



ABN 44 670 840 301

ANNUAL REPORT

30 JUNE 2025

CORPORATE INFORMATION

DIRECTORS

Martin Helean
Jeremy Whybrow
Sam Wright

COMPANY SECRETARY

Chris Achurch

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

Level 4, 216 St Georges Terrace
Perth WA 6000

Telephone: (08) 9429 8842
Email: info@greatdirt.com.au
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SHARE REGISTRY

Automic Pty Ltd
Level 5, 191 St Georges Terrace
Perth, WA 6000
Telephone: 1300 288 664

AUDITORS

RSM Australia Partners
Level 32, Exchange Tower
2 The Esplanade
Perth WA 6000

AUSTRALIAN SECURITIES EXCHANGE

Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

ASX CODES

Ordinary Shares: GR8

DIRECTORS' REPORT

The directors present their report, together with the financial statements, of the consolidated entity (referred to hereafter as the 'Group' or 'consolidated entity') consisting of Great Dirt Resources Ltd (referred to hereafter as the 'Company' or 'Parent Entity') and the entities it controlled at the end of, or during, the year ended 30 June 2025.

DIRECTORS

The names of the directors of the Company in office during the financial year and up to the date of this report unless otherwise indicated, are as follows:

Martin Helean
Jeremy Whybrow
Sam Wright

Directors were in office from the beginning of the financial year until the date of this report unless otherwise stated.

The particulars of the qualifications, experience and special responsibilities of each director are as follows:

Information on directors

Name:	Martin Helean
Title:	Managing Director and Chief Executive Officer
Experience and expertise:	Martin Helean has more than 30 years' experience in senior management roles across mining, exploration, manufacturing, and construction industries, both within Australia and internationally. Experienced in contract negotiations with an emphasis on running lean and productive businesses, Martin is results-oriented with the ability to translate business goals and objectives into plans and strategies. Some of the companies that Martin has worked for include Greenland Minerals & Energy Ltd, Convergent Minerals Ltd, Ram Resources Ltd, Rare Earth Minerals Plc, Suvo Strategic Minerals Ltd and C29 Metals Ltd.
Other current directorships (listed):	Oceana Lithium Ltd (ASX: OCN)
Former directorships (last 3 years):	C29 Metals Ltd (ASX: C29)
Interests in shares:	1,140,000
Interests in options:	2,125,000 options exercisable at \$0.25, expiring 8 November 2027 and 505,469 options exercisable at \$0.25, expiring 17 April 2027.

DIRECTORS' REPORT

Information on directors

Name:	Jeremy Whybrow
Title:	Non-Executive Chairman (appointed Executive Chairman 28 August 2023, Non-Executive Chairman 1 July 2025) and Chief Technical Officer
Qualifications	Bachelor of Science (Mineral Exploration and Mining Geology), Graduate Diploma (Minerals Economics), MAusIMM
Experience and expertise:	Mr Whybrow has over 25 years geological experience in the mining industry both domestically and internationally. He has devised, developed and executed exploration programs in some of the most remote places, and has utilised a wide range of exploration technologies.
Other current directorships (listed):	None
Former directorships (last 3 years):	None
Interests in shares:	Jeremy is a director of Tivat Consulting Pty Ltd which holds 1,150,000 ordinary shares in the Company. Jeremy is a beneficiary of The Whybrow Family Trust which holds 10,000 ordinary shares in the Company. Jeremy also holds 225,000 ordinary shares directly.
Interests in options	Jeremy is a director of Tivat Consulting Pty Ltd which holds 2,125,000 options exercisable at \$0.25, expiring 8 November 2027 and 575,000 options exercisable at \$0.25, expiring 17 April 2027. Jeremy is a beneficiary of The Whybrow Family Trust which holds 5,000 options exercisable at \$0.25, expiring 17 April 2027. Jeremy also holds 76,106 options exercisable at \$0.25, expiring 17 April 2027 directly.
Name:	Sam Wright
Title:	Non-Executive Director
Qualifications	AFin, DipAcc, ACIS, MAICD
Experience and expertise:	Mr Wright brings over 20 years of experience in corporate governance, corporate finance, and the administration of ASX-listed companies. He is a member of the Australian Institute of Company Directors, the Financial Services Institute of Australasia, and the Governance Institute of Australia.
Other current directorships (listed):	Reach Resources Limited (ASX:RR1) and Structural Monitoring Systems Plc (ASX:SMN).
Former directorships (last 3 years):	PharmAust Limited (ASX:PAA) and Buxton Resources Ltd (ASX:BUX)
Interests in shares:	Sam is a director of Straight Lines Holdings Pty Ltd which holds 250,000 ordinary shares in the Company.
Interests in options	Sam is a director of Straight Lines Holdings Pty Ltd which holds 750,000 options exercisable at \$0.25, expiring 8 November 2027 and 125,000 options exercisable at \$0.25, expiring 17 April 2027.

CORPORATE INFORMATION

Corporate Structure

Great Dirt Resources Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Great Dirt Resources Ltd has prepared a consolidated financial report incorporating the entities it controlled at the end of, or during, the year.

Nature of Operations and Principal Activities

The consolidated entity carries on the business of mineral exploration, focused on the exploration and evaluation of the Doherty Project and Basin Project, located in the Barraba region of New South Wales, the Nullagine Project, located in the East Pilbara region of Western Australia, and the Pilbara Project located approximately 43km from Pilbara Minerals (ASX:PLS), Pilgangoora Lithium Project, one of the largest hard-rock lithium deposits in the world.

OPERATING AND FINANCIAL REVIEW

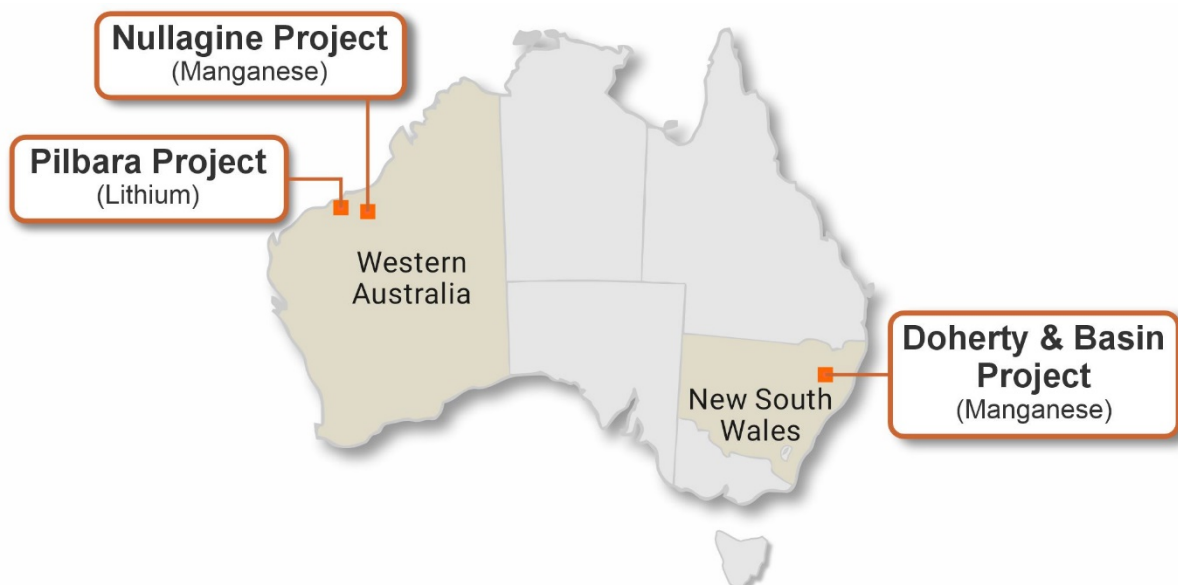
Review of Operations

Project Portfolio

Doherty, Basin (NSW): Located 100km north of Tamworth in northern New South Wales, Great Dirt's Doherty and Basin Projects comprises 168km² within license EL9527. The Project is prospective for high grade manganese, with both projects producing metallurgical and battery grade manganese historically. The Doherty and Basin Project includes the historic Doherty and Junior Mines to the south, and Basin Farm and Girraween workings to the north, along with numerous manganese workings within the license.

Nullagine (WA): E45/6949 and E45/6950 are ~50km north of the world-renowned Woodie Woodie Manganese Mine. Manganese mineralisation analogous to that mined at Woodie Woodie outcrops within E45/6949 (up to 45.7% Mn) and is coincident with geophysical anomalies, indicating good potential for manganese deposits in the area.

Pilbara (WA): E45/6863 is located in one of the most productive lithium regions in WA that hosts world class discoveries such as the Tabba Tabba Lithium Tantalum Project (ASX:WC8) and the Pilgangoora Lithium Project (ASX:PLS).



Operations Report

Doherty and Basin Projects (EL9527 - NSW)

Location, Geology, History

Great Dirt's Doherty and Basin Projects (Figure 1) are contained within Exploration Licence 9527 (168km²) located 100km north of Tamworth (New South Wales), near the town of Barraba, population 1,400. This licence is prospective for manganese having produced both battery and metallurgical grade manganese in the 1940's, continuing through the 1950's and into the 1960's. Both projects have produced metallurgical (46% Mn) and battery grade (74.3% Mn) manganese historically.

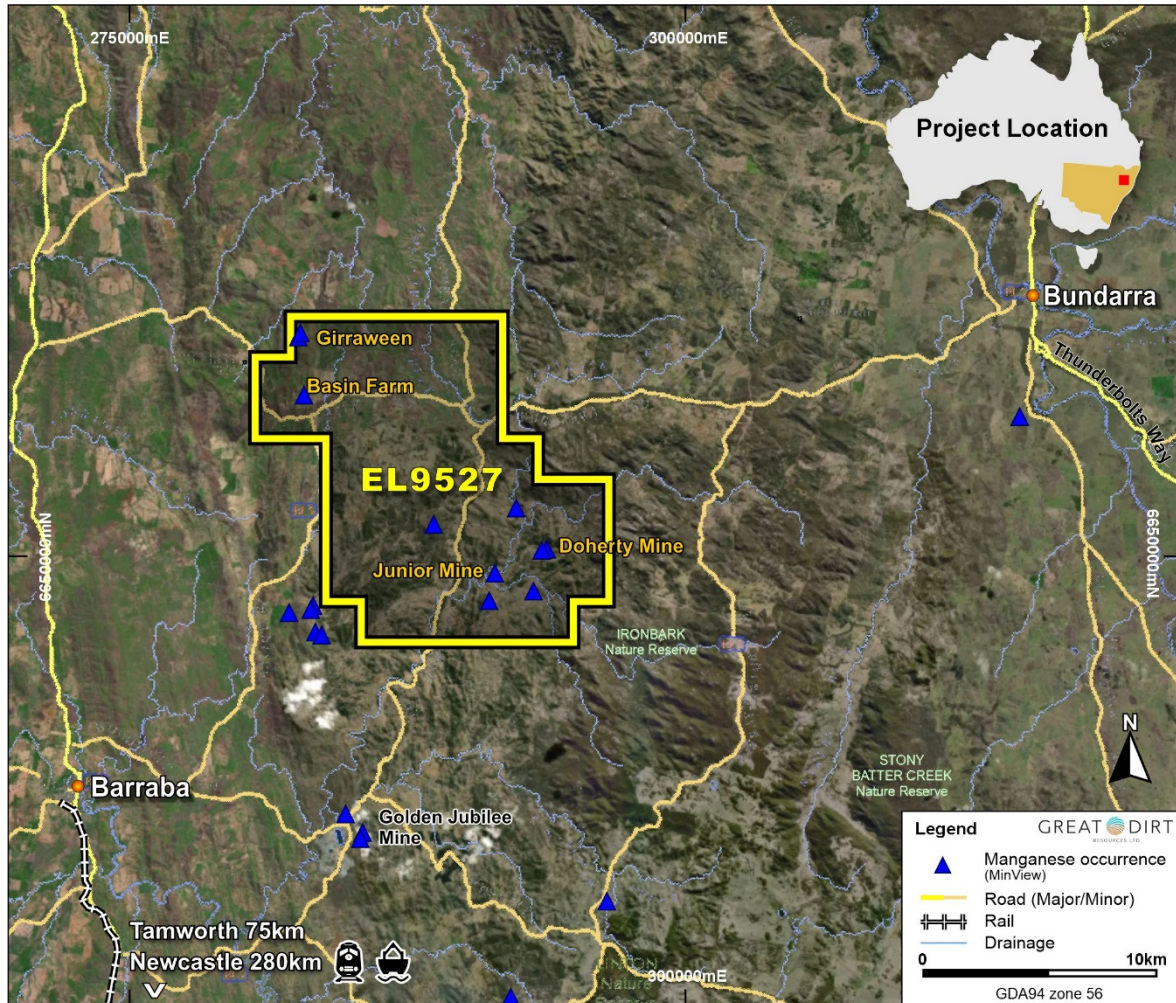


Figure 1: Location of the Doherty Manganese Project. Tier 1 mining jurisdiction with well-developed logistics, established rail and road infrastructure nearby.

The Doherty Project comprises of the old Doherty and Junior Mines, plus other workings and occurrences of manganese. The Basin Project contains several smaller manganese workings (Figure 2). Doherty and Basin Projects are prospective for high grade manganese, in particular battery grade manganese.

Battery grade manganese is a market few producers can address due to strict grade and chemical suitability criteria. It was produced as run of mine ore from both the Doherty and Junior Mines. Battery grade DSO (Direct Ship Ore) was delivered to Eveready for use in dry cell batteries and metallurgical grade ore was delivered to BHP for use in steel manufacture.

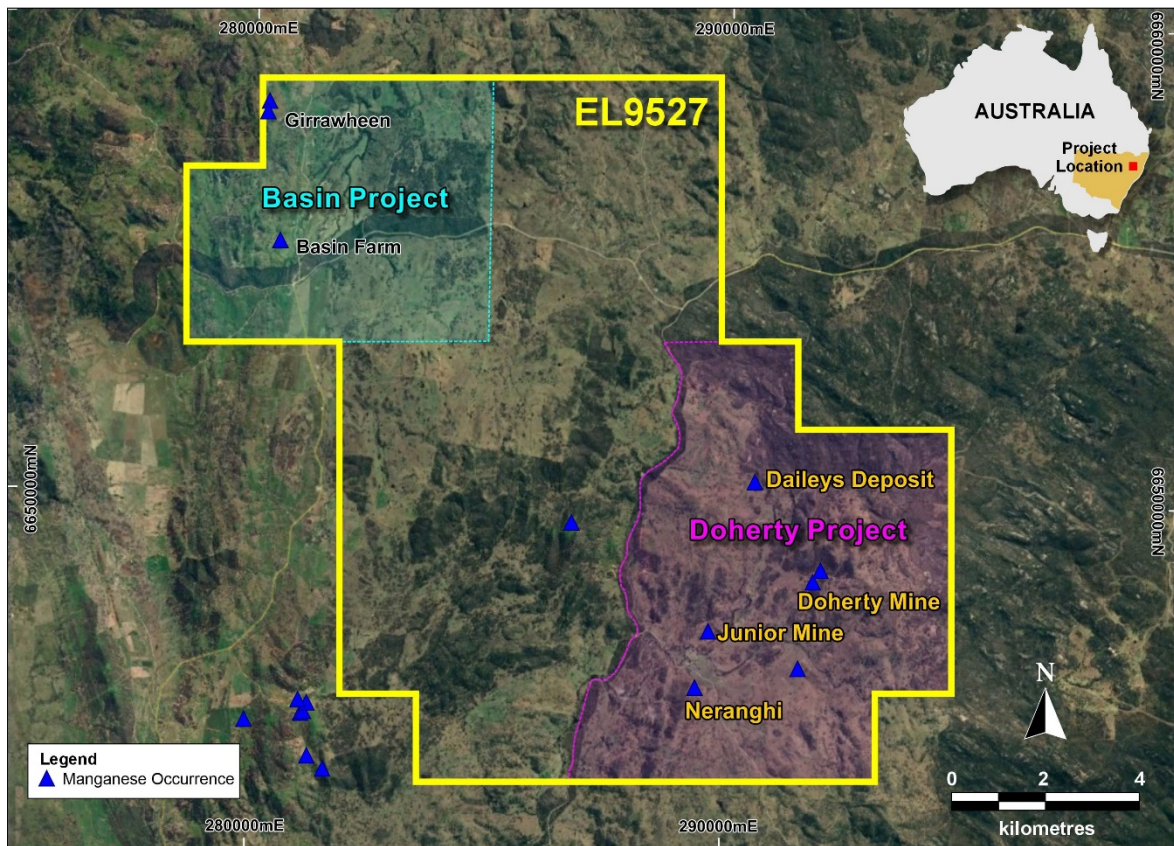


Figure 2: Numerous historic high grade manganese mines and workings are present in the Doherty and Basin Projects.

The project lies in the Central Block of the New England Fold Belt and is separated from the Tamworth Belt to the southwest by the Peel Fault System and its accompanying dismembered ophiolitic serpentinites. The host rocks of the mine area are within the Devonian Woolomin Group that are part of the accretionary complex forming the central part of the Southern New England Orogen. Mineralisation appears to be stratiform. Several manganese occurrences are present in the project area.

Multiple, shallow, stacked high-grade supergene manganese oxide deposits are likely present on a regional scale. These exist as outcropping, some of which have been identified, and probably also blind deposits, which remain undiscovered. The majority of EL9527 is prospective for these deposits.

Great Dirt believes that historical work, while having discovered manganese, is unlikely to have located all sources in the area. Floaters, large rocks in the soil profile, of high-grade manganese ore reported outside known mine areas are a direct indication of unidentified manganese mineralisation. Additionally, notes on the mineral occurrences of the area refer to extensions and deposits along strike that were not mined.

Multiple known surface volcanogenic-exhalative stratiform manganese oxide deposits are present across two large projects areas (Basin Project and Doherty Project) within the tenure. As such, the known occurrences represent large exploration targets in the order of square kilometres. The Doherty and Basin Projects have >10km and >8km prospective strike respectively. The largest known deposit is the Doherty mine (approximately 300m long, 10m wide, more than 20m deep) that was worked respectively by open cut and underground methods.

The NSW Department of Primary Industries's publication Manganese states the deposits have been interpreted as the ancient, metamorphosed analogues of nodular manganese occurrences currently forming on the deep ocean floor (Fitzpatrick 1975a). Seafloor nodules are a special type of sedimentary manganese deposit that represent a large unmined resource of manganese, iron, copper, nickel and cobalt. They are abundant in sediment-starved areas of the deep ocean basins, mainly in the Pacific Ocean. They occur in irregular, single-layer fields at or within a metre of the sediment-water interface. Hall L.R. 1959, observed at the Doherty Mine a 3 feet mixture of nodules of good ore in a clay matrix along the hanging wall.

The concept exists because there has been little exploration in the past 50 years, and there have never been systematic geophysical, geochemical, or geological surveys. No drilling has taken place. The idea is to discover manganese deposits by developing precise exploration techniques (including geophysical, geochemical, petrographic, petrophysical, and geological methods) that identify the key characteristics of hidden volcanogenic-exhalative stratiform manganese deposits. This research aims to create valuable new tools for finding high-grade manganese oxide deposits.

Exploration Summary

Ground Based Induced Polarisation and Gravity Geophysical Surveys

Gradient Array Induced Polarisation (GAIP) and Gravity geophysical surveys conducted by Fender Geophysics were completed during the first quarter of 2024. The results aided in the definition of targets at the Doherty Project in NSW.

The targets of particular interest are the chargeability anomalies developed by the GAIP survey directly south of Junior, a known producer of high-grade manganese mineralisation. Chargeability anomalies can indicate the presence of sulphide minerals or other conductive materials often associated with mineralisation. These elongate and sub-parallel chargeability and manganese in soil anomalies appear to truncate against a linear fault-like structure (Figure 4). Economic deposits of manganese elsewhere in Australia form in similar types of settings where manganese is concentrated by secondary remobilisation.

Further confirmation of the validity of these targets are corresponding gravity anomalies adjacent to these possible faults, coincident with GAIP response. Chargeability anomalies around Neranghi (Figure 4), where high grade grab samples were discovered, support drilling to test the subsurface mineralisation potential.

The Company is encouraged that the strike for the observed manganese mineralisation is broadly coincident with the chargeability.

This survey data was compiled with other data sets including the geochemical and aerial geophysical surveys to refine drill targets.

Gradient Array Induced Polarisation (GAIP) measures the electrical properties of subsurface materials with the introduction of a current through a transmitter and measuring the response at receivers once the current has been switched off. It measures both the chargeability and conductivity/resistivity of the ground. Known manganese lenses (e.g., Junior Mine, Figure 4) show a strong chargeability and strong conductivity signature, both represented by hot colours (red/white, Figure 4).

The GAIP survey produced excellent, repeatable data with numerous elongate chargeability anomalies. These GAIP anomalies are coincident with the manganese in soil geochemical anomalies defined by the geochemical surveys completed in previous months. The data produced was clean with currents around 6.5A and a strong signal (>20mV) with highly repeatable decays. Three readings were taken at each station to ensure good data quality.

The Gravity survey was completed after the GAIP survey and gravity highs are often coincident with areas of geochemical and or chargeability anomalies.

Drilling Program

A maiden drilling campaign, comprising 19 holes for a total of 1,701m, was completed in early December 2024. Results from ALS Laboratory Brisbane confirm extensive manganese mineralisation, bolstering the prospect's potential.

Drilling at the Junior Prospect has successfully mapped manganese mineralisation over 2,000 metres of strike from northeast to southwest (GRCD015 - GRCD016, see Figure 5). Additionally, several holes intersected multiple lodes, substantially increasing the project's future tonnage potential.

DIRECTORS' REPORT

Major intercepts include:

- **GRCD015** - 21.30% Mn over 5m from 22m downhole including 4m at 23.96% Mn, 2m at 29.65% Mn and 1m at 36.10% Mn.
- **GRCD007** - 18.74% Mn over 3m from 25m downhole including 2m at 24.98% Mn and 1m at 33.20% Mn. GRCD-007 provides further evidence of numerous lodes of manganese mineralisation occurring within the project area adding to the potential size of the Junior Prospect.
- **GRCD014** - 9.07% Mn over 4m from 23m downhole including 1m at 10.45% Mn.

These results position the Junior Prospect as a key driver at the Doherty and Basin Manganese Project, with the potential to become a significant manganese resource in NSW. Great Dirt looks forward to providing further updates to its shareholders as it continues to unlock the value of this high-potential project.



Figure 3: Maiden drilling campaign at Junior Prospect.

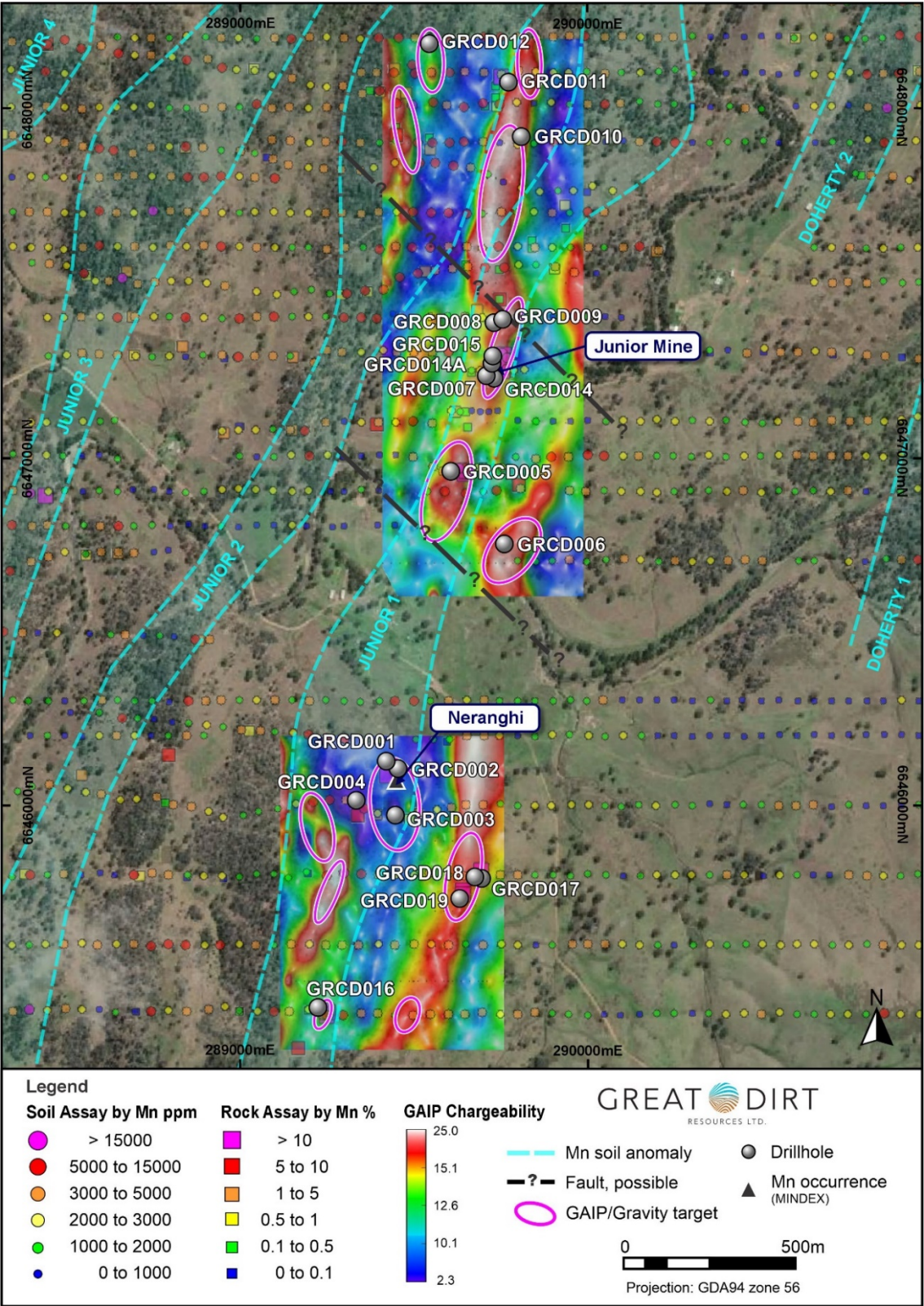


Figure 4: RC drill holes completed at the Junior Prospect over GAIP Chargeability image.

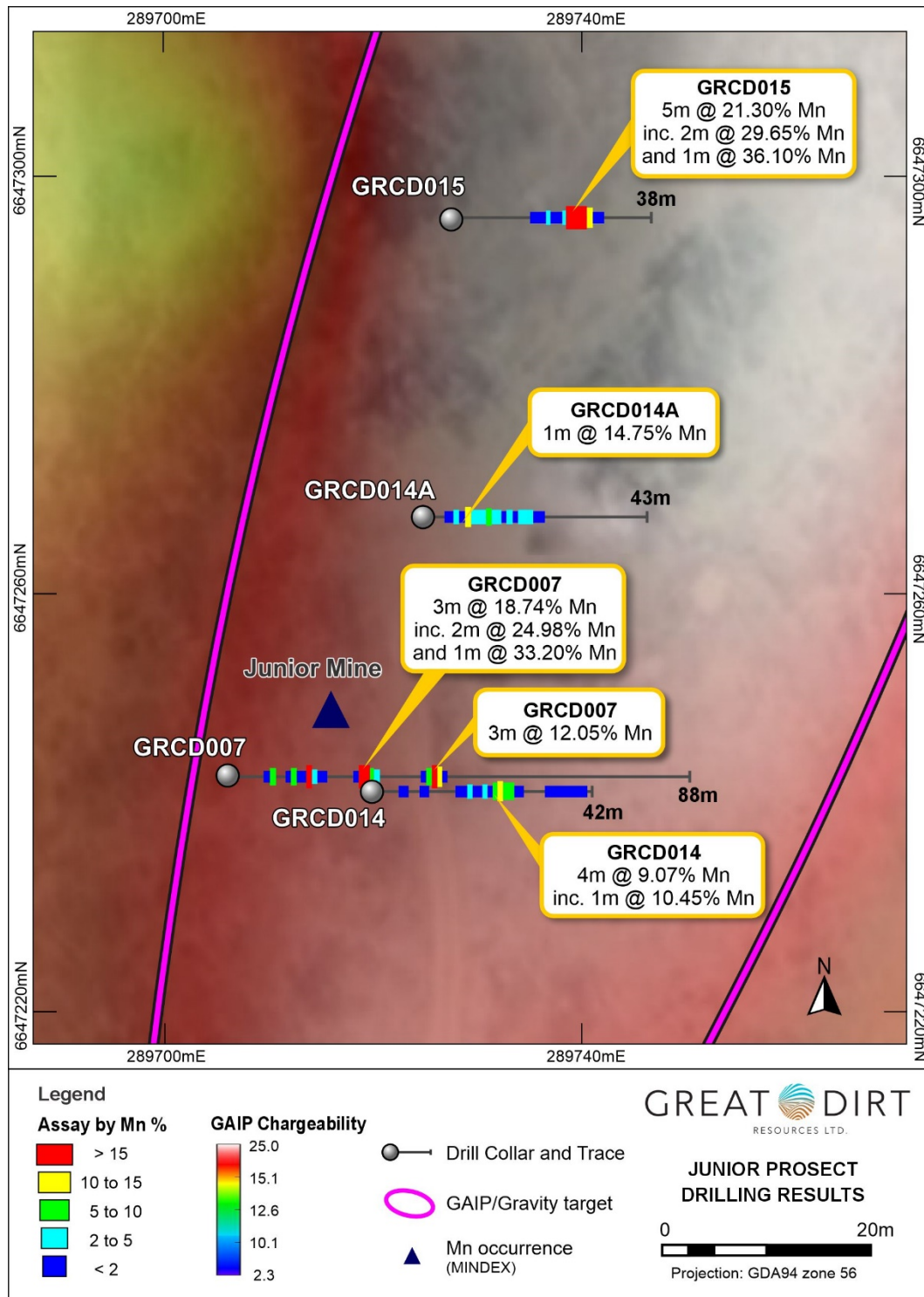


Figure 5: RC drill holes completed at the Junior Mine area over GAIP Chargeability with drill intercepts.

Geochemical Surveys

Preliminary exploration at the Basin Farm and Girraween areas, confirmed the presence of massive manganese mineralisation with rock chip samples returning grades of up to 54.5% Mn (GRR272) (Figure 6).

A total of 10 rock chip and 127 soil samples were collected from the Basin Project comprising both the Basin Farm and Girraween manganese occurrences. These samples were taken from areas of existing workings and other identified features of interest including obvious elongate magnetic structures.

DIRECTORS' REPORT

Sighter soil sample lines were conducted to delineate areas of interest and refine stratigraphic understanding for future exploration.

Girraween consists of two groups of workings. Girraween (150081) contains scattered pits on numerous lenses over a length of 37m in length and 15m in width, with individual lenses reaching up to 4m wide. The mineralisation is stratiform to massive manganese of submarine volcanic origin.

Nearby, Girraween (150082) comprises shallow pits 2m wide exploiting massive psilomelane with abundant outcrop mineralisation over 35m. Lenses extend across ridges to the north and south. Five rock chip samples from various locations at Girraween returned manganese grades ranging between 45.1% and 52.4% Mn (samples GRR276-280, Figure 6).

Cautionary Statement: The rock chip samples reported are from outcrop and float samples and is not as representative as continuous chip channel sampling or drilling. Rocks were sampled selectively to ensure a high-level of presentivity of rock types observed at each location.

Basin Farm workings include small pits 2m wide and remnant stockpiled manganese oxide, likely of submarine volcanic origin. Of most interest is sample GRR272, located midway between Basin Farm and Girraween, which returned the best result of 54.5% Mn. This area and extends to Basin Farm and Girraween will be tested further.

Additional sampling would target key stratigraphy and areas of interest.

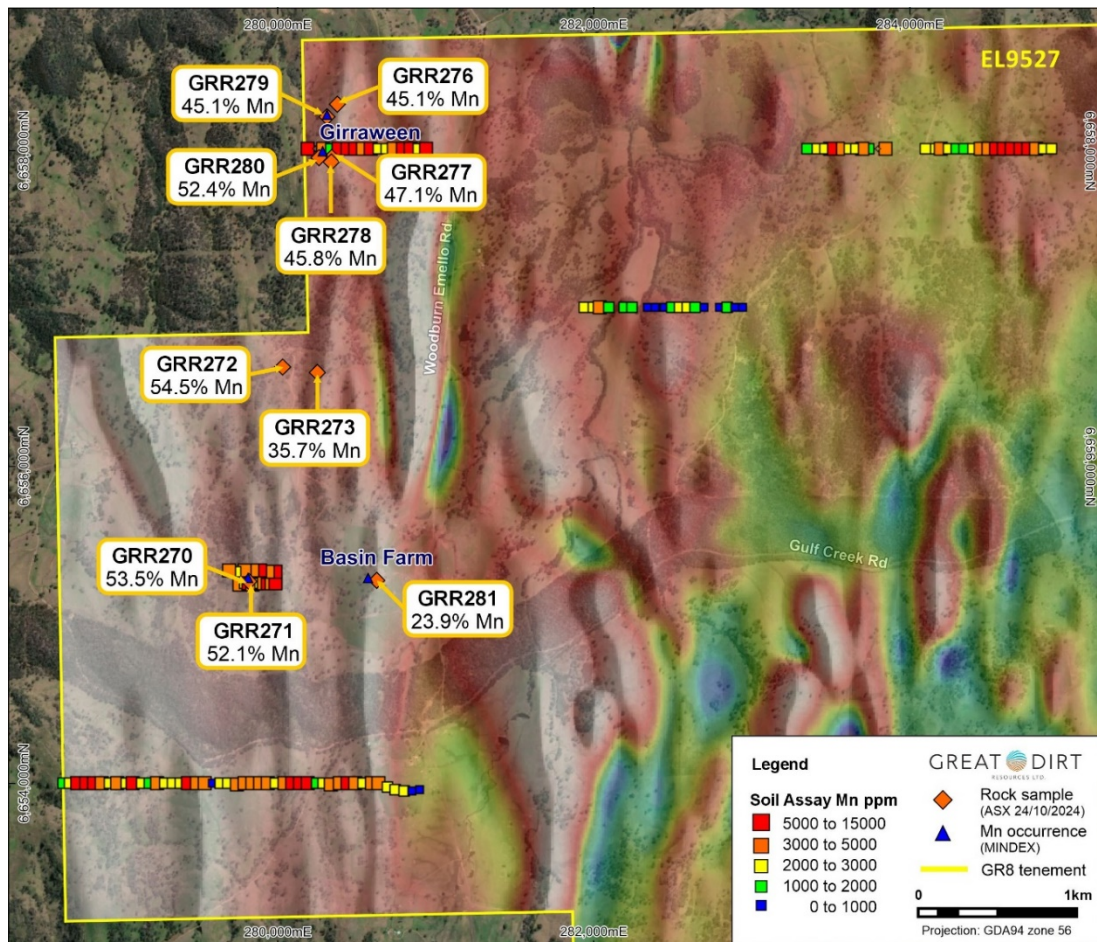


Figure 6: Basin area showing recent Soils Mn ppm assays and rock assay results overlaid on TMI and satellite imagery background. Note - rock samples with exceptionally high assays up to 54.5% Mn – ASX Announcement 10 December 2024.

DIRECTORS' REPORT

Nullagine Project (E45/6949, E45/6950 - WA)

In early February 2025, exploration licence E45/6949, part of the Nullagine Project, was officially granted by the Department of Energy, Mines, Industry Regulation and Safety.

E45/6949 spans approximately 218km² and is considered highly prospective for manganese mineralisation. The tenement hosts the stratigraphically significant Pinjian Chert and Carawine Dolomite, the primary host rocks for Woodie Woodie style manganese mineralisation

Location, Geology, History

The Nullagine Project comprising E45/6949 and E45/6950 is located in the East Pilbara region of Western Australia, approximately 50km northeast of Consolidated Minerals' high-grade Woodie Woodie manganese mine and 400 km southeast of Port Hedland. The licences cover 68 and 29 blocks respectively, totalling ~311km².

The Project includes the stratigraphically significant Pinjian Chert and Carawine Dolomite, which are the main host rocks of the Woodie Woodie style of mineralisation. Previous exploration has discovered some high-grade Mn outcrops.

Consolidated Minerals Pty Ltd ("ConsMin") operates the high-grade, open pit Woodie Woodie manganese mine. The Woodie Woodie operation comprises open-pit mining across several pits and a ~1.6mtpa processing plant. Manganese ore has been mined at Woodie Woodie since the early 1950's and was the first bulk commodity exported from Port Hedland, 14 years before iron ore.

Woodie Woodie has historically produced a high-grade manganese ore with a high manganese content, high manganese to iron ratio, low phosphorus and a hard, competent nature. The ore is produced from high-grade fault hosted deposits located on or near the unconformity between the Neoarchean Carawine Dolomite and the Paleoproterozoic Pinjian Chert breccia and sedimentary units of the overlying Manganese Group.

Great Dirt has compiled and reviewed historical exploration data on the Nullagine Project. The tenement is highly prospective for manganese, with historical rock chip samples returning assays of up to 45.7% Mn. Historical exploration results, including high-grade manganese outcrops and coincident geophysical anomalies, suggest strong potential for significant discoveries.

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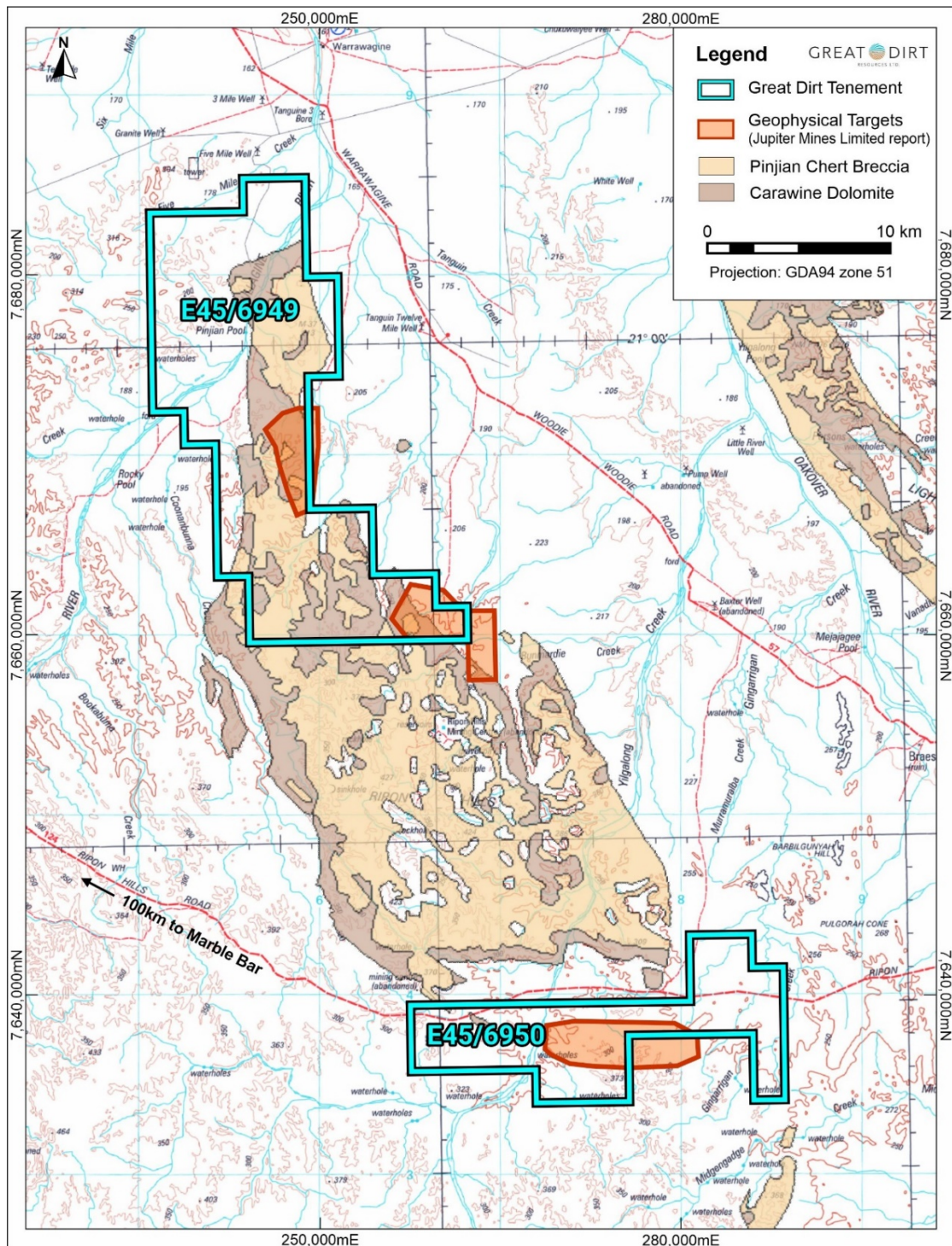


Figure 7: Geological map of Tenement E45/6949 with historical rock chip sampling (See ASX Announcement dated 18 June 2024 for reference of historically reported exploration results).

Pilbara Project (E45/6863 - WA)

Great Dirt was officially granted Exploration Licence E45/6863 by the Department of Energy, Mines, Industry Regulation and Safety in early May 2025.

The granted licence spans 21 contiguous blocks (67 km²) in the heart of the Pilbara lithium province, just 43 km northeast of Pilbara Minerals' (ASX: PLS) world-class Pilgangoora Lithium Project. The tenement sits directly alongside key players in the lithium space, including Wildcat Resources (ASX:WC8) and Sayona Mining (ASX:SYA), placing Great Dirt at the centre of one of Australia's most sought-after exploration corridors.

DIRECTORS' REPORT

The licence area completed its native title advertising period, which concluded on February 4, 2025, without objections. In alignment with this progress, Great Dirt has executed an Access Agreement with the pastoralist. With all approvals in place, the Company is fully permitted to commence on ground exploration.

Location, Geology, History

E45/6863 is located approximately 60km south-east from Port Hedland with access via Marble Bar Rd. E45/6863 situated east of the Tappa Tappa Greenstone Belt and extends over the Carlindie Batholith complex, which consists of granitic formations from the Tambina, Callina, and Split Rock Supersuites - a geological setting consistent with lithium pegmatite potential. There has been no dedicated lithium exploration over the area and it has remained largely untested.

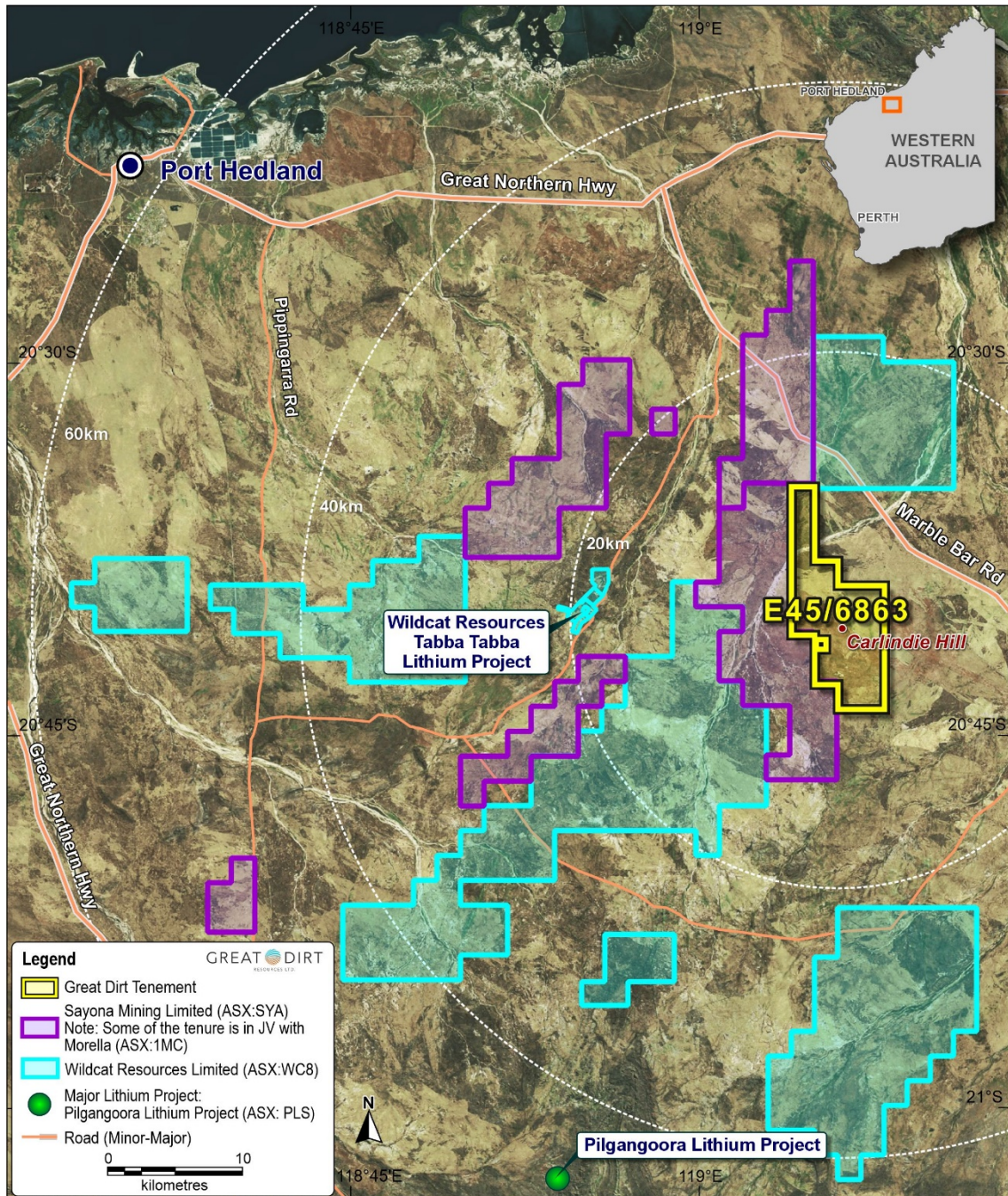


Figure 8: Location of E45/6863 adjoining Wildcat Resources (ASX: WC8) and Sayona Mining (ASX: SYA), and approximately 43km from Pilbara Minerals (ASX: PLS), Pilgangoora Lithium Project.

Geochemical Surveys

In June, the Company completed its initial soil sampling program across E45/6863. The objective of the program was to identify potential geochemical anomalies to inform future exploration activities, including the delineation of potential drilling targets. Results confirmed Lithium in soil anomalism, as announced in July 2025.



Figure 9: Soil sampling at tenement E45/6863.

Competent Person's Statement

Information in this report that relates to exploration results is based on and fairly represents information and supporting documentation prepared and compiled by Mr Michael Leu, who is a Member of the Australian Institute of Geoscientists and a Member of the Australian Institute of Mining and Metallurgy.

Mr Leu is the geological consultant for Great Dirt Resources Ltd. Mr Leu has sufficient experience, which is relevant to the style of mineralisation and type of deposit 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 Exploration Results, Mineral Resources and Ore Reserves. Mr Leu consents to the inclusion in the announcement of the matters based on this information in the form and context in which it appears.

Forward Looking Statement

This report contains forward looking statements concerning the projects owned by Great Dirt Resources Ltd. If applicable, statements concerning mining reserves and resources may also be deemed to be forward looking statements in that they involve estimates based on specific assumptions. Forward-looking statements are not statements of historical fact and actual events and results may differ materially from those described in the forward-looking statements as a result of a variety of risks, uncertainties and other factors. Forward looking statements are based on management's beliefs, opinions and estimates as of the dates the forward looking statements are made and no obligation is assumed to update forward looking statements if these beliefs, opinions, and estimates should change or to reflect other future developments.

DIRECTORS' REPORT

Operating Results

The loss for the consolidated entity after income tax for the financial year was \$428,424 (2024: \$1,203,176).

Financial Position

At 30 June 2025, the consolidated entity had net assets of \$4,163,000 (2024: \$4,564,042) with cash reserves of \$2,669,691 (2024: \$3,443,472).

Dividends

No dividends were paid during the year and no recommendation was made for the payment of dividends.

ASX LISTING RULE 4.10.19

In accordance with ASX Listing Rule 4.10.19, the Company states that it has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

In the opinion of the directors, there were no other significant changes in the state of affairs of the consolidated entity that occurred during the financial year under review not otherwise disclosed in this report or in the financial report.

EVENTS SUBSEQUENT TO BALANCE DATE

No matters or circumstances have arisen, since the end of the financial year, which significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in subsequent financial years, other than the following:

- Mr Jeremy Whybrow transitioned from Executive Chair to Non-Executive Chair of the Company, effective on and from 1 July 2025. Mr Whybrow's remuneration reduced to \$75,000 per annum (ex GST).

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

Information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the Company.

COMPANY SECRETARY

Mr Achurch provides company secretarial, corporate advisory and general consulting services to a number of ASX-listed clients and is currently the Company Secretary of Auris Minerals Limited (ASX:AUR), Reach Resources Limited (ASX:RR1), Green260 Technologies Limited (ASX:GT3), Star Minerals Limited (ASX:SMS), NeuroScientific Biopharmaceuticals Limited (ASX:NSB) and Blinklab Limited (ASX:BB1). Previously, he was the Company Secretary of Critical Resources Limited (ASX:CRR).

MEETINGS OF DIRECTORS

The numbers of meetings of directors (including meetings of committees of directors) held during the year and the number of meetings attended by each director were as follows:

	Board of Directors Meetings	
	<u>Number eligible to attend</u>	<u>Number attended</u>
Martin Helean	2	2
Jeremy Whybrow	2	2
Sam Wright	2	2

REMUNERATION REPORT (AUDITED)

Remuneration Policy

The Board as a whole is responsible for considering remuneration policies and packages applicable both to Board members and key management personnel of the Group. Broadly, the Group's remuneration policy is to ensure that any remuneration package properly reflects the person's duties and responsibilities and that it is competitive in attracting, retaining and motivating people of the highest quality.

Fixed Remuneration

Executive Directors and Non-Executive Directors are remunerated by way of a consulting fee and receive a fixed monthly amount for their services. This remuneration package is reviewed annually by the Board.

Performance Linked Remuneration and Entitlements

The Board may from time to time approve cash bonuses and/or options designed to reward or incentivise executives, contractors and staff on such terms and conditions determined appropriate at the time of payment or issue. Often this will be linked to the achievement of Group objectives with a direct link to the creation of shareholder value.

Director Remuneration and Incentives

The Board policy is to remunerate Non-Executive Directors at market rates for time commitment and responsibilities. Independent external advice is sought where required. All securities issued to Directors and related parties must be approved by shareholders. In addition to Directors' fees, it is a policy of the Group that a Director may be paid fees or other amounts as the Board determines where 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. No securities were issued to Directors or key management personnel of the Group since the end of the year as remuneration.

Post-Employment Benefits

The Group does not have any scheme relating to retirement benefits for Directors or key management personnel.

Nomination and Remuneration Committee

Currently, the full Board together with the Company Secretary, will consider all Nomination and Remuneration matters. The objective when the Board is convened to consider these matters is to ensure that the Group adopts and complies with remuneration policies that:

- attract, retain and motivate high calibre executives and directors so as to encourage enhanced performance by the Group;
- are consistent with the human resource needs of the Group;
- motivate directors and management to pursue the long-term growth and success of the Group with an appropriate framework; and
- demonstrate a clear relationship between key executive performance and remuneration.

DIRECTORS' REPORT

Employment Details of Members of Key Personnel and Other Executives

The following table provides detail of persons who were, during the financial year, members of key management personnel of the Group.

Group Key Management Personnel	Position held as at 30 June 2025 and any change during the year	Proportion of elements of remuneration related to performance			Proportions of elements of remuneration not related to performance	
		Non-salary cash-based incentives %	Shares %	Options %	Fixed Salary/Fees %	Total %
Martin Helean	Managing Director and Chief Executive Officer (Executive)	-	-	-	100	100
Jeremy Whybrow	Executive Chairman and Chief Technical Officer (Executive)	-	-	-	100	100
Sam Wright	Director (Non-Executive)	-	-	-	100	100

Service Agreements – Managing Director and Chief Executive Officer – Mr Martin Helean

On or about 28 August 2023, the Company entered into an executive services agreement and separate director engagement letter with Mr Helean, pursuant to which Mr Helean will serve as Managing Director and Chief Executive Officer of the Company (together, the 'Helean Agreements').

The Company will pay Mr Helean \$150,000 per annum (plus statutory superannuation), from the Admission Date, and Mr Helean will be working on a 75% full time equivalent basis. Mr Helean received a one-off cash payment of \$25,000 (including superannuation) following the Company's Admission to the ASX on 8 November 2023. In addition, the Company issued 1,500,000 New Options to Mr Helean (or his nominee) under the Plan, pursuant to the Management Offer.

The Helean Agreements are for an indefinite term, continuing until terminated by either the Company or Mr Helean giving not less than 2 months' written notice of termination (or shorter periods in certain circumstances).

The Helean Agreements are otherwise on terms that are considered customary for agreements of that nature.

DIRECTORS' REPORT

Service Agreements – Executive Chairman and Chief Technical Officer – Mr Jeremy Whybrow

On or about 28 August 2023, the Company entered into a consultancy agreement with Tivat Consulting Pty Ltd (being an entity controlled by Mr Jeremy Whybrow) ('Consultant') and Mr Whybrow pursuant to which Mr Whybrow will provide services as Chief Technical Officer to the Company and a separate engagement letter pursuant to which Mr Whybrow will serve as Executive Chairman to the Company (together, the 'Whybrow Agreements').

Pursuant to the Whybrow Agreements, the Company had agreed pay the Consultant a fee of \$150,000 per annum (excluding GST) from the Admission Date, based on 20 work hours per week for technical services provided to the Company by Mr Whybrow. Mr Whybrow received a one-off cash payment of \$25,000 (excluding GST) following the Company's Admission to the ASX on 8 November 2023. In addition, the Company issued 1,500,000 New Options to Mr Whybrow (or his nominees) under the Plan, pursuant to the Management Offer.

The Board may, in its absolute discretion invite Mr Whybrow to participate in bonus and other incentive schemes in the Company that it may implement from time to time, subject to compliance with the Corporations Act and Listing Rules.

The Whybrow Agreements are for an indefinite term, continuing until terminated by either the Company or Mr Whybrow giving not less than 2 months' written notice of termination (or shorter periods in certain circumstances).

The Whybrow Agreements otherwise contain terms and conditions that are considered customary for agreements of that nature.

Subsequent to 30 June 2025, Mr Jeremy Whybrow transitioned from Executive Chair to Non-Executive Chair of the Company, effective on and from 1 July 2025. Mr Whybrow's remuneration reduced to \$75,000 per annum (ex GST).

Service Agreements – Non-Executive Director – Mr Sam Wright

The Company has entered into an engagement letter with Mr Sam Wright dated 28 August 2023, pursuant to which Mr Wright has been engaged as a Non-Executive Director of the Company. Mr Wright will receive cash fees of \$50,000 per annum (excluding GST) for his role as Non-Executive Director. In addition, the Company issued 750,000 New Options to Mr Wright under the Plan as part of his remuneration package and to incentivise performance.

The engagement letter is otherwise on terms that are considered customary for an agreement of this nature.

Share-based Payments

There were no shares granted as remuneration to key management personnel and other executives.

DIRECTORS' REPORT

Use of remuneration consultants

During the financial year ended 30 June 2025, the consolidated entity did not engage remuneration consultants.

Voting and comments made at the Company's 2024 Annual General Meeting ('AGM')

At the 2024 AGM, 96% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

The following table of payments and benefits detail the components of remuneration for each member of the key management personnel of the Group for the financial years ended 30 June 2025 and 30 June 2024.

		Short Term Benefit			Post Employment	Equity-Settled Share-Based Payments	
		Directors Fees \$	Overtime / Consulting \$	Listing Success Fee \$	Super- annuation \$	Options \$	Total \$
Martin Helean Managing Director and Chief Executive Officer	2025	150,000	10,000	-	18,380	-	178,380
	2024	95,833	78,500	25,000	12,961	229,975	442,269
Jeremy Whybrow Executive Chairman and Chief Technical Officer	2025	150,000	10,000	-	-	-	160,000
	2024	95,833	62,167	25,000	-	229,975	412,975
Sam Wright Non-Executive Director	2025	50,000	-	-	-	-	50,000
	2024	31,944	-	-	-	81,167	113,111
Total	2025	350,000	20,000	-	18,380	-	388,380
Total	2024	223,610	140,667	50,000	12,961	541,117	968,355

There were no long-term, cash settled share-based payments or termination benefits paid to Key Management Personnel or Other Executives other than what is detailed above.

Key Management Personal Shareholdings

The number of ordinary shares in Great Dirt Resources Ltd held by each KMP of the Group during the financial year is as follows:

30 June 2025

	Balance at beginning of year	Granted as remuneration during the year	Issued on exercised of options during the year	Other changes during the year	Balance on resignation / appointment	Balance at end of year
Martin Helean	1,140,000	-	-	-	-	1,140,000
Jeremy Whybrow	1,385,000	-	-	-	-	1,385,000
Sam Wright	250,000	-	-	-	-	250,000
	2,775,000	-	-	-	-	2,775,000

30 June 2024

Martin Helean	1,140,000	-	-	-	-	1,140,000
Jeremy Whybrow	1,140,000	-	-	245,000	-	1,385,000
Sam Wright	-	-	-	-	250,000	250,000
	2,280,000	-	-	245,000	250,000	2,775,000

DIRECTORS' REPORT

Key Management Personal Options Holdings

The number of options over ordinary shares in Great Dirt Resources Ltd held by each KMP of the Group during the financial year is as follows:

30 June 2025

	Balance at beginning of year	Granted as remuneration during the year	Exercise of options during the year	Other changes during the year	Balance on resignation / appointment	Balance at end of year
Martin Helean	2,630,469	-	-	-	-	2,630,469
Jeremy Whybrow	2,781,106	-	-	-	-	2,781,106
Sam Wright	875,000	-	-	-	-	875,000
	6,286,575	-	-	-	-	6,286,575

30 June 2024

Martin Helean	-	2,125,000	-	505,469	-	2,630,469
Jeremy Whybrow	-	2,125,000	-	656,106	-	2,781,106
Sam Wright	-	750,000	-	125,000	-	875,000
	-	5,000,000	-	1,286,575	-	6,286,575

Additional information

The loss of the consolidated entity for the five years to 30 June 2025 are summarised below:

	2024 *	2025
	\$	\$
Sales Revenue	-	-
EBITDA	(1,279,968)	(484,714)
EBIT	(1,298,209)	(551,329)
Loss after income tax	(1,203,176)	(428,424)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2024 *	2025
Share price at financial year end (\$)	0.19	0.10
Total dividends declared (cents per share)	-	-
Basic loss per share (cents per share)	(4.29)	(1.15)

* The Company was admitted to the Official List of the Australian Securities Exchange (ASX) on 8 November 2023.

This concludes the remuneration report, which has been audited.

DIRECTORS' REPORT

INDEMNITY AND INSURANCE OF OFFICERS

In accordance with the constitution, except as may be prohibited by the Corporations Act 2001, every Officer of the Company shall be indemnified out of the property of the Company against any liability incurred by them in their capacity as Officer of the Company or a related corporation in respect of any act or omission whatsoever and howsoever occurring or in defending any proceedings, whether civil or criminal.

As at the date of this report the Company holds Directors and Officers Indemnity insurance. In accordance with a confidentiality clause under the insurance policy, the amount of the premium paid to the insurers for 2025 has not been disclosed. This is permitted under Section 300(9) of the Corporations Act 2001.

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.

CORPORATE GOVERNANCE STATEMENT

The Company's 2025 Corporate Governance Statement has been released as a separate document and is located on the Company's website at www.greatdirt.com.au

SHARES UNDER OPTION

Unissued ordinary shares of Great Dirt Resources Ltd under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
8 November 2023	8 November 2027	\$0.25	11,000,000
17 April 2024	17 April 2027	\$0.25	18,712,505

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

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

ENVIRONMENTAL REGULATIONS

The Group's exploration activities are subject to various environmental regulations. The Board is responsible for the regulatory monitoring of environmental exposures and compliance with environmental regulations.

DIRECTORS' REPORT

The Group is committed to achieving a high standard of environmental performance and conducts its activities in a professional and environmentally conscious manner and in accordance with applicable laws and permit requirements. The Board believes that the Group has adequate systems in place for the management of its environmental requirements and is not aware of any breach of those environmental requirements as they apply to the Group.

The directors have considered the enacted National Greenhouse and Energy Reporting Act 2007 (the NGER Act) which introduces a single national reporting framework for the reporting and dissemination of information about the greenhouse gas emissions, greenhouse gas projects, and energy use and production of corporations. At the current stage of development, the directors have determined that the NGER Act will have no effect on the Company for the current financial year. The directors will reassess this position as and when the need arises.

NON-AUDIT SERVICES

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 5 to the financial statements.

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

The directors are of the opinion that the services as disclosed in note 5 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

OFFICERS OF THE COMPANY WHO ARE FORMER PARTNERS OF RSM AUSTRALIA PARTNERS

There are no officers of the Company who are former partners of RSM Australia Partners.

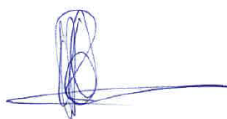
AUDITOR'S DECLARATION OF INDEPENDENCE

The auditor's independence declaration as required under section 307C of the Corporations Act 2001, has been received and is included within the financial report.

AUDITOR

RSM Australia Partners continues in office in accordance with Section 327 of the Corporations Act 2001.

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



Martin Helean
Director
Perth, 21 August 2025

RSM Australia Partners

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www.rsm.com.au

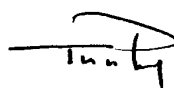
AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Great Dirt Resources Ltd for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

A stylized handwritten signature of 'RSM' in black ink.

RSM AUSTRALIA

A handwritten signature in black ink, appearing to read 'Tutu Phong'.

TUTU PHONG
Partner

Perth, WA
Dated: 21 August 2025

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RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.
RSM Australia Partners ABN 36 965 185 036
Liability limited by a scheme approved under Professional Standards Legislation



GREAT DIRT RESOURCES LTD
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General information

The financial statements cover Great Dirt Resources Ltd as a consolidated entity consisting of Great Dirt Resources Ltd and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Great Dirt Resources Ltd's functional and presentation currency.

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

Registered office

Level 4
216 St Georges Terrace
Perth WA 6000

Principal place of business

Level 4
216 St Georges Terrace
Perth WA 6000

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 21 August 2025.

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2025**

		Consolidated	
	<u>Note</u>	2025	2024
		\$	\$
Revenue			
Interest income		122,905	95,033
Other revenue		-	1,417
Expenses			
Tenement expenses		(16,030)	(36,391)
Listing expenses		-	(114,778)
Employee benefits		(147,513)	(155,356)
Other expenses	3(a)	(313,186)	(217,265)
Depreciation expense		(66,615)	(18,241)
Loss on disposal of plant and equipment		(6,992)	-
Share-based payments	21	-	(757,562)
Financing costs		(993)	(33)
Loss before income tax expense		(428,424)	(1,203,176)
Income tax expense	4	-	-
Net loss for the year		(428,424)	(1,203,176)
Other comprehensive income			
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss attributable to the members of Great Dirt Resources Ltd		(428,424)	(1,203,176)
Earnings per share attributable to the members of Great Dirt Resources Ltd		\$	\$
Basic and diluted loss per share	6	(0.011)	(0.04)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION **AS AT 30 JUNE 2025**

		Consolidated	
	Note	2025	2024
		\$	\$
ASSETS			
Current Assets			
Cash and cash equivalents	7	2,669,691	3,443,472
Trade and other receivables	8	49,328	94,806
Total Current Assets		2,719,019	3,538,278
Non-Current Assets			
Exploration and evaluation	9	1,488,842	1,021,965
Plant and equipment	10	27,388	111,786
Right-of-use asset	11	38,025	39,632
Total Non-Current Assets		1,554,255	1,173,383
Total Assets		4,273,274	4,711,661
LIABILITIES			
Current Liabilities			
Trade and other payables	12	72,157	108,042
Lease liability	11	34,197	33,030
Total Current Liabilities		106,354	141,072
Non-Current Liabilities			
Lease liability	11	3,920	6,547
Total Non-Current Liabilities		3,920	6,547
Total Liabilities		110,274	147,619
Net Assets		4,163,000	4,564,042
EQUITY			
Issued capital	14	4,648,247	4,649,116
Reserves	15	1,247,453	1,219,202
Accumulated losses	13	(1,732,700)	(1,304,276)
Total Equity		4,163,000	4,564,042

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

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2025**

	Issued Capital	Reserves	Accumulated Losses	Total
	\$		\$	\$
Consolidated 2024				
Balance at 1 July 2023	365,260	-	(101,100)	264,160
Loss for the year	-	-	(1,203,176)	(1,203,176)
Total comprehensive loss for the year	-	-	(1,203,176)	(1,203,176)
<i>Transactions with owners in their capacity as owners:</i>				
Shares issued during the year	5,262,500	-	-	5,262,500
Options issued during the year	-	1,250,174	-	1,250,174
Share issue costs	(978,644)	-	-	(978,644)
Option issue costs	-	(30,972)	-	(30,972)
Balance at 30 June 2024	4,649,116	1,219,202	(1,304,276)	4,564,042
Consolidated 2025				
Balance at 1 July 2024	4,649,116	1,219,202	(1,304,276)	4,564,042
Loss for the year	-	-	(428,424)	(428,424)
Total comprehensive loss for the year	-	-	(428,424)	(428,424)
<i>Transactions with owners in their capacity as owners:</i>				
Options issued during the year	-	33,751	-	33,751
Share issue costs	(869)	-	-	(869)
Option issue costs	-	(5,500)	-	(5,500)
Balance at 30 June 2025	4,648,247	1,247,453	(1,732,700)	4,163,000

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

CONSOLIDATED STATEMENT OF CASH FLOWS **FOR THE YEAR ENDED 30 JUNE 2025**

		Consolidated	
	<u>Note</u>	2025	2024
		\$	\$
Cash flows from operating activities			
Payment to suppliers		(445,015)	(513,963)
Rental income		1,417	-
Interest received		122,905	95,033
Net cash used in operating activities	7(a)	(320,693)	(418,930)
Cash flows from investing activities			
Payments for exploration and evaluation		(831,896)	(861,666)
R&D tax incentives		334,556	-
Payments for plant and equipment		(4,346)	(123,767)
Proceeds from disposal of plant and equipment		57,727	-
Net cash used in investing activities		(443,959)	(985,433)
Cash flows from financing activities			
Proceeds from issue of shares		-	5,262,500
Cost of share issue		(869)	(545,844)
Proceeds from issue of options		33,751	59,812
Cost of option issue		(5,500)	(30,972)
Payments for lease liabilities		(36,511)	-
Net cash (used in) / provided by financing activities		(9,129)	4,745,496
 Net (decrease) / increase in cash held		 (773,781)	 3,341,133
Cash at beginning of the financial year		3,443,472	102,339
 Cash at end of financial year	7	 2,669,691	 3,443,472

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 1. Material Accounting Policy Information

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

New or amended Accounting Standards and Interpretations adopted

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

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

Basis of preparation

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

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 22.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Great Dirt Resources Ltd ('Company' or 'parent entity') as at 30 June 2025 and the results of all subsidiaries for the year then ended. Great Dirt Resources Ltd and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 1. Material accounting policy information (continued)

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

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

Operating segments

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

Revenue recognition

The consolidated entity recognises revenue as follows:

Interest

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

Other revenue

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

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 1. Material accounting policy information (continued)

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

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

Trade and other receivables

Trade receivables are initially recognised at fair value 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 consolidated entity 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.

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 which 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 consolidated entity 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 1. Material accounting policy information (continued)

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 recognised in profit or loss.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

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.

Plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Motor vehicle	5 years
Plant and equipment	3-5 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 1. Material accounting policy information (continued)

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Exploration and evaluation assets

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

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.

Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 1. Material accounting policy information (continued)

Provisions

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Short-term employee benefits

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

Other long-term employee benefits

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

Defined contribution superannuation expense

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

Share-based payments

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 1. Material accounting policy information (continued)

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

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

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

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

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

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

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

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.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of Great Dirt Resources Ltd, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 1. Material accounting policy information (continued)

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

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 consolidated entity for the annual reporting period ended 30 June 2025. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Note 2. Critical accounting judgements, estimates and assumptions

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

Exploration and evaluation assets

Exploration and evaluation costs have been capitalised on the basis that the costs incurred will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

	Consolidated	
	2025	2024
	\$	\$
3. Expenses		
(a) Other Expenses		
Professional and consulting fees	115,951	85,817
Administration expense	197,235	131,448
	313,186	217,265
4. Income Tax		
(a) Income tax expense		
The income tax expense for the year differs from the prima facie tax as follows:		
Loss for year	(428,424)	(1,203,176)
Prima facie income tax benefit at 30% (2024: 30%)	(128,527)	(360,953)
Tax effect of (non-assessable)/non-deductible items	(102,163)	279,383
Deferred tax assets not brought to account	462,482	312,089
Tax amortization of capital raising costs	(231,792)	(230,519)
Total income tax expense	-	-
(b) Deferred tax assets		
Deferred tax assets not brought to account arising from tax losses, the benefits of which will only be realised if the conditions for deductibility set out in Note 1 occur:	626,216	394,348

There are no franking credits available to the Company.

The benefit of deferred tax assets not brought to account will only be recognised if:

- Future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised;
- The conditions for deductibility imposed by tax legislation continue to be complied with; and
- No changes in tax legislation adversely affect the consolidated entity in realising the benefit.

(c) Tax losses

At reporting date, the Group has unrecognised tax losses of \$2,392,756 (2024: \$478,835) that are available for offset against future taxable profits. Tax losses in Australia do not expire.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

Consolidated	
2025	2024
\$	\$

5. Auditors' Remuneration

The auditor of Great Dirt Resources Ltd is RSM Australia Partners.

Amounts, received or due and receivable by RSM Australia Partners for:

- audit and review of the financial statements	38,525	37,500
- other non-audit services*	-	15,000
	38,525	52,500

*Independent Accountant's Report for Initial Public Offer prospectus dated 8 September 2023.

6. Earnings per Share (EPS)

Basic and diluted loss per share (cents)	(1.15)	(4.29)
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The loss and weighted average number of ordinary shares used in the calculation of basic and diluted loss per share is as follows:

\$	\$
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Loss for the year ended	(428,424)	(1,203,176)
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	No.	No.
Weighted average number of ordinary shares used in the calculation of basic and diluted EPS	37,425,010	28,021,321

7. Cash and Cash Equivalents

	\$	\$
Cash on hand	260	260
Cash at bank	2,669,431	3,443,212
	2,669,691	3,443,472

Cash at bank earns interest at floating rates based on daily bank deposit rates.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025**

	Consolidated	
	2025	2024
	\$	\$
7. Cash and Cash Equivalents (Continued)		
(a) Reconciliation of loss for the year to net cash flows used in operating activities:		
Loss for the year	(428,424)	(1,203,176)
Adjusted for:		
Depreciation expense	66,615	18,241
Loss on disposal of plant and equipment	6,992	-
Tenement expenses	16,030	36,391
Share-based payments	-	757,562
Changes in assets and liabilities:		
Trade and other receivables	33,714	(61,252)
Trade and other payables	(15,620)	33,304
Net cash flows used in operating activities	(320,693)	(418,930)

8. Trade and Other Receivables

Current

Prepayments	9,287	11,350
Other receivables	23,008	49,041
GST receivable	17,033	34,415
	49,328	94,806

There were no expected credit losses during the year (2024: Nil)

9. Exploration and Evaluation

Exploration and evaluation	1,488,842	1,021,965
	1,488,842	1,021,965

Reconciliations

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

Balance at 1 July	1,021,965	149,437
Expenditure capitalised during the year	801,433	872,528
Research and development grant received	(334,556)	-
Balance at 30 June	1,488,842	1,021,965

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

10. *Plant and Equipment*

Plant and Equipment

	2025	2024
	\$	\$
Cost	12,646	20,030
Accumulated depreciation	(4,428)	(1,719)
Net book amount	8,218	18,311

Motor Vehicle

Cost	23,631	106,867
Accumulated depreciation	(4,461)	(13,392)
Net book amount	19,170	93,475
	27,388	111,786

Plant and Equipment

Opening net book amount	18,311	-
Additions	1,306	20,030
Depreciation expense	(5,577)	(1,719)
Disposals	(5,822)	-
Closing net book amount	8,218	18,311

Motor Vehicle

Opening net book amount	93,475	-
Additions	9,536	106,867
Depreciation expense	(24,943)	(13,392)
Disposals	(58,898)	-
Closing net book amount	19,170	93,475
	27,388	111,786

11. *Right-of-Use Asset and Lease Liability*

The Group's right-of-use assets includes a building (in the form of an office lease) and a printer novated lease.

Right-of-use assets

Leased building	34,488	33,346
Accumulated amortisation	(2,874)	(2,780)
	31,614	30,566
Plant and equipment	9,508	9,508
Accumulated amortisation	(3,097)	(442)
	6,411	9,066
	38,025	39,632

Lease liability

Current	34,197	33,030
Non-current	3,920	6,547
	38,117	39,577

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

	Consolidated	
	2025	2024
	\$	\$
12. Trade and Other Payables		
Current		
Trade payables and other accruals	72,157	102,800
Employee leave benefits	-	5,242
	<u>72,157</u>	<u>108,042</u>

Terms and conditions relating to the above financial instruments:

- Trade payables are non-interest bearing and are normally settled on 30 day terms.
- Due to the short term nature of trade payables and accruals, their carrying value is assumed to approximate their fair value.

13. Equity - Accumulated Losses

Accumulated losses at the start of the financial year	(1,304,276)	(101,100)
Loss after income tax expense for the year	<u>(428,424)</u>	<u>(1,203,176)</u>
Accumulated losses at the end of the financial year	<u>(1,732,700)</u>	<u>(1,304,276)</u>

14. Issued Capital

	Consolidated		Consolidated	
	2025	2024	2025	2024
(a) Issued and paid up capital	\$	\$	Number	Number
Ordinary shares - fully paid	<u>4,648,247</u>	<u>4,649,116</u>	<u>37,425,010</u>	<u>37,425,010</u>

(b) Movement in ordinary shares on issue	Issue Price	No. of Shares	\$
Consolidated			
2024			
Balance at the beginning of the year		9,800,010	365,260
Issue of shares – 24 Aug 2023	\$0.10	2,625,000	262,500
Issue of shares – 10 Nov 2023	\$0.20	25,000,000	5,000,000
Share issue costs		-	(978,644)
Balance at 30 June 2024		<u>37,425,010</u>	<u>4,649,116</u>
Consolidated			
2025			
Balance at the beginning of the year		37,425,010	4,649,116
Share issue costs		-	(869)
Balance at 30 June 2025		<u>37,425,010</u>	<u>4,648,247</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

14. Issued Capital (Continued)

(c) Terms and conditions of issued capital

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in proceeds from the sale of all surplus assets in proportion to the number of and amounts paid upon shares held.

Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

(d) Capital management

Management controls the capital of the Company in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the Company can fund its operations and continue as a going concern.

The Company's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets. There are no externally imposed capital requirements.

Management effectively manages the Company'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 Company since incorporation.

	Consolidated	
	2025	2024
	\$	\$
15. Reserves		
(a) Options reserve		
Options reserve	1,247,453	1,219,202
(b) Movement in options on issue	No. of Options	\$
2024		
Balance at the beginning of the year	-	-
Issue of options exercisable at \$0.25 and expiring 8 Nov 2027	11,000,000	1,190,362
Issue of options exercisable at \$0.25 and expiring 17 Apr 2027	11,962,375	59,812
Option issue costs	-	(30,972)
Balance at the end of the year	22,962,375	1,219,202
2025		
Balance at the beginning of the year	22,962,375	1,219,202
Issue of options exercisable at \$0.25 and expiring 17 Apr 2027	6,750,130	33,751
Option issue costs	-	(5,500)
Balance at the end of the year	29,712,505	1,247,453

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

16. Commitments

Exploration commitments

The Company has certain commitments to meet minimum expenditure requirements on the mining exploration tenements it has an interest in. Outstanding exploration commitments are as follows:

	Consolidated	
	2025	2024
	\$	\$
EL 9527 – New South Wales Tenement		
Within one year	-	-
Later than one year but not later than five years	30,000	70,000
	30,000	70,000
Western Australian Tenements		
Within one year	89,000	-
Later than one year but not later than five years	356,000	-
	445,000	-
	475,000	70,000

The work program associated with EL9527 is outcomes based. Therefore, the financial commitments are an estimate only and does not reflect a minimum amount that must be spent.

17. Contingent Liabilities and Assets

Contingent liabilities

There were no contingent liabilities at the reporting date (2024: Nil).

Contingent assets

There were no contingent assets at the reporting date (2024: Nil).

18. Financial Reporting by Segments

The Group operates within one reportable segment, being the exploration of mineral tenements. This internal reporting framework is the most relevant to assist the Board with making decisions regarding the Group and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

19. Related Party Transactions

(a) Detail of Remuneration of Key Management Personnel

Remuneration paid to key management personnel of the Group during the year was \$388,380 (2024: \$968,355).

	Consolidated	
	2025	2024
	\$	\$
Short-term benefits	370,000	414,277
Post-employment benefits	18,380	12,961
Share-based payments	-	541,117
	388,380	968,355

(b) Aggregate Amount Receivable from Directors and their Director Related Entities at the Reporting Date

Office rent of \$Nil (2024: \$1,417) was invoiced to Golden Tail Resources Pty Ltd, of which Mr Martin Helean and Mr Jeremy Whybrow are Directors. The amounts invoiced were on arm's length commercial terms.

(c) Aggregate Amount Payable to Directors and their Director Related Entities at the Reporting Date

	Consolidated	
	2025	2024
	\$	\$
Current liabilities	5,003	6,160
	5,003	6,160

(d) The following transactions occurred with related parties:

Receipt for office rent	-	1,417
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(e) Terms and conditions

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

20. *Financial Risk Management*

The Group's principal financial instruments comprise payables and cash. The Group manages its exposure to key financial risks in accordance with the Group's 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 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.

Risk Exposures and Responses

Interest Rate Risk

The Group's exposure to risks of changes in market interest rates relates primarily to the Group's 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 interest rate 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 balance date, the Group had the following financial assets exposed to variable interest rates that are not designated in cash flow hedges:

	Consolidated	
	2025	2024
	\$	\$
<i>Financial Assets</i>		
Cash and cash equivalents (interest-bearing accounts)	2,669,431	3,443,212
Net exposure	2,669,431	3,443,212

The sensitivity analysis on the interest rate risk exposures in existence at the reporting date is not material.

Liquidity Risk

The Group manages liquidity risk by monitoring immediate and forecast cash requirements and ensuring adequate cash reserves are maintained.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

20. Financial Risk Management (Continued)

Remaining contractual maturities

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

	Weighted average effective interest rate %	Less than 1 month \$	1 – 3 Months \$	3 months – 1 year \$	1 – 5 years \$
Consolidated 2024					
Non-derivatives					
<i>Non-interest bearing</i>					
Other payables	-	108,042	-	-	-
<i>Interest-bearing – fixed rate</i>					
Lease liability	4.35%	2,931	5,893	24,206	6,547
		<u>110,973</u>	<u>5,893</u>	<u>24,206</u>	<u>6,547</u>
Consolidated 2025					
Non-derivatives					
<i>Non-interest bearing</i>					
Other payables	-	72,157	-	-	-
<i>Interest-bearing – fixed rate</i>					
Lease liability	3.57%	3,045	6,116	25,036	3,920
		<u>75,202</u>	<u>6,116</u>	<u>25,036</u>	<u>3,920</u>

Credit risk

The Group is not exposed to credit risk.

Capital Management Risk

Management controls the capital of the Group in order to maximise the return to shareholders and ensure that the Group can fund its operations and continue as a going concern.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of expenditure and debt levels and share and option issues.

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

Fair Value

The methods of estimating fair value are outlined in the relevant notes to the financial statements. All financial assets and liabilities recognised in the statement of financial position, whether they are carried at cost or fair value, are recognised at amounts that represent a reasonable approximation of fair values unless otherwise stated in the applicable notes.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

21. Share-Based Payments

Share-based payments included in the statement of financial position for the financial year are as follows:

	Consolidated	
	30 June 2025	30 June 2024
	\$	\$
Options issued to lead manager in lieu of capital raising fees	-	432,800

Share-based payments included in the statement of profit or loss and other comprehensive income for the financial year are detailed below:

	Consolidated	
	30 June 2025	30 June 2024
	\$	\$
Options issued to founders	-	270,558
Options issued to management	-	487,004
	<u>-</u>	<u>757,562</u>

On 10 November 2023, the Company granted the below options:

- 2,500,000 Founder Options exercisable at \$0.25 per option on or before 8 November 2027, vest and exercisable immediately upon issue.
- 4,500,000 Management Options exercisable at \$0.25 per option on or before 8 November 2027, vest and exercisable immediately upon issue.
- 4,000,000 Lead Manager Options exercisable at \$0.25 per option on or before 8 November 2027, vest and exercisable immediately upon issue.

The Binomial Option Pricing model was used to value the options and the following table lists the inputs to the model used to determine the fair value at the grant date:

	Founder Options	Management Options	Lead Manager Options
Number on issue	2,500,000	4,500,000	4,000,000
Grant date	10 November 2023	10 November 2023	10 November 2023
Expiry date	8 November 2027	8 November 2027	8 November 2027
Exercise price	\$0.25	\$0.25	\$0.25
Risk-free interest rate	4.3%	4.3%	4.3%
Share price at grant date	\$0.22	\$0.22	\$0.22
Expected volatility	80%	80%	80%
Dividend yield	-	-	-
Number exercisable as at 30 June 2024	2,500,000	4,500,000	4,000,000
Fair value at grant date	\$0.1082	\$0.1082	\$0.1082

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

21. Share-Based Payments (Continued)

Set out below are summaries of options granted during the financial year ended 30 June 2024:

2024

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
10/11/2023	8/11/2027	\$0.25	-	11,000,000	-	-	11,000,000
			-	11,000,000	-	-	11,000,000
Weighted average exercise price			-	\$0.25	-	-	\$0.25

No options are granted during the financial year ended 30 June 2025.

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

Grant date	Expiry date	2025 Number	2024 Number
10/11/2023	8/11/2027	11,000,000	11,000,000
		<u>11,000,000</u>	<u>11,000,000</u>

The weighted average remaining contractual life of options outstanding at the end of the financial year was 2.36 years (2024: 3.36 years).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

22. Parent Entity Information

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

Statement of profit or loss and other comprehensive income

	2025 \$	2024 \$
Loss after income tax	<u>(369,569)</u>	<u>(1,082,248)</u>
Total comprehensive loss	<u>(369,569)</u>	<u>(1,082,248)</u>

Statement of financial position

	2025 \$	2024 \$
Total current assets	<u>4,173,500</u>	<u>4,460,177</u>
Total assets	<u>4,227,406</u>	<u>4,589,141</u>
Total current liabilities	<u>101,242</u>	<u>91,163</u>
Total liabilities	<u>105,162</u>	<u>97,710</u>
Equity		
Issued capital	4,369,156	4,370,025
Reserve	1,247,453	1,219,202
Accumulated losses	<u>(1,494,365)</u>	<u>(1,097,796)</u>
Total equity	<u>4,122,244</u>	<u>4,491,431</u>

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2025 and 30 June 2024.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2025 and 30 June 2024.

Material accounting policy information

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

23. Controlled Entities

	Country of Incorporation	Percentage Owned (%) 2025	Percentage Owned (%) 2024
Subsidiaries:			
Great Dirt Pty Ltd	Australia	100	100

24. Events Subsequent to Year End

No matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years, other than the following:

- Mr. Jeremy Whybrow transitioned from Executive Chair to Non-Executive Chair of the Company, effective on and from 1 July 2025. Mr. Whybrow's remuneration reduced to \$75,000 per annum (ex GST).

**CONSOLIDATED ENTITY DISCLOSURE STATEMENT
AS AT 30 JUNE 2025**

	Entity type	Country of Incorporation	Percentage Owned (%)	Tax Residency
Subsidiaries:				
Great Dirt Pty Ltd	Body Corporate	Australia	100	Australia

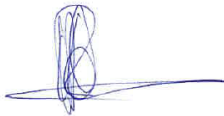
DIRECTORS' DECLARATION

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2025 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.

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

On behalf of the directors



Martin Helean
Director

Perth, 21 August 2025

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
GREAT DIRT RESOURCES LTD**

Opinion

We have audited the financial report of Great Dirt Resources Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the 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 2025 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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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



Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of 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 our audit addressed this matter
Exploration and Evaluation Expenditure Refer to Note 9 in the financial statements	
<p>The Group has capitalised exploration and evaluation expenditure with a carrying value of \$1,488,842 as at 30 June 2025.</p> <p>We considered this to be a key audit matter due to the significant management judgments involved in assessing the carrying value of the asset, including:</p> <ul style="list-style-type: none"> Determining whether the expenditure can be associated with finding specific mineral resources, and the basis on which that expenditure is allocated to an area of interest; Determining whether exploration activities have progressed to the stage at which the existence of an economically recoverable mineral reserve may be assessed; and Assessing whether any indicators of impairment are present, and if so, the judgments applied to determine and quantify any impairment loss. 	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> Assessing the Group's accounting policy for compliance with Australian Accounting Standards; Assessing whether the Group's right to tenure of each relevant area of interest is current; Agreeing, on a sample basis, additions of capitalised exploration and evaluation expenditure to supporting documentation, including assessing whether amounts are capital in nature and relate to the relevant area of interest; Assessing and evaluating management's assessment that no indicators of impairment existed at the reporting date; Assessing management's determination that exploration and evaluation activities have not yet reached a stage where the existence or otherwise of economically recoverable reserves may be reasonably determined; Enquiring with management and reading budgets and other supporting documentation to corroborate that active and significant operations in, or relation to, each relevant area of interest will be continued in the future; and Assessing the disclosures in the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2025 but does not include the financial report and the auditor's report thereon.

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

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

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



Responsibilities of the Directors for the Financial Report

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

- 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

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 have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar2_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 included within the directors' report for the year ended 30 June 2025.

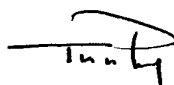
In our opinion, the Remuneration Report of Great Dirt Resources Ltd, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

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.

A stylized, handwritten-style signature of the letters "RSM" in black ink.

RSM AUSTRALIA

A handwritten signature in black ink, appearing to read "Tutu Phong".

TUTU PHONG
Partner

Perth, WA
Dated: 21 August 2025



TENEMENT SCHEDULE (AS AT 30 JUNE 2025)

Tenement	Location	Grant Date	Expiry Date	Interest At Beginning Of Year (%)	Interest At End of Year (%)
EL9527	NSW	8 February 2023	8 February 2026	100	100
E45/6949	WA	24 January 2025	23 January 2030	100	100
E45/6950*	WA	Pending – Tenement already held by Great Dirt Pty Ltd	Pending – Tenement already held by Great Dirt Pty Ltd	100	100
E45/6863	WA	15 April 2025	14 April 2030	0	100

*Granted subsequent to 30 June 2025, on 7 August 2025.

SHAREHOLDER INFORMATION

Additional information required by the Australian Securities Exchange and not shown elsewhere in this report is as follows. The information is current at 12 August 2025.

A. Distribution of Holders of Equity Securities Not Under Escrow

i) Analysis of numbers of shareholders by size of holding:

Ordinary Shares (GR8)		
Spread of Holdings	# of Shareholders	# of Ordinary Shares
1 - 1,000	13	2,190
1,001 - 5,000	20	60,892
5,001 - 10,000	57	566,066
10,001 - 100,000	218	9,934,214
100,001 - and over	79	18,787,897
TOTAL	387	29,351,259

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

B. Twenty Largest Holders of Quoted Equity Securities

Fully Paid Ordinary Shares

The names of the 20 largest holders of quoted ordinary shares that are not under escrow (ASX:GR8) are listed below:

		Number of Ordinary Shares Held	%
1	LOKTOR HOLDINGS PTY LTD <TAYBIRD A/C>	1,375,000	4.68
2	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	1,337,536	4.56
3	T H LAWRIE NOMINEES PTY LTD <LAWRIE FAMILY A/C>	550,000	1.87
4	RATDOG PTY LTD	545,000	1.86
5	ALLAMBI HOLDINGS PTY LTD <ALLAMBI A/C>	500,000	1.70
6	MR BRENDAN BALASEKERAN & MRS TANYA BALASEKERAN <PHOENIX A/C>	500,000	1.70
7	WARRAMBOO HOLDINGS PTY LTD	475,000	1.62
8	GOLDLIFE HOLDINGS PTY LTD <K M RETIREMENT FUND A/C>	400,000	1.36
9	ACN 161 604 315 PTY LTD	397,500	1.35
10	COLLORI PTY LTD <ELLSEE INVESTMENT A/C>	375,000	1.28
11	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	333,812	1.14
12	SIX FINGERS PTY LTD <SIX FINGERS DISCRET A/C>	325,000	1.11
13	BLACK KNIGHT HOLDINGS PTY LTD <THE BLACK KNIGHT UNIT A/C>	325,000	1.11
14	MR CHRISTOPHER BRYAN JAMES ACHURCH + MRS NICOLE FAY STRIJK <THE ACHURCH FAMILY A/C>	312,500	1.06
15	MR BEN WEST STATHAM & MRS ELLE LOUISE STATHAM <THE BELLE S/F A/C>	300,000	1.02
16	MUSCARA INVESTMENTS PTY LTD <HICKS SUPER FUND A/C>	300,000	1.02
17	J & A REEVES SUPER PTY LTD <REEVES SUPER FUND A/C>	295,000	1.01
18	BRAD PITTS INVESTMENTS PTY LTD <BRAD PITTS SUPER FUND A/C>	275,000	0.94
19	SWANMIST ENTERPRISES PTY LTD <RIEMER A/C>	250,000	0.85
20	ALWAYS HOLDINGS PTY LTD <THE BUHAGIAR S/F A/C>	250,000	0.85
		9,421,348	32.10

Options - Unlisted Securities Information

-11,000,000 unlisted \$0.25 options exercisable on or before 8 November 2027. There are 15 holders of this security.

-18,712,505 unlisted \$0.25 options exercisable on or before 17 April 2027. There are 189 holders of this security.

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

C. Substantial Holders

As at 12 August 2025, the Company had received substantial shareholder notices from the following shareholders:

Shareholder	No. of shares
Mr Byron Schammer (ii)	2,030,000

Note:

- i) The above details may not reconcile to the information in the Twenty Largest Security Holders list as revised substantial shareholder notices had not been received by the Company as at 12 August 2025.
- ii) Holdings held by Schammer Pty Ltd <BS Super Fund A/C>, Ratdog Pty Ltd and Loxton Resources Pty Ltd

D. Voting Rights

At a general meeting of shareholders:

- (a) On a show of hands, each person who is a member or sole proxy has one vote.
- (b) On a poll, each shareholder is entitled to one vote for each fully paid share.

E. On-market buy-back

There is no on-market buy-back of the Company's securities in progress.

F. Unmarketable parcel holders

There were 27 shareholders holding less than a marketable parcel of ordinary shares at 12 August 2025.

G. Restricted securities

Class	Number	Date Escrow Period Ends
Ordinary fully paid shares	8,073,751	10 November 2025
Unlisted options	10,250,000	10 November 2025