

VBX PTY LTD

ACN 163 215 914

INTERIM REPORT

**FOR THE PERIOD ENDED
31 DECEMBER 2024**

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General Information

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

VBX Pty Ltd is a private company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office

47 Ord Street
West Perth
Western Australia 6005

Principal place of business

Unit 13, 83 Hector Street
Osborne Park
Western Australia 6017

DIRECTORS' REPORT

Your Directors' present the following half-yearly (interim) report on VBX Pty Ltd and its controlled entities (referred to hereafter as "the Group") for the financial and reporting period 1 July 2024 to 31 December 2024 (Financial Period).

Directors

The persons who were Directors of VBX Pty Ltd during the reporting period and up to the date of this report are:

NAME	ROLE	APPOINTMENT/RESIGNATION DATE
Mr Ryan de Franck	Managing Director	Appointed on 9 April 2013
Mr Richard de Franck	Non-Executive Director	Appointed on 19 August 2016
Mr George Lloyd	Non-Executive Director	Appointed on 24 April 2020
Ms Vivienne Powe	Non-Executive Director	Appointed on 8 July 2022

Company Secretary

Mr Ryan de Franck (appointed on 5 February 2024).

Review of Operations

During the Financial Period, the principal activities of the Group were the exploration and evaluation of the Wuudagu Bauxite Project. In December 2024, the Company raised \$3,010,000 (gross) through the issuance of 7,525,000 fully paid ordinary shares at \$0.40 per share to sophisticated and institutional investors. These proceeds have enabled the Group to accelerate the progression of the Wuudagu Bauxite Project through the commencement of various feasibility studies, improve the financial position of the Group and provide a platform to pursue an Initial Public Offering on the Australian Securities Exchange (ASX).

The Consolidated Statement of Profit or Loss and other Comprehensive Income shows a net loss from continuing operations attributable to owners of \$291,534 for the period ending 31 December 2024 (31 December 2023: \$195,067)

Significant Change in State of Affairs

There were no significant changes in the state of affairs of the Group during the year.

Matters Subsequent to Reporting Date

Date	Details
February 25	Acquisition of Tiwi Exploration Pty Ltd In February 25, the Company entered into an agreement to acquire 100% of the issued capital of Tiwi Exploration Pty Ltd ("Tiwi"), an entity controlled by Managing Director Ryan de Franck and legal and beneficial owner of prospective bauxite tenements ELA 33727 and ELA 33755 located on Melville Island, Northern Territory. Under the terms of the agreement, the Company will pay \$1 in consideration to acquire the issued capital of Tiwi and reimburse Mr Ryan de Franck up to \$2,223 in tenement application and registration costs via Indmin Pty Ltd, the sole shareholder of Tiwi.

No other matters or circumstances have arisen since the end of the Financial Period which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future periods.

Auditor's Independence Declaration

The Auditor's Independence Declaration under section 307C of the Corporation Act 2001 is included within this financial report.

This report is signed in accordance with a resolution of the Board of Directors.



Mr Ryan de Franck
Managing Director

Perth, Western Australia, 28 February 2025

DECLARATION OF INDEPENDENCE BY JARRAD PRUE TO THE DIRECTORS OF VBX PTY LIMITED

As lead auditor for the review of VBX Pty Limited for the half-year ended 31 December 2024, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of VBX Pty Limited and the entities it controlled during the period.



Jarrad Prue

Director

BDO Audit Pty Ltd

Perth

28 February 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

	Note	31 December 2024 \$	31 December 2023 \$
Revenue from continuing operations			
Other income		-	78
Compliance and legal expense		(16,832)	(2,713)
Administration expense		(25,015)	(8,453)
Directors and consultants expense		(108,252)	(128,366)
Exploration expense		(82,358)	(26,209)
Depreciation and amortisation		(9,259)	(9,061)
Marketing expense		(4,235)	(1,210)
Finance costs		(45,583)	(19,133)
Profit/(Loss) before income tax		(291,534)	(195,067)
Income tax expense		-	-
Profit/(Loss) after income tax		(291,534)	(195,067)
Other Comprehensive Income			
<i>Items that may be reclassified to profit or loss</i>			
Exchange difference on translation of foreign operations		-	-
Other comprehensive loss for the period, net of tax		-	-
Total comprehensive profit/(loss) for the year		(291,534)	(195,067)
Total comprehensive profit/(loss) is attributable to:			
Owners of VBX Pty Ltd		(291,534)	(195,067)
		(291,534)	(195,067)

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 31 DECEMBER 2024

	Note	31 December 2024 \$	30 June 2024 \$
ASSETS			
Current assets			
Cash and cash equivalents	2	1,864,989	3,522
Trade and other receivables		66,638	12,600
Total current assets		1,931,627	16,122
Non-current assets			
Property, plant and equipment		-	105
Right of use assets	3	16,780	25,934
Total non-current assets		16,780	26,039
TOTAL ASSETS		1,948,407	42,161
LIABILITIES			
Current liabilities			
Trade payables and other payables	4	407,754	897,569
Borrowings	5	-	741,205
Lease liability	3	20,030	21,056
Total current liabilities		427,784	1,659,830
Non-current liabilities			
Lease liability	3	-	9,224
Total non-current liabilities		-	9,224
TOTAL LIABILITIES		427,784	1,669,054
NET ASSETS/(DEFICIENCY)		1,520,623	(1,626,893)
EQUITY			
Issued capital	6	8,354,560	4,915,510
Reserves	7	3,457,590	3,457,590
Accumulated losses		(10,291,527)	(9,999,993)
(NET DEFICIENCY IN EQUITY)		1,520,623	(1,626,893)

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total \$
Balance at 1 July 2024	4,915,510	3,457,590	(9,999,993)	(1,626,893)
Total comprehensive income for the period				
Loss for the year	-	-	(291,534)	(291,534)
Total comprehensive income/(loss) for the period	-	-	(291,534)	(291,534)
Transactions with owners, recorded directly in equity				
Placement to investors, net of transactions costs	2,829,400	-	-	2,829,400
Shares issued to settle related party loans, net of transaction costs	492,698	-	-	492,698
Shares issued to settle director fees, net of transaction costs	116,952	-	-	116,952
Balance at 31 December 2024	8,354,560	3,457,590	(10,291,527)	1,520,623
	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total \$
Balance at 1 July 2023	4,449,510	457,590	(6,535,752)	(1,628,652)
Total comprehensive income for the period				
Loss for the year	-	-	(195,067)	(195,067)
Total comprehensive income/(loss) for the period	-	-	(195,067)	(195,067)
Transactions with owners, recorded directly in equity				
Value of conversion rights on convertible notes	400,000	-	-	400,000
Shares issued in lieu of payments to suppliers, net of transaction costs	66,000	-	-	66,000
Balance at 31 December 2023	4,915,510	457,590	(6,730,819)	(1,357,719)

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

	Note	31 December 2024 \$	31 December 2023 \$
Cash flows from operating activities			
Payments to suppliers and employees		(572,081)	(259,813)
Payment for exploration and evaluation expenditure		(82,358)	(26,209)
Interest received		1,423	78
Net cash outflow from operating activities		(653,016)	(285,944)
Cash flows from investing activities			
Net cash outflow from investing activities		-	-
Cash flows from financing activities			
Proceeds from borrowings	5	136,500	255,000
Repayment of borrowings	5	(429,952)	-
Proceeds from the issue of shares	6	3,010,000	-
Share issue costs paid		(180,600)	-
Proceeds from the issue of convertible notes		-	-
Payments of principal portion of lease liabilities		(21,465)	(19,986)
Net cash inflow from financing activities		2,514,483	235,014
Net increase (decrease) in cash and cash equivalents		1,861,467	(50,930)
Cash and cash equivalents at beginning of the financial period		3,522	51,235
Cash and cash equivalents at end of the period	2	1,864,989	305

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

1. Summary of material accounting policies

(a) Basis of preparation

These interim consolidated financial statements are general purpose financial statements prepared in accordance with the requirements of the Corporations Act 2001, applicable accounting standards including AASB 134 Interim Financial Reporting, Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board (AASB).

This interim financial report does not include full disclosures of the type normally included in an annual report. It is recommended that this financial report to be read in conjunction with the annual financial report for the year ended 30 June 2024 (available from the Company on request).

The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. The consolidated financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sales financial assets, financial assets and liabilities at fair value through profit or loss, 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 Groups 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 relevant notes below.

(b) Going Concern

The financial report has been prepared on a going concern basis with the Directors of the opinion that the Group can meet its obligations as and when they fall due.

For the year ended 31 December 2024, the Group recorded a loss of \$291,534 (2023: loss \$195,067), and had a net cash outflow from operations of \$653,016 (2023: \$285,944). At 31 December 2024, the Group had \$1,864,989 (30 June 2024: \$3,522) in cash and cash equivalents. For the Group to continue to carry out its exploration activities, meet its expenditure requirements and continue as a going concern it is dependent on securing additional funding. These conditions indicate a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and therefore whether it will be able to pay its debts as and when they fall due and realise its assets and extinguish its liabilities in the normal course of business.

The Group has successfully demonstrated it is capable of securing additional funding. Supporting this view, from July 2024 to December 2024, the Group received \$136,500 through existing loan facilities from its Directors (refer note 5) and in December 2024, the Group successfully raised gross proceeds of \$3,010,000 via the issuance of 7,525,000 fully paid ordinary shares at \$0.40 per share to sophisticated and institutional investors.

With a strengthened balance sheet and surplus net asset position, the Group was then able to repay all its loan facilities (refer note 5) and accrued director fees via cash and/or script (refer note 8) and commenced the process of potentially accessing larger sums of capital as it completes its application to conduct an Initial Public Offering.

The Directors have prepared a cashflow forecast for the next 12-month period reflecting the improved net asset and working capital position of the Company and on the basis that it can satisfy at least, the minimum expenditure commitments of the Wuudagu Bauxite Project (Project) and any associated overheads to continue progressing the Project.

Should the Group not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at the amounts that differ from those stated in the financial statements. The financial report does not include any adjustment relating to the recoverability and classification of the asset carrying amounts or the classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

1. Summary of material accounting policies (continued)

(c) New and amended standards adopted by the entity

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Company during the financial year.

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

(d) Statement of Compliance

The interim financial statements were authorised for issue on 28 February 2025.

The interim financial statements comply with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the interim financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

(e) Principles of Consolidation

The consolidated financial statements incorporate all assets, liabilities, and results of the parent and all of its subsidiaries. Subsidiaries are entities the parent controls. The parent controls an entity when it 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 over the entity.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Company. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made (where necessary) to ensure uniformity of the accounting policies adopted by the Group.

(f) Segment

The nature of operations and principal activities of the Group are exploration in Australia. Given, the nature of the Group, its size and current operations, management does not treat any part of the Group as a separate operating segment.

(g) Critical Accounting Judgements, Estimates and Judgements

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.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The fair value of share based payment transactions such as performance rights and unlisted options are measured with reference to the share price on grant date and application of a likelihood of achieving the vesting conditions. This likelihood is required to be reassessed at each reporting date and may impact profit or loss and equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

1. Summary of material accounting policies (continued)

(g) Critical Accounting Judgements, Estimates and Judgements (continued)

Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Group estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

2. Cash and cash equivalents

	31 December 2024 \$	30 June 2024 \$
Current		
Cash at bank	1,864,989	3,522
Total cash and cash equivalent	1,864,989	3,522

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

3. Right of use assets and lease liabilities

	31 December 2024 \$	30 June 2024 \$
Right of use assets		
Land and buildings - right-of-use	109,838	109,838
Less: Accumulated amortisation	(93,058)	(83,904)
Total Right of use assets	16,780	25,934
Lease Liabilities		
Current		
Lease liability	20,030	21,056
Total current lease liability	20,030	21,056
Non-current		
Lease liability	-	9,224
Total Non-current lease liability	-	9,224
Total lease liabilities	20,030	30,280

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

4. Trade and other payables

	31 December 2024	30 June 2024
	\$	\$
Current		
Trade payables	33,000	33,000
Accrued expenses	369,935 ⁽ⁱ⁾	859,750
Other payables	4,819	4,819
	407,754	897,569

⁽ⁱ⁾ During the six months ending 31 December 2024, the Company paid \$462,168 in cash and issued 292,380 shares at \$0.40 per share totalling \$116,952 to related parties of the Group in order to settle accrued director fees (refer note 6). As at 31 December 2024, a total of \$237,500 remains payable to Managing Director Mr Ryan de Franck.

5. Borrowings

	Note	31 December 2024	30 June 2024
		\$	\$
Opening Balance		741,205	330,000
Draw down of loans		136,500 ⁽ⁱ⁾	375,000 ⁽ⁱ⁾
Implied Interest accrued		44,945	36,205
Cash settlement of loans		(429,952) ⁽ⁱ⁾	-
Equity settlement of loans	6 & 8	(492,698) ⁽ⁱ⁾	-
Closing Balance		-	741,205

(i) During the 30 June 2024 financial year, the Company received \$375,000 from the issuance and draw down of unsecured loan notes from existing shareholders to fund ongoing working capital requirements.

At 30 June 2024, the key terms of loan notes issued throughout the year are as follows:

Number of new loan notes available:	1,278,750
Number of loan notes drawn down:	937,500
Number of loan notes undrawn:	341,250
Maturity date:	31 December 2024
Face value:	\$0.40
Repayment price:	\$0.44
Repayment:	Each loan note is repayable in cash at the repayment price at any time on or prior to the maturity date.
Interest rate:	Nil

During the six months ending 31 December 2024, the Group received a further \$136,500 from all undrawn loan notes at 30 June 2024. Following a \$3,010,000 capital raising completed in December 2024 (refer note 6), the Group settled all outstanding loan notes via \$429,952 in cash repayments and \$492,698 in equity through the issue of 1,231,745 fully paid ordinary shares at \$0.40 per share. All forms of repayment were made to related parties of the Group (refer note 8).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

6. Issued capital

(a) Issued and fully paid

	31 December 2024		30 June 2024	
	\$	No.	\$	No.
Ordinary shares	8,354,560	66,438,708	4,915,510	57,389,583
	8,354,560	66,438,708	4,915,510	57,389,583

(b) Movement reconciliation

Ordinary Shares	Note	No. of Shares	\$
Opening Balance at 1 July 2024		57,389,583	4,915,510
Shares issued at \$0.40 per share from capital raising		7,525,000	3,010,000
Shares issued at \$0.40 per share to settle accrued director fees	4 & 8	292,380	116,952
Shares issued at \$0.40 per share to settle director loans	5 & 8	1,231,745	492,698
Share issue costs		-	(180,600)
Closing Balance at 31 December 2024		66,438,708	8,354,560

Ordinary Shares	No. of Shares	\$
Opening Balance at 1 July 2023	56,224,583	4,449,510
Conversion of 1,000,000 Convertible Notes to shares at \$0.40 per share ⁽ⁱ⁾	1,000,000	400,000
Shares issued in lieu of payments to suppliers, net of transaction costs ⁽ⁱⁱ⁾	165,000	66,000
Share issue costs	-	-
Closing Balance at 31 December 2023	57,389,583	4,915,510

⁽ⁱ⁾ In November 2023, the Company issued 1,000,000 fully paid ordinary shares at \$0.40 per share to settle all obligations pursuant to the convertible note facility.

⁽ⁱⁱ⁾ In November 2023, the Company issued 165,000 shares at \$0.40 per share to extinguish liabilities of \$66,000. Pursuant to AASB 2, as the company couldn't fair value the services rendered, the shares have been valued based on the market value of the shares issued.

The share capital of the Group as at 31 December 2024 was 66,438,708 ordinary shares. No shares of the Group were subject to escrow at 31 December 2024.

(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 Group, to participate in proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Group.

Unissued ordinary shares of VBX Pty Ltd under option and performance rights at the date of this report are as follows:

Grant Date	Expiry Date	Exercise Price	Number
Performance rights ⁽ⁱ⁾	5 years from listing date	Nil	25,000,000
Options ⁽ⁱ⁾	3 years from listing date	\$0.75	1,750,000
			26,750,000

(i) Refer to note 7 for further details on the terms and conditions of the performance rights and options.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

7. Share Based Payment Reserves

Equity settled share-based payments

	31 December 2024		30 June 2024	
	\$	No.	\$	No
Performance rights reserve ^(a)	3,000,000	25,000,000	3,000,000	25,000,000
Options reserve ^(b)	457,590	1,750,000	457,590	1,750,000
	3,457,590	26,750,000	3,457,590	26,750,000

(a) Performance Rights

As at 31 December 2024, 25,000,000 performance rights were on issue to Managing Director Ryan de Franck with the performance rights vesting upon achievement of either of the applicable Project Milestone or Share Price Milestone. These performance rights were granted in the 2020 financial year and as at 31 December 2024, have the following terms and milestones:

Performance Rights	Number	Project Milestone	Share Price Milestone	Milestone Date	Fair Value
Class A	5,000,000	Vest upon the Company completing and announcing a positive feasibility study for the development of the Wuudagu Bauxite Project	20-Day VWAP of a 20% premium to the IPO Issue Price	2 years from Listing Date	\$600,000
Class B	5,000,000	Vest upon the Company entering into an off take or marketing agreement for at least 1 million tonnes per annum of product produced from the Wuudagu Bauxite Project	20-Day VWAP of a 30% premium to the IPO Issue Price	3 years from Listing Date	\$600,000
Class C	5,000,000	Vest upon the Company completing and announcing financial close for the funding required for the development of the Wuudagu Bauxite Project	20-Day VWAP of a 60% premium to the IPO Issue Price	4 years from Listing Date	\$600,000
Class D	10,000,000	Vest upon the date that the Company achieves first delivery of product from the Wuudagu Bauxite Project to an agent or customer under an off take or marketing agreement	20-Day VWAP of a 100% premium to the IPO Issue Price	5 years from Listing Date	\$1,200,000
Total	25,000,000				\$3,000,000

The inputs for the valuation of the share-based payment have been stated below:

Grant Date:	3 December 2019
Number of Performance Rights:	25,000,000
Share Price at grant date ⁽ⁱ⁾	\$0.12
Expiry Date	5 years from Listing Date

⁽ⁱ⁾This is based on the share price at the most recent issue of capital being undertaken at grant date.

The fair value of the Performance Rights is measured with reference to the share price on grant date and application of a likelihood of achieving the vesting conditions. This likelihood is required to be reassessed at each reporting date. Due to, amongst other things, the significant rise in bauxite prices and positive shift in market dynamics, management continue to assess the probability of achieving either of the Share Price Milestone or Project Milestone, for Classes A-D as probable and as a result continue to recognise 100% of the fair value of the performance rights at 31 December 2024 (30 June 2024: 100%).

No performance rights or options were issued as share based payments during the six months ending 31 December 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

7. Share Based Payment Reserves (continued)

(b) Options

At 31 December 2024, the following options were on issue to directors of the Company:

Security	Number	Grant Date	Exercise Price	Expiry	Vesting Date
Unlisted Option	1,750,000	9 September 2022	\$0.75	3 years from Listing Date	Vested immediately

The Options were valued using a Black-Scholes Model with the following inputs:

	Input
Fair Value per Option	\$0.20
Share Price	\$0.40
Exercise Price	\$0.75
Expected Volatility (weighted average)	100%
Expected Life (weighted average)	3
Expected dividends	Nil
Risk free interest rate (based on government bonds)	3.41%
Total Fair Value expensed	\$457,590

At 31 December 2024, management have assessed the probability of the options being converted to shares to be 100% (30 June 2024: 100%).

No options were issued as share based payment during the six months ended 31 December 2024.

8. Related party disclosure

(a) Key management personnel compensation

	31 December 2024 \$	31 December 2023 \$
Short-term employee benefits accrued for six month period ending	97,500	97,500
Cash paid to settle outstanding director fees owed	462,168 ⁽ⁱ⁾	-
Shares issued in lieu of director fees accrued	116,952 ⁽ⁱⁱ⁾	-
Total	676,620	97,500

⁽ⁱ⁾ A total of \$237,500 (GST exclusive) was paid to Valperlon Services Pty Ltd, an entity related to Managing Director Ryan de Franck. Offshore Installation Services Pty Ltd received \$162,500 (GST exclusive), an entity related to Non-Executive Director Richard de Franck. Mineral Resource Strategies Consulting Pty Ltd received \$61,158 (GST exclusive), an entity related to Non-Executive Director George Lloyd.

⁽ⁱⁱ⁾ The Company issued 137,500 and 154,880 fully paid ordinary shares respectively to Non-Executive Directors George Lloyd and Vivienne Powe (or their related entities) at \$0.40 per share to settle accrued director of \$55,000 and \$61,952 respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

8. Related party disclosure (continued)

(b) Other transactions to/from related parties

Borrowings

During the six months ended 31 December 2024, the Company received \$136,500 through drawing down on 341,250 unsecured loan notes previously issued to Ryan de Franck ATF the Valperlon Trust, an entity related to Managing Director Ryan de Franck.

In December 2024, the Company repaid \$116,952 (GST exclusive) to Ryan de Franck ATF the Valperlon Trust, an entity related to Ryan de Franck as part settlement of all outstanding loans previously entered into with the Company. A further 556,745 fully paid ordinary shares were issued to entities related to Ryan de Franck at \$0.40 per share totalling \$222,698 in consideration, to extinguish all liabilities payable to entities related to Mr de Franck as a result of the loan facilities.

In December 2024, the Company repaid \$313,000 (GST exclusive) to Offshore Installation Services Pty Ltd, an entity related to Richard de Franck as part settlement of all outstanding loans previously entered into with the Company. A further 600,000 fully paid ordinary shares were issued to entities related to Richard de Franck at \$0.40 per share totalling \$240,000 in consideration, to extinguish all liabilities payable to entities related to Mr de Franck as a result of the loan facilities.

In December 2024, the Company issued 75,000 fully paid ordinary shares to entities related to Vivienne Powe at \$0.40 per share totalling \$30,000 in consideration, to extinguish all liabilities in relation to the loan facility.

9. Dividends

No dividends have been paid or declared since the start of the financial period, and none are recommended.

10. Commitments

There are no other new commitments, other than the commitments that existed as at 30 June 2024 that the Company has entered into during the period under review.

11. Contingent Assets and Liabilities

There have been no material changes in contingent liabilities or contingent assets since the last annual reporting date.

12. Events after the reporting date

Date	Details
February 25	<p>Acquisition of Tiwi Exploration Pty Ltd</p> <p>In February 25, the Company entered into an agreement to acquire 100% of the issued capital of Tiwi Exploration Pty Ltd ("Tiwi"), an entity controlled by Managing Director Ryan de Franck and legal and beneficial owner of prospective bauxite tenements ELA 33727 and ELA 33755 located on Melville Island, Northern Territory. Under the terms of the agreement, the Company will pay \$1 in consideration to acquire the issued capital of Tiwi and reimburse Mr Ryan de Franck up to \$2,223 in tenement application and registration costs via Indmin Pty Ltd, the sole shareholder of Tiwi.</p>

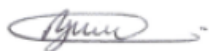
No other matters or circumstances have arisen since the end of the Financial Period which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

DIRECTOR'S DECLARATION

The directors of the Company declare that:

- (a) the financial statements and notes are in accordance with the Corporations Act 2001, and:
 - (i) comply with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) give a true and fair view of the financial position as at 31 December 2024 and of the performance for the year ended on that date of the Group; and
 - (iii) are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board;
- (b) In the Directors' opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and
- (c) The Directors have been given the declarations by the Managing Director and Chief Financial Officer as required by section 295A, of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Board of Directors and is signed on behalf of the Directors by:



Mr Ryan de Franck
Managing Director

Perth, 28 February 2025

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of VBX Pty Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of VBX Pty Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year then ended, material accounting policy information and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the accompanying half-year financial report of the Group does not present fairly, in all material respects, the financial position of the Group as at 31 December 2024, and of its financial performance and its cash flows for the half-year ended on that date, in accordance with Accounting Standard AASB 134 *Interim Financial Reporting*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Group in accordance with 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 the audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Material uncertainty relating to going concern

We draw attention to Note 1(b) in the half-year financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

Responsibility of directors for the financial report

The directors of the Company are responsible for the preparation and fair presentation of the half-year financial report in accordance with Accounting Standard AASB 134 *Interim Financial Reporting* and for such internal control as the directors determine is necessary to enable the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the half-year financial report does not present fairly, in all material respects, the financial position of the Group as at 31 December 2024 and of its financial performance and its cash flows for the half-year ended on that date, in accordance with Accounting Standard AASB 134 *Interim Financial Reporting*.

A review of a financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

BDO Audit Pty LtdThe image shows a handwritten signature in dark ink. The signature appears to be 'J Prue' written in a cursive, flowing style. Above the signature, the letters 'BDO' are handwritten in a simple, blocky font.**Jarrad Prue****Director**

Perth, 28 February 2025