainejaur nickel-copper-cobalt project were announced 11 July 2023, with high grade diamond drill results in LAI23001 (299.9m depth) included 4.7m at 2.0% Ni, 1.6% Cu and 0.1% Co from 283m downhole, within a mineralised section of 22m downhole.

Drilling at the Vuostok project, located about 60km northwest of the Lainejaur Project, showed highly encouraging nickel-copper grades in massive sulphides (pyrrhotite, pentlandite and chalcopyrite) from near surface in eight diamond drill holes. These results included drillhole VUO23011: 6.2m @ 1.2% Ni, 2.2% Cu, 0.04% Co from 11m down hole and drillhole VUO23013: 6.9m @ 1.2% Ni, 0.3% Cu, 0.05% Co from 5.1m down hole (ASX announcement 24 Oct 2023).

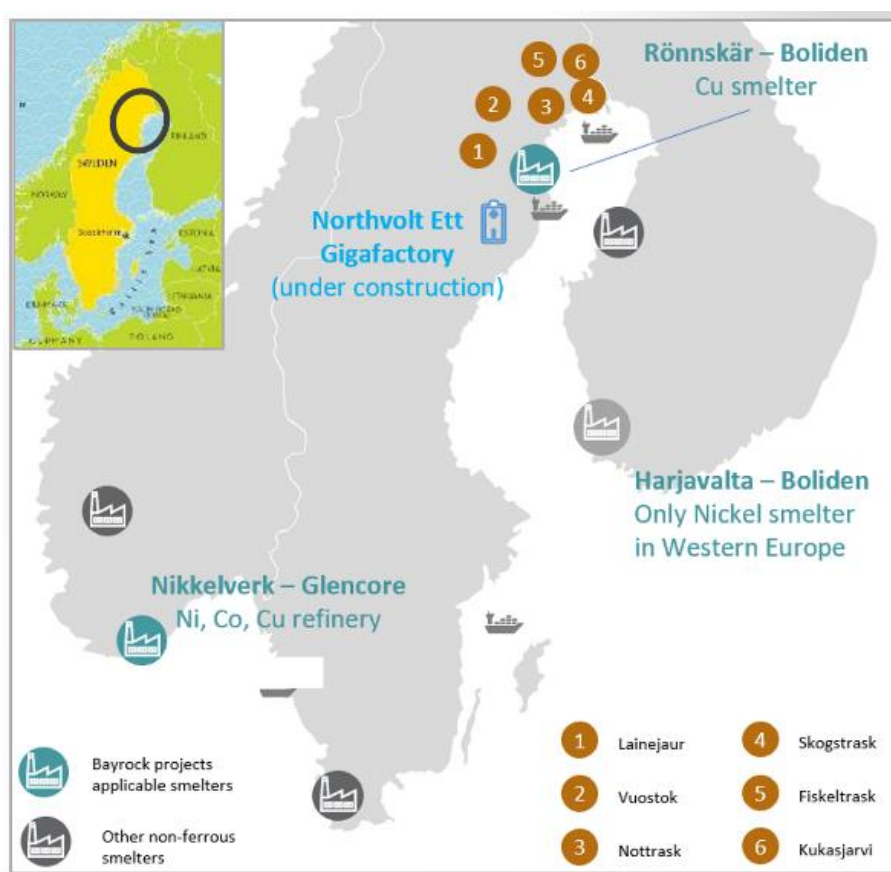


Figure 10: Map of the Bayrock battery mineral projects, including Lainejaur

Directors' Report (continued)

Operating Results

The consolidated statement of profit or loss and other comprehensive income shows a net loss for the year ended 30 June 2024 to members of \$1,770,603 (2023: net loss of \$1,969,574).

Dividends

No dividend has been paid or recommended by the directors during the year ended 30 June 2024.

Significant Changes in State of Affairs

There have been no significant changes in the state of affairs of the Group during the year ended 30 June 2024 other than as stated in the above overview.

Matters subsequent to the end of the financial year

On 26 September 2024, the Company announced that it had renegotiated the option agreement over the Liberty Lithium Brine project in California, USA, to reduce option payments and also to include an option to acquire an interest in two additional prospective lithium brine projects in the USA.

On 30 September 2024, the Company announced the resignation of Mr Steve Promnitz as a director of the Company.

Other than reported above, the Group has no further events after the reporting date to report.

Other than discussed above, no other matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Group's operations, the result of those operations, or the Group's state of affairs in future financial years.

Likely Developments and Expected Results

The Group is focused on both advancing and rationalising existing project opportunities and assessing projects that enhance the Group's existing suite of projects.

Financial Position

At 30 June 2024, the Group had net assets of \$6,229,559 (2023: \$3,916,510) and cash reserves of \$540,044 (2023: \$1,824,637).

Environmental Regulation

The Group operates within the resources sector and conducts its business activities with respect for the environment, while continuing to meet the expectations of the shareholders, employees and suppliers. The Group is subject to and is compliant with all aspects of environmental regulation of its exploration and mining activities in the relevant jurisdiction. The directors are not aware of any environmental law that is not being complied with.

The directors are mindful of the regulatory regime in relation to the impact of the organisational activities on the environment. There have been no known breaches by the Group during the year ended 30 June 2024.

Directors' Report (continued)

Information on Directors

Mr Maurice Feilich	-	Executive Chairman
Qualifications	-	B Comm
Experience	-	Maurice has been involved in investment markets for 30 years, commencing his career as an institutional derivative broker at McIntosh Securities (later Merrill Lynch) in 1998. He joined Tricom Equities in 2000 as head of Equities, and in 2010 became a founding partner of Sanlam Private Wealth. Mr Feilich has a track record of success and solid networks in the small resources sector and he has provided capital markets and funding support to QX Resources Ltd since the Company's re-listing in November 2016.
Interest in Shares and Options	-	47,765,874 Ordinary Shares 25,000,000 Incentive Options
Current directorships	-	Resource Base Limited (ASX:RBX)
Former directorships held in past three years	-	Nil

Mr Stephen Promnitz	-	Managing Director (Resigned 30 September 2024)
Qualifications	-	BSc (Hons).
Experience	-	<p>Mr Promnitz was previously Managing Director of Lake Resources NL, a lithium brine developer. In the process, he took a \$1 million market value private company, using new exploration models and ESG friendly extraction techniques, to form an ASX 200 Company with a strong balance sheet and a market capitalisation of ~\$A2.1 billion at the time of his departure.</p> <p>Mr Promnitz worked in the gold sector with major and mid-tier producers as well as across the battery minerals of copper, nickel and rare earths, and the broader natural resources and energy sector, with a focus on South America, South-East Asia and Australia. Previously he was CEO of small/mid-tier companies and has held senior management roles with global resource companies (Rio Tinto, WMC) and senior corporate finance roles with major banks (Westpac, Citigroup).</p>
Interest in Shares and Options	-	35,000,000 Incentive Options
Current directorships	-	
Former directorships held in past three years	-	Lake Resources (ASX:LKE)

Directors' Report (continued)

Information on Directors (continued)

Mr Benjamin Jarvis	-	Non-Executive Director – Resigned 27 October 2023
Qualifications	-	B Arts.
Experience	-	Mr Jarvis has extensive experience in the small resources sector as both a public company director and strategic advisor. Since 2011, he has been a non-executive director of South American focused gold and silver mining company, Austral Gold Limited (ASX:AGD). Mr Jarvis is the Managing Director and co-founder of Six Degrees Investor Relations, an Australian advisory firm he formed in 2006 that provides investor relations services to a broad range of companies listed on the Australian Securities Exchange. Mr. Jarvis was educated at the University of Adelaide.
Mr Daniel Smith	-	Non-Executive Director and Company Secretary
Qualifications	-	BA, GradDipACG, FCIS, FGIA, RG146.
Experience	-	Mr Smith is a chartered governance professional with over 15 years' primary and secondary capital markets expertise, and has advised on a number of IPOs, RTOs and capital raisings on the ASX and NSX. Dan's focus is on commercial due diligence, transaction structuring, and investor and stakeholder engagement. He is currently a director and/or company secretary of numerous companies on ASX, AIM and NSX.
Interest in Shares and Options	-	750,000 ordinary shares 10,000,000 Incentive Options
Current directorships	-	Europa Metals Ltd (AIM: EUZ), Lachlan Star Limited (ASX:LSA), DY6 Metals Ltd (ASX:DY6), White Cliff Minerals Ltd (ASX:WCN), Nelson Resources Limited (ASX:NES), Oceana Lithium Ltd (ASX: OCN)
Former directorships held in past three years	-	Alien Metals Ltd (AIM:UFO), Artemis Resources Ltd (ASX: ARV)
Mr Roger Jackson	-	Non-Executive Director
Qualifications	-	B.Sc. (Geology, Geophysics) Grad Dip Fin Man, Dip Ed, FAIMM, AICD, MAIG
Experience	-	Mr Jackson been actively involved in the Mining industry for 26 years as a Mine Operator, in Mine Services and in Mineral Exploration. He has been a founding director of a number of private and public mining and mine service companies. Mr Jackson has maintained a Geological and Mining Consulting business for the past 11 years whilst holding several executive roles. He has strong knowledge of gold exploration and mining. He also has a sound knowledge of base metal mining and exploration. He has developed several mining and ore processing operations in Australia and abroad. He has had significant experience in marketing gold and base metal concentrate across the globe.
Interest in Shares and Options	-	2,100,000 Ordinary Shares
Current directorships	-	Ark Mines Ltd (ASX:AHK), Vertex Minerals Ltd (ASX:VTX)
Former directorships held in past three years	-	NQ Minerals Plc, Pan Asia Metals Ltd

Directors' Report (continued)

Directors Meetings

The number of directors' meetings held and the number of meetings attended by each of the directors of the Group for the time the director held office during the year were as follows:

	Number of Meetings Eligible to Attend	Number of Meetings Attended
Director		
Mr Steve Promnitz	4	4
Mr Maurice Feilich	4	4
Mr Benjamin Jarvis - Resigned 27 October 2023	4	2
Mr Daniel Smith	4	4
Mr Roger Jackson	4	4

Shares under Option

Unissued ordinary shares of QX Resources Limited under option at the date of this report are as follows:

Type	Expiry Date	Issue Price of Shares	Number Under Option
Unlisted	29 December 2024	\$0.035	10,000,000
Unlisted	29 December 2025	\$0.050	10,000,000
Unlisted	28 December 2026	\$0.035	50,000,000

Insurance of Officers

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

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

Indemnity and insurance of Auditor

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

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

Proceedings on Behalf of the Company

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

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Corporations Act 2001.

Directors' Report (continued)

Auditor's Independence Declaration

A copy of the auditors' independence declaration as required under section 307C of the Corporations Act 2001 has been included as part of the financial report.

Auditor

Moore Australia Audit (WA) continues in office in accordance with section 327 of the Corporations Act 2001.

Remuneration Report (Audited)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

The remuneration report is set out under the following main headings:

- A Principles used to determine the nature and amount of remuneration.
- B Details of remuneration.
- C Service agreements.
- D Share-based compensation.
- E Additional disclosures relating to key management personnel

A Principles used to determine the nature and amount of remuneration

The Board has elected not to establish a remuneration committee based on the size of the organisation and has instead agreed to meet as deemed necessary and allocate the appropriate time at its board meetings.

The following items are considered and discussed as deemed necessary at the board meetings:

- make specific recommendations to the Board on remuneration of directors and senior officers;
- recommend the terms and conditions of employment for the executive director;
- undertake a review of the executive director's performance, at least annually, including setting with the executive director goals for the coming year and reviewing progress in achieving those goals;
- consider and report to the Board on the recommendations of the executive director on the remuneration of all direct reports; and
- develop and facilitate a process for Board and director evaluation.

Non-Executive Directors

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the Board.

Directors' Report (continued)

Remuneration Report (Audited) (continued)

Directors' fees

Non-executive directors' fees are determined within an aggregate directors' fee pool limit, which is periodically recommended for approval by shareholders. The maximum currently stands at \$300,000 per annum.

A Principles used to determine the nature and amount of remuneration (continued)

Additional fees

A director may also be paid fees or other amounts as the directors determine if a director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. A director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Retirement allowances for directors

Superannuation contributions required under the Australian Superannuation Guarantee Legislation continue to be made and are deducted from the directors' overall fee entitlements.

Executive pay

The executive pay and reward framework has two components:

- Base pay and benefits, including superannuation; and
- Long-term incentives through participation in the Employee Share Option Plan.

The combination of these comprises the executive's total remuneration. The Group intends to revisit its long-term equity-linked performance incentives for executives as deemed necessary by the Board.

Base pay

The employment cost package which may be delivered as a combination of cash and prescribed non-financial benefits at the executives' discretion.

Executives are offered a competitive base pay that comprises the fixed component of pay and rewards. Base pay for executives is reviewed annually to ensure the executive's pay is competitive with the market. An executive's pay is also reviewed every 12 months and may increase every 12 months.

Benefits

No benefits other than noted above are paid to directors or management except as incurred in normal operations of the business.

Long term incentives

Options are issued at the Board's discretion. Other than options disclosed in section D of the remuneration report, there were no other long term incentives issued to employees during the year.

Directors' Report (continued)

Remuneration Report (Audited) (continued)

B Details of remuneration

Details of the remuneration of the directors and the key management personnel of the Group are found below:

Key management personnel and other executives of the Group

	Short-term benefits			Post-employment benefits		Share-based payments		Total
30 June 2024	Cash salary & Fees	Consulting fee	Non-monetary Benefits	Super-annuation Pensions	Retirement Benefits	Equity-Settled shares	Equity-Settled options	
Directors	\$	\$	\$	\$	\$	\$	\$	\$
<i>Executive Directors</i>								
Maurice Feilich	120,000	-	-	-	-	-	337,063	457,063
Stephen Promnitz ¹	90,498	90,498	-	19,909	-	-	202,238	403,143
Total Executive Directors	210,498	90,498	-	19,909	-	-	539,301	860,206
<i>Non-Executive Directors</i>								
Benjamin Jarvis ²	6,000	-	-	-	-	-	-	6,000
Roger Jackson ³	24,000	-	-	-	-	-	-	24,000
Daniel Smith ⁴	36,000	-	-	-	-	-	134,825	170,825
Total Non-Executive Directors	66,000	-	-	-	-	-	134,825	200,825
Total key management personnel compensation	276,498	90,498	-	19,909	-	-	674,126	1,061,031

No proportion of director and key management remuneration is linked to performance.

¹ Mr Stephen Promnitz, an Executive Director, also provides Geological Consulting services to the Group.

² Mr B Jarvis, a Non-Executive Director (resigned on 27 October 2023), is also a director and shareholder of Six Degrees Group Holdings Pty Ltd. Six Degrees was also entitled to an additional \$8,200 in relation to Public Relations services performed up to his date of resignation.

³ Mr R Jackson, a Non-Executive Director, is also a director and shareholder of Everyday Hire Pty Ltd (Everyday). Everyday was also entitled to an additional \$3,360 in relation to Geological Consulting services performed during the year ended 30 June 2024.

⁴ Mr D Smith, a Non-Executive Director, also provides company secretarial services to the Group.

Directors' Report (continued)

Remuneration Report (Audited) (continued)

	Short-term benefits			Post-employment benefits		Share-based payments		Total
30 June 2023	Cash salary & Fees	Consulting fee	Non-monetary Benefits	Super-annuation Pensions	Retirement Benefits	Equity-Settled shares	Equity-Settled options	
Directors	\$	\$	\$	\$	\$	\$	\$	\$
<i>Executive Directors</i>								
Maurice Feilich	120,000	-	-	-	-	-	-	120,000
Stephen Promnitz ¹	67,874	67,873	-	14,253	-	-	336,700	486,700
Total Executive Directors	187,874	67,873	-	14,253	-	-	336,700	606,700
<i>Non-Executive Directors</i>								
Benjamin Jarvis ²	24,000	-	-	-	-	-	-	24,000
Roger Jackson ³	24,000	-	-	-	-	-	-	24,000
Daniel Smith	72,000	-	-	-	-	-	-	72,000
Total Non-Executive Directors	120,000	-	-	-	-	-	-	120,000
Total key management personnel compensation	307,874	67,873	-	14,253	-	-	336,700	726,700

No proportion of director and key management remuneration is linked to performance.

¹ Mr Stephen Promnitz, an Executive Director, also provides Geological Consulting services to the Group.

² Mr B Jarvis, a Non-Executive Director (resigned on 27 October 2023), is also a director and shareholder of Six Degrees Group Holdings Pty Ltd. Six Degrees was also entitled to an additional \$24,000 in relation to Public Relations services performed during the year ended 30 June 2023.

³ Mr R Jackson, a Non-Executive Director, is also a director and shareholder of Everyday Hire Pty Ltd (Everyday). Everyday was also entitled to an additional \$4,610 in relation to Geological Consulting services performed during the year ended 30 June 2023.

⁴ Mr D Smith, a Non-Executive Director, also provides company secretarial services to the Group.

C Service agreements

No formal service agreements have been entered into by non-executive directors upon appointment to the board during the year ended 30 June 2024. Effective 1 March 2020 as the result of board resolution, all non-executive directors are entitled to \$2,000 per month and no termination benefits. Effective 1 March 2022, Daniel Smith has returned to the entitlement of \$3,000 per month and no termination benefits as the result of board resolution which was effective 1 July 2018.

Directors' Report (continued)

Remuneration Report (Audited) (continued)

D Share-based compensation

On 28 December 2023, the Company advised that it had issued 50,000,000 unlisted options to directors as incentive options following Shareholder approval received at the General Meeting held 29 November 2023. These options were valued using the Black-Scholes valuation model and the expense recognised in full at their date of issue is \$674,126. The valuation model inputs used to determine the fair value at the grant date is as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Risk free rate	Dividend yield	Number of options	Value per option	Total value \$	Vesting terms
28/12/23	28/12/26	\$0.024	\$0.035	100%	4.00%	0%	50,000,000	\$0.0135	\$674,126	Immediately

E Additional disclosures relating to key management personnel

Key management personnel options

The numbers of options over ordinary shares in the Company held during the year by each director of QX Resources Limited and other key management personnel of the Group, including their personally related parties are set out below.

2024	Balance at the start of the year	Granted	Exercised	Expired, forfeited and other changes	Balance at the end of the year
Name					
Directors					
Executive Directors					
Maurice Feilich	10,000,000	25,000,000	-	10,000,000	25,000,000
Stephen Promnitz	30,000,000	15,000,000	-	10,000,000	35,000,000
Total Executive Directors	40,000,000	40,000,000	-	20,000,000	60,000,000
Non-Executive Directors					
Benjamin Jarvis ¹	5,000,000	-	-	5,000,000	-
Roger Jackson	-	-	-	-	-
Daniel Smith	2,500,000	10,000,000	-	2,500,000	10,000,000
Total Non-Executive Directors	7,500,000	10,000,000	-	7,500,000	10,000,000
Total	47,500,000	50,000,000	-	27,500,000	70,000,000

¹ Mr B Jarvis resigned on 27 October 2023 and this was his shareholding at that date.

Directors' Report (continued)

Remuneration Report (Audited) (continued)

F Additional disclosures relating to key management personnel (continued)

Key management personnel shareholdings

The numbers of shares in the Company held during the year by each director of QX Resources Limited and other key management personnel of the Group, including their personally related parties are set out below.

2024				
Name	Balance at the start of the year	Received during the year	Other changes	Balance at the end of the year
Directors				
Executive Directors				
Maurice Feilich	45,765,874	-	2,000,000	47,765,874
Stephen Promnitz	-	-	-	-
Total Executive Directors	45,765,874	-	2,000,000	47,765,874
Non-Executive Directors				
Benjamin Jarvis ¹	21,112,502	-	-	21,112,502
Roger Jackson	1,600,000	-	500,000	2,100,000
Daniel Smith	-	-	750,000	750,000
Total Non-Executive Directors	22,712,502	-	1,250,000	23,962,502
Total	68,478,376	-	3,250,000	71,728,376

¹ Mr B Jarvis resigned on 27 October 2023 and this was his shareholding at that date.

Voting and comments made at the Company's 2023 Annual General Meeting (AGM)

At the 2023 AGM, held on 29 November 2023, 100% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2023. The Group did not receive any specific feedback at the AGM regarding its remuneration practices.

Additional information

The loss of the Group for the five years to 30 June 2024 are summarised below, along with other factors that are considered to affect total shareholder return (TSR):

	2024	2023	2022	2021	2020
	\$	\$	\$	\$	\$
Closing share price – 30 June	0.006	0.019	0.029	0.016	0.015
Loss for the year attributable to owners of QX Resources Ltd	(1,770,603)	(1,969,574)	(4,514,832)	(1,449,461)	(487,855)
Basic Loss per Share (cents)	(0.17)	(0.23)	(0.62)	(0.28)	(0.13)

Directors' Report (continued)

Remuneration Report (Audited) (continued)

Other transactions and balances with key management personnel

Below are transactions and balances with director-related entities for the year ended 30 June 2024.

Related Party	Type of Service	2024 \$
Expenses		
Minerva Corporate Pty Ltd ¹	Company secretarial and accounting services	67,500
Six Degrees Group Holdings Pty Ltd ²	Public relation services	8,200
Every Day Hire Pty Ltd ³	Geological consulting services	3,360
Total Expenses		79,060
Liabilities		
Maurice Feilich	Director fees included in trade payables	10,000
Minerva Corporate Pty Ltd ¹	Director fees, company secretarial and accounting services included in trade payables	21,000
Every Day Hire Pty Ltd ³	Director fees and consulting services included in trade payables	7,360
Stephen Promnitz	Net Salary, PAYG Withheld & Superannuation	16,742
Total Liabilities		55,102

¹ Daniel Smith is a Director and shareholder of Minerva Corporate Pty Ltd, a company which provides company secretary, non-executive director and accounting services to the Group.

² Benjamin Jarvis (resigned on 27 October 2023) is a Director and shareholder of Six Degrees Holdings Pty Ltd, a company which provides public relation and non-executive director services to the Group.

³ Roger Jackson is a Director and shareholder of Every Day Hire Pty Ltd, a company which provides geological consulting and non-executive director services to the Group.

These transactions have been entered into on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

[End of Remuneration Report]

This report is made in accordance with a resolution of directors pursuant to s298(2)(a) of the Corporations Act 2001.



Maurice Feilich
Executive Chairman

Perth, Western Australia, 30 September 2024

Auditor's Independence Declaration **Under Section 307c of the Corporations Act 2001**

To the directors of QX Resources Limited

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2024, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit, and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.



Neil Pace
Partner – Audit and Assurance
[Moore Australia Audit \(WA\)](#)
Perth
30th day of September 2024



Moore Australia Audit (WA)
Chartered Accountants

Independent Audit Report

To the members of QX Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of QX Resources Limited (the Company) and its subsidiaries (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, and 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:

- i. 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
- ii. 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.

Emphasis of Matter – Material Uncertainty regarding Going Concern

We draw attention to Note 1 (a) of the financial report, which indicates that the Company is dependent upon the successful raising of additional funds either from equity raising and/or implementation of joint venture agreements in order to fund its working capital and discharge its liabilities in the ordinary course of business. These conditions indicate the existence of a material uncertainty that may cast doubt about the Company’s ability to continue as a going concern, which if it was to eventuate, the Company may be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. Our audit opinion is not modified in this regard.

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.

Key audit matter	How the matter was addressed in our audit
Carrying value of Investments and Investments accounted for using the equity method	
Refer to Notes 9 and 18	
<p>As at 30 June 2024 the Group owns a 70% equity interest in Zamia Resources Pty Ltd and a 39% equity interest in Bayrock Resources Pty Ltd, with a combined carrying value of \$2.30 million, both of which are accounted for using the equity method of accounting.</p> <p>As at 30 June 2024 the Group has an option agreement whereby the Company can earn a 75% interest in the Liberty Brine Project, with a carrying value of \$3.5 million.</p> <p>The underlying assets of the above investments, which support the carrying value of the investments, are exploration tenements which have not yet achieved commercialization.</p> <p>Under AASB 6 Exploration for and Evaluation of Mineral Resources the Group is required to test the exploration assets for impairment.</p> <p>The carrying values of these investments were key audit matters given the significance of the exploration activities to the Group's balance sheet, and the judgement involved in the assessment of their values.</p>	<p>Our procedures included, amongst others the following:</p> <ul style="list-style-type: none"> Assessing the accounting treatments adopted for each investment as at 30 June 2024. Assessing the methodologies used by management to estimate recoverable amounts of the investments, including testing the integrity of the information provided, and assessing the appropriateness of the key assumptions adopted based on our knowledge of the exploration assets and industry. Reviewing minutes of Board meetings, the latest professional and other reports for evidence of any impairment indicators or material adverse changes in relation to the investments. Testing expenditures and other additions to the investments during the year on a sample basis against supporting documentation and agreements and ensuring such expenditures and additions are appropriately recorded in accordance with applicable accounting standards. Compared the Group's market capitalisation as at 30 June 2024 to its net asset position, Market capitalisation below net assets is an indicator of possible impairment, thereby requiring further consideration. Assessing the appropriateness of the relevant disclosures in the financial statements.

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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and will request that it is corrected. If it is not corrected, we will seek to have the matter appropriately brought to the attention of users for whom our report is prepared.

Responsibilities of the Directors for the Financial Report

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

- a) 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
- b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and
- c) for such internal control as the directors determine is necessary to enable the preparation of:
 - i. 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
 - ii. the consolidated entity disclosure statement that is true and correct and is free of 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 has 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 the 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.

A further description of our responsibilities for the audit of the financial report is located on the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

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

In our opinion, the Remuneration Report of QX Resources 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.



Neil Pace
Partner – Audit and Assurance
Moore Australia Audit (WA)
Perth
30th day of September 2024



Moore Australia Audit (WA)
Chartered Accountants

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2024

	Note	Consolidated 2024 \$	Consolidated 2023 \$
Revenue from continuing operations			
Other income	2	115,635	230,792
		115,635	230,792
Expenses			
Finance costs		(3,296)	(3,213)
Employee and director benefits expense	3	(296,407)	(286,127)
Exploration and Evaluation expenditures written off	11	(338,414)	(1,014,219)
ASX and share registry fees		(82,008)	(82,936)
Consultants and travel		(11,163)	(13,999)
Loss on disposal of listed investments		(9,852)	-
Other expenses		(351,628)	(315,915)
Share-based payments expense	17	(674,126)	(336,700)
Share of losses of associates accounted for using the equity method	18	(107,826)	(74,402)
Fair value loss on financial assets at fair value through profit or loss	9	(11,518)	(72,855)
Loss before income tax expense		(1,770,603)	(1,969,574)
Income tax expense	4	-	-
Loss after income tax expense for the year		(1,770,603)	(1,969,574)
Other comprehensive income, net of income tax		-	-
Total comprehensive loss for the year		(1,770,603)	(1,969,574)
Basic and diluted loss per share (cents)	5	(0.17)	(0.23)

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

Consolidated Statement of Financial Position

As at 30 June 2024

	Note	Consolidated 2024 \$	Consolidated 2023 \$
ASSETS			
Current Assets			
Cash and cash equivalents	7	540,044	1,824,637
Trade and other receivables	8	10,132	1,019,402
Investments	9	115,507	144,773
Total Current Assets		665,683	2,988,812
Non-Current Assets			
Investments	9	3,501,414	255,000
Investments accounted for using the equity method	18	2,300,853	919,291
Total Non-Current Assets		5,802,267	1,174,291
TOTAL ASSETS		6,467,950	4,163,103
LIABILITIES			
Current Liabilities			
Trade and other payables	12	238,391	246,593
Total Current Liabilities		238,391	246,593
TOTAL LIABILITIES		238,391	246,593
NET ASSETS		6,229,559	3,916,510
EQUITY			
Issued capital	13	52,442,948	49,033,422
Reserves	14	885,659	1,219,575
Accumulated losses	16	(47,099,048)	(46,336,487)
TOTAL EQUITY		6,229,559	3,916,510

The above statement of financial position is to be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

For the year ended 30 June 2024

	Note	Consolidated 2024 \$	Consolidated 2023 \$
Cash flows from operating activities			
Payments to suppliers and employees		(827,734)	(716,625)
Interest received		7,635	-
Interest paid		(3,014)	(2,706)
Net cash flows used in operating activities	24	(823,113)	(719,331)
Cash flows from investing activities			
Payments for exploration and evaluation expenditure		(338,414)	(938,043)
Payments for acquisition of associates		(30,237)	(87,548)
Payments for investments	9	(3,297,051)	(190,529)
Loans to other parties		-	(996,145)
Proceeds from sale of investments	9	38,896	287,958
Net cash flows used in investing activities		(3,626,806)	(1,924,307)
Cash flows from financing activities			
Proceeds from issue of shares		3,326,364	837,500
Share issue costs		(161,038)	(6,674)
Net cash flows from financing activities		3,165,326	830,826
Net decrease in cash and cash equivalents		(1,284,593)	(1,812,812)
Cash and cash equivalents at beginning of year		1,824,637	3,637,449
Cash and cash equivalents at end of year	7	540,044	1,824,637

The above statement of cash flows is to be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2024

	Issued Capital \$	Accumulated Losses \$	Reserves \$	Total \$
Balance at 1 July 2023	49,033,422	(46,336,487)	1,219,575	3,916,510
Loss for the year	-	(1,770,603)	-	(1,770,603)
Other comprehensive income	-	-	-	-
Total comprehensive loss	-	(1,770,603)	-	(1,770,603)
Transactions with owner, directly recorded in equity:				
Issue of shares (Note 13)	3,620,564	-	-	3,620,564
Share-based payments (Note 17)	-	-	674,126	674,126
Share issue costs (Note 13)	(211,038)	-	-	(211,038)
Total transactions with owners	3,409,526	-	674,126	4,083,652
Options lapsed (Note 14)	-	1,008,042	(1,008,042)	-
Balance at 30 June 2024	52,442,948	(47,099,048)	885,659	6,229,559
Balance at 1 July 2022	48,086,346	(44,366,913)	999,125	4,718,558
Loss for the year	-	(1,969,574)	-	(1,969,574)
Other comprehensive income	-	-	-	-
Total comprehensive loss	-	(1,969,574)	-	(1,969,574)
Transactions with owner, directly recorded in equity:				
Issue of shares (Note 13)	837,500	-	-	837,500
Share-based payments (Note 17)	-	-	336,700	336,700
Share issue costs (Note 13)	(6,674)	-	-	(6,674)
Total transactions with owners	830,826	-	336,700	1,167,526
Options exercised (Note 14)	116,250	-	(116,250)	-
Balance at 30 June 2023	49,033,422	(46,336,487)	1,219,575	3,916,510

The statement of changes in equity is to be read in conjunction with the accompanying notes.

Notes to the Financial Statements

1. Summary of Material Accounting Policies

These consolidated financial statements and notes represent those of QX Resources Limited and controlled entities ("Group").

QX Resources Limited is a Company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The nature of the operations and principal activities of the Group are described in the Directors' Report.

The financial report was authorised for issue on 27 September 2024 by the directors of the Company.

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) 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'). QX Resources Limited is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

Except for cash flow information, the financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

New or amended Accounting Standards and Interpretations adopted

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

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

Notes to the Financial Statements

1. Summary of Material Accounting Policies (continued)

(a) Basis of preparation (Continued)

Going concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

The Group recorded a loss of \$1,770,603 for the year ended 30 June 2024 (2023: \$1,969,574 loss) and had a net cash outflow from operating and investing activities of \$4,449,919 (2023: \$2,643,638) for the year ended 30 June 2024. The Group had cash and cash equivalents at 30 June 2024 of \$540,044 (2023: \$1,824,637) and has net current assets of \$427,292 (2023: \$2,742,219).

The Group's cashflow forecast for the period 1 September 2024 to 30 June 2025 reflects that the Group will need to raise additional working capital during the quarter ending 31 December 2024 to enable the Group to continue to meet its current committed exploration and administration expenditure.

Notwithstanding the above matters, the Directors are satisfied they will be able to raise additional working capital as required and thus it is appropriate to prepare the financial statements on a going concern basis. In arriving at this position, the Directors have considered the following pertinent matters:

- The planned exploration expenditure is staged, and expenditure may or may not be spent depending on the result of the prior exploration stage;
- The Group has the option, if necessary, to defer certain expenditure and reduce costs in order to minimise its funding requirements; and
- The Directors are satisfied that they will be able to raise additional funds by either an equity raising and/or implementation of joint ventures agreements to fund ongoing exploration commitments and for working capital.

Basis of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company as at 30 June 2024 and the results of all subsidiaries for the year then ended. Subsidiaries are all those entities over which the Group has control.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full.

Notes to the Financial Statements

1. Summary of Material Accounting Policies (continued)

(a) Basis of preparation (Continued)

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Control exists where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing when the Group controls another entity.

Unrealised gains or transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint controlled entity or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(b) Foreign Currencies

The functional and presentation currency of the Group is Australian dollars.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange prevailing at the end of the reporting period. Foreign exchange gains and losses resulting from settling foreign currency transactions, as well as from restating foreign currency denominated monetary assets and liabilities, are recognised in profit or loss, except when they are deferred in other comprehensive income as qualifying cash flow hedges or where they relate to differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity.

(c) Exploration and Evaluation Expenditure

Costs incurred in the exploration and evaluation stages of specific areas of interest are expensed against profit or loss as incurred. All exploration and evaluation expenditure, including general permit activity, geological and geophysical costs, project generation and drilling costs, is expensed as incurred. The costs of acquiring interests in new exploration licences is also expensed. Once the technical feasibility and commercial viability of extracting a mineral resource are demonstrable in respect to an area of interest, development expenditure is capitalised to the Statement of Financial Position.

Notes to the Financial Statements

1. Summary of Material Accounting Policies (continued)

(d) Employee Benefits

(i) *Short-term employee benefits*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled within 12 months of the reporting date are recognised in current liabilities in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) *Other long-term employee benefits*

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are recognised in non-current liabilities, provided there is an unconditional right to defer settlement of the liability. The liability is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(iii) *Share-based payments*

Equity-settled share-based compensation benefits are provided to employees of the Company at the directors discretion.

The fair value of options granted is recognised as an option benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options. If options are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement option is substituted for the cancelled option, the cancelled and new option is treated as if they were a modification.

The fair value at grant date is independently determined using an appropriate valuation model that considers the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. The fair value of the options granted is adjusted to reflect market vesting conditions but excludes the impact of any non-market vesting conditions.

Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each reporting date, the Company revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period considers the most recent estimate. The impact of the revision to original estimates, if any, is recognised in the statement of profit or loss and other comprehensive income with a corresponding adjustment to equity.

(iv) *Defined contribution superannuation expense*

Contributions to defined contribution superannuation plans are expensed in the period which they are incurred.

Notes to the Financial Statements

1. Summary of Material Accounting Policies (continued)

(e) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result, of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

(f) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash.

(g) Revenue recognition

Interest

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument. All revenue is stated net of the amount of goods and services tax (GST).

Other revenue

Other income is recognised when it is received or when the right to receive payments is established.

(h) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the consolidated statement of financial position are shown inclusive of GST.

Cash flows are presented in the consolidate statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(i) Trade and Other Receivables

Trade receivables are initially recognised at transaction price and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Notes to the Financial Statements

1. Summary of Material Accounting Policies (continued)

(j) Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognized in profit or loss.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

(k) Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs, and minimising the use of unobservable inputs.

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

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value

Notes to the Financial Statements

1. Summary of Material Accounting Policies (continued)

of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

(l) Impairment of Non-Financial Assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(m) Trade and Other Payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

(n) Earnings per Share

Basic earnings per share is calculated as net profit attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(o) Issued Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(p) Investment in Associate through Equity Method

Under the equity method, the share of the profits or losses of the joint venture is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in joint ventures are carried in the statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the joint venture. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Income earned from joint venture entities reduce the carrying amount of the investment.

Notes to the Financial Statements

1. Summary of Material Accounting Policies (continued)

(q) Significant 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 expectation of future events, management believes to be reasonable under the circumstances. The resulting accounting judgments 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.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial, market value, Black-Scholes model or Hoadley's ESO2 valuation model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

(r) New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2024. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Notes to the Financial Statements

2. Other Income

	Consolidated 2024 \$	Consolidated 2023 \$
Other Income		
Loan establishment fees	-	133,500
Gain on disposal of financial assets	-	55,822
Interest received	7,635	41,470
Commissions received	108,000	-
	115,635	230,792

3. Employee and Director Benefits Expense

Employee and director benefits expense for the year includes the following items:

	Consolidated 2024 \$	Consolidated 2023 \$
Short term benefits	276,498	271,874
Post-employment benefit	19,909	14,253
	296,407	286,127

4. Income Tax

	Consolidated 2024 \$	Consolidated 2023 \$
Loss before income tax	(1,770,603)	(1,969,574)
Tax benefit, prima facie, at the Australian tax rate of 25% (2023: 25%)	(442,651)	(492,394)
Add / (less):		
Non-assessable income	-	-
Non-deductible expenses	178,220	73,676
	(264,431)	(418,718)
Deferred tax assets not brought to account	264,431	418,718
Income tax expense	-	-

At 30 June 2024, the Group has unused tax losses of \$42,829,928 (2023: \$42,133,409). The potential tax benefit at the Australian tax rate of 25% (2023: 25%) not recognised for unused tax losses is \$10,707,482 (2023: \$10,533,352). The unused tax losses are comprised of operating losses totalling \$11,608,465 and capital losses totalling \$31,221,463.

The benefit for tax losses will only be obtained if:

- (i) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised;
- (ii) the Group continues to comply with the conditions for deductibility imposed by the relevant tax legislation; and

Notes to the Financial Statements

4. Income Tax (continued)

- (iii) there are no changes in tax legislation which will adversely affect the Group in realising the benefit from the deductions for the losses.

5. Earnings per Share

Basic earnings per share amounts are calculated by dividing net profit/(loss) for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

The following reflects the loss and share data used in the basic earnings per share computations:

	Consolidated 2024 \$	Consolidated 2023 \$
Loss after income tax	(1,770,603)	(1,969,574)
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	1,045,700,741	862,955,217
	Cents	Cents
Basic and diluted loss per share ¹	(0.17)	(0.23)

¹ As at 30 June 2004, 70,000,000 outstanding incentive share options awarded as share based payments have been excluded from the diluted earnings per share calculation as they would have been anti-dilutive.

6. Dividends Paid or Proposed

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

7. Cash and Cash Equivalents

	Consolidated 2024 \$	Consolidated 2023 \$
Current		
Cash at bank and in hand	540,044	1,824,637

8. Trade and Other Receivables

	Consolidated 2024 \$	Consolidated 2023 \$
Current		
Other receivables	10,132	103,287
Interest receivable	-	41,470
Loan receivable	-	874,645
	10,132	1,019,402

Expected credit loss

The Group has not recognised any expected credit loss allowance as at 30 June 2024 (2023: nil).

Notes to the Financial Statements

9. Investments

	Consolidated 2024 \$	Consolidated 2023 \$
Current		
Financial assets at fair value through profit or loss	115,507	144,773
Movement		
Balance at beginning of period	144,773	334,764
Additions	31,000	115,000
Disposals	(38,896)	(287,958)
Gain/(Loss) on disposals	(9,852)	55,822
Revaluation decrements	(11,518)	(72,855)
Balance at end of period	115,507	144,773
Non- Current		
Investment – Bayrock Resources Ltd	255,000	255,000
Less: Reclassification to Interest in Associates	(255,000)	-
Investment – US Liberty Brine	75,529	-
Add: Additional funds invested in US Liberty Brine	3,425,885	-
Balance at end of period	3,501,414	255,000

As announced on 5 October 2023, the Company entered into an option agreement whereby the Company can earn a 75% interest in the Liberty Brine project through a combination of option payments (totalling US\$2 million and work commitments (totalling US\$1.2 million). As at 30 June 2024, the Company had incurred expenditure of approximately US\$2m and is yet to earn an equity interest in the Project.

10. Fair Value Measurement

Fair value hierarchy

The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Consolidated – 30 June 2024				
Assets				
Financial assets at fair value through profit or loss	115,507	-	-	115,507
Investment – US Liberty Brine	-	-	3,501,414	3,501,414
Total Assets	115,507	-	3,501,414	3,616,921

Notes to the Financial Statements

10. Fair Value Measurement (continued)

	Level 1	Level 2	Level 3	Total
Consolidated – 30 June 2023	\$	\$	\$	\$
Assets				
Financial assets at fair value through profit or loss	144,773	-	-	144,773
Investment – Bayrock Resources Ltd	-	255,000	-	255,000
Total Assets	144,773	255,000	-	399,773

There were no transfers between levels during the year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

Valuation techniques for fair value measurements categorised within level 2 and level 3.

The unquoted investments valued under level 2 fair value hierarchy is valued at an agreed upon price that is based on quoted prices for similar assets in the active market. There has been no movement in level 3 assets and liabilities during the year ended 30 June 2023.

11. Exploration and Evaluation Expenditure

	Consolidated 2024 \$	Consolidated 2023 \$
Non – Current		
Exploration and evaluation expenditure – at cost	-	-
Movement		
Balance at beginning of period	-	-
Exploration costs incurred	338,414	1,014,219
Exploration costs expensed	(338,414)	(1,014,219)
Balance at end of period	-	-

The carrying value of the Group's interest in exploration expenditure is dependent upon:

- the continuance of the Group's rights to tenure of the areas of interest;
- the results of future exploration; and
- the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

Notes to the Financial Statements

12. Trade and Other Payables

	Consolidated 2024 \$	Consolidated 2023 \$
Current		
Trade payables	66,813	154,386
Other payables	165,269	87,557
PAYG withholding payable	4,650	4,650
Superannuation payable	1,659	-
	238,391	246,593

Trade and other payables are non-interest bearing and are normally settled within 30-60 days.

13. Issued Capital

	Consolidated 2024 \$	Consolidated 2023 \$
(a) Issued and paid-up capital		
Ordinary shares - fully paid	52,442,948	49,033,422

Movement in ordinary shares on issue:

	Date	No. of Shares	Issue Price	\$
1 July 2022		859,362,321		48,086,346
Conversion of options	5 October 2022	5,000,000	\$0.02100	105,000
Conversion of options	5 October 2022	17,500,000	\$0.03050	533,750
Conversion of options	30 December 2022	15,000,000	\$0.02100	315,000
Share issue costs				(6,674)
30 June 2023		896,862,321		49,033,422
Shares issued for acquisition of Investment	28 September 2023	4,824,720	\$0.03000	150,000
Placement shares	17 October 2023	154,040,813	\$0.02000	3,374,854
Shares issued for ATM facility	19 October 2023	50,000,000		10
Placement shares	28 December 2023	4,350,000	\$0.02200	95,700
Share issue costs				(211,038)
30 June 2024		1,110,077,854		52,442,948

Capital risk management

The Group's objectives when managing capital are to ensure that the Group can fund further exploration and listing activities and remain a going concern.

The Group manages the capital structure and makes adjustments to it in light of the forecast cash requirements. To that end, internal capital rationing is complemented by capital raising activities as required to ensure funding for development activities is in place.

There are no externally imposed capital requirements. There was no change to the capital management policies from last year.

Notes to the Financial Statements

13. Issued Capital (continued)

Management effectively manages the Group's capital by assessing its financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues. There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year. The capital of the Group for the years ended 30 June 2024 and 30 June 2023 are as follows:

	Note	Consolidated 2024 \$	Consolidated 2023 \$
Total borrowings (including payables)	12	238,391	246,593
Less cash and cash equivalents	7	(540,044)	(1,824,637)
Net debt		(301,653)	(1,578,044)
Total equity		6,229,559	3,916,510
Total capital		5,927,906	2,338,466

14. Reserves

	Consolidated 2024 \$	Consolidated 2023 \$
Reserves		
Option reserve	821,534	1,155,450
Shares to be issued reserve	64,125	64,125
	885,659	1,219,575

Movement during the year	Option reserve	Shares to be issued reserve
Balance at 30 June 2022	935,000	64,125
Options issued	336,700	-
Options exercised	(116,250)	-
Balance at 30 June 2023	1,155,450	64,125
Options issued	674,126	-
Options lapsed	(1,008,042)	-
Balance at 30 June 2024	821,534	64,125

Options reserve

The option reserve recognises options issued by the Company.

Notes to the Financial Statements

14. Reserves (continued)

Summary of share options:

	Expiry Date	Exercise Price	Balance at start of year	Granted during the year	Exercised during the year	Forfeited/ (expired) during the year	Balance at end of the year	Vested & exercisable at end of the year
			Number	Number	Number	Number	Number	Number
2024								
Unlisted option	5 Oct 23	\$0.035	17,500,000	-	-	17,500,000	-	-
Unlisted option	11 Mar 24	\$0.020	15,000,000	-	-	15,000,000	-	-
Unlisted option	29 Dec 23	\$0.025	10,000,000	-	-	10,000,000	-	-
Unlisted option	29 Dec 24	\$0.035	10,000,000	-	-	-	10,000,000	10,000,000
Unlisted option	29 Dec 25	\$0.050	10,000,000	-	-	-	10,000,000	10,000,000
Unlisted option	28 Dec 26	\$0.035	-	50,000,000	-	-	50,000,000	50,000,000
			62,500,000	50,000,000	-	42,500,000	70,000,000	70,000,000
2023								
Unlisted option	5 Oct 22	\$0.025	17,500,000	-	(17,500,000)	-	-	-
Unlisted option	5 Oct 23	\$0.035	17,500,000	-	-	-	17,500,000	17,500,000
Unlisted option	30 Dec 22	\$0.020	20,000,000	-	(20,000,000)	-	-	-
Unlisted option	11 Mar 24	\$0.020	15,000,000	-	-	-	15,000,000	15,000,000
Unlisted option	29 Dec 23	\$0.025	-	10,000,000	-	-	10,000,000	10,000,000
Unlisted option	29 Dec 24	\$0.035	-	10,000,000	-	-	10,000,000	10,000,000
Unlisted option	29 Dec 25	\$0.050	-	10,000,000	-	-	10,000,000	10,000,000
			70,000,000	30,000,000	(37,500,000)	-	62,500,000	62,500,000

Further information regarding valuation of the above options is provided at note 17.

15. Financial Instruments

Financial Risk Management

The Group's principal financial instruments comprise receivables, payables, cash and short-term deposits. The Group manages its exposure to key financial risks in accordance with its financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets while protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The Group does not speculate in the trading of derivative instruments. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rates and assessments of market forecasts for interest rates. Ageing analysis of and monitoring of receivables are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

The Board reviews and agrees policies for managing each of these risks as summarised below.

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified below, including for interest rate risk, credit allowances and cash flow forecast projections.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in note 1 to the financial statements.

Notes to the Financial Statements

15. Financial Instruments (continued)

The Group's activities expose it to a variety of financial risks including market risk, foreign currency risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of the financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group does not use derivative financial instruments.

Risk Exposures and Responses

Interest rate risk

The Group's exposure to risks of changes in market interest rates relates primarily to its cash balances. The Group constantly analyses its interest rate exposure. Within this analysis consideration is given to potential renewals of existing positions, alternative financing positions and the mix of fixed and variable interest rates. As the Group has no variable rate interest bearing borrowings, its exposure to interest rate movements is limited to the amount of interest income it can potentially earn on surplus cash deposits. The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date.

At reporting date, the Group had the following financial assets exposed to variable interest rates that are not designated in cash flow hedges:

	Consolidated 2024 \$	Consolidated 2023 \$
<i>Financial Assets</i>		
Cash and cash equivalents	540,044	1,824,637
Loan receivable	-	874,645
Net exposure	540,044	2,699,282

The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date.

At 30 June, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post-tax profit and equity relating to financial assets of the Group would have been affected as follows:

	Consolidated 2024 \$	Consolidated 2023 \$
Judgements of reasonably possible movements:		
<i>Post tax profit – higher / (lower)</i>		
+ 0.5%	2,700	13,496
- 0.5%	(2,700)	(13,496)
<i>Equity – higher / (lower)</i>		
+ 0.5%	2,700	13,496
- 0.5%	(2,700)	(13,496)

Liquidity Risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- obtaining funding from a variety of sources; and
- managing credit risk related to financial assets.

Notes to the Financial Statements

15. Financial Instruments (continued)

The following table details the expected maturity of the Group's financial assets and liabilities based on the earliest date of maturity or payment respectively. The amounts are stated on an undiscounted basis and include interest.

Consolidated

2024

Financial Instrument	Floating interest rate	Fixed Interest rate maturing in			Non- interest Bearing	Total	Weighted average effective interest rate
		1 year or less	Over 1 to 5 years	More than 5 years			
	\$	\$	\$	\$	\$	\$	
Financial Assets							
<i>Interest bearing</i>							
Cash and cash equivalents	540,044	-	-	-	-	540,044	-
<i>Non-interest bearing</i>							
Receivables – other	-	-	-	-	10,132	10,132	-
Total financial assets	540,044	-	-	-	10,132	550,176	
Financial Liabilities							
<i>Non-interest bearing</i>							
Trade payables and accruals	-	-	-	-	238,391	238,391	-
Total financial liabilities	-	-	-	-	238,391	238,391	

Consolidated

2023

Financial Instrument	Floating interest rate	Fixed Interest rate maturing in			Non- interest Bearing	Total	Weighted average effective interest rate
		1 year or less	Over 1 to 5 years	More than 5 years			
	\$	\$	\$	\$	\$	\$	
Financial Assets							
<i>Interest bearing</i>							
Cash and cash equivalents	1,824,637	-	-	-	-	1,824,637	-
Loan receivable	-	874,645	-	-	-	874,645	15%
<i>Non-interest bearing</i>							
Receivables – other	-	-	-	-	69,228	69,228	-
Total financial assets	1,824,637	874,645	-	-	69,228	2,768,510	
Financial Liabilities							
<i>Non-interest bearing</i>							
Trade payables and accruals	-	-	-	-	246,593	246,593	-
Total financial liabilities	-	-	-	-	246,593	246,593	

Notes to the Financial Statements

15. Financial Instruments (continued)

Price Risk

The Group was not exposed to commodity price risk during the years ended 30 June 2024 and 30 June 2023.

Credit risk

Credit risk arises from the financial assets of the Group, which comprise deposits with banks and trade and other receivables. The Group's exposure to credit risk arises from potential default of the counter party, with the maximum exposure equal to the carrying amount of these instruments. The carrying amount of financial assets included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to those assets.

The Group does not hold any credit derivatives to offset its credit exposure.

The Group trades only with recognised, credit worthy third parties and as such collateral is not requested nor is it the Group's policy to secure its trade and other receivables. The Group is not exposed to a significant level of credit risk to any one customer as its trade debtors comprise several different customers.

Receivable balances are monitored on an ongoing basis with the result that the Group does not have a significant exposure to bad debts.

The Group's cash deposits are held with a major Australian banking institution. There are no significant concentrations of credit risk within the Group.

Foreign currency risks

The Group was not exposed to foreign currency risk during the years ended 30 June 2024 and 30 June 2023.

Fair Values

Fair value estimation

The carrying value of financial assets and liabilities as presented in the statement of financial position are the same as their fair value. Fair values are those amounts at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

16. Accumulated Losses

	Consolidated 2024 \$	Consolidated 2023 \$
Accumulated losses at the beginning of the financial year	(46,336,487)	(44,366,913)
Loss for the year	(1,770,603)	(1,969,574)
Options lapsed	1,008,042	-
Accumulated losses at the end of the financial year	(47,099,048)	(46,336,487)

Notes to the Financial Statements

17. Share-Based Payments

During the year ended 30 June 2024, the Group had the following share-based payments:

For the options granted during the year ended 30 June 2024, the inputs used to determine the fair value at the grant date were as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	10-day VWAP share price barrier	Number of options	Value per option	Fair value at grant date
28/12/2023	28/12/2026	\$0.024	\$0.035	100%	Nil	4.00%	2.5x	50,000,000	\$0.0135	\$674,126
								50,000,000		\$674,126

On 29 November 2023, the Board granted the issue of 50,000,000 unlisted options to directors exercisable at \$0.035 per option, exercisable within 3 years of issue.

The above options were issued on 28 December 2023. The fair value of these options was calculated using the Black Scholes valuation model. The Company recognised \$674,126 this expense in the statement of profit or loss and other comprehensive income during the year.

The Group had no other share-based payments during the year ended 30 June 2024.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 2.50 years (2023: 0.96 years).

	Consolidated 2024	Consolidated 2023
	\$	\$
Recognised as share-based payments expense during the year	674,126	336,700
Total value of share-based payments expensed during the year	674,126	336,700
Total fair value of share-based payments granted during the year	674,126	336,700
Total value of share-based payments expensed during the year	674,126	336,700
Exercise of options during the year	-	(116,250)
Options lapsed during the year	(1,008,042)	-
Total movement in the share-based payment reserve	(333,916)	220,450

Notes to the Financial Statements

18. Investments accounted for using the equity method

Interests in associates are accounted for using the equity method of accounting. Information relating to associates that are material to the Group are set out below:

Name	Principal Place of Business / Country of Incorporation	Ownership Interest	
		2024	2023
Zamia Resources Pty Ltd	Australia	70%	70%
Bayrock Resources Ltd	Australia	39%	-

Summarised financial information

	2024	2023
	\$	\$
<i>Statement of financial position – Zamia Resources Pty Ltd</i>		
Current assets	-	236
Non-current assets	5,111	3,553
Total assets	5,111	3,789
Current liabilities	-	(11,470)
Non-current liabilities	(946,822)	(920,875)
Total liabilities	(946,822)	(932,345)
Net assets	(941,711)	(928,556)

Summaries statement of profit or loss and other comprehensive income – Zamia Resources Pty Ltd

Revenue	-	-
Expenses	(17,445)	(106,288)
Loss before income tax	(17,445)	(106,288)
Income tax expense	-	-
Loss after income tax	(17,445)	(106,288)
Other comprehensive income	-	-
Total comprehensive loss	(17,445)	(106,288)

Statement of financial position – Bayrock Resources Ltd

Current assets	46,445	-
Non-current assets	3,068,880	-
Total assets	3,115,325	-
Current liabilities	329,809	-
Non-current liabilities	-	-
Total liabilities	329,809	-
Net assets	2,785,516	-

Summaries statement of profit or loss and other comprehensive income – Bayrock Resources Ltd

Revenue	-	-
Expenses	(245,166)	-
Loss before income tax	(245,166)	-
Income tax expense	-	-
Loss after income tax	(245,166)	-
Other comprehensive income	-	-
Total comprehensive loss	(245,166)	-

Notes to the Financial Statements

18. Investments accounted for using the equity method (continued)

	2024 \$	2023 \$
Opening carrying amount – Zamia Resources Pty Ltd	919,291	904,989
Acquisition costs		
Contributions to increase investment	25,938	88,704
Share of loss after income tax	(12,211)	(74,402)
Closing carrying amount – Zamia Resources Pty Ltd	933,018	919,291
Opening carrying amount- Bayrock Resources Ltd	-	-
Reclassification of investment	255,000	-
Contributions to increase investment	1,208,450	-
Share of loss after income tax	(95,615)	-
Closing carrying amount – Bayrock Resources Ltd	1,367,835	-
	2,300,853	919,291

As announced on 16 October 2020, the Group executed an earn-in agreement with Zamia Resources Pty Ltd (“Zamia Resources”), a wholly owned subsidiary of Zamia Metals Ltd (“Zamia”), to assume an initial 50% interest in Zamia Resources Pty Ltd through an upfront cash payment of \$75,000 and the issue of 40,000,000 ordinary QXR shares to Zamia. Under the agreement the Group met an expenditure commitment of \$425,000 on Zamia Resources projects within six months of the agreement to move to a 70% interest. The Group could then move to a 90% interest in Zamia Resources by contributing an additional \$1m on exploration and project development by 31 March 2023. As the Group did not move to a 90% interest in Zamia Resources, the projects will now be funded on a 70:30 joint venture basis. If the shareholders do not fund pro-rata to their shareholding interest, then the non-participating shareholder will be diluted.

At 30 June 2024, the 70% interest in Zamia Resources does not constitute control in accordance to *AASB 10 Consolidated Financial Statements* due to the equal representation of the Directors from QX Resources and Zamia Resources. Therefore, QX Resources is not able to satisfy the 75% special majority votes required for decision making per the shareholders’ agreement.

On 16 March 2023, the Company announced that it had entered into a framework agreement with Bayrock Resources Limited (Bayrock) to assist Bayrock with financing and development of its Projects, being the Lainejaur and Northern Nickel Line projects in northern Sweden.

Bayrock successfully completed a rights issue to raise A\$1.8 million through the issue of new shares at \$0.03 per share. Existing Bayrock shareholders subscribed for ~\$600,000 under the Rights Issue. QXR was the underwriter to the Rights Issue, and following the conversion of QXR-provided secured loans to Bayrock, and fees payable to QXR, QX Resources Limited now holds a ~39% interest in the issued capital of Bayrock.

19. Commitments and Contingent Liabilities

(a) Commitments

	Consolidated 2024 \$	Consolidated 2023 \$
<i>Exploration & evaluation expenditure commitments</i>		
Committed at the reporting date but not recognised as liabilities		
Zamia Resources Pty Ltd expenditure commitment – within 1 year	-	-

As detailed in note 18, the Group could have elected to contribute an additional expenditure commitment of \$1million by 31 March 2023 to move to a 90% interest in Zamia Resources. As at 30 June 2024 the Group has no longer has any expenditure commitment.

Other than the above there has been no change in commitments since the last annual reporting date.

Notes to the Financial Statements

20. Related Party Disclosure

(a) Key management personnel

Disclosures related to key management personnel are set out in note 25 to the financial statements and the remuneration report included in the directors' report.

(b) Transactions and balances with related parties

Below are transactions and balances with director-related entities for the 2024 financial year:

Related Party	Type of Service	2024 \$
Expenses		
Minerva Corporate Pty Ltd ¹	Company secretarial and accounting services	67,500
Six Degrees Group Holdings Pty Ltd ²	Public relation services	8,200
Every Day Hire Pty Ltd ³	Geological consulting services	3,360
Total Expenses		79,060
Liabilities		
Maurice Feilich	Director fees included in trade payables	10,000
Minerva Corporate Pty Ltd ¹	Director fees and company secretary services included in trade payables	21,000
Every Day Hire Pty Ltd ³	Director fees and consulting services included in trade payables	7,360
Stephen Promnitz	Net Salary, PAYG Withheld & Superannuation	16,742
Total Liabilities		55,102

¹ Daniel Smith is a director and shareholder of Minerva Corporate Pty Ltd, a company which provides company secretary and non-executive director services to the Group.

² Benjamin Jarvis (resigned on 27 October 2023) is a director and shareholder of Six Degrees Holdings Pty Ltd, a company which provides public relation and non-executive director services to the Group.

³ Roger Jackson is a director and shareholder of Every Day Hire Pty Ltd, a company which provides geological consulting and non-executive director services to the Group.

Below are transactions and balances with director-related entities for the 2023 financial year:

Related Party	Type of Service	2023 \$
Expenses		
Minerva Corporate Pty Ltd ¹	Company secretarial services	36,000
Six Degrees Group Holdings Pty Ltd ²	Public relation services	24,000
Every Day Hire Pty Ltd ³	Geological consulting services	4,610
Total Expenses		64,610
Liabilities		
Maurice Feilich	Director fees included in trade payables	10,000
Minerva Corporate Pty Ltd ¹	Director fees and company secretary services included in trade payables	12,000
Six Degrees Group Holdings Pty Ltd ²	Director fees and public relation services included in trade payables and accruals	8,000

Notes to the Financial Statements

20. Related Party Disclosure (continued)

Every Day Hire Pty Ltd ³	Director fees and consulting services included in trade payables	7,650
Stephen Promnitz	PAYG Withheld	4,650
Total Liabilities		42,300

¹ Daniel Smith is a director and shareholder of Minerva Corporate Pty Ltd, a company which provides company secretary and non-executive director services to the Group.

² Benjamin Jarvis (resigned on 27 October 2023) is a director and shareholder of Six Degrees Holdings Pty Ltd, a company which provides public relation and non-executive director services to the Group.

³ Roger Jackson is a director and shareholder of Every Day Hire Pty Ltd, a company which provides geological consulting and non-executive director services to the Group.

These transactions have been entered into on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

21. Events after the Reporting Date

On 26 September 2024, the Company announced that it had renegotiated the option agreement over the Liberty Lithium Brine project in California, USA, to reduce option payments and also to include an option to acquire an interest in two additional prospective lithium brine projects in the USA.

On 30 September 2024, the Company announced the resignation of Mr Steve Promnitz as a director of the Company.

Other than reported above, the Group has no further events after the reporting date to report.

22. Auditors' Remuneration

	Consolidated 2024 \$	Consolidated 2023 \$
Audit and review of financial reports:		
- RSM Australia Partners	27,000	37,000
- Moore Australia Audit (WA)	30,000	-

23. Operating Segment

The Group identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (Chief Operating Decision Makers) in assessing the performance and determining the allocation of resources. The information presented in the financial report is the same information that is viewed by the Directors.

The Group currently operates in one business segment being the minerals exploration sector in Australia. Additionally, the Group has an investment in the Liberty Brine Project, which is located in the USA, as set out in Note 9 and has an interest in minerals projects in Sweden via its 39% holding in Bayrock Resources Limited, as set out in Note 18.

Notes to the Financial Statements

24. Cash Flow Information

Reconciliation of Cash Flow from Operations

	Consolidated 2024 \$	Consolidated 2023 \$
Reconciliation of Cash Flow from Operations with Loss after Income Tax		
Loss after income tax for the year	(1,770,603)	(1,969,574)
Depreciation and amortisation	-	-
Share of loss of associates	107,826	74,402
Revaluation loss	11,518	72,855
Exploration costs written off	338,414	938,042
Consultants share-based payments	-	-
Director's share-based payments	674,126	336,700
Gain/(loss) on disposal of investments	9,852	(55,822)
Loan establishment fees	-	(133,500)
Non-cash income	(108,000)	-
Movements in assets and liabilities:		
- Trade and other receivables	27,626	(46,944)
- Trade and other payables	(103,872)	64,510
- Prepayments	(10,000)	-
Net cash used in operating activities	(823,113)	(719,331)

25. Directors and Key Management Disclosures

Key management personnel compensation

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

	Consolidated 2024 \$	Consolidated 2023 \$
Short-term benefits	366,996	375,747
Post-employment benefits	19,909	14,253
Share based payments	674,126	336,700
	1,061,031	726,700

Notes to the Financial Statements

26. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent 2024 \$	Parent 2023 \$
Loss after income tax	1,429,815	953,905

Statement of financial position

	Parent 2024 \$	Parent 2023 \$
Total current assets	665,683	2,844,039
Total assets	9,994,737	4,163,103
Total current liabilities	238,390	246,593
Total liabilities	238,390	246,593
Equity		
Issued capital	52,442,948	49,033,422
Option reserve	885,659	1,219,575
Accumulated losses	(43,572,260)	(46,336,487)
Total equity	9,756,347	3,916,510

Contingent Liabilities

The parent entity had no contingent liabilities as at 30 June 2024 and 30 June 2023.

Commitments for the acquisition of property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2024 and 30 June 2023.

27. Interest in Subsidiaries

The Group's material subsidiaries are outlined below. The ownership interests reflect the Group's direct interest in the ordinary shares of the entity. The proportion of ownership interests held also equals the voting rights held by the Group. The country of incorporation is also the principal place of business unless otherwise noted.

Name of subsidiary	Country of incorporation	Principal activity	Ownership interests	
			2024 %	2023 %
Diago Lithium Pty Ltd	Australia	Mining & exploration	100	100
Goldfinger Resources Pty Ltd	Australia	Mining & exploration	100	100
RAZ Resources Pty Ltd	Australia	Mining & exploration	100	100
Skyfall Resources Pty Ltd	Australia	Mining & exploration	100	100
World Metals Pty Ltd	Australia	Mining & exploration	100	100

Consolidated Entity Disclosure Statement

Entity Name	Entity Type	Country of Incorporation	% of Share Capital held	Australian Tax residency status	Foreign Countries tax residency
Legal parent					
QXR Resources Limited	Body Corporate				
Legal Subsidiaries					
Diago Lithium Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Goldfinger Resources Pty Ltd	Body Corporate	Australia	100	Australian	N/A
RAZ Resources Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Skyfall Resources Pty Ltd	Body Corporate	Australia	100	Australian	N/A
World Metals Pty Ltd	Body Corporate	Australia	100	Australian	N/A

Basis of preparation

This consolidated entity disclosure statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes information for each entity that was part of the consolidated entity at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

Determination of tax residency

Section 295 (3A)(vi) of the Corporation Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

- **Australian tax residency**

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5

- **Foreign tax residency**

Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with (see section 295(3A)(vii) of the Corporations Act 2001).

Directors' Declaration

The directors of the Company declare that:

- 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 Group'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*.

This declaration is made in accordance with a resolution of the Board of Directors.

On behalf of the directors



Maurice Feilich
Executive Chairman

Perth, Western Australia, 30 September 2024

ASX Additional Information

The following additional information is required by the Australian Securities Exchange. The information is current as at 20 September 2024.

1. Shareholdings

The issued capital of the Company as at 20 September 2024 is 1,110,077,854 ordinary fully paid shares. All issued ordinary fully paid shares carry one vote per share.

(a) Distribution schedule and number of holders of equity securities as at 20 September 2024

	1 – 1,000	1,001 – 5,000	5,001 – 10,000	10,001 – 50,000	50,001 – 100,000	100,001 – and over	Total
Fully Paid Ordinary Shares	37	17	133	1,027	473	969	2,656

The number of holders holding less than a marketable parcel of fully paid ordinary shares as at 20 September 2024 is 1,447.

(b) 20 largest holders of quoted equity securities as at 27 September 2024

The names of the twenty largest holders of fully paid ordinary shares (ASX code: QXR) as at 20 September 2024 are:

Rank	Name	Shares	% of Total Shares
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	75,000,000	6.76
2	DOLPHIN CORPORATE INVESTMENTS PTY LTD	50,000,000	4.50
3	ZAMIA METALS LIMITED	37,500,000	3.38
4	CITICORP NOMINEES PTY LIMITED	30,866,139	2.78
5	FILMRIM PTY LTD	25,963,636	2.34
6	MR DAVID JOHN KNOWLES	23,000,000	2.07
7	NAZDALL PTY LTD	22,440,823	2.02
8	MR VICTOR LORUSSO	20,000,000	1.80
9	MRS SUSAN MARY SCANLEN	17,666,667	1.59
10	STARDUST POWER INC	13,949,579	1.26
11	MS JUSTINE DAVINA MICHEL <LAMBRECHT INVESTMENT A/C>	13,500,000	1.22
12	CHALEYER HOLDINGS PTY LTD <RUBBEN FAMILY A/C>	13,000,000	1.17
13	GREYWOOD HOLDINGS PTY LTD	13,000,000	1.17
14	HOT CHILLI INVESTMENTS PTY LTD <HOT CHILLI INVEST S/F A/C>	12,000,000	1.08
15	MR MICHAEL SHIRLEY	11,500,000	1.04
16	MR CHRIS WILLATON	11,363,636	1.02
17	PML HOMES LLC	10,463,754	0.94
18	PT RESOURCES PTY LTD	10,000,000	0.90
19	MR MOUSA FAWZI GHANANIM	9,936,409	0.90
20	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	8,547,755	0.77
	TOTAL	429,698,398	38.71

Stock Exchange Listing – Listing has been granted for 1,110,077,854 fully paid ordinary shares of the Company on issue on the Australian Securities Exchange under (ASX:QXR).

(c) Unlisted option holdings as at 20 September 2024

- 10,000,000 unlisted options exercisable at \$0.035 each on or before 29 December 2024 (100% held by Stephen Promnitz)
- 10,000,000 unlisted options exercisable at \$0.05 each on or before 29 December 2025 (100% held by Stephen Promnitz)
- 35,000,000 unlisted options exercisable at \$0.035 each on or before 28 December 2026 (50% held by Mr Maurice Feilich; 25% held by Mr Stephen Promnitz; 25% held by Orwellian Investments Pty Ltd)

(d) Substantial shareholders

Substantial shareholders in QX Resources Ltd and the number of equity securities over which the substantial shareholder has a relevant interest as disclosed in substantial holding notices provided to the Company are listed below:

Nil

(e) Restricted Securities as at 20 September 2024

Nil

(f) Voting Rights

All fully paid ordinary shares carry one vote per ordinary share without restriction.

(g) On-Market Buy-Back

The Company is not currently undertaking an on-market buy-back.

(h) Corporate Governance

The Board of QX Resources Ltd is committed to achieving and demonstrating the highest standards of Corporate Governance. The Board is responsible to its Shareholders for the performance of the Company and seeks to communicate extensively with Shareholders. The Board believes that sound Corporate Governance practices will assist in the creation of Shareholder wealth and provide accountability. In accordance with ASX Listing Rule 4.10.3, the Company has elected to disclose its Corporate Governance policies and its compliance with them on its website, rather than in the Annual Report. Accordingly, information about the Company's Corporate Governance practices is set out on the Company's website at <http://www.qxresources.com.au/corporate/corporate-governance/>.

(i) Application of Funds

During the financial year, QX Resources Ltd confirms that it has used its cash and assets (in a form readily convertible to cash) in a manner which is consistent with the Company's business objectives.

Competent Persons Statement

The information in this report that relates to Exploration Results and Exploration Targets is based on information compiled by Mr. Roger Jackson, a Director and Shareholder of the Company, who is a 25+ year Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM) and a Member of Australian Institute of Company Directors. Mr. Jackson has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking 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". Mr. Jackson consents to the inclusion of the data contained in relevant resource reports used for this announcement as well as the matters, form and context in which the relevant data appears.

Mining Claim Schedule

Mining Tenement (Claim)	Reference	Interest Held
Disney	EPM17703	70%
Mazeppa	EPM14790	70%
Amaroo South	EPM19369	70%
Mazeppa Extended	EPM15145	70%
Llanarth	EPM 27791	100%
Miclere Creek	EPM 27921	100%
Mistake Creek	EPM 27931	100%
Turner River	E45/6042	100%
Turner River	E45/6065	100%
Yule River	E45/6159	100%
Split Rock	E45/1367	100%
Western Shaw	E45/4960	100%
Western Shaw	E45/6107	100%
Raz Diamond	E80/5417	50% ²
Pilbara Gold	E47/4462	50% ²
Pilbara Gold	E47/4463	50% ²
Namekara Mining Company Limited, Uganda		
MINING LICENSE 4651	ML 4651	Nil ¹

1. The Company retains a 75% farm-in right in the Busumbu Phosphate Project (refer announcement 15 June 2018), which sits within ML 4651 and EL 1534. As announced on 15 June 2018, QX Resources and Namekara Mining Company reached an agreement with African Minerals Ventures Ltd to earn 51% of the Busumbu Phosphate.
2. The Company is the 100% registered owner of the licenses, with 50% held on trust for Pilbara Base Metals Pty Ltd