UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F

(Mark One)
☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2026

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number: 001-43454

Chilwa Minerals Limited
(Exact name of Registrant as specified in its charter and translation of Registrant's name into English)

Australia
(Jurisdiction of incorporation or organization)

Level 28, 140 St George's Terrace
Perth, WA 6000
Australia
(Address of principal executive offices)

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, as represented by American Depositary Shares	CHWM	The Nasdaq Stock Market, LLC

Securities registered or to be registered pursuant to Section 12(g) of the Act. **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None**

The number of ordinary shares outstanding as of June 30, 2026, was 98,006,092.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☐ Yes ☒ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Emerging growth company	☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐	International Financial Reporting Standards as issued by the International Accounting Standards Board ☒	Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

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INTRODUCTION

Chilwa Minerals Limited was incorporated in Australia in February 2022.

The primary listing of our ordinary shares is the Australian Securities Exchange ("ASX") and this Annual Report relates to a secondary listing of our ordinary shares, represented by American Depositary Shares ("ADSs"), on the Nasdaq Capital Market. As used in this Annual Report on Form 20-F, the terms "we," "us," "our", "Chilwa" and the "Company" mean Chilwa Minerals Limited and its subsidiaries, unless otherwise indicated.

FINANCIAL AND OTHER INFORMATION

Our consolidated financial statements appearing in this Annual Report on Form 20-F are prepared in Australian dollars and in accordance with the International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board.

In this Annual Report:

- all references to "U.S. dollars" or "US$" are to the currency of the United States and all references to "Australian dollars" or "$" or "A$" are to the currency of Australia; and
- "fiscal" year refers to the period between July 1 and June 30 of the following calendar year.

Statements made in this Annual Report on Form 20-F concerning the contents of any contract, agreement or other document are summaries of such contracts, agreements or documents and are not complete descriptions of all of their terms. If we filed any of these documents as an exhibit to this Annual Report or to any registration statement that we previously filed, you may read the document itself for a complete description of its terms.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Except for the historical information contained in this Annual Report on Form 20-F, the statements contained in this Annual Report on Form 20-F are "forward-looking statements" that reflect our current view with respect to future events and financial results. We urge you to consider that statements which use the terms "anticipate," "believe," "do not believe," "expect," "plan," "intend," "estimate," and similar expressions are intended to identify forward-looking statements and these forward-looking statements, include, without limitation, any statements relating to:

- our exploration and development activities and our business operations in general;
- sufficiency of our cash resources;
- our ability to profitably extract minerals;
- our ability to raise additional funding when needed;
- estimates of our expenses, future revenues, capital requirements and our needs for additional financing;
- our financial performance;
- developments relating to our competitors and our industry;
- our ability to remediate identified material weaknesses in our internal control over financial reporting;
- other risks and uncertainties, including those listed under the caption "Risk Factors"; and
- any statement of assumptions underlying any of the foregoing.

We remind investors that forward-looking statements are merely predictions and therefore inherently subject to uncertainties and other factors and involve known and unknown risks that could cause the actual results, performance, levels of activity, our achievements or industry results, to be materially different from any future results, performance, levels of activity, or our achievements expressed or implied by such forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by applicable law, we undertake no obligation to publicly release any update or revision to any forward-looking statements to reflect new information, future events or circumstances. Please see the Risk Factors section that appears in "Item 3. Key Information – D. Risk Factors."

TECHNICAL MINING INFORMATION AND TERMS

Cautionary Note Regarding Presentation of Mineral Reserve and Mineral Resource Estimates

The Securities and Exchange Commission (the "SEC") adopted new mineral property disclosure requirements in subpart 1300 of Regulation S-K (the "SEC Mining Disclosure Rules") effective January 2021 that are applicable to all companies filing registration statements with the SEC. These rules better align disclosure with international regulatory practices, including the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia ("JORC"). However, while the definitions in the SEC Mining Disclosure Rules are more similar to those in JORC compared to the previous SEC disclosure rules, there are differences in the definitions and standards under the SEC Mining Disclosure Rules and JORC.

Investors are therefore cautioned that public disclosure by us of mineral resources in Australia in accordance with JORC (as required by the ASX Listing Rules) does not form a part of this annual report. Estimates under JORC are not directly comparable to disclosure prepared under the SEC Mining Disclosure Rules. Such estimates do not form a part of this annual report or of any of our other filings with the SEC. You should not rely on any mineral resource estimate that we have disclosed or may disclose in Australia, or that appears in our ASX announcements, investor presentations or on our website, in deciding whether to invest in the ADSs. We are unable to report such estimates in our filings with the SEC because we have not established the technical and economic conditions that are necessary to show reasonable prospects for economic extraction, based on the definition of resources in the SEC Mining Disclosure Rules.

We are still in the exploration stage and our planned commercial operations have not commenced. There is currently no commercial production at our projects. We have not produced a scoping study on our projects. We have not yet completed a preliminary economic assessment or started a preliminary feasibility study of our projects. As such, our projects' estimated proven or probable mineral reserves cannot be determined at this time. Under the SEC Mining Disclosure Rules, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. We are an exploration stage company and we have no mineral reserves as defined by the SEC Mining Disclosure Rules.

You are cautioned that, except for any mineral resources classified as mineral reserves, mineral resources do not have demonstrated economic value. Inferred mineral resources have a high degree of uncertainty as to their existence and as to whether they can be economically or legally mined. Estimates of inferred mineral resources may not form the basis of an economic analysis. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. A significant amount of exploration must be completed in order to determine whether an inferred mineral resource may be upgraded to a higher category. Therefore, you are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally mined, or that it will ever be upgraded to a higher category. Likewise, you are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded to mineral reserves.

Glossary of Terms

Assay means, in economic geology, to analyze the proportions of metal in a rock or overburden sample; to test an ore or mineral for composition, purity, weight or other properties of commercial interest.

Deposit means a mineralized body which has been physically delineated by sufficient drilling, trenching, and/or underground work, and found to contain a sufficient average grade of metal or metals to warrant further exploration expenditures; such a deposit does not qualify as a commercially mineable ore body or as containing ore reserves, until final legal, technical, and economic factors have been resolved.

Grade or grade means the concentration of valuable minerals or metals in mineralized material, expressed as a percentage (%) for total heavy minerals (THM) and niobium pentoxide (Nb_2O_5), and as a percentage (%) or in parts per million (ppm) for rare earth oxides.

km means kilometre(s).

m means metre(s) (equivalent to 3.281 feet).

M means million.

Mineralization or mineralization means the concentration of metals and their chemical compounds within a body of rock.

Mineral Reserve or *mineral reserve* means an estimate of tonnage and grade or quality of indicated and measured mineral resources that, in the opinion of the qualified person, can be the basis of an economically viable project. More specifically, it is the economically mineable part of a measured or indicated mineral resource, which includes diluting materials and allowances for losses that may occur when the material is mined or extracted.

Mineral Resource or *mineral resource* means a concentration or occurrence of material of economic interest in or on the Earth's crust in such form, grade or quality, and quantity that there are reasonable prospects for economic extraction. A mineral resource is a reasonable estimate of mineralization, taking into account relevant factors such as cut-off grade, likely mining dimensions, location or continuity, that, with the assumed and justifiable technical and economic conditions, is likely to, in whole or in part, become economically extractable. It is not merely an inventory of all mineralization drilled or sampled.

Ore means a mineral reserve of sufficient value as to quality and quantity to enable it to be mined at a profit.

Conversion of measurement units

In converting from:	To:	Multiply by
Feet	Metres (m)	0.305
Metres	Feet (ft)	3.281
Miles	Kilometres (km)	1.609
Hectares	Acres	2.471
Kilometres	Miles	0.6214
Grams	Ounces (Troy) (oz)	0.03215

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. [Reserved]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Investing in our securities involves a high degree of risk. Before making an investment decision, you should consider carefully the risks and uncertainties described below. Our business, operating results, financial condition or prospects could also be harmed by risks and uncertainties not currently known to us or that we currently do not believe are material. If any of the risks actually occurs, our business, operating results, financial condition and prospects could be adversely affected. In that event, the market price of our shares could decline, and you could lose part or all your investment. The risks discussed below may not prove to be exhaustive and are based on certain assumptions that later may prove to be incorrect or incomplete. We and our subsidiaries may face additional risks and uncertainties that are not presently known to such entity, or that are currently deemed immaterial, which may also impair our business or financial condition. The following discussion should be read in conjunction with the sections entitled "Special Note Regarding Forward-Looking Statements," "Item 5. Operating and Financial Review and Prospects" and the financial statements and the notes thereto included herein, as applicable.

Unless the context otherwise requires, all references to "we," "us," or "our" in this section refer to Chilwa Minerals Limited and its subsidiaries.

Risks Related to Our Business

We have a limited operating history on which to assess our business.

Chilwa Minerals Limited was incorporated in February 2022 and has earned no revenue from mining operations, which may make it difficult to evaluate our current business and the likelihood of our success. We have no history of commercial production from our mineral properties and there can be no assurance that we will successfully establish mining operations or profitably produce metals. The prospects of our company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of their development. We cannot be sure that we will be successful in addressing these risks and uncertainties and our failure to do so could have a materially adverse effect on our financial condition.

We have a history of losses and may not generate revenue from our operations or achieve or maintain profitability if our development and production plans are not achieved.

We have incurred losses since inception and have had negative cash flow from operating activities. For fiscal years 2026, 2025 and 2024, we had a net loss of A$6.9 million, A$3.4 million and A$1.8 million, respectively and net cash used in operating activities of A$3.5 million, A$2.0 million and A$1.8 million, respectively. The Project is not in production or currently under construction, and we have no ongoing mining operations or revenue from mining operations. We have incurred net losses since inception and expect to continue to incur losses unless and until the Project enters commercial production and generates sufficient revenues to fund continuing operations. If we are unable to generate significant revenues from mining operations, we will not be able to earn profits.

Further exploration and appraisals are required to determine the extent to which the Project contains economically viable mineral deposits and whether the deposits can be profitably exploited. It is common in exploration programs to experience unexpected problems and delays, and there is a significant risk that further exploration may not be successful, may be delayed, or may cost more than currently anticipated. If our exploration activities prove commercially unsuccessful, we may be required to abandon our plans to develop the Project and our exploration investments, which will have an adverse effect on the market value of our securities and our ability to raise future financing.

Therefore, there are no assurances that our activities will result in profitable mining operations, that we will successfully establish mining operations, or that we will profitably produce metals at the Project.

We require significant additional capital to fund our business, which may not be available on acceptable terms or at all. There is substantial doubt about our ability to continue as a going concern.

As of October 19, 2026, we had cash of approximately A$2.4 million, excluding a restricted term deposit of A$30,000 and cash held by our Malawian subsidiaries, to which we transferred US$0.4 million on October 5, 2026. On October 5, 2026, we received US$3.1 million (approximately A$4.5 million) from our initial public offering, after deducting the underwriting discount and the underwriter's expenses but before other offering expenses payable by us, and on October 16, 2026, we closed the sale of 56,834 additional ADSs on the underwriter's further partial exercise of its over-allotment option, for gross proceeds of approximately US$0.3 million. Our ability to continue as a going concern is dependent upon our ability to generate profitable operations in the future and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due.

We require significant additional capital to fund our business, which may not be available on acceptable terms or at all. Due to the nature of our current operations, being mineral exploration, we do not have ready access to credit facilities. The primary source of our funding has been equity raisings. We may also seek to raise funds through joint ventures, production sharing arrangements or other means. However, there is no assurance that we will be able to successfully obtain the necessary financing at all or available on terms acceptable to us. Any additional equity financing may result in dilution for some or all shareholders, and debt financing, if available, may involve restrictive covenants, which limit operations and business strategy.

If we are unable to raise additional capital if and when required, this could delay, suspend or reduce the scope of our business operations (including scaling back exploration programs) and could have a material adverse effect on our operating and financial performance, and there is significant uncertainty as to whether we will be able to meet our obligations as and when they fall due and thus continue as a going concern.

The nature of our mineral exploration activities involves a high degree of risk.

Our long-term success depends on our ability to expand the known mineralization and/or identify new mineral zones or deposits on the Project and other properties we may acquire, if any, that we can then develop into commercially viable mining operations. Mineral exploration is highly speculative in nature. Discovery of mineral deposits is dependent upon a number of factors and significantly influenced by the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit is also dependent upon a number of factors which are beyond our control, including the attributes of the deposit, commodity prices, government policies and regulation, and environmental protection requirements. Many exploration programs do not result in the discovery of mineralization, and any mineralization discovered may not be of sufficient quantity or quality to be profitably mined.

Risks normally incidental to exploring for and developing mineral properties include but are not limited to:

- unusual or unexpected geologic formations;
- economically insufficient mineralized material;
- fluctuation in production costs that make mining uneconomical;
- unanticipated variations in grade and other geologic uncertainties;
- difficult surface or underground conditions;
- the availability and proper performance of necessary equipment, supplies, and infrastructure;
- the availability of mineral professionals, skilled labor, and support for our workforce;

- difficulty with obtaining or maintaining the requisite license or permit;
- adverse changes in the global or local legal, political, and economic environment;
- litigation and/or title claims;
- labor disputes or unrest, personal injury, industrial accidents, civil disorder, political hostilities, war, subversive activities or sabotage;
- liability for pollution, cave-ins or similar hazards;
- fires, floods, explosions, epidemics, pandemics, or other catastrophes or natural disasters; and
- potential opposition from non-governmental organizations, local groups or local inhabitants that may delay or prevent development activities.

Any of these risks can materially and adversely affect, among other things, the development of properties, production quantities and rates, costs and expenditures, potential revenues, and production dates. If we determine that capitalized costs associated with any of our mineral interests are not likely to be recovered, we would incur a write-down of our investment in these interests. All these factors may result in losses in relation to amounts spent that are not recoverable, or that result in additional expenses.

Our exploration activities require substantial capital, and actual costs and timelines may significantly exceed our estimates.

Substantial expenditures are required to establish proven and probable reserves through drilling and analysis, to develop processes to extract metal, and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Our estimated expenditure is based on assumptions regarding the method and timing of exploration and feasibility work. By their nature, these assumptions are subject to significant uncertainties. The actual costs, timing, and complexities of exploration, development and mining activities may be significantly higher than estimated. In addition, we may be subject to significant unforeseen expenses or actions, which may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events.

We have no history of producing heavy mineral sands or rare earth elements from our mineral properties and there can be no assurance that we will successfully establish mining operations or profitably produce heavy mineral sands or rare earth elements.

We have no history of producing any minerals from our properties. While we seek to move our projects into production, such efforts will be subject to all the risks associated with establishing new mining operations and business enterprises, including:

- the timing and cost, which are considerable, of the construction of mining and processing facilities;
- the ability to find sufficient reserves to support a profitable mining operation;
- the availability and costs of skilled labor and mining equipment;
- compliance with environmental and other governmental approval and permit requirements;
- the availability of funds to finance construction and development activities;
- potential opposition from non-governmental organizations, environmental groups, local groups or local inhabitants that may delay or prevent development activities; and
- potential increases in construction and operating costs due to changes in the cost of labor, fuel, power, materials and supplies.

The costs, timing and complexities of mine construction and development may be increased by the remote location of our property. It is common in new mining operations to experience unexpected problems and delays during construction, development and mine start-up. In addition, our management team will need to be expanded. This could result in delays in the commencement of mineral production and increased costs of production. Accordingly, we cannot assure you that our activities will result in profitable mining operations or that we will successfully establish mining operations.

Any material changes in any mineral resource/reserve estimates and grades of mineralization will affect the economic viability of placing a property into production and a property's return on capital.

As we have not completed a feasibility study on any of our properties and have not commenced actual production, any mineralization resource estimates may require adjustments or downward revisions. In addition, the grade of minerals ultimately mined, if any, may differ from that indicated by our feasibility studies and drill results. Minerals recovered in small scale tests may not be duplicated in large scale tests under on-site conditions or in production scale.

The resource estimates that we may calculate in the future will be determined based on assumed future prices, cut-off grades and operating costs that could prove to be inaccurate. Any extended declines in market prices for heavy mineral sands or rare earth elements could render portions of our mineralization and resource estimates uneconomic and result in reduced reported mineralization or adversely affect any commercial viability determinations that we may reach. Any material reductions in estimates of mineralization, or of our ability to extract this mineralization, could have a material adverse effect on our share price and the value of our property.

The future profitability of our operations, and any future cash flows generated by our operations, are affected by changes in the market price for heavy mineral sands or rare earth elements.

We expect that substantially all our revenue and cash flows will come from the sale of heavy mineral sands or rare earth elements if we enter the production stage. Historically, the market price for heavy mineral sands or rare earth elements has fluctuated widely and has been affected by numerous factors over which we have no control, including:

- the demand for heavy mineral sands and rare earth elements;
- international or regional political and economic trends;
- financial market expectations regarding the rate of inflation;
- interest rates;
- the production and cost levels for heavy mineral sands and rare earth elements at competing projects; and
- speculative activities.

If prices for heavy mineral sands or rare earth elements were to fall below and remain below our cost of production for any sustained period, then we could experience losses and may be forced to curtail or suspend some or all of mining operations. In addition, we would also have to assess the economic impact of low prices on our ability to recover any losses we may incur during that period and on our ability to maintain adequate reserves.

We may not be able to obtain or maintain all required permits and licenses, which could materially and adversely affect our business, financial condition, and prospects.

We hold three licenses that grant us the exclusive rights to carry out exploration for certain HMS and REE in the license areas. Our 100% owned subsidiary, Chilwa Minerals Africa Limited, holds two licenses that grant us the exclusive rights to carry out exploration for certain HMS and REE in the license areas. Exploration License Number EL0670/22R1, originally granted on September 27, 2022 and currently valid until July 17, 2028, covers an area of 418.2851 km^2 around Lake Chilwa, including the districts of Phalombe, Zomba and Mulanje. Exploration License Number EL0671/22R1, originally granted on September 26, 2022 and currently valid until July 17, 2028, covers an area of 12.84 km^2 on Chisi Island in the district of Zomba. In addition, our 100% owned subsidiary, Phalombe Minerals Limited, has been granted an exploration license EL0835/25, valid from July 18, 2025 to July 17, 2030, covers an area of 449.8885 km^2, with the option to extend, to carry on exploration activities in Mulanje, Phalombe and Zomba Districts. The maintenance and extension of the licenses are subject to various conditions described under "Business - Government and Environmental Regulations", and the laws and regulations governing the maintenance or renewal are subject to change. In addition, future development of the Project will require obtaining licenses or permits for the construction and operation of mines, processing plants and related infrastructure. We plan to work with the Government of Malawi to secure a mining license and a mining development agreement.

There can be no assurance that we can maintain any of the licenses and permits required for continued exploration, development or the operation of future mining operations, on reasonable terms, if at all. Costs related to applying for, obtaining and maintaining permits and licenses may be prohibitive and could delay our planned exploration and development activities. To the extent such approvals are required and are not obtained, we may be delayed or prohibited from proceeding with planned exploration or development of the mineral properties, and we may suffer significant damage as a result.

We may be unable to purchase additional mining licenses or properties.

As part of our business strategy, we may make acquisitions of, or significant investments in, other resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of resource projects. In addition, we may not be able to secure the necessary funding or successfully acquire new licenses or properties. Such limitations could adversely impact our business prospects, operations, and long-term growth objectives.

We may be subject to mandatory relinquishment of exploration areas on extension of our licenses.

The initial term of an exploration license is five years from the date of grant. A holder may apply for extensions of the term for periods of up to three (3) years, but no more than two such extension applications may be made. Exploration License Number EL0670/22R1 and Exploration License Number EL0671/22R1 have already been renewed once. In terms of applicable law, when applying for the extension of the term of an exploration license, the applicant must reduce the size of its last approved area by at least half, unless such reduction would result in a license area of less than 25km^2. In that case, the applicant may request and have approved an area of up to 25km^2. The exploration area of Exploration License Number EL0670/22R1 has previously been reduced by 50% (from 865.86km^2 to 418.2851km^2). As a result, even if we meet work and compliance obligations, extensions may require surrender of a substantial portion of the license area of our Exploration Licenses that are currently larger than 25km^2, which may include ground later determined to be prospective. This could limit our ability to fully explore or develop mineral resources within the original license area, impact resource conversion and mine planning, and adversely affect the long-term potential of the Project.

Mineral exploration and development are dependent on adequate infrastructure.

Exploration, development and processing activities depend, to a large degree, on adequate infrastructure. In particular, reliable power sources, water supply, transportation and surface facilities are necessary to explore and develop mineral projects. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of our mineral properties. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of our mineral properties will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

A shortage of equipment and supplies could adversely affect our ability to operate our business.

We are dependent on various supplies and equipment to carry out our mining exploration and, if warranted, development operations. Any shortage of such supplies, equipment, and parts could result in increased costs or otherwise have a material adverse effect on our ability to carry out our operations.

Our operations in Malawi expose us to a variety of risks inherent in conducting business in an emerging market jurisdiction.

Our international operations in Malawi are subject to a number of risks, including, among others, economic, social or political instability or change; increases in transportation, logistics or shipping costs; restrictive or unpredictable governmental actions, such as imposition of trade quotas, tariffs and other taxes; inflationary pressures; currency non-convertibility or volatility; and uncertainties associated with the legal and regulatory environment.

Adverse changes in government policies or legislation of Malawi that affect ownership of mineral interests, taxation, royalties, land access, native title, environmental protection, carbon emissions, labor and mining could have a material adverse impact on our operations. If the current system of exploration and mine permitting in Malawi and other jurisdictions in which we may acquire projects and operate changes, we could experience impairment of rights and possibly expropriation of our properties without adequate compensation. For example, under Section 260 of the Mines and Minerals Act No. 25 of 2023 (the "Mining Act"), the Malawian government retains a statutory right to acquire a free, non-dilutable equity interest in any company that applies for a large-scale mining license. This option may be exercised at no cost to the Malawian government, and does not require the Malawian government to contribute capital, fund project costs, or assume operational obligations. The Malawian government's equity participation right becomes exercisable upon submission of a large-scale mining license application and expires once the license is either granted or denied. While this provision of the Mining Act does not currently apply to our Project, as we have not determined whether we will apply for a medium-scale or large-scale mining license, there can be no assurance that such provision will not become applicable to the Project in the future. For further information about applicable Malawian regulations, see "Business – Government and Environmental Regulations".

Furthermore, the legal system in Malawi is less developed and less predictable than that of the United States, and this may result in a number of significant risks, including:

- unfavorable changes in laws or regulations applicable to the mining and exploration industry or foreign investment, including those relating to government participation, the enforcement of legal rights, taxation, exchange controls, export duties, repatriation of income, return of capital, environmental compliance, immigration permits and labor matters;

- difficulty in obtaining effective legal redress, whether for breaches of law or regulation or in ownership or contractual disputes, due to limitations in judicial capacity or political sensitivities;

- a higher degree of discretion exercised by government officials or agencies, which may result in inconsistent application of laws, delays in approvals, or unexpected regulatory outcomes;

- limited administrative or interpretive guidance regarding the implementation of laws and regulations, including with respect to taxation and property rights;

- inconsistencies or conflicts among laws, regulations, decrees, and administrative orders, which can create uncertainty in operational planning and compliance;

- relative inexperience of courts and regulators in matters relevant to our business, including mining, permitting, and foreign investment; and

- significant delays in judicial proceedings or the issuance of judgments, which could impair our ability to resolve disputes in a timely or predictable manner.

Any of these factors could materially and adversely affect our operations in Malawi, our ability to develop our mineral projects, and our business, financial condition and prospects.

The mineral exploration and mining industry is highly competitive.

The mineral exploration and mining industry is intensely competitive in all of its phases. Many of our competitors are large, established companies with substantial capabilities and greater financial and technical resources. We compete with other mining and exploration companies in connection with the acquisition of mining claims, the amount and quality of mineral reserves and resources, capital, and the recruitment and retention of qualified managerial and technical employees. In addition to our company, there are several other mineral sands projects in Malawi at various stages of development, such as Sovereign Metals, Mawei Mining, Crown Minerals Ltd, and Globe Metals & Mining Ltd. If we are unable to compete successfully, our exploration and development programs may be slowed down or suspended, and we may not be able to acquire, develop, or operate additional mining projects.

We may pursue opportunities to acquire complementary businesses, which could dilute our shareholders' ownership interests, incur expenditure and have uncertain returns.

We may seek to expand our business through future acquisitions of either companies or properties, however, there can be no assurance that we will locate attractive acquisition candidates, or that we will be able to acquire such candidates on economically acceptable terms, if at all, or that we will not be restricted from completing acquisitions pursuant to contractual arrangements. Future acquisitions may require us to expend significant amounts of cash, resulting in our inability to use these funds for other business or may involve significant issuances of equity. Future acquisitions may also require substantial management time commitments, and the negotiation of potential acquisitions and the integration of acquired operations could disrupt our business by diverting management's attention away from day-to-day operations. The difficulties of integration may be increased by the necessity of coordinating geographically diverse organizations, integrating personnel with disparate backgrounds and combining different corporate cultures.

Any future acquisition involves potential risks, including, among other things: (i) mistaken assumptions and incorrect expectations about mineral properties, mineral resources and costs; (ii) an inability to successfully integrate any operation our company acquires; (iii) an inability to recruit, hire, train or retain qualified personnel to manage and operate the operations acquired; (iv) the assumption of unknown liabilities; (v) limitations on rights to indemnity from the seller; (vi) mistaken assumptions about the overall cost of equity or debt; (vii) unforeseen difficulties operating acquired projects, which may be in geographic areas new to us; and (viii) the loss of key personnel and/or key relationships at the acquired project.

At times, future acquisition candidates may have liabilities or adverse operating issues that we may fail to discover through due diligence prior to the acquisition. If we consummate any future acquisitions with unanticipated liabilities or that fail to meet expectations, our business, results of operations, cash flows or financial condition may be materially adversely affected. The potential impairment or complete write-off of goodwill and other intangible assets related to any such acquisition may reduce our overall earnings and could negatively affect our balance sheet.

Joint ventures and other partnerships may expose us to risks.

We may enter into joint ventures or partnership arrangements with other parties in relation to the exploration, development and production of the properties in which we have an interest. Joint ventures can often require unanimous approval of the parties to the joint venture or their representatives for certain fundamental decisions such as an increase or reduction of registered capital, merger, division, dissolution, amendments of constating documents, and the pledge of joint venture assets, which means that each joint venture party may have a veto right with respect to such decisions which could lead to a deadlock in the operations of the joint venture. Further, we may be unable to exert control over strategic decisions made in respect of such properties. Any failure of such other companies to meet their obligations to us or to third parties, or any disputes with respect to the parties' respective rights and obligations, could have a material adverse effect on the joint ventures or the property and therefore could have a material adverse effect on our results of operations, financial performance, cash flows and the price of the ADSs.

Failure to comply with applicable laws or regulations could materially and adversely affect our business, financial condition, and prospects.

We are subject to significant laws and regulations that affect our operations and costs of conducting our business, including those with respect to prospecting, mine development, transport, export, taxation, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. We believe that we are in compliance with all material laws and regulations that currently apply to our activities, but there can be no assurance that we can continue to remain in compliance.

Changes in existing laws and regulations, the implementation of future laws and regulations, or more stringent implementation of such laws and regulations could have a material adverse impact on our business and cause increases in capital expenditures or require abandonment or delays in exploration. For example, a number of governments or governmental bodies have introduced or are contemplating legislative and/or regulatory changes in response to concerns about the potential impact of climate change. Legislation and increased regulation regarding climate change could impose significant costs on us, on our future joint venture partners, if any, and on our suppliers, including costs related to increased energy requirements, capital equipment, environmental monitoring and reporting, and other costs necessary to comply with such regulations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Given the emotional and political significance and uncertainty surrounding the impact of climate change and how it should be dealt with, we cannot predict how legislation and regulation will ultimately affect our financial condition, operating performance, and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by us or other companies in our industry could harm our reputation. The potential physical impacts of climate change on our operations are highly uncertain, could be particular to the geographic circumstances in areas in which we operate and may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels, and changing temperatures.

Failure to comply with applicable laws or regulations may result in enforcement actions, including the forfeiture of mineral claims or other mineral tenures, orders issued by regulatory or judicial authorities requiring operations to cease or be curtailed, and corrective measures requiring capital expenditures, installation of additional equipment, or costly remedial actions.

Adverse global and local economic, political, and environmental conditions could negatively impact our ability to advance our exploration and development activities and our financial performance.

Our business is subject to risks arising from adverse economic, political, and environmental conditions in Malawi and globally. General economic conditions, including inflationary pressures, rising interest rates, changes in tax laws, new or restrictive legislation, trade barriers, and currency exchange controls or volatility, may negatively affect our operating costs, access to capital, and overall financial performance. National and international political developments, such as outbreaks of hostilities, war, terrorism, sabotage, subversive activities, security operations, labor unrest, civil disorder, or states of emergency, may disrupt supply chains, impede the movement of people or equipment, or restrict our ability to carry out mining exploration and development activities.

In addition, natural disasters, including fires, earthquakes and floods, as well as quarantine restrictions, epidemics, and pandemics, may adversely impact our operations and personnel, delay our exploration and development programs, and impair our ability to fund those activities. Even if our operational performance is not directly affected, broad economic or market volatility may adversely affect the value of our company and the trading price of our securities. These factors, individually or in the aggregate, could materially and adversely affect our business, results of operations, financial condition, and prospects.

Metal price volatility could have dramatic effects on the results of operations and our ability to execute our business plan.

If we achieve success leading to mineral production, our future revenues, if any, will be derived from the extraction and sale of HMS and REE. The price of these metals can be highly volatile and is affected by numerous factors beyond our control, including supply and demand fluctuations for precious and base metals, increased production due to new extraction developments and improved extraction and production methods, economic and political trends, inflation, currency exchange fluctuations, interest rates, global and regional consumptive patterns, and speculative activities such as forward selling. If a profitable market for our metals does not exist, the economic viability of our business, our ability to secure financing, and our results of operations will be materially and adversely affected.

Government actions, including tariffs, export controls, and foreign policy measures, could adversely and unexpectedly impact our business.

Government policies relating to trade, national security, and critical minerals could materially affect our exploration, development, and potential future sale of HMS and REE products. Several jurisdictions, including the United States, the European Union, and China, have implemented or proposed tariffs, export controls, quotas, and other trade restrictions relating to critical minerals and strategic materials. Any such measures may affect the availability and cost of mining equipment, processing technologies, reagents, and other imported inputs required for our exploration and any future development activities.

In addition, REEs and certain HMS products are increasingly viewed as strategically sensitive materials, and shifts in foreign policy or national security priorities could impose restrictions or additional compliance requirements on cross-border sales or exports. Such measures could limit potential customer markets, increase regulatory complexity, or create delays or uncertainties in obtaining necessary approvals for the movement of materials.

Escalating geopolitical tensions or retaliatory trade actions among major economies could also disrupt global supply chains, reduce demand for critical minerals, or negatively affect pricing. Broader macroeconomic impacts, including reduced global growth, tightening capital markets, or increased risk premiums, could in turn limit our ability to raise capital required to fund exploration and development activities. Any of these governmental or geopolitical actions could materially adversely affect our business, financial condition, results of operations, and prospects.

We are exposed to significant foreign currency exchange rate risks, which could adversely affect our business, financial condition, and prospects.

The Australian dollar is our presentation currency, but we also conduct transactions and hold financial assets and liabilities denominated in currencies other than our presentational currency. In particular, international prices of various commodities are denominated in United States dollars. As a result, we are exposed to foreign exchange rate fluctuations. As of June 30, 2026, we had foreign currency-denominated financial assets of A$57,506, denominated in Malawi Kwacha (A$28,208) and U.S. dollars and Euros (A$29,298), and foreign currency-denominated financial liabilities of A$1,421,168, approximately 75% of which were denominated in Malawi Kwacha, resulting in net foreign currency liabilities of A$1,363,662 (compared to A$1,730,461 as of June 30, 2025, as restated).

Foreign exchange fluctuations, whether arising from macroeconomic volatility, local currency instability, or the relative strength of the Australian dollar, could materially affect our operating expenses, financial results, and the carrying value of our assets and liabilities. These risks may also adversely impact our liquidity and our ability to fund exploration and development activities.

Our insurance coverage may be inadequate to protect against all risks associated with mineral exploration and production.

We currently maintain insurance coverage, including directors' and officers' liability insurance and property insurance, in connection with our business and exploration program. However, insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive. In certain circumstances, our insurance may not be of the nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance and the payment of any liabilities that arise from any such occurrence that would not otherwise be covered under the current insurance policies could have a material adverse effect on our business, financial condition and results of operations.

We may experience difficulty attracting and retaining qualified management to meet the needs of our anticipated growth, and the failure to manage our growth effectively could have a material adverse effect on our business, financial condition, and prospects.

The responsibility of overseeing the day-to-day operations and our strategic management depends substantially on our senior management and key personnel in Australia and Malawi. The loss of the services of any of these people could have a materially adverse effect on our business and prospects. There is no assurance we can maintain the services of our officers, directors, or other qualified personnel required to operate our business, or be able to find replacements with equivalent expertise and experience within a reasonable period of time, at acceptable costs, or at all.

As our business activity grows, we will require additional key financial, administrative and mining personnel as well as additional operations staff. The Project is located in an area with active mining activities, and we compete with other companies for personnel and talent. There can be no assurance that we will be successful in attracting, training, and retaining qualified personnel as competition for people with these skill sets increases. If we are not successful in attracting, training and retaining qualified personnel, the efficiency of our operations could be impaired, which could have an adverse impact on our business, financial condition, and prospects.

We may be subject to potential conflicts of interest with our directors and/or officers.

Alexander Shaw, our Chairman, and Manuel Mota, our Non-Executive Director, are directors of Luso Global Mining BV, our largest shareholder and a fully owned subsidiary of Mota-Engil SGPS, S.A. Cadell Buss, our Chief Executive Officer and Managing Director, José Martins and Graham Hewson, our Non-Executive Directors, and Mark Laybourn, our Chief Financial Officer, also have roles at other companies that may give rise to conflicts of interest and impose restrictions on the time and effort they can spend on our business. Any failure of our directors or officers to address these conflicts in an appropriate manner or to allocate opportunities that they become aware of to us could have a material adverse effect on our business, financial condition, and prospects.

Our operations may be subject to litigation or other claims.

From time to time, our operations may be subject to disputes that may result in litigation or other legal claims, including, without limitation, native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. We may be required to take countermeasures or defend against these claims, which will divert resources and management time from operations. Any costs involved in defending or settling legal and other claims or disputes that may arise, or where a claim or dispute is proven, could be costly and may impact adversely on our operations, financial performance and financial position and/or cause damage to our reputation.

Our operations are dependent on information technology systems that may be subject to network disruptions.

Our operations depend on information technology ("IT") systems. These IT systems could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyber-attacks, as well as disruptions resulting from incidents such as cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, vandalism and theft. Our operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact our reputation and results of operations.

Although to date we have not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that we will not incur such losses in the future. Our risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, we may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

The exploration and development of our projects may not be profitable.

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral deposit may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral resources and reserves, to develop metallurgical processes and to construct mining and processing facilities and infrastructure at a particular site. It is impossible to ensure that the exploration or development programs planned by us will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure, heavy mineral sands and rare earth elements prices and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in our company not receiving an adequate return on invested capital. There is no certainty that the expenditures made towards the search and evaluation of mineral deposits will result in the discovery of mineral resources or the development of commercial quantities of mineral reserves.

Our exploration projects have no operating history upon which to base estimates of future capital and operating costs. Mineral resource and reserve estimates and estimates of operating costs are or will be, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and technical reports and feasibility studies, which derive estimates of capital and operating costs based upon anticipated tonnage and grades to be mined and processed, ground conditions, the configuration of the deposit, expected recovery rates of minerals from ore, estimated operating costs, and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated.

Our business is subject to operational risks that are generally outside of our control and could adversely affect our business.

Mineral mining sites by their nature are subject to many operational risks and factors that are generally outside of our control and could adversely affect our business, operating results and cash flows.

These operational risks and factors include the following:

- unanticipated ground and water conditions;
- adverse claims to water rights and shortages of water to which we have rights;
- adjacent land ownership that results in constraints on current or future operations;
- geological problems, including earthquakes and other natural disasters;
- metallurgical and other processing problems;
- the occurrence of unusual weather or operating conditions and other force majeure events;
- lower than expected ore grades or recovery rates;
- accidents;
- delays in the receipt of or failure to receive necessary government permits;
- the results of litigation, including appeals of agency decisions;
- uncertainty of exploration and development;
- delays in transportation;
- interruption of energy supply;
- labor disputes;
- inability to obtain satisfactory insurance coverage; and
- the failure of equipment or processes to operate in accordance with specifications or expectations.

Any one or more of these factors or other risks could cause us not to realize the anticipated benefits of an acquisition of properties or companies and could have a material adverse effect on our financial condition.

There are numerous risks associated with the development of our property.

Our future success will largely depend upon our ability to successfully explore, develop and manage our property. In particular, our success is dependent upon management's ability to implement our strategy, to develop the projects and to maintain ongoing production from the mines that we expect to develop.

Development of our property could be delayed, experience interruptions, incur increased costs or be unable to complete due to a number of factors, including but not limited to:

- changes in the regulatory environmental compliance requirements;
- non-performance by third party consultants and contractors;

- inability to attract and retain a sufficient number of qualified workers;
- unforeseen escalation in anticipated costs of exploration and development, or delays in construction, or adverse currency movements resulting in insufficient funds being available to complete planned exploration and development;
- increases in extraction costs including energy, material and labor costs;
- lack of availability of mining equipment and other exploration services;
- shortages or delays in obtaining critical mining and processing equipment;
- catastrophic events such as fires, storms or explosions;
- the breakdown or failure of equipment or processes;
- construction, procurement and/or performance of the processing plant and ancillary operations falling below expected levels of output or efficiency;
- civil unrest in and/or around our exploration and mining sites and supply routes, which would adversely affect the community support of our operations;
- changes to anticipated levels of taxes and imposed royalties; and/or
- a material and prolonged deterioration in market conditions, resulting in material price erosion.

It is not uncommon for new mining developments to experience these factors during their exploration or development stages or during construction, commissioning and production start-up, or indeed for such projects to fail as a result of one or more of these factors occurring to a material extent. There can be no assurance that we will complete the various stages of exploration and development necessary in order to achieve our strategy in the timeframe pre-determined by us or at all. Any of these factors could have a material adverse effect on our business, results of operations and activities, financial condition and prospects.

Our property may face indigenous land claims.

Our property may now or in the future be the subject of indigenous land claims. The legal nature of land claims is a matter of considerable complexity. The impact of any such claim on our ownership interest in our properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of indigenous rights in the area in which our properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on our operations. Even in the absence of such recognition, we could at some point be required to negotiate with and seek the approval of holders of such interests in order to facilitate exploration and development work on our property. There is no assurance that we would be able to establish a practical working relationship with an indigenous group in the area that would allow us to ultimately develop our properties.

Non-governmental organizations could seek to delay development of our projects.

Our relationship with the communities in which we operate is important to ensure the future success of our operations. Although we work with ESS (Environmental and Social Sustainability) Africa, a sustainability consulting company, to maintain good relationships with the communities in which we operate, there is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Certain non-governmental organizations ("NGOs"), some of which oppose resource development, are often vocal critics of the mining industry and its practices. Adverse publicity generated by such NGOs or others related to extractive industries generally, or its operations specifically, could have an adverse effect on our reputation or financial condition and may impact our relationship with the communities in which we operate. While we believe that we operate in a socially responsible manner, there is no guarantee that our efforts in this respect will mitigate this potential risk. There is a risk that NGOs could cause a delay in the development of our projects.

There can be no guarantee that our interests in our property are free from any title defects.

We have taken all reasonable steps to ensure that we have proper title to our property. However, there can be no guarantee that our interests in our property are free from any title defects, as title to mineral rights involves certain intrinsic risks due to the potential problems arising from the unclear conveyance history characteristic of many mining projects. There can be no assurance that our rights and title interests will not be challenged or impugned by third parties.

Land reclamation requirements may be burdensome.

Land reclamation requirements are generally imposed on companies with mining operations or mineral exploration companies in order to minimize long term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially deleterious effluents or reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out reclamation obligations imposed on us in connection with exploration, potential development and production activities, we must allocate financial resources that might otherwise be spent on exploration and development programs. If we are required to carry out unanticipated reclamation work, our financial position could be adversely affected.

Compliance with environmental regulations and litigation based on environmental regulations could require significant expenditures.

Environmental regulations mandate the maintenance of air and water quality standards, land development and land reclamation, and set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. In connection with our current exploration activities or in connection with our prior extraction operations, we could incur environmental costs that could have a material adverse effect on financial condition and results of operations.

Any failure to remedy an environmental problem could require us to suspend operations or enter into interim compliance measures pending completion of the required remedy. Moreover, governmental authorities and private parties could bring lawsuits based upon damage to property and injury to persons resulting from the environmental, health and safety impacts of prior and current operations, including operations conducted by other extraction companies many years ago at sites located on properties that we currently own or formerly owned. We cannot assure you that any such law, regulation, enforcement or private claim would not have a material adverse effect on our financial condition, results of operations or cash flows. If we violate or fail to comply with applicable environmental laws and regulations, we could be subject to penalties, restrictions on operations or other sanctions. Such liability could materially adversely affect our reputation, business, results of operations and financial condition.

The requirements of being a publicly traded company in the United States may strain our resources and divert management's attention.

We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the listing requirements of the Nasdaq Capital Market and other applicable securities rules and regulations. Compliance with these rules and regulations will increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. The Exchange Act requires that we file an annual report on Form 20-F. The Sarbanes-Oxley Act requires that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight are required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business and results of operations.

The Sarbanes-Oxley Act requires that we assess the effectiveness of our internal control over financial reporting and our disclosure controls and procedures annually. If we identify further material weaknesses in future periods or we are not able to comply with the requirements of Section 404 in a timely manner, our reported financial results could be restated, we could be subject to investigations or sanctions by regulatory authorities, which would require additional financial and management resources, and the market price of our ordinary shares and ADSs could decline.

We could become subject to the auditor attestation requirement under the Sarbanes-Oxley Act even if we have little or no revenue, thus imposing significant cost and administrative burden on us.

We currently qualify as an "emerging growth company" and, as a result, are exempt from the auditor attestation requirement under Section 404 of the Sarbanes-Oxley Act of 2002 in the assessment of internal controls over financial reporting. We expect to remain an emerging growth company until the earlier of the last day of our fiscal year following the fifth anniversary of the completion of our first public offering in the United States or, as of the last business day of our most recently completed second fiscal quarter, our aggregate worldwide market value of the voting and non-voting common equity held by our non-affiliates is US$700 million or more. Once we cease to be an emerging growth company and the aggregate worldwide market value of our voting equity held by non-affiliates exceeds US$75 million as of our most recently completed second fiscal quarter, then we will be subject to the auditor attestation requirement in the assessment of the internal controls over financial reporting.

While the SEC has acknowledged the significant cost of the auditor attestation requirement for small companies and provided an exemption for U.S. "smaller reporting companies" with less than US$100 million in revenue, the SEC has decided not to similarly exempt foreign private issuers (such as the Company) unless they comply with the reporting requirements for U.S. companies, including presenting financial statements in accordance with U.S. generally accepted accounting principles. Given the significant cost and administrative burden resulting from inconsistent reporting obligations under the rules of the SEC and ASX, it may not be feasible for us to comply with the SEC's reporting requirements for U.S. companies in the event we were to cease being an "emerging growth company" and have aggregate worldwide market value of our voting equity held by non-affiliates exceeding US$75 million.

In such event, we could be obligated to incur significant compliance costs and administrative burden given our limited number of personnel. If such costs were to become too significant, we could reconsider our listing on Nasdaq because, as the SEC has acknowledged, the savings for a small company could be put to more productive use such as developing the Company.

We have identified material weaknesses in our internal control over financial reporting. Failure to effectively remediate these weaknesses, the emergence of additional material weaknesses, or a failure to maintain effective internal controls could impair our ability to produce timely and accurate financial statements and to comply with applicable laws and regulations.

In connection with the preparation of the financial statements included in this annual report, we identified material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis. These material weaknesses relate to deficiencies in the design and implementation of controls are summarized below:

- the Company did not adequately establish, implement, or oversee IT general controls relating to system changes, access management, and segregation of duties across systems that support most financial reporting processes. As a result, automated controls are ineffective, and any manual controls that rely on system-generated information were inappropriately relied upon;

- the Company did not design or implement controls with sufficient precision to enable effective oversight of business processes and the related control activities; and

- the Company did not develop, implement, or consistently maintain formal accounting policies, procedures, and control documentation across the majority of its processes to ensure financial information is recorded, reported, and disclosed in a timely, complete, and accurate manner.

We believe these material weaknesses resulted, in part, due to the fact that we are a small company with limited resources for addressing internal controls over financial reporting and the controls in place have been more aligned with the operational risks of the business and to address the risk of material fraudulent transactions.

Management has commenced a process to understand the required level of internal control and committed to implementing appropriate remedial actions and initiatives to expand our resources and strengthen the control environment.

We may be unable to fully remediate these material weaknesses until the remediation measures have been fully implemented and our internal controls have operated effectively for a sufficient period of time. In addition, we cannot predict whether our remediation efforts will be successful or determine the results of any future evaluation of such efforts at this time. Further, we are not currently required to comply with the SEC rules in implementing Section 404 of the Sarbanes-Oxley Act of 2002 and, therefore, are not required to perform a formal assessment of the effectiveness of our internal control over financial reporting. As a result, we cannot provide assurance that we have identified all material weaknesses or that additional material weaknesses will not be identified in the future.

Risks Relating to Ownership of the ADSs

The trading price of the ADSs may be volatile, and purchasers of the ADSs could incur substantial losses.

The market price of our ordinary shares historically has been, and we expect our ordinary shares and ADSs will continue to be, subject to significant fluctuations over short periods of time. These fluctuations may be due to factors specific to us, to changes in analysts' recommendations and earnings estimates, to arbitrage between our Australian-listed ordinary shares and our Nasdaq-listed ADSs, to changes in exchange rates, or to factors affecting the mining and exploration industry or the securities markets in general. Market fluctuations, as well as general political and economic conditions, such as a recession, interest rate or currency fluctuations, could adversely affect the market price of our securities.

We may experience a material decline in the market price of our shares, regardless of our operating performance. Therefore, a holder of ADSs may not be able to sell those ADSs at or above the price paid by such holder for such ADSs. Price declines in the ADSs could result from a variety of factors, including many outside our control. These factors include:

- the results of our exploration and development activities;
- regulatory actions in respect of any of our exploration and development activities;
- market conditions, including market conditions in the mineral sands and rare earths sectors;
- increases in our costs or decreases in our revenues due to unfavorable movements in foreign currency exchange rates;
- litigation or public concern about the safety of our exploration and development activities;
- changes in recommendations or earnings estimates by securities analysts;
- actual and anticipated fluctuations in our quarterly operating results;
- deviations in our operating results from the estimates of securities analysts;
- rumors relating to us or our competitors;
- additions or departures of key personnel; and
- developments concerning current or future strategic alliances or acquisitions.

In addition, volatility and low market price of the ADSs may adversely impact investors' interest in our securities. A decline in investors' interest may prompt further volatility and decrease in market price.

If we are or become a passive foreign investment company ("PFIC"), then that would subject our U.S. investors to adverse tax rules.

Holders of ADSs who are U.S. taxpayers will be subject to particular income tax rules if we are a passive foreign investment company, or PFIC. These rules could result in a reduction in the after-tax return to a "U.S. Holder" of the ADSs and reduce the value of the ADSs. For U.S. federal income tax purposes, we will be classified as a PFIC for any taxable year in which (i) 75% or more of our gross income is passive income, or (ii) at least 50% of the average value of all of our assets for the taxable year produce or are held for the production of passive income. For this purpose, cash is considered to be an asset that produces passive income.

If we are classified as a PFIC in any year that a U.S. Holder owns ADSs, the U.S. Holder will generally continue to be treated as holding ADSs of a PFIC in all subsequent years, notwithstanding that we are not classified as a PFIC in a subsequent year. Dividends received by the U.S. Holder and gains realized from the sale of the ADSs would be taxed as ordinary income and subject to an interest charge. We urge U.S. investors to consult their own tax advisors about the application of the PFIC rules and certain elections that may help to minimize adverse U.S. federal income tax consequences in their particular circumstances.

Our issuance of additional ordinary shares in connection with financings, acquisitions, investments, or otherwise will dilute all other ADS holders.

We expect to issue additional ordinary shares in the future that will result in dilution to all other ADS holders. We may also raise capital through equity financings in the future. As part of our business strategy, we may acquire or make investments in complementary companies, products, or technologies and issue equity securities to pay for any such acquisition or investment. While we will be subject to the constraints of the ASX Listing Rules regarding the percentage of our capital that we are able to issue within a 12-month period (subject to applicable exceptions), any such issuances of additional ordinary shares may cause ADS holders to experience significant dilution of their ownership interests and the per ADS value of the ADSs to decline.

As long as we remain subject to the rules of the ASX and Nasdaq, we will be unable to access equity capital without shareholder approval if such equity capital sales would result in an equity issuance above regulatory thresholds and, consequently, we could be unable to obtain financing sufficient to sustain our business if we are unsuccessful in soliciting requisite shareholder approvals.

Our ability to access equity capital is currently limited by ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions (including approval by shareholders), issue or agree to issue during any consecutive 12-month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities in aggregate would exceed 15% (or 25% if approved in advance by shareholders in certain circumstances) of the number of ordinary securities on issue at the commencement of that 12-month period.

Our equity issuances will be limited by ASX Listing Rule 7.1 as long as we continue to be listed on the ASX and this constraint may prevent us from raising the full amount of equity capital needed for operations without prior shareholder approval.

The dual listing of our ordinary shares and the ADSs may negatively impact the liquidity and value of the ADSs.

Our ADSs are listed on Nasdaq and our ordinary shares continue to be listed on the ASX. We cannot predict the effect of this dual listing on the value of our ordinary shares and ADSs. However, the dual listing of our ordinary shares and ADSs may dilute the liquidity of these securities in one or both markets and/or may negatively impact the development of an active trading market for the ADSs in the United States. The price of the ADSs could also be negatively impacted by trading in our ordinary shares on the ASX.

We are subject to risks associated with currency fluctuations, and changes in foreign currency exchange rates could impact our results of operations.

Our ordinary shares are quoted in Australian dollars on the ASX and the ADSs are quoted in U.S. dollars. Any significant change in the value of the Australian dollar may have a negative effect on the value of the ADSs in U.S. dollars. In addition, if the Australian dollar weakens against the U.S. dollar, then, if we decide to convert our Australian dollars into U.S. dollars for any business purpose, appreciation of the U.S. dollar against the Australian dollar would have a negative effect on the U.S. dollar amount available to us. To the extent that we need to convert U.S. dollars we received from our initial public offering into Australian dollars for our operations, appreciation of the Australian dollar against the U.S. dollar would have a negative effect on the Australian dollar amount we would receive from the conversion. Consequently, appreciation or depreciation in the value of the Australian dollar relative to the U.S. dollar would affect our financial results reported in U.S. dollar terms without giving effect to any underlying change in our business or results of operations. As a result of such foreign currency fluctuations, it could be more difficult to detect underlying trends in our business and results of operations.

ADS and Warrant holders are not shareholders and do not have shareholder rights.

The Bank of New York Mellon, as depositary, registers and delivers the American Depositary Shares, or ADSs. ADS and Warrant holders will *not* be treated as shareholders and do not have the rights of shareholders. The depositary is the holder of the shares underlying the ADSs. Holders of the ADSs will have ADS holder rights. A deposit agreement among us, the depositary and ADS holders, and the beneficial owners of ADSs, sets out ADS holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the ADSs. For a description of ADS holder rights, see "Description of American Depositary Shares" in Exhibit 2.3 to this annual report.

Our shareholders have shareholder rights. Australian law and our constitution govern shareholder rights. For a description of our shareholders' rights, see Item 10.B in this annual report. Shareholders are entitled to our notices of general meetings and to attend and vote at our general meetings of shareholders. At a general meeting, every shareholder present (in person or by proxy, attorney or representative) and entitled to vote has one vote on a show of hands. Every shareholder present (in person or by proxy, attorney or representative) and entitled to vote has one vote per fully paid ordinary share on a poll. This is subject to any other rights or restrictions which may be attached to any shares.

ADS holders do not have the same voting rights as our shareholders. ADS holders may exercise voting rights with respect to the underlying ordinary shares only in accordance with the provisions of the deposit agreement. Under the deposit agreement, ADS holders vote by giving voting instructions to the depositary. Upon receipt of instructions, the depositary will try to vote in accordance with those instructions. Otherwise, ADS holders will not be able to vote unless they withdraw the ordinary shares underlying their ADSs.

If we ask for ADS holders' instructions, the depositary will notify ADS holders of the upcoming vote and arrange to deliver our voting materials and form of notice to them. The depositary will try, as far as practical, subject to Australian law and the provisions of the depositary agreement, to vote the shares as the ADS holders instruct. The depositary will not vote or attempt to exercise the right to vote other than in accordance with the instructions of the ADS holders. We cannot assure ADS holders that they will learn of ordinary shareholders' meetings and receive the voting materials in time to instruct the depositary or withdraw the underlying ordinary shares. This means that there is a risk that ADS holders may not be able to exercise voting rights and there may be nothing they can do if their shares are not voted as they requested.

ADS holders do not have the same rights to receive dividends or other distributions as our shareholders.

Subject to any special rights or restrictions attached to a share, the directors may determine that a dividend will be payable on a share and fix the amount, the time for payment and the method for payment (although we have never declared or paid any cash dividends on our ordinary shares and we do not anticipate paying any cash dividends in the foreseeable future). Dividends may be paid on shares of one class but not another and at different rates for different classes. Dividends and other distributions payable to our shareholders with respect to our ordinary shares generally will be payable directly to them. Any dividends or distributions payable with respect to ordinary shares will be paid to the depositary, which has agreed to pay to ADS holders the cash dividends or other distributions it or the custodian receives on shares or other deposited securities, after deducting its fees and expenses and any taxes or other governmental charges. ADS holders will receive these distributions in proportion to the number of shares their ADSs represent. However, the depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any holders of ADSs. For example, it would be unlawful to make a distribution to a holder of ADSs if it consists of securities that require registration under the Securities Act of 1933, as amended (the "Securities Act") but that are not properly registered or distributed under an applicable exemption from registration. The depositary may also determine that it is not feasible to distribute certain property through the mail. Additionally, the value of certain distributions may be less than the cost of distributing them. In these cases, the depositary may determine not to distribute such property. We have no obligation to register under U.S. securities laws any ADSs, ordinary shares, rights or other securities received through such distributions. We also have no obligation to take any other action to permit the distribution of ADSs, ordinary shares, rights or anything else to holders of ADSs. This means that you may not receive distributions we make on our ordinary shares or any value for them if it is illegal or impractical for us to make them available to you. These restrictions may cause a material decline in the value of the ADSs.

There are circumstances where it may be unlawful or impractical to make distributions to the holders of the ADSs.

The deposit agreement with the depositary generally requires the depositary to convert foreign currency it receives in respect of deposited securities into U.S. dollars and distribute the U.S. dollars to ADS holders, provided the depositary can do so on a reasonable basis. If it does not convert foreign currency, the depositary may distribute the foreign currency only to those ADS holders to whom it is possible to do so. If a distribution is payable by us in Australian dollars, the depositary will hold the foreign currency it cannot convert for the account of the ADS holders who have not been paid. It will not invest the foreign currency and it will not be liable for any interest. If the exchange rates fluctuate during a time when the depositary cannot convert the foreign currency, ADS holders may lose some of the value of the distribution. The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders. This means that ADS holders may not receive the distributions we make on our shares or any value for them if it is illegal or impractical for us to make them available.

Risks Relating to Our Location in Australia

Australian takeovers laws may discourage takeover offers being made for us or may discourage the acquisition of large numbers of our shares.

We are incorporated in Australia and are subject to the takeover laws of Australia. Amongst other things, we are subject to the *Corporations Act 2001* (Commonwealth of Australia) ("Corporations Act"). Subject to a range of exceptions, the Corporations Act prohibits the acquisition of a direct or indirect interest in our issued voting shares (including through the acquisition of ADSs) if the acquisition of that interest will lead to a person's or someone else's voting power in us increasing from 20% or below to more than 20% or increasing from a starting point that is above 20% and below 90%. Exceptions to the general prohibition include circumstances where the person makes a formal takeover bid for us, if the person obtains shareholder approval for the acquisition or if the person acquires less than 3% of the voting power of us in any rolling six-month period. Australian takeovers laws may discourage takeover offers being made for us or may discourage the acquisition of large numbers of our shares.

Holders of our ordinary shares or ADSs may have difficulty enforcing United States securities laws.

Holders of our ordinary shares or ADSs may have difficulties enforcing, in actions brought in courts in jurisdictions located outside the U.S., liabilities under U.S. securities laws. In particular, if such a holder sought to bring proceedings in Australia based on U.S. securities laws, the Australian court might consider:

- that it did not have jurisdiction; and/or
- that it was not an appropriate forum for such proceedings; and/or
- that, applying Australian conflict of laws rule, U.S. law (including U.S. securities laws) did not apply to the relationship between holders of our ordinary shares or ADSs and us or our directors and officers; and/or
- that the U.S. securities laws were of a public or penal nature and should not be enforced by the Australian court.

As a foreign private issuer whose shares are listed on the Nasdaq Capital Market, we may follow certain home country corporate governance practices instead of certain Nasdaq requirements.

As an Australian company and a foreign private issuer whose shares are listed on the Nasdaq Capital Market, we are permitted to follow certain home country corporate governance practices instead of certain requirements of The Nasdaq Marketplace Rules. This includes, among other things, the composition of the board of directors, director nomination process, compensation of officers and quorum at shareholders' meetings. In addition, we may follow Australian law instead of the Nasdaq Marketplace Rules that require that we obtain shareholder approval for certain dilutive events, such as for the establishment or amendment of certain equity based compensation plans, an issuance that will result in a change of control of the Company, certain transactions other than a public offering involving issuances of a 20% or more interest in the Company and certain acquisitions by us of the shares or assets of another company. As a foreign private issuer, we have elected to follow certain home country practices instead of Nasdaq requirements. Accordingly, our shareholders may not be afforded the same protection as provided under Nasdaq's corporate governance rules that are applicable to U.S. companies.

As a foreign private issuer, we are exempt from a number of rules under the U.S. securities laws and are permitted to file less information with the SEC than a U.S. company.

We are a foreign private issuer (as defined in the SEC's rules) and, consequently, we are not subject to all of the disclosure requirements applicable to public companies organized within the United States. For example, we are exempt from certain rules under the Exchange Act that regulate disclosure obligations and procedural requirements related to the solicitation of proxies under the Exchange Act. In addition, our senior management and directors are exempt from the "short-swing" profit recovery provisions of Section 16 of the Exchange Act and related rules with respect to their purchases and sales of our securities. Moreover, while we currently make annual and semi-annual filings with respect to our listing on the ASX and expect to file financial reports on an annual and semi-annual basis, we will not be required to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. public companies and will not be required to file quarterly reports on Form 10-Q or current reports on Form 8-K under the Exchange Act. In addition, foreign private issuers are not required to file their annual report on Form 20-F until four months after the end of each fiscal year. Accordingly, there may be less publicly available information concerning our company than there would be if we were not a foreign private issuer.

U.S. investors may have difficulty enforcing civil liabilities against our company, our directors or members of senior management and the experts named in this annual report.

Certain members of our senior management and board of directors named in this annual report are non-residents of the United States, and a substantial portion of the assets of such persons are located outside the United States. As a result, it may be impracticable to serve process on such persons in the United States or to enforce judgments obtained in U.S. courts against them based on civil liability provisions of the securities laws of the United States. Even if you are successful in bringing such an action, there is doubt as to whether Australian courts would enforce certain civil liabilities under U.S. securities laws in original actions or judgments of U.S. courts based upon these civil liability provisions. In addition, awards of punitive damages in actions brought in the United States or elsewhere may be unenforceable in Australia or elsewhere outside the United States. An award for monetary damages under U.S. securities laws would be considered punitive if it does not seek to compensate the claimant for loss or damage suffered and is intended to punish the defendant. The enforceability of any judgment in Australia will depend on the particular facts of the case as well as the laws and treaties in effect at the time. The United States and Australia do not currently have a treaty or statute providing for recognition and enforcement of the judgments of the other country (other than arbitration awards) in civil and commercial matters.

As a result, our public shareholders may have more difficulty in protecting their interests through actions against us, our management or our directors than would shareholders of a corporation incorporated in a jurisdiction in the United States. In addition, as a company incorporated in Australia, the provisions of the Australian Corporations Act regulate the circumstances in which shareholder derivative actions may be commenced which may be different, and in many ways less permissive, than for companies incorporated in the United States.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Chilwa Minerals Limited was incorporated in Australia in February 2022 and listed on the Australian Securities Exchange ("ASX") in July 2023 under the symbol "CHW". Our ADSs commenced trading on the Nasdaq Capital Market under the symbol "CHWM" on October 1, 2026.

Our registered office is located at Level 28, 140 St George's Terrace, Perth, Western Australia, Australia and our telephone number is +61 8 6189 4924. Our website address is *www.chilwaminerals.com.au*. The information on, or accessible through, our website is not part of this annual report. We have included our website address in this annual report solely as an inactive textual reference. All information we file with the SEC is available through the SEC's Electronic Data Gathering, Analysis and Retrieval system, which may be accessed through the SEC's website at *www.sec.gov.*The information contained in, or accessible through, our website does not constitute part of this Annual Report.

B. Business Overview

Overview

We are a mineral exploration company looking to deliver growth and value for our shareholders through achieving success from exploration and evaluation programs. Our principal activities are mineral exploration activities at the Chilwa Critical Minerals Project (the "Project"), which is located around the northern, western and southern shores of Lake Chilwa in southern Malawi.

Malawi, a landlocked country in southeastern Africa famed for the warmth and kindness of its people, is known as "The Warm Heart of Africa." It is bordered by Zambia to the west, Tanzania to the north and northeast, and Mozambique to the east, southeast and southwest. Malawi is an underexplored country and an emerging mining destination with a stable regime, a supportive government and a newly developed infrastructure network.

We hold, through our 100% owned subsidiaries Chilwa Minerals Africa Limited and Phalombe Minerals Limited, three exploration licenses that grant us the exclusive rights to carry out exploration for certain heavy mineral sands ("HMS") and rare earth elements ("REE") over a total tenement area of 881.0136 km^2. The project hosts a geologically coherent and district-scale mineral system capable of supporting multiple styles of critical mineralisation, including:

- HMS
- Carbonatite-hosted REE
- Ionic Adsorption Clay Rare Earth Element potential

Sectional interpretation has been done on all the northern deposits (Nkotamo, Halala, Beacon and Namanja West) on the Project.

In addition, we have intersected high-grade REE in the clays below the mineral sands, with many highly prospective carbonatite targets to be assessed, including Chisi Island. Other targets that require ground truthing have been identified in the southern extension area and Mpyupyu Area. The first batch of REE analysis was undertaken in July 2024 as a pathfinder process to assess the potential coexistence of REEs in the heavy mineral concentrates. The REEs that were included in the analysis were Cerium (Ce_2O_3), Europium (Eu_2O_3), Gadolinium (Gd_2O_3), Lanthanum (La_2O_3), Neodymium (Nd_2O_3), Praseodymium (Pr_6O_{11}), Samarium (Sm_2O_3) and Ytterbium (Yb_2O_3). Diamond drilling in late 2024 has also yielded positive results, confirming the presence of REE mineralization. Substantial advancements in exploration and resource development in the REE sector have been made, with over 47 geophysical features or anomalies identified. We believe that the discovery of new exploration targets and the successful completion of several exploration and drilling programs have significantly strengthened our overall portfolio and positioned us well to continue to explore for REE, essential for various high-tech applications.

We believe the Project can develop into a viable mineral sands project and that we are exploring a Tier 1 mineralized system in southern Malawi.

Malawi

Location

Malawi is a narrow landlocked country in south-eastern Africa bordering Tanzania, Zambia and Mozambique. It has a population of approximately 19.6 million people and a land area of 118,480km^2. Malawi's economy is sustained by its agricultural industry that occupies the majority of the working population and accounts for the vast majority of export earnings. Malawi's key agricultural exports include tobacco, tea, sugar, cotton and corn.

Economy

Malawi is characterised as having a mixed legal system where sources of law include statutory law, English law, customary law and religious law. Following its independence from Great Britain in 1964, Malawi was a one-party republic from 1966 to 1994 when it became a multiparty democracy and currently has a unitary system of government.

The mining industry currently accounts for approximately one percent of Gross Domestic Product (GDP) in Malawi. The mining sector in Malawi has remained relatively underdeveloped despite evidence of mineral deposits, the most prominent of which are coal, bauxite, uranium, niobium and gemstones. It was not until the development of the Kayelekera Uranium Mine by Paladin Energy Limited (ASX: PDN) in 2009 that public interest in the mining potential of Malawi increased. The Malawian government has sought to increase production in the mining sector through increased exploration and mining, improved legal and institutional frameworks, increased participation by small and medium scale miners and updated geological information systems. The Malawian government has a target to increase the mining sector's contribution to GDP from less than one percent in 2011 to up to ten percent by 2063.

Geology of Malawi

The geology of Malawi is dominated by the East Africa Rift with Lake Chilwa, being the most southern major lake associated with the rift valley and is broadly grouped into four main lithological units; the Basement Complex, the Karoo Super group, Tertiary to Quaternary sedimentary deposits and the Chilwa Alkaline province (see Figure 1 below).

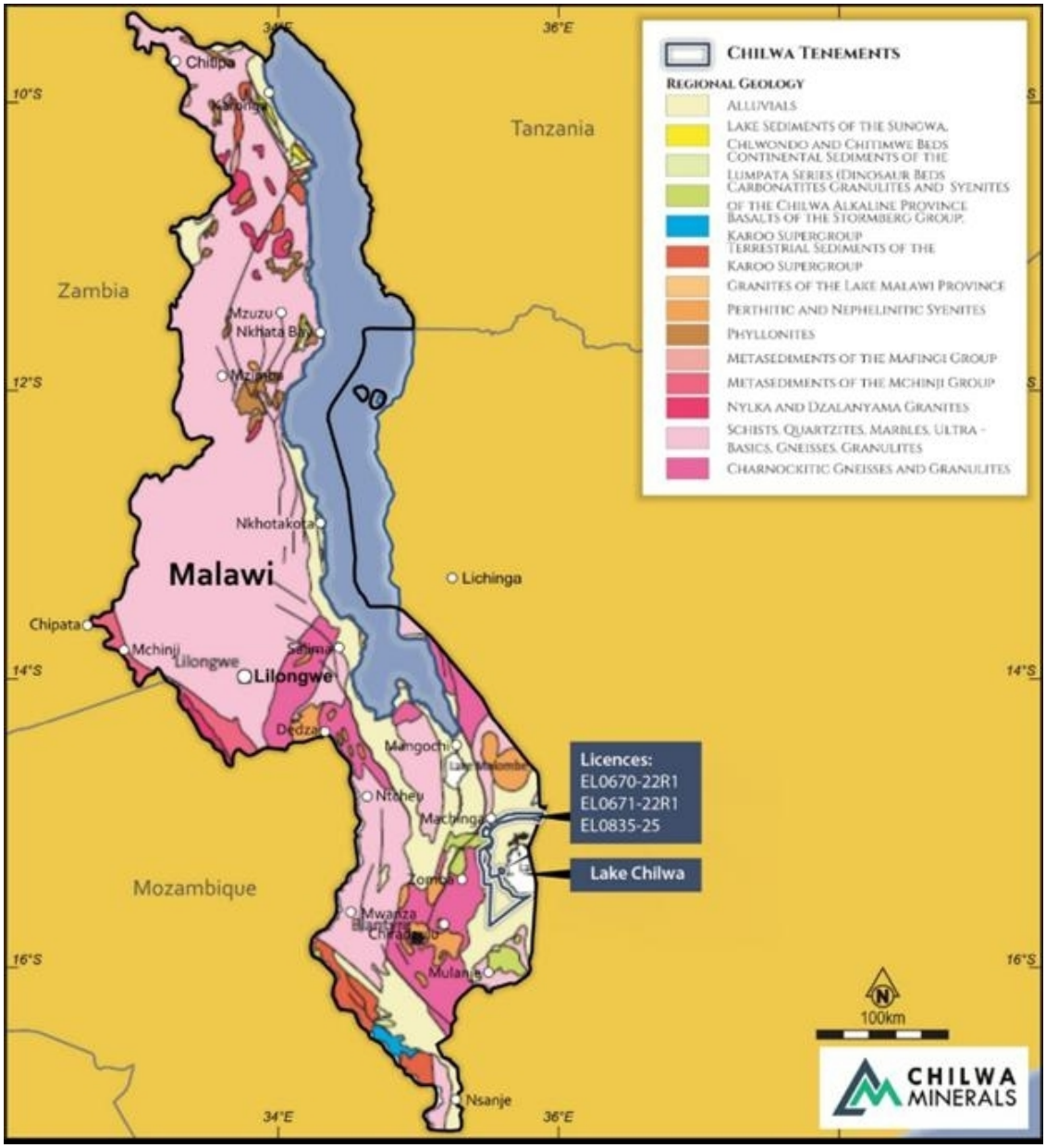

Figure 1: Simplified geological map of Malawi

Lake Chilwa was formed in a depression created at the base of the back slope of a listric fault that is part of the rift valley system. Lake Chilwa is bordered in the east by the Shire Highlands, in the north by the Mongolwe, Chaone and Chikala mountains and the west by the Malosa and Zomba mountains.

Basement rocks in the Lake Chilwa area are largely comprised of the Chilwa Alkaline Province (CAP). These rocks are Cretaceous in age and include nepheline synetites, carbonatites and associated dyke swarms. Most of the elevated topography to the north-west and west of Lake Chilwa is comprised of igneous intrusive rocks of the CAP.

The oldest rocks in the Lake Chilwa area are Pre-Cambrian metamorphics, primarily paragneiss and orthogneisses. These outcrop in numerous locations regionally and likely underlie much of the area. Basement gneisses are primarily charnockitic and horneblende-biotite in composition. Quartzite and granulite are also present in the areas north of the lake.

The Chilwa alkaline province is a major geological feature comprising Jurassic and Cretaceous carbonatites, syenites, and nephelines which form most of the prominent high points in the region and compose a large volume of all rock locally. These include the Zomba Massif, the Mulanje Massif and the Chikala Hills. The intrusion of these major bodies is associated with the main movement along the Rift Valley.

Palaeo lacustrine and beach deposits cover the majority of the surface area around Lake Chilwa and have a wide range of ages and mineralogies. Colluvial and residual deposits also cover large areas. Lake Chilwa is an endorheic basin and therefore the deposits directly reflect the local catchment history. In addition, the depositional environments fluctuate as the ingress of water into the system varied in response to the changing climate over the course of millions of years.

Structurally, the area was isolated from the main regional drainages by the Cholo fault that forms the border between the Shire Highlands and the Lower Shire Valley. This was the major fault of Karoo age in the region. Movement along this fault resulted in northeastern uplift that resulted in the Alkaline magmatism of the CAP. These then acted as a barrier between the Chilwa depression and the rest of the Shire/Zambezi Valleys. Further movement and subsidence led to the Shire lowering further and increased erosion.

This combined with the uplift of the Mulanje and Zomba Massifs formed a new fault scarp around Zomba separating the Lake Chilwa area further. The reduction in catchment area (the Shire River drains out of Lake Malawi and has cut a new channel in the separate Shire Valley), reduction in flow and the reversal of some of the river's direction of flow due to local subsidence, meant that the basin filled with locally derived sediments. Presently, Lake Chilwa is completely separated and is the centre of a new drainage system that is currently regressing due to reduced flow.

The regional geology and structural evolution of the larger area surrounding the Lake Chilwa area has had a significant impact on the formation of the lake as well as the deposition and preservation of the HMS mineralisation that is present in the Exploration License. Several terraces and raised beach levels can be identified around the northern and western shores of Lake Chilwa, with specific terraces being associated with the mineralisation (refer to Figure 2).

HMS deposits have been identified on the northern and western shores of Lake Chilwa. The heavy minerals occur predominantly as dune deposits, with minor fluvial and strand concentrations, associated with the palaeo-shoreline of the lake.

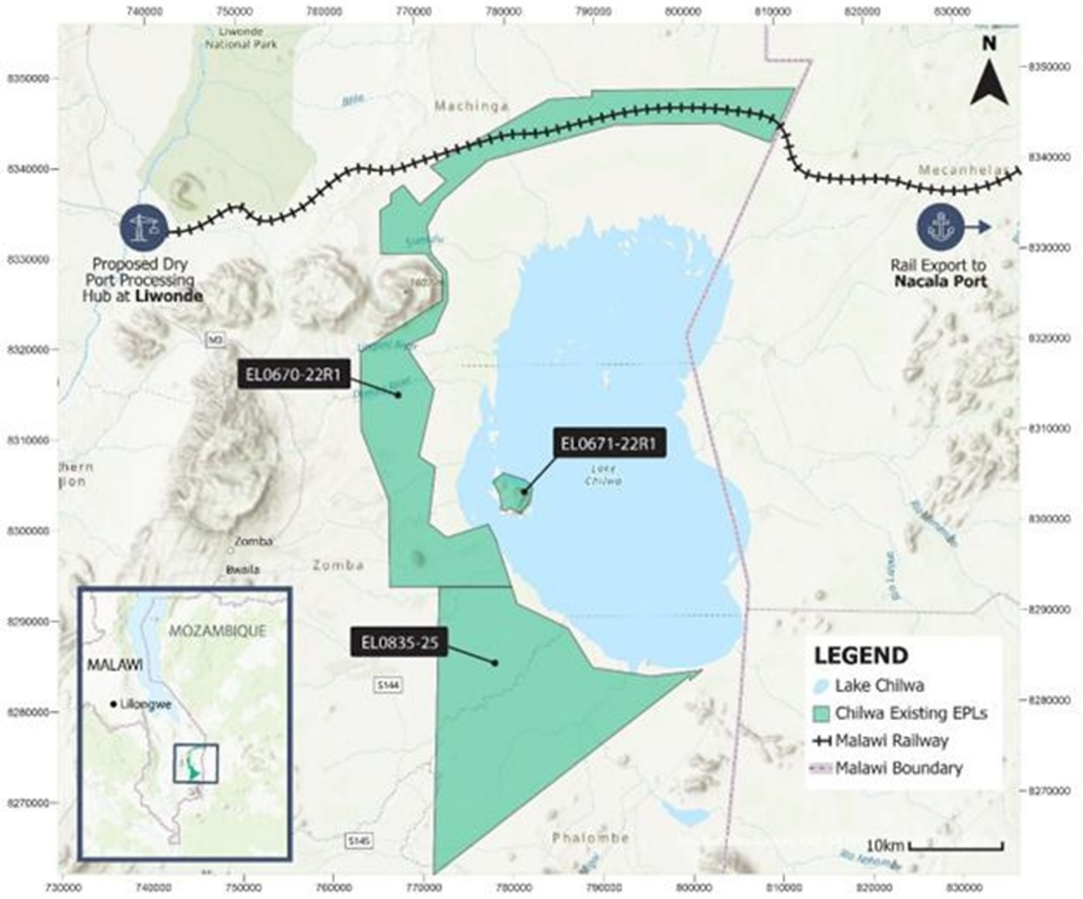

Figure 2: Regional geology of the Lake Chilwa/Zomba area

Chilwa Critical Minerals Project

Our Chilwa Critical Minerals Project (the "Project"), which is located around the northern, western and southern shores of Lake Chilwa in southern Malawi, as shown in the above map. The Project is in the exploration stage and we plan to build a processing plant if and when the Project enters the production stage.

We hold, through our 100% owned subsidiaries Chilwa Minerals Africa Limited and Phalombe Minerals Limited, three exploration licenses that grant us the exclusive rights to carry out exploration for certain HMS and rare earth elements REE over a total tenement area of 881.0136 km2. The project hosts a geologically coherent and district-scale mineral system capable of supporting multiple styles of critical mineralization, including:

- HMS;
- Carbonatite-hosted REE; and
- Ionic Adsorption Clay Rare Earth Element potential.

In September 2025, we completed Phase 2 metallurgical test work on a 4.2 tonne bulk sample from the Mposa deposit. The test work program characterized three composite samples of material sourced from the Mposa project area, located on the west coast of Lake Chilwa in southeastern Malawi. 2,909 drill samples were used to generate the metallurgical composites, representing the three preliminary lithological zones identified to date, referred to as the "Sand, "Silty Sand," and "Clay" units. The characterization work on the first phase of drill hole samples from batches 1 to 3 indicates a favorable heavy mineral assemblage with a high percentage of valuable heavy mineral content, including ilmenite, zircon, rutile, garnet, and monazite. Monazite, a phosphate mineral, is a primary source of REEs and thorium.

The Sand unit composite had a heavy mineral ("HM") grade of 8.8% with approximately 89.5% of the HM fraction considered as being valuable heavy minerals (76% ilmenite, 9.5% zircon, 1.4% rutile and 2.5% almandine garnet). The Silty Sand unit composite had an HM grade of 3.8% with around 88% of this considered to be valuable heavy minerals (75% ilmenite, 8.9% zircon, 2.3% rutile, 1.6% almandine garnet). The samples representing the Clay unit were characterized by a lower HM grade of around 1%, with the HM fraction containing a significant proportion (approximately 40%) of non-valuable minerals, such as goethite, pyroxene and feldspar. The valuable heavy minerals are relatively fine grained (less than 45 microns) and include 43% ilmenite, 6.6% zircon, 3.8% rutile, and 4.0% almandine.

Magnetic separation of the Sand and Silty Sand unit heavy mineral fractions indicates that a low-impurity ilmenite, containing 50% TiO_2, and a non-magnetic concentrate containing 55% to 60% zircon could be produced using conventional magnetic separation equipment. Further processing of this material will be investigated during a planned bulk test work program to fully evaluate the potential quality of the final product. The non-magnetic fraction generated from the Sand and Silty Sand units contained 0.64% and 0.85% Cerium Oxide (CeO_2), respectively, in the non-magnetic product, indicating that 2% to 3% of the rare earth containing mineral monazite is present in the sample. Further processing stages, including flotation, will be investigated to assess the production of a monazite concentrate. The results from the recent metallurgical characterization work will be used to develop a test program aimed at treating bulk samples from the project area, further assessing metallurgical performance and generating a range of final products for quality assessment.

Our drilling methods used at the Mpyupyu deposit included 1,398 sonic drill holes totaling a depth of 6,174m drilled, with an average depth of 4.42m, a minimum depth of 0.32m and maximum depth of 14.00m. In June 2026, we announced that through reconnaissance hand panning, we also extended the Mpyupyu West HMS target from approximately 5 km^2 to over 17 km^2. 60 holes for 551 meters of a planned 268 hole Phase 1 program have been completed on a nominal 400 m north x 200 m east grid over interpreted thorium anomalies. Two sonic rigs have commenced drilling at Mpyupyu West, with initial holes intersecting a mineralized, free-dig saprolite unit to approximately 11m beneath thin sand cover, to test whether Mpyupyu West links physically with the Mpyupyu Dune and Flat deposits.

In March 2026, we announced the discovery of Niobium mineralisation following the receipt of further ICP-MS assay results from diamond drilling conducted in the south of the Project's Mpyupyu target. The nature and consistency of Nb_2O_5 grades in MPYDD006 confirm the presence of a niobium-enriched intrusive phase over 120m (downhole thickness) in extent. Key intervals (at Nb_2O_5 >0.2%) from MPYDD006 include:

- 0.31% Nb_2O_5 (1,661ppm TREO, 174ppm Ta, 55 ppm Ga) over 126.1m from 125m downhole
- 0.38% Nb_2O_5 (1,654ppm TREO, 225 ppm Ta, 61ppm Ga) over 62m from 138m downhole, including 0.45% Nb_2O_5 over 10m (2,365ppm TREO, 317ppm Ta, 64ppm Ga) from 190m downhole.
- 0.57% Nb_2O_5 (2,270ppm TREO, 320.4 ppm Ta, 56.7ppm Ga) over 1.55m from 129m downhole.
- 0.51% Nb_2O_5 (2,438 ppm TREO, 361 ppm Ta, 65ppm Ga) over 1m from 195m downhole.
- 0.41% Nb_2O_5 (1,405 ppm TREO, 218 ppm Ta, 62ppm Ga) over 12m from 155m downhole.

In April 2026, diamond drilling at the Mpyupyu target, conducted as part of our carbonatite-hosted REE exploration program, intersected a previously unmapped peralkaline syenite intrusion hosting significant niobium mineralisation. The nature and consistency of Nb_2O_5 grades in discovery hole MPYDD006 confirm the presence of a niobium-enriched intrusive phase over 120m (downhole width) in extent. At that time, we had two diamond drill rigs operating within 175m of each other. Rig 1 has completed drill hole MPYDD009, at a depth of 385m in alkaline-syenite intrusive series rocks. Rig 2 commenced drilling hole MPYDD016 and progressed to a depth of 65m before technical difficulties progressing through heavily fractured ground forced the hole to be closed. A second hole (MPYDD016B) was commenced on an azimuth 45° northwest of the initial hole and progressed to a depth of 80m. Approximately 1,050m of drilling had been completed across six drill holes at the target. This excludes meters drilled at MPYDD001–005 on the northern thorium anomaly (MPYTH004) shore of the Nakombe stream, the southern anomaly (MPTH005).

A total of nine drill holes remained in the initial program, intended to constrain the geometry, phase boundaries, and lateral continuity of the multi-phase intrusive system, with ICP-MS assay results expected to follow. Currently the target remains open to the south, east and southeast, as well as at depth. QEMSCAN has quantified monazite throughout the Mpyupyu deposit, adding REE exploration by-product potential alongside the ilmenite-zircon-rutile assemblage. Further QEMSCAN analysis of composites and further metallurgical work is planned pending the results of ongoing exploration drilling.

Historical work on the Project included Millennium Mining Limited, which conducted exploration on the northern deposits during the early 2000s, drilling 64 holes at Halala and 40 holes at Namanja in their initial campaign. In addition, Tate Minerals Limited acquired the exploration license in 2012 and digitised large amounts of the historic data on the property. Mota Engil Group entered into a joint venture agreement with Tate Minerals and commenced a full exploration campaign including auger drilling, bulk sampling, ground radiometrics, mineralogical studies and concept test work. Luso Global Mining BV, a subsidiary of Mota Engil Group, then acquired the Project and commissioned a further review of the historic data.

In fiscal 2024, we acquired the Project for A$7,475,835. As of June 30, 2026, we had exploration and evaluation assets of A$26.0 million and plant and equipment of A$0.5 million recorded on our balance sheet.

We believe that the Project currently has sufficient access to water and electricity. Water sources include water bores and Lake Chilwa, which is located nearby. In addition, a hydropower plant is being built nearby that is expected to be completed if and when the Project enters the production stage. The Project benefits from access to rail, port and supporting infrastructure with a pit-to-port solution for exporting products to global markets. For example, the Project is connected to the Nacala rail link (as shown in the above map) with final products transported approximately 700km from Liwonde to the Nacala Deep Water Port for export. This established rail and port infrastructure is key to our prospects for economic development of the Project, since it minimizes the requirement for significant capital expenditure. The railway line from Liwonde to Nacala has been upgraded and is used to transport coal from Moatize, in Tete province to the new coal terminal at Nacala. The rail is accessible from Zomba via the M3 road, a major tarred highway connecting Zomba to Blantyre and Liwonde, or via route S131, which is a gravel road that runs west of Lake Chilwa and passes through Domasi and Chibwana. The closest international airport is located in Blantyre, approximately 100km from the Project.

We hold three licenses that grant us the exclusive rights to carry out exploration for certain HMS and REE in the license areas. Our 100% owned subsidiary, Chilwa Minerals Africa Limited, holds two licenses that grant us the exclusive rights to carry out exploration for certain HMS and REE in the license areas. Exploration License Number EL0670/22R1, originally granted on September 27, 2022 and currently valid until July 17, 2028, covers an area of 418.2851 km^2 around Lake Chilwa, including the districts of Phalombe, Zomba and Mulanje. Exploration License Number EL0671/22R1, originally granted on September 26, 2022 and currently valid until July 17, 2028, covers an area of 12.84 km^2 on Chisi Island in the district of Zomba. In addition, our 100% owned subsidiary, Phalombe Minerals Limited, has been granted an exploration license EL0835/25, valid from July 18, 2025 to July 17, 2030, covers an area of 449.8885 km^2, with the option to extend, to carry on exploration activities in Mulanje, Phalombe and Zomba Districts.

The initial term of an exploration license is five years from the date of grant. A holder may apply for extensions of the term for periods of up to three years, but no more than two such extension applications may be made. Exploration License Number EL0670/22R1 and Exploration License Number EL0671/22R1 have already been renewed once. In terms of applicable law, when applying for the extension of the term of an exploration license, the applicant must reduce the size of its last approved area by at least half. Local authorities in Malawi have no discretion to waive this requirement. The exploration area of Exploration License Number EL0670/22R1 has previously been reduced by 50% (from 865.86km^2 to 418.2851km^2).

The maintenance and extension of the licenses are subject to various conditions described under "Business - Government and Environmental Regulations" below, and the laws and regulations governing the maintenance or renewal are subject to change. In addition, future development of the Project will require obtaining licenses or permits for the construction and operation of mines, processing plants and related infrastructure. We plan to work with the Government of Malawi to secure a mining license and a mining development agreement.

Proposed Exploration Program

We are an exploration-stage company and have not established any mineral reserves at the Chilwa Critical Minerals Project, for which we have not made a development decision. Subject to available funding, access, permitting, contractor availability, seasonal conditions, laboratory turnaround and technical results, our proposed exploration program for the twelve months ending June 30, 2027 will focus on seeking heavy mineral sands resource definition, mineralogical and metallurgical test work, exploration of selected rare earth element and niobium targets, and early-stage technical, environmental and permitting studies. We expect to fund the proposed exploration program from our existing cash, including the net proceeds of our initial public offering, and from additional funding that we will need to raise. See "Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources."

The principal elements of the proposed program are summarized below:

Heavy mineral sands resource definition. We plan to conduct infill and confirmatory sonic drilling, collar and survey validation, density checks, assay review and database validation at the Mposa, Mposa North, Bimbi, Mpyupyu, Nkotamo, Halala, Beacon and Namanja West deposits. The purpose of this work is to increase geological confidence in existing heavy mineral sands deposits and to test selected extensions of known mineralization. We expect technical outputs to include an updated drilling and assay database, updated geological interpretation and, if supported by results, a mineral resource estimate.

Mineralogy and metallurgical test work. We plan to conduct XRF, QEMSCAN and related mineralogical analysis, representative composite sample work, slimes and oversize characterization, recovery test work and product specification assessment. The purpose of this work is to support mineral assemblage interpretation, recovery assumptions and process-design inputs. We expect technical outputs to include updated mineralogical and metallurgical assumptions for future technical studies.

Rare earth element and niobium exploration. We plan to conduct targeted diamond drilling, geological logging, geochemical analysis, petrography, mineralogical analysis and three-dimensional geological modelling at the Mpyupyu carbonatite, the Mposa REE anomaly and other selected targets. The purpose of this work is to evaluate selected rare earth elements and niobium targets and determine whether further exploration is warranted. We expect technical outputs to include refined geological models, target ranking and, if supported by sufficient data, inputs for future resource estimation work.

Technical, environmental, and permitting studies. We plan to conduct mine-method screening, infrastructure review, logistics assessment, environmental baseline work, community and land-access review and permitting work streams. The purpose of this work is to generate technical and environmental inputs for future studies and permitting processes.

Our currently proposed exploration program is evaluative in nature, and we may modify its scope, sequencing and timing as results are received. There can be no assurance that the proposed exploration program will result in the definition of mineral resources, the conversion of mineral resources to mineral reserves, the completion of a feasibility study, or a decision to develop or mine the Chilwa Critical Minerals Project.

Industry Overview and Market Opportunity

The Heavy Mineral Sands Industry

HMS is typically categorized into titanium dioxide-bearing minerals such as ilmenite and rutile (but also including leucoxene and upgraded products such as slag and synthetic rutile), zircon and monazite. The industry is primarily concentrated in Australia, though South Africa, India and China are also major producers. Other countries with significant HMS deposits include the U.S., Brazil and Mozambique.

The market for HMS products is driven by a wide range of factors, including global economic growth, industrial demand, and technological innovation. In recent years, the market has faced a number of challenges in line with general economic conditions, including declining demand for certain products, increased competition from alternative materials, and the general environmental concerns related to all mining and processing.

Ilmenite and rutile are primarily used as feedstock for the production of titanium dioxide ("TiO2") pigment with a small percentage also used in the production of titanium metal and fluxes for welding rods and wire. Titanium, which can be extracted from TiO2, is included on the U.S. Interior Department's list of critical minerals. TiO2 is the most widely used white pigment because of its nontoxicity, brightness and very high refractive index. It is an essential component of consumer products such as paint, plastics and paper. Pigment demand is therefore the major driver of ilmenite and rutile pricing. Weak conditions persisted for the global pigment market due to ongoing economic weakness and uncertainty across major pigment consuming regions. This has resulted in declining demand and price erosion for both ilmenite and rutile. Chinese pigment producers continue to experience challenges from steep tariffs that have been applied to Chinese pigment imports in the key markets of Europe, Brazil and India. Chinese pigment prices have continued to decline as Chinese producers compete to maintain market share in these markets. Pigment production in China is the major global source of demand for sulphate ilmenite, and Chinese pigment output has decreased as overall weak conditions in the domestic Chinese pigment market and major pigment export markets add to the challenges presented by the tariffs. The tariffs imposed on Chinese pigment in the key markets mentioned above are expected to result in a shift of some demand from Chinese pigment producers to western pigment producers. Western pigment producers are the main source of demand for chloride ilmenite and high-grade feedstocks including rutile. Chloride ilmenite, regarded as a niche feedstock for western pigment production with a high relative economic value, is typically purchased under long-term offtake arrangements and generally experiences limited short-term price fluctuations.

Demand for rutile into the welding and titanium metal sectors remains firm. The main drivers of demand have been the shipbuilding and aerospace industries combined with sanctions on Russian-supply of raw materials. The extent of the rutile price premium into these sectors (above pigment sector pricing) is being eroded due to an excess of global supply, including an increase in production of premium rutile in China from concentrates being imported into China from Africa.

Zircon is a coproduct or byproduct of the mining and processing of HMS for the titanium minerals, ilmenite and rutile, or tin minerals. Zircon has a range of end-uses, the predominant of which is in the production of ceramic tiles, accounting for more than 50% of global zircon consumption. Milled zircon enables ceramic tile manufacturers to achieve brilliant opacity, whiteness and brightness in their products. Zircon's unique properties include heat and wear resistance, stability, opacity, hardness and strength, making it sought after for other applications such as refractories, foundries and specialty chemicals. Demand growth for zircon is closely linked to growth in global construction and increasing urbanization in the developing world. Zircon demand in China, the largest global consumer of zircon, remains weak on the back of a subdued housing and construction market. Zircon prices have, therefore, continued to trend downward. Zircon can be processed to extract zirconium, which is a chemical element included on the U.S. Interior Department's list of critical minerals as the United States recognizes its strategic value. Zirconium is used in nuclear fuel cladding, chemical piping in corrosive environments, heat exchangers, and various specialty alloys.

We believe demand for ilmenite, zircon, and rutile will continue to grow, driven by forecasted economic growth and sustained consumption in pigments, ceramics, and other mature end-use markets.

The Rare Earth Elements Industry

REEs are a group of 17 chemical elements (the 15 elements in the lanthanum series, plus yttrium and scandium) that are integral to a myriad of modern applications, from consumer electronics to national defense systems. Individual rare earth elements serve distinct and critical functions across various industries. For example, lanthanum is utilized in camera lenses and battery electrodes, cerium finds applications in catalytic converters and glass polishing, europium is a key component in red phosphors for LED displays, gadolinium is employed as a contrast agent in magnetic resonance imaging (MRI), whereas neodymium and praseodymium are essential for manufacturing high-strength permanent magnets used in EV motors and wind turbines.

The proliferation of smartphones, electric vehicles, and renewable energy technologies has increased demand for specific rare earth elements. The global shift towards green energy solutions has further amplified the demand for these elements, as nations strive to meet ambitious carbon reduction targets. The unique properties of each element make them indispensable in their respective applications, underscoring the strategic importance of securing a stable supply. As demand for clean energy and other advanced technologies increases in the coming years, we expect further increases in REE demand and prices, as well as new supply sources.

China is the dominant player in the global rare earths market, holding the largest reserves and controlling a significant portion of the processing capacity. Other countries, such as Brazil and Australia, hold significant REE reserves but face challenges in competing with China's established infrastructure. As the U.S. aims to enhance its technological capabilities and reduce reliance on foreign sources, securing a stable supply of rare earths has become a national priority. However, the country is heavily dependent on imports, with over a majority of its rare earths coming from China. This reliance poses significant risks, particularly in light of ongoing trade tensions and geopolitical challenges. The U.S. government has recognized the strategic importance of rare earths and is actively seeking to bolster domestic production and processing capabilities to ensure a resilient supply chain for critical minerals.

Our Competitive Strengths

We believe that our high-quality asset base and differentiated approach distinguish us from our peers and create a unique opportunity for growth and value creation. Our competitive strengths include:

Integrated Multi-Commodity Resource Base

The co-location and integration of both HMS and REE within the project area is a key differentiating feature of the Project. While other operators in Malawi have generally pursued single-commodity or dual-commodity strategies, the Company's Lake Chilwa project encompasses HMS, REE and niobium across multiple deposit types, including alluvial mineral sands, ionic adsorption clays, monazite-bearing sands, and carbonatite-hosted mineralization.

This multi-commodity endowment creates the potential for an integrated processing pathway whereby HMS production may generate near-term revenue while REE and niobium exploration and development activities advance in parallel. We believe that this staged development approach, commencing with HMS as the initial production focus, reduces project risk by potentially enabling early cash flow generation from a relatively lower-complexity processing operation, while the higher-value REE and niobium components progress through feasibility assessment.

Historic Strategic Mota-Engil Relationship

The support of our ultimate major shareholder, Mota-Engil Group, positions us well for continued success. Founded in 1946, Mota-Engil is a global engineering and construction group with approximately 50 years of operational experience across Africa and has a long and successful track record of operating in Malawi, as well as a significant presence in Europe, Latin America and other parts of Africa across sectors such as engineering and construction, environment and services, transport concessions, energy, and mining. Historically, we have had drilling and services agreements with Mota-Engil Engenharia e Construção Africa, S.A. ("ME Africa"), a member of the Mota-Engil Group, which allowed us to benefit from Mota-Engil's significant infrastructure and presence at a rate that is significantly lower than if sourced from third-party suppliers. Such agreements provided us with access to heavy earthmoving equipment, construction capability, and established operational infrastructure in the region. As we grow, we have begun building our own internal capabilities and using third-party contractors where appropriate. At the same time, we believe that we can continue to call upon expertise from Mota-Engil as necessary and this provides a meaningful competitive advantage relative to peers that do not have comparable strategic partnerships.

Resource Characteristics and Processing Flexibility

The HMS assemblage at our Mposa deposit includes ilmenite and zircon (approximately 76% and 9.5%, respectively, of the heavy mineral fraction of the Sand unit composite) and monazite (approximately 2% to 3% of the non-magnetic fraction of the Sand and Silty Sand unit composites), providing a diversified revenue stream from a single processing operation. The presence of monazite within the HMS assemblage also provides a secondary source of REE recovery from mineral sands processing, further distinguishing our integrated approach.

Additionally, our exploration activities have confirmed the presence of REE-bearing ionic adsorption clays beneath the HMS deposits and adjacent to hard-rock targets, with elevated total rare earth oxide values identified at the Mposa anomaly. We are also evaluating the potential for high-grade REE carbonatite mineralization at Mpyupyu. This diversity of REE mineralization styles—from monazite in HMS, ionic clays, and carbonatites—is uncommon in the Malawian context and provides us with multiple pathways for REE development.

Strong commitment to our people, our communities, and the environment

We are committed to the sustainable exploration of our projects by deeply embedding environmental, social and governance criteria in our decision-making framework. We have held positive meetings with local communities and government representatives in Zomba, Malawi. These interactions have been crucial in building trust and ensuring that our activities align with the interests of our stakeholders. We are committed to maintaining open and constructive dialogue as we progress.

Experienced team with a proven track record

We have an experienced management team with a proven track record. Our Chairman, Alexander Shaw, is a highly accomplished geologist with over 15 years of global experience in exploration and production. He has spent the majority of his career exploring for and developing diamond, base and precious metal deposits within Africa, Central and South America. Having obtained his DPhil from the University of Oxford on the geology of the Mega Kalahari Basin and having managed and developed projects in Angola, Zambia, DRC, Botswana and Namibia with First Quantum Minerals and BHP, he has significant knowledge of the region. Our Managing Director and Chief Executive Officer, Cadell Buss, is a multi-industry senior executive with over 20 years' experience in marketing, project development, and capital markets, and has consulted to a number of ASX-listed companies with African-based assets. Our CFO, Mark Laybourn, is a Fellow Chartered Accountant with over 20 years of finance leadership experience. Our Non-Executive Directors, Manuel Mota, José Martins and Graham Hewson, also have extensive experience in the construction, engineering, mining, and natural resources sectors.

Our Growth Strategies

We believe we can achieve our goal by executing the following strategies:

Planned exploration strategy

We plan to continue engaging in sonic drilling, defining Mineral Resource Estimates, feasibility studies, diamond drilling, assay results, and scoping studies, among others, to systematically advance our HMS, REE, and niobium projects. These efforts will also help us progressively de-risk the project and better position us for development decisions. Looking ahead, we will remain focused on advancing the Project and exploring new opportunities to enhance shareholder value. Our proposed exploration program for the twelve months ending June 30, 2027 is described above in "Item 4.B. Business Overview—Proposed Exploration Program".

Drive additional cost efficiencies in our operations

We intend to leverage our expertise and extensive mining exploration experience to implement operational improvements and continue identifying and evaluating new opportunities to reduce operating costs and improve efficiency. For example, as part of our exploration activities, we procure sonic and diamond drilling services through several drilling services agreements, operating more than one drill rig from more than one supplier during our current exploration programs. Such agreements are program or meterage based, do not contain exclusivity provisions, may be terminated by either party on written notice, and entitle us to procure substitute services from third parties. In addition, we are beginning to bring some services in-house. We have already acquired a preparation lab to process samples for assaying, are in the process of acquiring an assay lab and are in the process of purchasing our own diamond drill rig.

Maintain safe and sustainable operations for our employees, communities and shareholders

Our safety-first and community development approaches to doing business will remain a core tenet of our operational focus and business strategy. We believe that continuing to focus on our people, communities, and the environment will position us to attract the best local talent and ensure that we have efficient, stable, and long-term operations that continually elevate the people around our operations and where they live.

Continue to strengthen our relationship with the Government of Malawi

The Government of Malawi considers agriculture, tourism, and mining as key focus sectors for the economic growth of Malawi. Building on our mutual understanding with the Government of the importance of developing a vibrant mining sector to the Malawi economy, we plan to work with the Government to secure a mining license and a mining development agreement.

Quality Assurance and Quality Control

Scientific and technical information contained in this annual report was reviewed and approved by Bernhard Siebrits, Consulting Resource Estimation Geologist at mineral resource consulting firm, Belenos Holdings (Pty) Ltd, who is a member of the Australasian Institute of Mining and Metallurgy (“Qualified Person”). Mr Siebrits is a “qualified person” as defined in subpart 1300 of Regulation S-K. Belenos Holdings (Pty) Ltd serves as our consultant.

The Qualified Person has reviewed the data collection and verification procedures followed by Chilwa and by third parties on behalf of Chilwa, and believes these procedures are consistent with industry best practices and acceptable for use in geological and resource modelling.

We have established internal controls relating to Quality Assurance and Quality Control (QA/QC) as necessary in relation to our exploration of our properties. These protocols include, but are not limited to:

- Sonic core drilling procedures include logging the core at the rig as a first pass, then relogged and sampled at the Chilwa base camp;
- Sampling is based on geological changes observed in the core, with a standard sample length of 1.0m. Samples are first prepared through initial drying, crushing to 80% passing 3mm and splitting of sub-samples on a rotary splitter at our own sample preparation facility in Zalewa, Malawi;
- This generates a representative split sub-sample of 500g for heavy liquid separation assay at LightDeepEarth, a laboratory in South Africa, to be analyzed for slimes percentage, oversize percentage and THM percentage;
- Samples are submitted with two types of reference samples to monitor assay quality;
- Coarse blanks are prepared to control for potential cross-contamination of samples;
- Duplicates for analysis are submitted and lab repeats are carried out; and
- All assay results used in the verification process by the Qualified Person were obtained from fully certified analytical laboratories with signed assay certificates.

Government and Environmental Regulations

We are subject to a wide range of laws and regulations governing all aspects of our operations, including with respect to investment and exchange controls, environmental protection, exploration, development, taxes, immigration, labor standards and employment issues, occupational health, toxic substances and wastes, securities, and foreign corrupt practices. Complying with these laws and regulations requires significant expenditures, and non-compliance can result in violations, legal claims, fines, penalties, reputational damage, and delays in or suspension of day-to-day operations. Pending or proposed changes to existing laws and regulations, as well as any proposed or contemplated new laws or regulations, could also have significant impacts on our business and results of operations, the extent of which cannot always be predicted.

Our exploration licenses, Number EL0670/22R1, Number EL0671/22R1 and Number EL0835/25, are governed by the Mines and Minerals Act No. 25 of 2023 (the "Mining Act") and the conditions stipulated in the licenses, and other applicable laws of Malawi. Under the Mining Act:

- The holder of an exploration license shall have the right, within its license area, to search for all types of minerals and mineral occurrences; apply on an exclusive first-come, first-considered basis for a retention license or a mining license; erect camps and temporary buildings; erect installations in any waters for exploration purposes; remove any camps, temporary buildings or installations the holder erected; fly over the area for the purpose of performing geophysical or other aerial surveys; use remote sensing to gather data and useful information to understand the area's geological, environmental and geographical attributes; enter upon any part of the license area for the purpose of carrying out exploration on that land; request a land access order pursuant to section 221 of the Mining Act; conduct drilling, trenching and pitting works; take and remove specimens and samples not exceeding such limit as is required for exploration and to analyze said specimens; surrender part or all of the license area subject to meeting the surrender requirements imposed under the Mining Act; and do all other things necessary or expedient for the undertaking of exploration on the land.

- The holder of an exploration license shall (i) conduct exploration in accordance with its approved exploration work program, the conditions of its license, the Mining Act, and applicable law, in a good and professional manner consistent with good practice in the mining industry; (ii) commence exploration fieldwork, where the fieldwork is part of its approved exploration work program, within 180 calendar days of the date of grant of the license; (iii) where the Mining and Minerals Regulatory Authority ("Authority") requires, provide temporary training attachments, within its operations, to an officer in the Authority's office or the Department of Geological Survey for a period not exceeding 30 days; (iv) notify the Authority when there is change in the control of the company that holds the license; (v) pay compensation for damages caused by its work as required under section 216 of the Mining Act; (vi) submit all reports required under the Mining Act; (vii) expend in, on, or in relation to the exploration license area the minimum annual amount required; and (viii) pay annual ground rentals.

- The initial term of an exploration license is five years (however, under the previous Mining Act, the initial term was three years); a holder of an exploration license may apply for an extension of the term of its license for a period of up to three years; and an application for extension of the term of an exploration license may be made on not more than two occasions with a mandatory relinquishment of at least 50% of the license area on each extension. However, if such relinquishment would result in a license area of less than 25 km², the holder of such an exploration license may apply for and have approved an area of up to 25 km².

- Where a mineral tenement is held by a company and there is a change in the control of the company occasioned by a sale of a majority ownership interest or a majority of its shares, the holder of the mineral tenement shall, within 14 calendar days, notify the Authority.

- Subject to limited exceptions, the Authority may, by notice in writing served on the holder of the mineral tenement license, suspend or cancel the license, where the holder of the mineral tenement license (i) fails to use, in good faith, the land the subject of its license for the purpose for which the license was granted; (ii) uses that land subject of its license for any purpose other than the purpose for which its license was granted; (iii) fails to comply with any requirement of the Mining Act with which it is bound to comply and is not exempt from compliance under the Mining Act; (iv) fails to comply with a condition of its license and is not exempt from compliance under the Mining Act; (v) fails to comply with a direction lawfully given under the Mining Act or with a condition on which any certificate of surrender is issued or on which any exemption or consent is given under the Mining Act; (vi) fails to comply with the conditions relating to the exercise of its rights under its license; (vii) fails to pay any amount payable by the license holder under the Mining Act within two months of the amount becoming due; or (viii) does or fails to do anything specified in the Mining Act where the respective provision of the Mining Act requires suspension or cancellation.

Our exploration licenses, Number EL0670/22R1, Number EL0671/22R1 and Number EL0835/25 permit us to explore for HMS and REE subject to the following terms and conditions:

- conduct approved exploration program (mapping, sampling, analysis, feasibility studies);

- conduct operations in accordance with the approved Environmental and Social Management Plan ("ESMP");

- start operations within 180 days and perform community consultations before beginning work;

- meet minimum annual exploration expenditure as per regulations;

- prioritize employment and training of Malawian citizens; hire non-citizens only where skills are unavailable locally;

- procure goods/services locally where competitive; use local subcontractors through transparent tendering; import equipment through Malawi-based traders;

- comply with all exploration license laws, protect the environment, rehabilitate disturbed areas, manage excavations safely, and prevent pollution, particularly of watercourses;

- indemnify the Malawian government, and submit all statutory required reports (expenditure, mid-year, annual technical); and

- license may be cancelled under applicable laws.

Mining and sales

To mine and sell mineral products we must obtain and maintain a mining license issued by the Authority under the Mining Act. An applicant applies for either a medium-scale mining license or a large-scale mining license, which is determined by annual tons of production (excluding waste), the number of employees following construction and the proposed capital investment in the first ten years of the project.

Environmental and social approvals

Prior to the issue of a mining license by the Authority, the Malawi Environmental Protection Authority ("MEPA") must issue written approval under the Environmental Management Act, 2017. No mining license can be issued without MEPA's written confirmation.

Export permits

The export of minerals with commercial value requires a mineral export permit. Exporting without the permit is an offence subject to fines and other penalties.

Mining Development Agreements

Following the grant of a mining license, large-scale operations typically negotiate a Mining Development Agreement ("MDA") with the Malawian government (led by the Ministry of Finance and Ministry of Mining). MDAs ordinarily contain fiscal, tax, exchange-control support and other undertakings but do not replace statutory approvals. The MDA is governed by Malawian law.

Status

Before a company receives a mining license and enters into a MDA, and provided its exploration licenses remain in full force and effect, the company remains in the exploration stage during which it engages in exploration activities; advances technical studies and ESIA work; prepares the license application (including the required plans such as the mining operations plan, mine waste management plan, rehabilitation and mine closure plan, employment and training plan, goods and services procurement plan, resettlement management plan, community engagement plan, and, for a large-scale mining license, a feasibility study); and engages the Authority and MEPA as required under law.

Our business and operations are subject to extensive regulation under the laws of Malawi. These regulate our ability to explore for, develop, mine, export and sell mineral products, finance our operations, manage foreign currency flows and distribute returns to investors. The principal regulatory authorities and their respective areas of oversight are described below.

Mining regulation

Mining activities in Malawi are governed primarily by the Mining Act, and the regulations promulgated thereunder. The Authority is the primary regulatory body responsible for administering the mining regime and has authority to receive and process mineral tenement applications, grant, renew, suspend or cancel licenses, maintain the mineral tenements register, monitor compliance with license conditions and enforce the Mining Act.

The Company's operations are dependent on the continued validity of its mining licenses (whether exploration or mining) and on compliance with prescribed work programs, reporting obligations, approved technical and operational plans, payment of ground rent and royalties, and other statutory obligations. Failure to comply with applicable mining laws or license conditions could result in administrative sanctions, suspension or cancellation of licenses, or delays in project development.

Environmental regulation

Environmental regulation applicable to mining operations is principally found in the Environment Management Act and related regulations. MEPA is the regulator responsible for environmental approvals, monitoring and enforcement.

Projects that require an environmental and social impact assessments (ESIA) may not proceed unless MEPA issues written approval of the project. MEPA also regulates waste management, water abstraction and effluent discharge, air emissions, hazardous substances, noise and environmental audits. Compliance with environmental legislation requires the Company to incur significant upfront and ongoing costs, including costs associated with environmental studies, mitigation measures, rehabilitation planning, financial assurance for mine closure and periodic reporting and inspections.

MEPA has the power to impose administrative penalties, suspend or revoke environmental approvals and prosecute environmental offences.

Other regulatory authorities

Depending on the scope of the Company's activities, additional regulatory bodies may have oversight over specific aspects of the project, including the National Water Resources Authority (water abstraction and effluent discharge permits), the Malawi Energy Regulatory Authority (power generation or electricity supply arrangements), and immigration and labor authorities (work permits and employment compliance). Each of these regimes imposes compliance obligations that may affect project costs and timelines.

ESIA and permitting

Compliance requires baseline studies, ESIA preparation and approval, ongoing adherence to MEPA permit conditions and environmental quality standards (air, water, effluent, waste, noise). These steps typically require third-party consultants, stakeholder engagement and design/mitigation investments, with ongoing monitoring, reporting and audit exposure.

Mine waste, tailings, rehabilitation and closure

A mining license application must include a mine waste management plan and a rehabilitation and mine closure plan (with post-closure monitoring). Before mining commences, the holder must post financial assurance (e.g., letters of credit, performance bonds, trust funds or combined instruments) and update it periodically as plans evolve - tying up collateral or cash and adding carrying costs.

Liability and sanctions

The Mining Act imposes strict liability on holders of mineral tenements for harm or damage caused by mining or mineral processing operations and mandates statutory compensation mechanisms. In addition, under the Environment Management Act, 2017, MEPA may impose administrative penalties, suspend or revoke environmental approvals, and prosecute environmental offences, which could result in work stoppages, project redesigns, or increased capital and operating costs.

Community, resettlement and social spend

Large-scale projects must conclude Community Development Agreements and spend ≥0.45% of annual gross sales on community development; projects requiring resettlement must implement a Resettlement Management Plan with compensation consistent with statute, which increases pre-production costs and requires staged cash flows during development and operation.

Foreign exchange transactions are governed by the Foreign Exchange Act, 2025 (the "FE Act"). The Reserve Bank of Malawi ("RBM") is the authority responsible for administering the foreign exchange regime. The FE Act regulates, among other matters, capital inflows and outflows, the operation of foreign currency accounts, offshore bank accounts, export proceeds, foreign currency payments and the repatriation of dividends, interest and capital. RBM retains broad discretion in the granting and administration of approvals.

Repatriation of Export Proceeds and Mandatory Conversion into Local Currency

Malawi applies a mandatory conversion ratio on the repatriation of export proceeds to Malawi, meaning a proportion of export proceeds must be converted into local currency. The mandatory conversion ratio is currently set at 25%.

The FE Act requires all exporters to register with the RBM. All export proceeds that enter Malawi to a resident account must represent a return for the goods and reflect the true export value of the goods. In terms of the FE Act, read with the Foreign Exchange (Repatriation of Export Proceeds) Directive, 2025 (the "Export Proceeds Directive") issued by the RBM, export proceeds are required to be declared and repatriated to Malawi and are subject to mandatory conversion into local currency.

An exporter may apply to the RBM for an exemption of the mandatory conversion requirement where the applicant:

- can show at least 10% growth in export quantities over the previous four years;
- manufacturers and can demonstrate minimum 35% value addition over the prior four years;
- proves that 70% of raw materials used over the previous four years were locally sourced;
- shows that no more than 30% of service fees paid in the previous four years went to foreign service providers;
- demonstrates that 80% of total remuneration over the previous four years was paid to Malawian employees; and
- demonstrates that their export prices are not more than 5% below comparable global prices.

As a general principle, a registered exporter may not be paid for goods or services into an offshore bank account, however, the Export Proceeds Directive permits an exporter to open a foreign-currency denominated bank account in Malawi. In addition, registered exporters are entitled to open offshore bank accounts, however, repatriable funds which relate to export proceeds cannot be deposited directly into those accounts in terms of the FE Act. If foreign currency denominated funds held in Malawi are to be transferred to such offshore account, that can only occur in accordance with RBM procedures and approvals. Failure to comply with these requirements may attract administrative penalties. In addition, the failure to repatriate foreign currency within 120 days from the date of export shall attract a fine of 150% of the value of the goods or services and the RBM may deregister the exporter.

It should be noted that in terms of an Executive Order of the President of Malawi dated October 23, 2025 and with effect from October 21, 2025, the exportation of all raw minerals extracted in Malawi is prohibited – including for HMS and REE. The prohibition does not apply to minerals that have been processed, refined or value-added in Malawi. Persons found in violation of this Executive Order shall be subject to fines, penalties and such other sanctions as may be applicable under Malawi law.

Local Payments in Foreign Currency

The FE Act prohibits the use of foreign currency in domestic commercial transactions unless the RBM's prior written permission is obtained. A breach of these prohibitions constitutes an offence under the FE Act. Specifically, the FE Act restricts any person in Malawi from:

- quoting prices for goods or services in foreign currency;
- indexing or determining the Malawi Kwacha amount payable for local goods or services by reference to foreign currency;
- accepting quotations in foreign currency; or
- demanding or making payment in foreign currency for goods or services supplied within Malawi.

Dividends and Repatriation of Capital

The FE Act provides that any person intending to make a capital transfer into or out of Malawi (which includes loans, equity injections, or any other form of capital investment) must first obtain prior written approval from the RBM. In practice, foreign investors are required to register their investment with the RBM to secure the right to remit dividends, service shareholder loans, and repatriate capital upon disinvestment.

Government Equity Interest

Under Section 260 of the Mining Act, the Malawian government retains a statutory right to acquire a free, non-dilutable equity interest in any company that applies for a large-scale mining license. This option may be exercised at no cost to the Malawian government, and does not require the Malawian government to contribute capital, fund project costs, or assume operational obligations. The Malawian government's equity participation right becomes exercisable upon submission of a large-scale mining license application and expires once the license is either granted or denied.

While the Mining Act does not expressly state the extent of the Malawian government's equity interest, current market practice shows that the Malawian government typically takes a 10% equity interest, although in theory, this could be higher or lower.

The Mining Act requires the Authority to recommend whether this option should be exercised, after which the Minister responsible for mining, following consultation with the Minister of Finance, must notify the applicant within 30 days. Failure to issue a decision within this statutory period results in a deemed waiver of the Malawian government's participation right.

If the Malawian government elects to take up its free equity interest, the applicant must:

- issue the required equity to the Malawian government before the license is granted;
- enter into a shareholder agreement outlining minority-protection rights and profit-distribution terms;
- appoint a board member nominated by the Government of Malawi; and
- satisfy all other licensing requirements prior to license issuance.

This Malawian government equity does not create any exemption from taxes, royalties, duties, rentals, or other statutory fees for the company.

The Malawian government may later divest its interest, and any acquirer inherits future project obligations proportionate to the acquired stake. The Malawian government also retains the right to negotiate additional participation on a market-value basis.

C. Organizational Structure

Below is a list of our significant subsidiaries, including our ownership percentage, its date of formation and its jurisdiction. These subsidiaries were established or acquired to allow us to conduct our exploration operations in Malawi.

Subsidiary	Ownership	Year of Formation / Acquisition	Jurisdiction
Phalombe Minerals Limited	100%	2025	Malawi
Chilwa Minerals Africa Limited	100%	2023	Malawi

D. Property, Plant and Equipment

Our 100% owned subsidiary, Chilwa Minerals Africa Limited, holds two licenses that grant us the exclusive rights to carry out exploration for certain HMS and REE in the license areas. In addition, our 100% owned subsidiary, Phalombe Minerals Limited, has been granted an exploration license. Such exploration licenses are as described in the following table:

Exploration License Number	Subsidiary holding Exploration License	Date First Granted	Valid Until	Area Covered	Region Covered
EL0670/22R1	Chilwa Minerals Africa Limited	September 27, 2022	July 17, 2028	418.2851 km^2	Phalombe, Zomba and Mulanje Districts
EL0671/22R1	Chilwa Minerals Africa Limited	September 26, 2022	July 17, 2028	12.84 km^2	Chisi Island in Zomba District
EL0835/25	Phalombe Minerals Limited	July 18, 2025	July 17, 2030	449.8885 km^2	Mulanje, Phalombe and Zomba Districts

For further information regarding the properties where our projects are located, please see Item 4.B – Business Overview.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Overview

Chilwa is an Australian mineral exploration company that was formed for the purpose of acquiring the Chilwa Critical Minerals Project ("Project") from Luso Global Mining BV. Upon our listing on the ASX in July 2023, we acquired 100% of the issued share capital of Chilwa Minerals Africa Limited, an entity incorporated in Malawi that holds the tenements that comprise the Project. Our principal activities are mineral exploration at the Project.

We have incurred net losses since inception and have not generated revenue from mining operations. We expect to continue to incur losses unless and until the Project enters commercial production and generates sufficient revenues to fund continuing operations. To date, we have funded our operations primarily through the sale of equity securities and interest income. We believe that our exploration portfolio and the expertise of our team position us for long-term growth.

Under IFRS, exploration and evaluation costs on mining tenements are allowed to be capitalized as deferred expenditure. If, however, exploration demonstrates a tenement is no longer prospective for economically recoverable reserves, or the exploration license is relinquished, then the value or cost of the tenement is immediately recognized as an expense in the income statement. We note that, if our financial statements were prepared under U.S. GAAP, all the exploration and evaluation costs would have been expensed.

During fiscal years 2025 and 2026, our exploration work focused on sonic drilling at the Mposa, Mpyupyu, Bimbi, Halala and Namasalima HMS deposits and the Mpyupyu West HMS target, diamond drilling of rare earth element and niobium targets at Mposa and Mpyupyu, including the discovery of niobium mineralization at Mpyupyu in March 2026, and metallurgical test work on a bulk sample from the Mposa deposit, complemented by geological surveying, geochemical sampling, and project-level technical studies.

Key Factors Affecting Our Results of Operations

We believe that our future performance and success depend to a substantial extent on the following factors, each of which is in turn subject to significant risks and challenges, including those discussed below and in the section titled "Risk Factors."

Reserves and Production

Estimates of mineral reserves and resources are subject to evaluation uncertainties that could result in project failure. Further exploration and appraisals are required to determine the extent to which the Project contains economically viable mineral deposits and whether the deposits can be profitably exploited. The grade of ore ultimately mined, if any, may differ from that indicated by future feasibility studies and drill results, and minerals recovered in small-scale tests may not be duplicated in large-scale tests under on-site conditions or on a production scale. Any material changes in any mineral resource/reserve estimates and grades of mineralization will affect the economic viability of the Project.

Should we progress to development, our operating performance in any production scenario would be shaped by a number of factors, including mining and processing rates, metallurgical recoveries, labor availability, energy and input costs, and the efficiency and reliability of our operating systems. Variations in ore grade, mineral characteristics, and processing performance could influence production volumes and unit operating costs, thereby affecting margins and cash flow.

Availability of Capital

The availability and management of capital are key factors affecting our operational progress and potential long-term financial outcomes. To date, we have funded our operations primarily through the sale of equity securities and interest income. If the expenditure requirements under our exploration licenses are not met, the licenses could be relinquished. Our capacity to raise additional capital on acceptable terms to fund exploration, development, and related operational activities, and the timing, amount, and cost of any future financing, could affect our project schedules, the scope of exploration programs, and the pace at which we can advance the Project.

Operating and Regulatory Environment in Malawi

Malawi's evolving legal, regulatory, and economic environment significantly influences our ability to advance the Project and manage costs. Changes in laws, regulations and policies impacting mining, foreign ownership, environmental compliance, labor practices and taxation can materially affect project timelines, costs, and economics, as well as our capacity to secure rights and maintain operational continuity. Macroeconomic factors, such as currency fluctuations, inflation, and logistics costs, also directly impact exploration expenditures and overall project economics.

Malawi's support for foreign investment, alongside improvements in infrastructure for energy, transportation, and ports, may lower costs and enhance operational efficiency. However, both regulatory developments and macroeconomic trends remain key factors shaping our ability to execute projects and achieve positive financial outcomes.

Demand and Supply for HMS and REE

The market for HMS products is driven by a wide range of factors, including global economic growth, industrial demand, and technological innovation. In recent years, the market has faced a number of challenges in line with general economic conditions, including declining demand for certain products, increased competition from alternative materials, and the general environmental concerns related to all mining and processing. We believe demand for ilmenite, zircon, and rutile will continue to grow, driven by forecasted economic growth and sustained consumption in pigments, ceramics, and other mature end-use markets.

The proliferation of smartphones, electric vehicles, and renewable energy technologies has increased demand for specific rare earth elements. The global shift towards green energy solutions has further amplified the demand for these elements, as nations strive to meet ambitious carbon reduction targets. The unique properties of each element make them indispensable in their respective applications, underscoring the strategic importance of securing a stable supply. As demand for clean energy and other advanced technologies increases in the coming years, we expect further increases in REE demand and prices.

On the supply side, global production of HMS and REEs remains geographically concentrated, subject to permitting constraints, environmental regulation, geopolitical dynamics, and long development lead times. Supply additions typically require significant capital investment and multi-year exploration, feasibility, and construction phases, which can limit the industry's ability to respond quickly to changes in demand. In addition, regulatory scrutiny and community engagement requirements have increased across many jurisdictions, contributing to longer development timelines and higher compliance costs.

Foreign Currency Exposure

Our results of operations are influenced by fluctuations in foreign currency exchange rates. Although our presentation currency is the Australian dollar, we transact and hold financial assets and liabilities in other currencies, including U.S. dollars, Euro and Malawi Kwacha. Commodity prices relevant to our exploration activities are often denominated in U.S. dollars, creating exposure to currency movements.

Exchange rate fluctuations can affect the cost of our operations, the value of assets and liabilities, and the economics of advancing our exploration projects. A stronger Australian dollar may reduce local currency costs but could lower the Australian dollar equivalent of potential future revenues, while a weaker Australian dollar may increase reported expenses. Managing currency exposure will therefore be an important factor shaping our operating costs, capital requirements, and overall financial performance.

A. Operating Results

Results of Operations

Comparison of fiscal years 2026 to 2025

The following table sets forth our results of operations in Australian dollars for the year ended June 30, 2026 and year ended June 30, 2025.

	Year ended June 30,	
	2026	**2025**
	A$	**A$**
Interest income	74,183	125,991
Other income	11,181	-
Net foreign exchange loss	(89,234)	(95,172)
Administration expenses	(381,981)	(400,434)
Compliance and regulatory costs	(1,568,832)	(533,782)
Consulting expenses	(306,741)	(500,844)
Depreciation and amortisation	(131,411)	(94,983)
Employee benefits expense	(1,297,676)	(915,366)
Other expenses	(189,049)	-
Exploration expenditure expensed	(151,370)	-
Share-based payments expense	(2,850,673)	(948,505)
Loss before income tax	(6,881,603)	(3,363,095)

Interest income

Interest income decreased A$51,808 from A$125,991 in the year ended June 30, 2025 to A$74,183 in the year ended June 30, 2026 due to a decrease in cash held with Australian and Malawian banks.

Other income

Other income increased from nil in the year ended June 30, 2025 to A$11,181 in the year ended June 30, 2026 due to one off amounts charged for third-party sample preparation and assay services performed at our Malawian laboratory in the year ended June 30, 2026.

Net foreign exchange loss

Net foreign exchange loss decreased A$5,938 from A$95,172 in the year ended June 30, 2025 to A$89,234 in the year ended June 30, 2026, broadly in line with the prior year.

Administration expenses

Administration expenses decreased A$18,453 from A$400,434 in the year ended June 30, 2025 to A$381,981 in the year ended June 30, 2026 primarily because travel, bank, entertainment and marketing costs, which were presented within administration expenses in the year ended June 30, 2025, are presented within other expenses in the year ended June 30, 2026. This was largely offset by A$172,480 of administration costs of our Malawian operating subsidiary, Chilwa Minerals Africa Limited, which were expensed in the year ended June 30, 2026 (in the year ended June 30, 2025, that subsidiary's administration costs of A$221,978 were capitalized as exploration and evaluation expenditure), and A$61,748 of prepayments expensed in the year ended June 30, 2026.

Compliance and regulatory costs

Compliance and regulatory costs increased A$1,035,050 from A$533,782 in the year ended June 30, 2025 to A$1,568,832 in the year ended June 30, 2026, primarily due to A$726,388 of costs incurred in the year ended June 30, 2026 relating to our listing on Nasdaq, and the presentation of accounting fees of A$437,691 within compliance and regulatory costs in the year ended June 30, 2026 (in the year ended June 30, 2025, accounting fees of A$291,190 were presented within consulting expenses).

Consulting expenses

Consulting expenses decreased A$194,103 from A$500,844 in the year ended June 30, 2025 to A$306,741 in the year ended June 30, 2026 primarily because accounting fees of A$437,691 are presented within compliance and regulatory costs in the year ended June 30, 2026, whereas accounting fees of A$291,190 were presented within consulting expenses in the year ended June 30, 2025. Excluding accounting fees, consulting and professional fees increased from A$209,654 in the year ended June 30, 2025 to A$306,741 in the year ended June 30, 2026.

Depreciation and amortisation

Depreciation and amortisation expense increased A$36,428 from A$94,983 in the year ended June 30, 2025 to A$131,411 in the year ended June 30, 2026 due to a full year of depreciation on the A$397,795 of plant and equipment acquired in the year ended June 30, 2025 and depreciation on A$243,147 of additions in the year ended June 30, 2026.

Employee benefits expense

Employee benefits expense increased A$382,310 from A$915,366 in the year ended June 30, 2025 to A$1,297,676 in the year ended June 30, 2026 primarily due to a first-time Western Australian payroll tax liability of approximately A$0.15 million, arising mainly from the conversion of performance rights in July 2025, A$0.13 million of staff costs of our Malawian operating subsidiary, Chilwa Minerals Africa Limited, which were expensed in the year ended June 30, 2026 (in the year ended June 30, 2025, that subsidiary's staff costs of A$84,240 were capitalized as exploration and evaluation expenditure), and higher salaries and superannuation, including the increase in our Managing Director's base salary to A$400,000 per year with effect from July 1, 2025, partially offset by the absence of short-term incentive expense, which was A$140,000 in the year ended June 30, 2025.

Other expenses

Other expenses increased from nil in the year ended June 30, 2025 to A$189,049 in the year ended June 30, 2026 primarily because travel, marketing and sponsorship, bank, entertainment and sundry costs, which were presented within administration expenses in the year ended June 30, 2025, are presented within other expenses in the year ended June 30, 2026. Other expenses in the year ended June 30, 2026 comprised travel of A$117,883, marketing and sponsorship of A$48,626, bad debts of A$11,107 and bank, entertainment, freight and sundry costs of A$11,433.

Exploration expenditure expensed

Exploration expenditure expensed increased from nil in the year ended June 30, 2025 to A$151,370 in the year ended June 30, 2026 primarily because we capitalized 97.9% of the exploration expenditure of our Malawian operating subsidiary, Chilwa Minerals Africa Limited, in the year ended June 30, 2026 and expensed the remaining 2.1%, being A$154,084 before a supplier credit of A$2,714, as not qualifying for capitalization under our accounting policy for exploration and evaluation expenditure. All of that subsidiary's exploration expenditure was capitalized in the year ended June 30, 2025.

Share-based payments expense

Share-based payments expense increased A$1,902,168 from A$948,505 in the year ended June 30, 2025 to A$2,850,673 in the year ended June 30, 2026 primarily due to A$2,107,421 of expense recognized on the 7,000,000 Class F performance rights approved by shareholders in November 2025, partially offset by the absence of expense on the Class A performance rights, which had been fully expensed by June 30, 2025, and the reversal of A$123,075 of expense previously recognized on 500,000 Class E performance rights forfeited by a former director.

Loss for the year

Loss for the year increased significantly from A$3,363,095 in the year ended June 30, 2025 to A$6,881,603 in the year ended June 30, 2026 primarily due to an increase in compliance and regulatory costs in the year ended June 30, 2026 relating to our listing on Nasdaq and share-based payments expense.

Comparison of fiscal years 2025 to 2024

Income

Our income decreased A$76,820 from A$202,811 in the year ended June 30, 2024 to A$125,991 in the year ended June 30, 2025, which income was solely from interest income from cash and cash equivalents. The decrease was primarily driven by lower average cash balances during the year ended June 30, 2025 compared to the year ended June 30, 2024, as more funds were used to support exploration activities and operating expenditures.

Expenditure

Our total operating expenses increased A$1,471,666 from A$2,017,420 in the year ended June 30, 2024 to A$3,489,086 in the year ended June 30, 2025. The increase was primarily due to an increase in share-based payments expense from A$389,741 in the year ended June 30, 2024 to A$948,505 in the year ended June 30, 2025, as a result of increased management personnel compensation, an increase in compliance and regulatory costs from A$435,116 in the year ended June 30, 2024 to A$533,782 in the year ended June 30, 2025, as a result of increases in general business activities and establishing local administration and compliance capabilities in Malawi in the year ended June 30, 2025, an increase in administration expenses from A$313,509 in the year ended June 30, 2024 to A$400,434 in the year ended June 30, 2025, due to an increase in headcount, an increase in net foreign exchange loss from A$5,558 in the year ended June 30, 2024 to A$95,172 in the year ended June 30, 2025, an increase in consulting expenses from A$89,777 in the year ended June 30, 2024 to A$500,844 in the year ended June 30, 2025, due to increased consultant services as a result of our growth, an increase in depreciation expense from A$28,419 in the year ended June 30, 2024 to A$94,983 in the year ended June 30, 2025, and an increase in employee benefits expense from A$755,300 in the year ended June 30, 2024 to A$915,366 in the year ended June 30, 2025, due to an increase in headcount.

Net Loss and Comprehensive Loss

As a result of the above, our net loss increased A$1,548,486 from A$1,814,609 in the year ended June 30, 2024 to A$3,363,095 in the year ended June 30, 2025.

Our comprehensive loss increased A$1,626,767 from A$1,812,264 in the year ended June 30, 2024 to A$3,439,031 in the year ended June 30, 2025. Comprehensive (loss) income for fiscal years 2025 and 2024, is inclusive of a (A$75,936) and A$2,345 exchange differences on translation of our operations in Malawi, respectively.

Off-Balance Sheet Arrangements

During fiscal years 2026, 2025 and 2024, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Contractual Obligations and Commitments

The following table describes our commitments and contractual obligations as of June 30, 2026:

	Within one year	Later than one year but not later than five years	Later than five years	Total
Exploration expenditure commitment[1]	$ 227,874	$ 684,644	-	$ 912,518
Trade and other payables[2]	2,442,324	-	-	$ 2,442,324
Lease liabilities(3)	65,652	-	-	$ 65,652
Total	$ 2,735,850	$ 684,644	$ -	$ 3,420,494

(1) In order to maintain current rights of tenure to exploration and mining tenements, we are required to outlay the amounts disclosed above. If the expenditure commitments are not met, the associated exploration and mining leases may be relinquished.
(2) These amounts represent trade and other payables arising in the ordinary course of business, including accruals for drilling activities, service deed obligations, legal fees, taxes payable, consultant fees, and other operating costs. The Company expects these obligations to be settled within one year.
(3) This amount represents our lease liability, which is presented as payable within one year because the lessor may demand the outstanding rentals at any time. See Note 14 to our consolidated financial statements.

Capital and other commitments

As of June 30, 2026, we had no capital commitments.

In order to maintain rights of tenure for exploration permits, we have obligations to perform minimum exploration work and expend minimum amounts of money. Our exploration commitments were A$912,518 as of June 30, 2026, of which A$227,874 is payable within one year.

Contingent liabilities

We did not have any material contingent liabilities outstanding as of June 30, 2026.

B. Liquidity and Capital Resources

Since our inception, our operations have mainly been financed through the issuance of equity securities. Additional funding has come through interest earned from cash on term deposit.

Capital Requirements

As of October 19, 2026, we had cash of approximately A$2.4 million, excluding a restricted term deposit of A$30,000 and cash held by our Malawian subsidiaries, to which we transferred US$0.4 million on October 5, 2026.

During the year ended June 30, 2026, we raised gross proceeds of A$12,152,599 through placements of ordinary shares, comprising A$4,127,168 from the issue of 3,930,637 ordinary shares at A$1.05 per share to institutional, sophisticated and professional investors in Australia between August and October 2025, including 47,619 shares issued to two of our directors in October 2025 following shareholder approval on October 8, 2025, A$5,975,200 from the issue of 4,979,333 ordinary shares at A$1.20 per share to institutional, sophisticated and professional investors in October and November 2025, and A$2,050,231 from the issue of 1,708,527 ordinary shares at A$1.20 per share in January 2026 to related parties following shareholder approval at a general meeting held on January 7, 2026, being 1,500,000 shares to Mota Gestão e Participações SGPS SA, a Mota-Engil Group entity (A$1,800,000), 191,860 shares to José Martins and 16,667 shares to Cadell Buss. We also issued 1,622,127 ordinary shares on the exercise of options for total consideration of A$486,840, of which A$31,424 was received before July 1, 2025.

On October 2, 2026, we completed our initial public offering in the United States, raising gross proceeds of US$3.5 million through an underwritten offering of 625,000 American Depositary Shares, with each ADS representing 10 ordinary shares. Net proceeds were approximately US$2.3 million after deducting underwriting discounts and offering expenses payable by us. We received US$3.1 million on October 5, 2026, after deducting the underwriting discount and the underwriter's expenses but before other offering expenses payable by us. Investors also received one warrant for every ADS issued ("Warrant"). Each Warrant is exercisable at an exercise price of US$5.60 per ADS until October 2, 2031. At the closing of our initial public offering, the underwriter partially exercised its over-allotment option to purchase 92,000 additional Warrants, for US$920, and on October 16, 2026, we closed the sale of 56,834 additional ADSs on the underwriter's further partial exercise of the option, for gross proceeds of approximately US$0.3 million. The underwriter may purchase up to 35,166 further ADSs under the option until November 14, 2026.

Our consolidated financial statements for the year ended June 30, 2026 disclose a material uncertainty that may cast significant doubt on our ability to continue as a going concern, as described in Note 1(c) to those financial statements. We will require additional funding to carry out our proposed exploration program for the twelve months ending June 30, 2027 and to meet our corporate costs. We intend to raise additional equity capital following our annual general meeting on November 25, 2026, at which shareholders will be asked to ratify the securities issued in our initial public offering and to approve additional placement capacity under ASX Listing Rule 7.1A; any issue of ordinary shares or ADSs before April 2, 2027 requires the prior written consent of Maxim Group LLC, other than in limited circumstances, and we have no commitments for additional funding. If we are unable to raise additional funding when required, we can defer discretionary exploration and corporate expenditure. However, our assessment of our funding requirements is a forward-looking statement that involves risks and uncertainties, and actual results could vary materially. If we are unable to raise additional capital when required or on acceptable terms, we may have to significantly delay, scale back or discontinue exploration at one or more of our projects.

We anticipate that we will require substantial additional funds in order to achieve our long-term goals and reach the production stage at our critical mineral projects. We do not expect to generate significant revenue until we reach such production stage. We therefore expect to continue to incur substantial losses in the near future.

Our future capital requirements are difficult to forecast and will depend on many factors, including the costs of our exploration and development activities and the costs of our feasibility studies.

Cash Flows

Comparison of cash flows for the fiscal year ended June 30, 2026, with the fiscal year ended June 30, 2025

The following table summarizes our cash flows for the periods presented:

	Year ended June 30,	
	2026	**2025**
	A$	**A$**
Net cash used in operating activities	(3,526,883)	(2,049,217)
Net cash used in investing activities	(8,104,680)	(8,379,056)
Net cash provided by financing activities	12,188,242	7,058,995

Operating Activities

Net cash used in operating activities increased from A$2,049,217 in the year ended June 30, 2025 to A$3,526,883 in the year ended June 30, 2026, primarily due to an increase in payments to suppliers and employees from A$2,175,208 in the year ended June 30, 2025 to A$3,601,066 in the year ended June 30, 2026, and a decrease in interest received from A$125,991 in the year ended June 30, 2025 to A$74,183 in the year ended June 30, 2026.

Investing Activities

Net cash used in investing activities decreased from A$8,379,056 in the year ended June 30, 2025 to A$8,104,680 in the year ended June 30, 2026, primarily due to a decrease in payments for exploration and evaluation expenditure from A$7,981,261 in the year ended June 30, 2025 to A$7,860,667 in the year ended June 30, 2026 and a decrease in payments for property, plant and equipment from A$397,795 in the year ended June 30, 2025 to A$214,013 in the year ended June 30, 2026, partially offset by a placement of restricted term deposit of A$30,000 in the year ended June 30, 2026 compared to nil in the year ended June 30, 2025.

Financing Activities

Net cash provided by financing activities increased from A$7,058,995 in the year ended June 30, 2025 to A$12,188,242 in the year ended June 30, 2026, primarily due to an increase in proceeds from issues of ordinary shares from A$7,094,611 in the year ended June 30, 2025 to A$12,152,599 in the year ended June 30, 2026.

Comparison of cash flows for the fiscal year ended June 30, 2025, with June 30, 2024

The following table summarizes our cash flows for the periods presented:

	Year ended June 30,	
	2025	**2024**
	A$	**A$**
Net cash used in operating activities	(2,049,217)	(1,753,245)
Net cash used in investing activities	(8,379,056)	(1,708,402)
Net cash provided by financing activities	7,058,995	(403,740)

Operating Activities

For the year ended June 30, 2025, net cash used in operating activities was A$2,049,217 compared to A$1,753,245 for the year ended June 30, 2024, primarily due to an increase in payments to suppliers and employees from A$1,956,056 in the year ended June 30, 2024 to A$2,175,208 in the year ended June 30, 2025, due to an increase in headcount, and a decrease in interest received from A$202,811 in the year ended June 30, 2024 to A$125,991 in the year ended June 30, 2025, due to differences in the frequency of and timing of our capital raisings.

Investing Activities

For the year ended June 30, 2025, net cash used in investing activities was A$8,379,056 compared to A$1,708,402 for the year ended June 30, 2024, primarily due to an increase in payments for exploration expenditure capitalized from A$1,697,772 in the year ended June 30, 2024 to A$7,981,261 in the year ended June 30, 2025, due to an increase in exploration activities, and an increase in payments for plant and equipment from A$84,795 in the year ended June 30, 2024 to A$397,795 in the year ended June 30, 2025, due to our purchases of laboratory and field equipment in the year ended June 30, 2025. The increase also reflected a decrease in cash acquired on the acquisition of subsidiaries from A$74,165 in the year ended June 30, 2024 to nil in the year ended June 30, 2025, since we acquired Mota-Engil Malawi Investments Limited in the year ended June 30, 2024 but did not acquire cash from acquiring subsidiaries in the year ended June 30, 2025.

During the year ended June 30, 2025, we increased our exploration activities by escalating both the scale and scope of drilling operations across multiple deposits within the Project. In January 2025, we commissioned a second sonic drill rig, enabling dual-rig operations across the Project. Between January and June 2025, we completed or substantially advanced sonic drilling programs at five deposits:

- Mpyupyu: Approximately 1,400 boreholes completed on 100m × 100m and 200m × 200m grid patterns, with depths ranging from 4 to 14 meters. This represented our largest single drilling campaign and established Mpyupyu as a key deposit for the planned scoping study.
- Bimbi: Approximately 284 boreholes (BIMSD005–279) were completed between late March and late April 2025, with depths of 5 to 13 meters.
- Halala: 19 boreholes were drilled in May 2025 (HALSD019–042), with depths of 7 to 20 meters in a sand dune deposit on the northern shore of Lake Chilwa.
- Namasalima: 47 boreholes were completed in June 2025, with depths of 4 to 10 meters.
- Mposa: We completed the remaining Mposa sonic drilling program between July to September 2024.

We also commenced our maiden diamond drilling program at the Mposa deposit in March 2025, targeting the REE geophysical anomaly identified from the aeromagnetic survey. Six diamond drill holes (MPODD001–006) were completed between March and July 2025, totaling 1,008.3 meters at depths ranging from 104 to 221 meters. Assay results from the first hole confirmed elevated total rare-earth oxide (TREO) values of up to 1,039 ppm in the clay and saprolite horizons to depths of 80 meters downhole.

In March 2025, we also commenced our plant feed characterization and flowsheet development studies, processing a 4.2-tonne sample from the central region of the Mposa deposit. Key results received in September 2025 confirmed multiple product streams, including a high-quality ilmenite product grading 51% TiO_2 with 93% titanium recovery; zircon concentrates grading approximately 66% ZrO_2; garnet concentrate at 57% with 72% recovery; and monazite concentrate grading greater than 24% with high cerium enrichment.

We invested A$397,795 in plant and equipment during the year ended June 30, 2025, including the establishment of an in-country sample preparation laboratory in Malawi, and the procurement of field equipment.

Cash payments for exploration expenditure capitalized during the year ended June 30, 2025 totaled A$7,981,261, representing a 370% increase over the prior year. Capitalized exploration and evaluation assets on the balance sheet increased from A$11,333,988 at June 30, 2024 to A$18,598,678 at June 30, 2025, representing approximately 91% of total assets.

In the year ended June 30, 2024, our exploration activities focused on the initial sonic drilling program at the Mposa HMS deposit, complemented by geological surveying, geochemical sampling, and project-level technical studies. Sonic drilling at Mposa commenced in October 2023, utilising a single Eijkelkamp sonic drill rig. By June 30, 2024, we had completed approximately 300 sonic boreholes at Mposa on a 100m × 100m grid pattern, with hole depths ranging from 5 to 9 meters. Total sonic drilling expenditure during the year ended June 30, 2024 was approximately US$ 780,000.

In addition, we incurred approximately US$220,000 in geological services and management fees during the year ended June 30, 2024, comprising geological consulting, geophysical survey interpretation, sample management, and project supervision services. During the year ended June 30, 2024, we also completed an aeromagnetic and radiometric survey over the entire Project area, which identified 47 rare earth element geophysical anomalies that have informed subsequent exploration planning.

Cash payments for exploration expenditure capitalized during the year ended June 30, 2024 totaled A$1,697,772, representing drilling costs, geological services, assay and laboratory fees, and associated field costs. These expenditures were capitalized as exploration and evaluation assets in accordance with IFRS 6.

Financing Activities

For the year ended June 30, 2025, we had net cash provided by financing activities of A$7,058,995, as consideration for issuance of shares, compared to net cash used in financing activities of A$403,740 for the year ended June 30, 2024, primarily as a result of transaction costs related to share issuance, which decreased from A$447,044 in the year ended June 30, 2024 to A$23,736 in the year ended June 30, 2025, an increase in proceeds from the issue of shares from nil in the year ended June 30, 2024 to A$7,094,611 in the year ended June 30, 2025, due to our capital raising activities in the year ended June 30, 2025 and an increase in proceeds from future share issue from nil in the year ended June 30, 2024 to A$31,424 in the year ended June 30, 2025. This was partially offset by a decrease in proceeds from borrowings from A$43,304 in the year ended June 30, 2024 to nil in the year ended June 30, 2025, and an increase in repayment of borrowings from nil in the year ended June 30, 2024 to A$43,304 in the year ended June 30, 2025.

C. Research and Development, Patents and Licenses

We are not currently engaged in any research and development activities.

D. Trend Information

We are an exploration company and, as a result, it is not possible for us to predict with any degree of accuracy the outcome of our exploration and any future development activities.

Our primary expenditure involves administration, exploration and other related expenses. Increases or decreases in such expenditures should correlate with any increase or decrease of our exploration and development activities.

E. Critical Accounting Estimates

The preparation of our consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying our accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are as follows.

Exploration expenditure

Exploration and evaluation expenditures are accumulated in respect of each separate area of interest. Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest, or, where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. When an area of interest is abandoned or the directors decide that it is not commercial, any accumulated expenditures in respect of that area are written off in the financial period the decision is made. The carrying value of our projects are reviewed at least annually for appropriateness and to determine if there are any impairment indicators.

The future recoverability of capitalized exploration and evaluation expenditure is dependent on a number of factors, including whether we decide to exploit the related lease ourselves or, if not, whether we successfully recover the related exploration and evaluation asset through sale.

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, costs of drilling and production, production rates, future legal changes (including changes to environmental restoration obligations), and changes to commodity prices.

Share-based payment transactions

The cost of equity-settled compensation (by shares, options or rights over shares) provided by our company to employees and contractors are measured at fair value on grant date. Fair value is determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, 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 equity instruments, together with non-vesting conditions that determine whether we receive the services that entitle the employees and contractors to receive payment. The cost of equity-settled transactions are recognized 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 awards, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognized in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognized in previous periods. 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, an additional expense is recognized, 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 equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognized immediately.

We measure the cost of equity-settled transactions with employees and contractors by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using an appropriate option pricing model or quoted active market price, using the assumptions detailed in Note 18 to our consolidated financial statements for the year ended June 30, 2026. If any of these assumptions, including the probabilities of achieving the performance hurdles, were to change, there may be an impact on the amounts reported.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following table sets forth our directors and senior management and their positions. There are no family relationships among any of the members of our board of directors and our senior management.

Name	Position
Cadell Buss	Chief Executive Officer and Managing Director
José Martins	Director
Manuel Mota	Director
Graham Hewson	Director
Alexander Shaw	Chairman
Mark Laybourn	Chief Financial Officer

Cadell Buss. Cadell Buss has been our Chief Executive Officer and Managing Director since February 2022. Mr. Buss is a multi-industry senior executive with over 20 years' international experience in marketing, project development and capital markets. Mr. Buss was the CEO of Western Australia's longest serving stockbroking firm DJ Carmichael for 4.5 years and has consulted for a number of ASX-listed companies with African based assets. Mr. Buss was previously Project and Finance Director with Luso Global Mining (Luso), an angel investor to African based exploration companies. Mr. Buss is also a director of Atlas Pearls Ltd (ASX: ATP). Mr. Buss has a Masters degree in Project Management, an MBA from Murdoch University and is a graduate of the Australian Institute of Company Directors.

José Martins. José Martins has been a Director since October 2025. Mr. Martins is a finance executive with over 25 years' experience in the management of public and private companies. Mr. Martins previously held CFO roles with Alliance Mining Commodities Limited (owner of a major bauxite project in Guinea, West Africa) and ASX listed Macmahon Holdings Limited and Ausdrill Limited (now part of Perenti). Mr. Martins qualified as a Chartered Accountant in South Africa, and holds a Bachelor of Accountancy (with distinction) from the University of Witwatersrand, Johannesburg, and is a graduate of the Australian Institute of Company Directors. Mr. Martins has also served as director of GenusPlus Group Limited since 2018. Mr. Martins has also served as director and Chairman of Atlas Pearls Ltd since May 2024 and January 2025, respectively.

Manuel Mota. Manuel Mota has been a Director since April 2023. Mr. Mota is a board member of Mota-Engil Group, which indirectly owns approximately 31% of Chilwa, and has been its Chief Business Development Officer since June 2021. Mr. Mota has been a board member of Mota-Engil Group since February 2016, when he was also appointed CEO for Africa, and he was subsequently also appointed as CEO for Middle East and Europe in March 2019. Previously, Mr. Mota was a member of the board of Mota-Engil Europe Engineering & Construction. Mr. Mota has acted as Chief Executive Officer for Mota-Engil Central Europe since May 2013, which included responsibility for Poland, Czech Republic and other central European countries. Mr. Mota started working as an engineer at Mota-Engil Group in Angola since 2009 and also served as director of Mota-Engil Angola. He graduated with a Masters in Civil Engineering from University College London.

Alexander Shaw. Alexander Shaw has been a Director since February 2022 and was appointed as our Chairman in October 2023. Mr. Shaw is an accomplished geologist with more than 15 years of global experience in mineral exploration and production. Mr. Shaw spent the majority of his career exploring for and developing diamond, base and precious metal deposits within Africa and Central and South America. Mr. Shaw has significant knowledge of the Africa region, having obtained his DPhil from the University of Oxford on the geology of the Mega Kalahari Basin and having managed and developed projects in Angola, Zambia, DRC, Botswana and Namibia with First Quantum Minerals and BHP. Mr. Shaw is a Fellow of the Geological Society of London and a member of the following professional bodies: Australian Institute of Geoscientists, Southern Africa Institute of Mining and Metallurgy, American Institute of Professional Geologists and the Society of Economic Geologists. Mr. Shaw is the chief executive officer and managing director of Luso Global Mining BV, which is a principal shareholder of Chilwa.

Graham Hewson. Graham Hewson has been a Director since April 2026. Mr. Hewson is an accomplished industrial leader with more than 30 years of global experience in the mineral sands mining, titanium dioxide and titanium metal sectors. Mr. Hewson has expertise in enterprise-wide transformation, greenfield and brownfield project development and strategic mergers and acquisitions. Most recently, Mr. Hewson served as Executive Vice President, Titanium Operations at The National Titanium Dioxide Company Limited (Cristal, now Tronox Holdings plc), where he held operational accountability for a global portfolio spanning heavy mineral sands extraction, high-grade titanium dioxide production and specialized smelting operations. Mr. Hewson currently serves as director of Coogee Chemicals Pty Limited and director of Australian Gold Reagents (WESEF Group). He also provides executive advisory services to companies in the chemical and resource sectors. Mr. Hewson received his Master of Leadership and Management and Bachelor of Science in chemical engineering from Curtin University in Australia.

Mark Laybourn. Mark Laybourn has been our Chief Financial Officer since February 2026. Mr. Laybourn is a Fellow Chartered Accountant with over 20 years of finance leadership experience spanning corporate transactions, consulting, and executive management. Mr. Laybourn was a senior finance executive at HBF Health Limited for 5 years from July 2020 to November 2025, serving as Chief Financial Officer of HBF Wellness, Acting Chief Financial Officer of HBF Health, General Manager, Group Finance, and General Manager, Commercial Finance. Mr. Laybourn was previously the Chief Financial Officer of Digital CC Limited (ASX: DCC) from June 2014 to April 2015, during which he led its ASX listing, the world's first blockchain technology company to list on a public exchange and scaled the business to A$40 million in revenue in its first 12 months. Mr. Laybourn also previously headed Deloitte's CFO Advisory and Digital Controllership practices in Perth from January 2018 to June 2020 and was a Senior Manager at Accenture from May 2015 to December 2017. Earlier in his career, Mr. Laybourn was an Associate Director of Corporate Finance at Euroz Securities Limited from October 2008 to May 2014. Mr. Laybourn was a Non-Executive Director and Finance & Audit Committee Chair at All Saints College from January 2023 to December 2025. Mr. Laybourn does not hold any other current directorships for public companies. Mr. Laybourn holds a Master of Business Administration from the University of Western Australia and a Bachelor of Commerce from Curtin University.

B. Compensation

Remuneration Principles

Remuneration of all executive and non-executive directors and officers is determined by the board of directors.

We are committed to remunerating senior executives and executive directors in a manner that is market-competitive and consistent with "Best Practice" including the interests of shareholders. Remuneration packages are based on fixed and variable components, determined by the executives' position, experience and performance, and may be satisfied via cash or equity.

Non-executive directors are remunerated out of the aggregate amount approved by shareholders and at a level that is consistent with industry standards. Non-executive directors do not receive performance-based bonuses and prior shareholder approval is required to participate in any issue of equity. No retirement benefits are payable other than statutory superannuation, if applicable.

Our remuneration policy is not directly based on our financial performance, rather on industry practice, given we operate in the mineral exploration sector and our primary focus is exploration activities with a long-term objective of developing and commercializing metals from our mineral properties.

We envisage our performance in terms of earnings will remain negative while we continue in the exploration phase.

The purpose of a performance bonus is to reward individual performance in line with our objectives. Consequently, performance-based remuneration is paid to an individual where the individual's performance clearly contributes to a successful outcome. This is regularly measured in respect of performance against key performance indicators.

We use a variety of key performance indicators to determine achievement, depending on the role of the executive being assessed. These include the achievement of key project milestones within scheduled time and/or budget, such as completion of drilling, assay results, and feasibility studies.

Executive Compensation

The following table sets forth all the compensation awarded to, earned by or paid to each individual who served as directors and executive officers in fiscal 2026.

	Short-term Benefits			Post Employment Benefits	Long-term (share based payments)	
June 30, 2026	**Cash salary and fees**	**Cash bonus**	**Non Monetary***	**Super-annuation**	**Performance Rights, Shares and Options**	**Total**
	A$	**A$**	**A$**	**A$**	**A$**	**A$**
Directors and Executive Officers						
Cadell Buss	419,886	—	—	50,386	1,321,004	1,791,276
José Martins [(1)]	24,984	—	—	2,857	150,530	178,371
Manuel Mota	40,000	—	—	—	601,665	641,665
Alexander Shaw	80,000	—	—	—	802,219	882,219
Graham Hewson	6,494	—	—	779	—	7,273
Mark Laybourn[(2)]	142,410	—	—	—	—	142,410
Dennis Wilkins[(3)]	12,222	—	—	—	(72,639)	(60,417)
Total	725,996	—	—	54,022	2,802,779	3,582,797

(1) José Martins was appointed as Director in October 2025.

(2) Mark Laybourn was appointed as Chief Financial Officer in February 2026. Mr. Laybourn's services are provided under a consulting arrangement with CFO Centre (WA) Pty Ltd, and the amount shown comprises fees paid or payable to CFO Centre (WA) Pty Ltd.

(3) Dennis Wilkins was a Director until October 20, 2025, and the amount shown under cash salary and fees comprises the fees paid to DWCorporate Pty Ltd, of which Mr. Wilkins is the founder and principal, for his services as a Director. From October 2023 to February 2026, our chief financial officer and accounting functions were provided under an outsourced arrangement with DWCorporate. The fees paid to DWCorporate for its company secretarial and accounting services are described in "Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions" and are not included in the table. The negative amount shown reflects the reversal of share-based payments expense previously recognized on his 500,000 Class E performance rights, which were forfeited on April 24, 2026.

Service Agreements

The following members of key personnel have service agreements as follows:

Cadell Buss	**Managing Director and Chief Executive Officer**
Agreement commenced:	July 1, 2023
Details	This executive services agreement has no fixed term. Each party can terminate at will by giving twelve months' notice. However, if the termination is for cause, no notice is required.
Base salary	A$400,000 per year with effect from July 1, 2025 (previously A$350,000 per year), excluding superannuation
Alexander Shaw	**Chairman**
Agreement commenced:	April 4, 2023
Details	This service agreement has no fixed term. This service agreement can be terminated by either party at will.
Base salary	A$80,000 per year.
Manuel Mota	**Director**
Agreement commenced:	April 4, 2023
Details	This service agreement has no fixed term. This service agreement can be terminated by either party at will.
Base salary including superannuation	A$40,000 per year.
Mark Laybourn	**Chief Financial Officer**
Agreement commenced:	February 17, 2026
Details	This service agreement has no fixed term. This service agreement can be terminated by either party at will by giving 1-month notice.
Fees	A$2,350 per day of work, payable to CFO Centre (WA) Pty Ltd.

José Martins	**Director**
Agreement commenced:	October 16, 2025
Details	This service agreement has no fixed term.
Base salary including superannuation	A$40,000 per year.
Graham Hewson	**Director**
Agreement commenced:	April 27, 2026
Details	This service agreement has no fixed term.
Base salary including superannuation	A$40,000 per year.

Performance Rights

The Company does not currently have any Employee Share Option Plan or Performance Rights Plan. In the event that the directors determined that such plans were necessary, the Company would seek shareholder approval for any such plan prior to their use.

Between July 1, 2023 and June 30, 2026, the Company has issued performance rights to directors or management as part of their remuneration or as performance incentives. All these issuances have been approved by shareholders. They are summarized below, other than 500,000 Class E performance rights issued to Dennis Wilkins, a former Director, following shareholder approval on November 7, 2024, which were forfeited on April 24, 2026:

Recipient	Quantity	Type	Shareholder approval date
José Martins	500,000	Performance Rights	November 27, 2025
Manuel Mota	1,500,000	Performance Rights	November 27, 2025
Alexander Shaw	2,000,000	Performance Rights	November 27, 2025
Cadell Buss	3,000,000	Performance Rights	November 27, 2025
Cadell Buss	1,500,000	Performance Rights	November 7, 2024
Alexander Shaw	1,000,000	Performance Rights	November 7, 2024
Manuel Mota	750,000	Performance Rights	November 7, 2024
Cadell Buss	1,721,740	Performance Rights	November 30, 2023
Cadell Buss	765,218	Performance Rights	November 30, 2023
Cadell Buss	956,521	Performance Rights	November 30, 2023
Cadell Buss	956,521	Performance Rights	November 30, 2023

Short-term incentive

In accordance with the remuneration provisions of the Executive Services Agreement between the Company and Cadell Buss that commenced on July 1, 2023, Mr. Buss is entitled to cash bonuses upon the achievement of the following key performance indicators:

- A$140,074 upon admittance to the Official List of the ASX within 3 months of the date of the agreement;
- A$70,000 when: (a) 6,000 meters of drilling is completed; and (b) assay results achieved from the 6,000 meter drilling program; and
- A$70,000 when: (a) a maiden Indicated Resources is achieved; and (b) an Indicated Resource of over 3mt of THM at 1% cut-off grade is achieved.

As at the date of this report, the achievement of each of these three milestones has been completed and payment of short term incentives has been made to Mr. Buss in full. These incentives were expensed by June 30, 2025, and A$70,000 of such incentive was paid in July 2025. No short-term incentive was earned by Mr. Buss in fiscal 2026.

Long-term incentive

Performance rights have been granted to key management personnel subject to the achievement of the following key performance indicators:

- Class A - the announcement by the Company of an Indicated Mineral Resource of 3 million tonnes of THM from the Project by no later than 24 months from the grant of the performance right;
- Class B - the announcement by the Company of the completion of a Pre-Feasibility Study (as defined in the JORC code) that recommends further proceeding with the Project by no later than 48 months from the grant of the performance rights;
- Class C - announcement by the Company of the completion of a Feasibility Study (as defined in the JORC Code) that recommends further proceeding with the Project by no later than 48 months from the grant of the performance rights;
- Class D - the announcement by the Company that a decision to mine the Project has been made by no later than 60 months from the grant of the performance rights; and
- Class E - the approval and issue of a Mining Licence for Chilwa Critical Minerals Project by November 30, 2028.

In fiscal 2026, Class F performance rights were granted to directors, subject to the announcement by the Company of a JORC (2012) Indicated Mineral Resource of total rare earth oxides (TREO) by November 30, 2027, with 3,500,000 of the Class F performance rights vesting on an Indicated Resource of at least 35 million tonnes at 1% TREO and 3,500,000 vesting on an Indicated Resource of at least 60 million tonnes at 2% TREO. The Class F performance rights expire on November 30, 2030.

For details of performance rights granted to key management personnel during the 2026 financial year, refer to the "Executive Compensation" section above.

Ordinary Share holdings

As at June 30, 2026, the numbers of shares held by our directors and officers were as follows:

2026	Balance at start of the year	Received on conversion of performance rights upon achievement of milestones	Received during the year on the exercise of options	Other changes during the year	Balance at end of the year
Ordinary shares					
Cadell Buss	553,796	1,721,740	—	71,654	2,347,190
Alexander Shaw	290,712	—	—	27,253	317,965
Manuel Mota	871,279	—	—	24,000	895,279
Mark Laybourn[1]	—	—	—	—	—
José Martins[2]	—	—	—	300,000	300,000
Graham Hewson[3]	—	—	—	—	—
Total ordinary shares	1,715,787	1,721,740	—	422,907	3,860,434

1 Mr. Laybourn was appointed as our Chief Financial Officer in February 2026.
2 Mr. Martins was appointed as Director on October 20, 2025.
3 Mr. Hewson was appointed as Director on April 27, 2026.

Performance rights

As at June 30, 2026, the numbers of performance rights held by our directors and officers were as follows. Each performance right grants the right to receive one fully paid ordinary share in the Company.

2026	Balance at start of the year	Granted/(Expired) by the Company	Converted to Ordinary shares	Balance at end of the year
Performance rights				
Cadell Buss	5,900,000	3,000,000	(1,721,740)	7,178,260
Alexander Shaw	1,000,000	2,000,000	—	3,000,000
Manuel Mota	750,000	1,500,000	—	2,250,000
Mark Laybourn[1]	—	—	—	—
José Martins[2]	—	500,000	—	500,000
Graham Hewson[3]	—	—	—	—
Total performance rights	7,650,000	7,000,000	(1,721,740)	12,928,260

1 Mr. Laybourn was appointed as our Chief Financial Officer in February 2026.
2 Mr. Martins was appointed as Director on October 20, 2025.
3 Mr. Hewson was appointed as Director on April 27, 2026.

Shares under option

Unissued ordinary shares of Chilwa under option on June 30, 2026, are as follows:

Date options granted	Expiration Date	Exercise Price	Number	Listed/Unlisted Options
April 5, 2023	June 30, 2027	$ 0.25	83,225	Unlisted
April 5, 2023	June 30, 2027	$ 0.30	338,387	Unlisted
April 5, 2023	June 30, 2027	$ 0.40	456,261	Unlisted
			877,873	

During fiscal year 2026, we issued 1,622,127 ordinary shares as a result of the exercise of options.

C. Board Practices

Introduction

Our Board of Directors is elected by and accountable to our shareholders. It currently consists of five directors, including four non-executive directors, of which one is the non-executive Chairman of our Board of Directors. The Chairman of our Board of Directors is responsible for the management of the Board of Directors and its functions.

Election of Directors

Directors are elected at our annual general meeting of shareholders. Under our Constitution, a director, other than a managing director, must not hold office for more than three years or beyond the third annual general meeting following his appointment (whichever is the longer period) without submitting himself for re-election. Our Board of Directors has the power to appoint any person to be a director, either to fill a vacancy or as an additional director (provided that the total number of directors does not exceed the maximum allowed by law), and any director so appointed may hold office only until the next annual general meeting ("AGM") when he or she shall be eligible for election.

The appointment and expiration dates of each director in office is as follows:

Name	Position	Year first appointed	Current term expires
Cadell Buss	Managing Director and CEO	2022	—[1]
Alexander Shaw	Chairman	2022	2027[2]
Manuel Mota	Director	2023	2028[2]
José Martins	Director	2025	2028[2]
Graham Hewson	Director	2026	2026[2]

(1) According to our Constitution and consistent with Australian market practice, the appointment of a Managing Director is not subject to expiration.
(2) Term expires on the date of the AGM for that year. Mr. Hewson was appointed by our Board of Directors in April 2026 and will stand for election at our 2026 AGM, to be held on November 25, 2026.

Corporate Governance

ASX Corporate Governance Principles

In Australia, there are no defined corporate governance structures and practices that must be observed by a company listed on the ASX, except that entities are required to have a trading policy that complies with the requirements of the ASX Listing Rules and entities of a certain size are required to have audit and remuneration committees. Instead, the ASX Corporate Governance Council has published the Corporate Governance Principles and Recommendations ("Recommendations") which set out recommended corporate governance practices for entities listed on the ASX that, in the ASX Corporate Governance Council's view, are likely to achieve good governance outcomes.

Under ASX Listing Rule 4.10.3, each ASX listed company is required to attach a copy of its governance statement (which has been approved by the Board) and provide a statement in their annual report to shareholders disclosing the extent to which they have followed the Recommendations in the reporting period and where they have not followed all the Recommendations, identify the Recommendations that have not been followed, and the reasons for not following them and what (if any) alternative governance practices it adopted in lieu of the Recommendations during that period. It is not mandatory to follow the Recommendations. As compliance with all the Recommendations would entail excessive costs to us, and in light of our current size, we follow most of the Recommendations, as appropriate, because the costs of complying with all the Recommendations would outweigh the benefits.

Non-Executive and Independent Directors

Australian law does not require a company to appoint a certain number of independent directors to its board of directors or audit committee. However, under the Recommendations, the ASX Corporate Governance Council recommends, but does not require, that an ASX-listed company have a majority of independent directors on its board. Our Board of Directors has determined that each of José Martins and Graham Hewson qualifies as an independent director under the requirements of the ASX.

Our Board of Directors does not have regularly scheduled meetings at which only independent directors are present. The Board of Directors does meet regularly and independent directors are expected to attend all such meetings.

Committees of the Board of Directors

Audit Committee. Nasdaq Marketplace Rules require us to establish an audit committee comprised of at least three members, each of whom is financially literate and satisfies the respective "independence" requirements of the SEC and Nasdaq and one of whom has accounting or related financial management expertise at senior levels within a company.

Our Audit Committee assists our Board of Directors in overseeing the accounting and financial reporting processes of our company and audits of our financial statements, including the integrity of our financial statements, compliance with legal and regulatory requirements, our independent public accountants' qualifications and independence, and such other duties as may be directed by our Board of Directors. The Audit Committee is also required to assess risk management.

Our Audit Committee currently consists of two board members, José Martins and Graham Hewson. José Martins is a chartered accountant and satisfies the "financial expert" requirements of the U.S. Securities and Exchange Commission. Each of José Martins and Graham Hewson satisfies the "independence" requirements of the U.S. Securities and Exchange Commission and Nasdaq Marketplace Rules. As permitted by Nasdaq Marketplace Rules, we will appoint a third independent board member to the audit committee within one year of listing on Nasdaq. The Audit Committee meets at least two times per year.

Corporate Governance Requirements under Nasdaq Listing Rules.

As we are incorporated in Australia, we are allowed to follow Australian "home country" corporate governance practices in lieu of the otherwise applicable Nasdaq corporate governance standards, as long as we disclose each requirement of Rule 5600 that we do not follow and describe the home country practice we follow in lieu of the relevant Nasdaq corporate governance standards. We intend to take all actions necessary to maintain compliance with applicable corporate governance requirements under the rules adopted by the SEC and listing standards of Nasdaq. We follow Australian corporate governance practices in lieu of the corporate governance requirements of the Nasdaq Marketplace Rules in respect of:

- Nasdaq requirement under Rule 5605(d) that a compensation committee be constituted — The ASX Listing Rules do not have an express requirement that each issuer listed on ASX have a compensation committee. We expect to rely on an exemption from the requirement to constitute a compensation committee under the Nasdaq listing rules and we seek to claim such exemption.

- Nasdaq requirement under Rule 5605(e) that a nominations committee be constituted — The ASX Listing Rules do not have an express requirement that each issuer listed on ASX have a nominations committee. We expect to rely on an exemption from the requirement to constitute a nominations committee under the Nasdaq listing rules and we seek to claim such exemption.

- Nasdaq requirement under Rule 5620(c) that a quorum consist of holders of 33 1/3% of the outstanding ordinary shares — The ASX Listing Rules and the Australian Corporations Act do not have an express requirement that each issuer listed on ASX have a quorum of any particular number of the outstanding ordinary shares, but instead allow a listed issuer to establish its own quorum requirements. Our quorum is currently two persons who are entitled to vote. We believe this quorum requirement is consistent with the requirements of the ASX and is appropriate and typical of generally accepted business practices in Australia.

- Nasdaq requirements under Rules 5605(b)(1) and (2) relating to director independence, including the requirements that a majority of the board of directors must be comprised of independent directors and that independent directors must have regularly scheduled meetings at which only independent directors are present — The Nasdaq and ASX definitions of what constitute an independent director are not identical and the requirements relating to the roles and obligations of independent directors are not identical. The ASX, unlike Nasdaq, permits an issuer to establish its own materiality threshold for determining whether a transaction between a director and an issuer affects the director's status as independent and it does not require that a majority of the issuer's board of directors be independent, as long as the issuer publicly discloses this fact. In addition, the ASX does not require that the independent directors have regularly scheduled meetings at which only independent directors are present. We believe that our Board composition is consistent with the requirements of the ASX and that it is appropriate and typical of generally accepted business practices in Australia.

- The requirement that our independent directors meet regularly in executive sessions under Nasdaq Listing Rules. The ASX Listing Rules and the Corporations Act do not require the independent directors of an Australian company to have such executive sessions.

- The Nasdaq requirements under Rules 5605(d) that compensation of an issuer's officers must be determined, or recommended to the Board for determination, either by a majority of the independent directors, or a compensation committee comprised solely of independent directors, and that director nominees must either be selected, or recommended for the Board's selection, either by a majority of the independent directors, or a nominations committee comprised solely of independent directors. The Nasdaq compensation committee requirements are not identical to the ASX remuneration and nomination committee requirements. Issuers listed on the ASX are recommended under applicable listing standards to establish a remuneration committee consisting of a majority of independent directors and an independent chairperson, or publicly disclose that it has not done so. We do not have a compensation committee.

- The requirement prescribed by Nasdaq Listing Rules that issuers obtain shareholder approval prior to the issuance of securities in connection with certain acquisitions, private placements of securities, or the establishment or amendment of certain share option, purchase or other compensation plans. Applicable Australian law and the ASX Listing Rules differ from Nasdaq requirements, with the ASX Listing Rules providing generally for prior shareholder approval in numerous circumstances, including (i) issuance of equity securities exceeding 15% (or 25% under certain circumstances) of our issued share capital in any 12-month period (but, in determining the 15% limit, securities issued under an exception to the rule or with shareholder approval are not counted), (ii) issuance of equity securities to related parties (as defined in the ASX Listing Rules) and (iii) issuances of securities to directors or their associates under an employee incentive plan.

Indemnification of Directors and Officers

Our Constitution provides that, we may indemnify a person who is, or has been, a director or an officer of our company, to the full extent permissible by law, out of our property against any liability incurred by such person as a director or an officer in defending proceedings, whether civil or criminal, and whatever their outcome.

In addition, our Constitution provides that to the extent permitted by law, we may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a director or an officer of our company or one of our subsidiaries against any liability:

- incurred by the person in his or her capacity as a director or an officer of our company or a subsidiary of our company, and
- for costs and expenses incurred by that person in defending proceedings relating to that person acting as a director or an officer of our company or a subsidiary of our company, whether civil or criminal, and whatever their outcome.

We maintain a directors' and officers' liability insurance policy. We have established a policy for the indemnification of our directors and officers against certain liabilities incurred as a director or officer, including costs and expenses associated in successfully defending legal proceedings.

D. Employees

As of June 30, 2026, we had 41 employees, of which 40 were full-time employees. Of our 41 employees, 37 were based in Malawi and 4 were based in Australia. In Malawi, we had 3 employees providing administrative services, 1 employee providing accounting services, 7 geologists, 2 diamond core samplers, 1 trainee logger, 14 sample preparation technicians, 2 laboratory personnel (a laboratory supervisor and a laboratory technician) and 7 support staff. In Australia, we had our Managing Director, 1 employee providing accounts payable services, 1 corporate services manager and 1 part-time employee providing administrative support. Our Chief Financial Officer provides his services under a consulting arrangement, and we also have contractual arrangements with other service providers. As of June 30, 2025, we had 32 employees, of which 29 were based in Malawi and 3 were based in Australia, and as of June 30, 2024, we had 3 employees, of which 1 was based in Malawi and 2 were based in Australia.

Each of our full-time employees has entered into an agreement with an unlimited term. We may only terminate the employment of any of our employees in accordance with the relevant employee's contract of employment.

Our standard contract of employment for full-time employees provides that we can terminate the employment of an employee without notice for serious misconduct or with one to six months' notice without cause (as set out in the relevant employee's contract of employment).

E. Share Ownership

The following table sets forth certain information as of June 30, 2026 regarding the ownership of our ordinary shares by each of our directors and senior management and by all of our directors and senior management as a group. The percentages shown are based on 98,006,092 ordinary shares issued and outstanding as of June 30, 2026.

Name	Number of Ordinary Shares Owned	Percentage of Ownership
Cadell Buss	2,347,190	2.39%
Alexander Shaw(1)	406,587	0.41%
Manuel Mota	895,279	0.91%
Mark Laybourn	-	-%
Graham Hewson	-	-%
José Martins	300,000	0.31%
All directors and executive officers as a group (6 persons) –	3,949,056	4.03%

(1) Alexander Shaw (i) holds 317,965 ordinary shares directly and (ii) beneficially owns 88,622 ordinary shares held directly by his spouse.

PERFORMANCE RIGHTS HELD BY DIRECTORS AND EXECUTIVE OFFICERS

The table below sets forth the number of performance rights held by our directors and officers as of June 30, 2026. Each performance right grants the right to receive one ordinary share.

Name	Number
Cadell Buss	7,178,260
Alexander Shaw	3,000,000
Manuel Mota	2,250,000
Mark Laybourn	-
Graham Hewson	-
José Martins	500,000
Total performance rights	12,928,260

F. Disclosure of a registrant's action to recover erroneously awarded compensation

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The following table presents the beneficial ownership of our ordinary shares as of October 16, 2026 by each person known by us to be the beneficial owner of more than 5% of our ordinary shares.

We have determined beneficial ownership in accordance with the rules and regulations of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Except as indicated by the footnotes below, we believe, based on information furnished to us, that the persons and entities named in the table below have sole voting and sole investment power with respect to all shares that they beneficially own.

Percentage ownership as of October 16, 2026 is based on 104,922,682 ordinary shares outstanding as of that date, which includes the 6,250,000 ordinary shares represented by ADSs issued in our initial public offering, 98,250 ordinary shares issued on the exercise of options on October 12, 2026 and the 568,340 ordinary shares represented by ADSs issued on the partial exercise of the underwriter's over-allotment option. In computing the number of shares beneficially owned by a person or entity and the percentage ownership of such person or entity, we deemed to be outstanding all shares subject to options and warrants held by the person or entity that are currently exercisable, or exercisable within 60 days of June 30, 2026 or October 16, 2026, as applicable. However, except as described above, we did not deem such shares outstanding for the purpose of computing the percentage ownership of any other person or entity.

	Ordinary Shares Beneficially Owned as of October 16, 2026	
Shareholder	**Number**	**Percentage**
Luso Global Mining BV	30,555,432	29.1%
Dreamers Holdings Pty Ltd	5,686,600	5.4%

As of June 30, 2026, there were 606 holders of record of our ordinary shares, of which none had registered addresses in the United States. These numbers are not representative of the number of beneficial holders of our shares nor are they representative of where such beneficial holders reside, as many of these ordinary shares were held of record by brokers or other nominees.

To our knowledge, we are not directly or indirectly controlled by another corporation, by any foreign government or by any other natural or legal person severally or jointly. There are no agreements known to us, the operation of which may at a subsequent date result in a change in control of Chilwa.

B. Related Party Transactions

The following is a description of our related party transactions since July 1, 2023, and we note that all of them were negotiated at arm's length.

Mota-Engil Group ("Mota"), which holds a 100% interest in Luso Global Mining ("Luso"), is a major ultimate shareholder of Chilwa Minerals Limited. Both companies provide technical and drilling services in Malawi in relation to the Project. For the financial years 2026, 2025 and 2024, the total value of the services provided by the companies was A$4,515,788 (net of credits of A$82,204 issued under the drill-rig recovery mechanism described below), A$2,888,004 and A$2,405,321, respectively. The expenditure was recognized as an exploration and evaluation asset of the Project. As of June 30, 2026, June 30, 2025 and June 30, 2024, respectively, A$967,429 (comprising accrued drilling and related services performed but not yet invoiced), A$1,859,338 and A$1,730,266 were owed by Chilwa to Mota.

In addition, on July 1, 2023, 18,750,000 performance rights were issued to Luso as part of the consideration for the acquisition of Chilwa Minerals Africa Limited. The share-based payment expense of A$3,750,000 was recognized in the year ended June 30, 2024 and capitalized to the exploration and evaluation asset of the Project.

In the year ended June 30, 2024, Mota-Engil Engenharia e Construção África, S.A., an entity within the Mota-Engil group of companies, provided Chilwa Minerals Africa Limited an unsecured loan of MWK 50 million (A$43,304 using an exchange rate at June 30, 2024) for working capital purposes. The loan was interest-free and repayable on demand, and was repaid in full during the year ended June 30, 2025.

In fiscal years 2026, 2025 and 2024, respectively, Chilwa paid A$12,222, A$40,000 and A$28,000 in fees to DWCorporate Pty Ltd ("DWCorporate") as consideration for the services of Dennis Wilkins as a director of Chilwa. Mr. Wilkins is the founder and principal of DWCorporate.

In addition to the remuneration paid to DWCorporate for the provision of Mr. Wilkins' services as director, a total of A$148,220, A$429,373 and A$180,264 was paid to DWCorporate in fiscal years 2026, 2025 and 2024, respectively, for company secretarial and accounting services. The amounts paid were at usual commercial rates with fees charged on an hourly basis. As of June 30, 2026, June 30, 2025 and June 30, 2024, respectively, there was nil, A$27,810 and A$19,506 owed to DWCorporate. Mr. Wilkins ceased to be a director on October 20, 2025, and DWCorporate's engagement ended in April 2026.

We purchased a diamond drill rig for use under our drilling contract with the Mota-Engil Group. The rig is made available exclusively to Mota-Engil for use under that contract, Mota-Engil reduces its drilling service invoices by 30% until we have recovered the full cost of the rig, and ownership of the rig transfers to Mota-Engil on completion of the drilling contract. Mota-Engil issued credits of A$82,204 under this mechanism in fiscal 2026, and the unrecovered cost of the rig, which we carry as a prepayment, was A$633,302 as of June 30, 2026 and A$679,832 as of June 30, 2025.

We lease a storage facility in Malawi from Mota-Engil Engenharia e Construção África, S.A. under a ten-year lease that commenced on January 1, 2024, at an annual rental fee of A$7,200. No amount had been invoiced by the lessor, or paid by us, under the lease as of June 30, 2026.

In January 2026, Mota Gestão e Participações SGPS SA, a Mota-Engil Group entity, subscribed for 1,500,000 ordinary shares for A$1,800,000 in our placement, on the same terms as other participants, following shareholder approval at a general meeting held on January 7, 2026. In the same placement, José Martins subscribed for ordinary shares for A$230,232 and Cadell Buss for A$20,000, and in October 2025 Alexander Shaw and Cadell Buss subscribed for ordinary shares for A$20,000 and A$30,000, respectively, in each case on the same terms as other participants.

Since February 2026, Mark Laybourn's services as our Chief Financial Officer have been provided under a consulting arrangement with CFO Centre (WA) Pty Ltd. In fiscal 2026, we paid or accrued A$142,410 to CFO Centre (WA) Pty Ltd, and no amount was outstanding as of June 30, 2026.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Our audited consolidated financial statements for the fiscal years ending June 30, 2026, 2025 and 2024 are included in Item 18 of this Annual Report on Form 20-F, which is found immediately following the text of this Annual Report on Form 20-F. The audit report of BDO Audit Pty Ltd with respect to the consolidated financial statements as of June 30, 2026 and 2025 and for each of the three years in the period ended June 30, 2026 is included immediately preceding the financial statements.

Legal Proceedings

We are not involved in any legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings and those involving any third party, which may have, or have had in the recent past, significant effects on our financial position or profitability. The Company is not involved in any governmental proceedings pending or known by us to be contemplated.

Dividend Distribution Policy

We have never paid cash dividends to our shareholders. We intend to retain future earnings for use in our business and do not anticipate paying cash dividends on our ordinary shares in the foreseeable future. Any future dividend policy will be determined by the Board of Directors and will be based upon various factors, including our results of operations, financial condition, current and anticipated cash needs, future prospects, contractual restrictions and other factors as the Board of Directors may deem relevant. There is no assurance that dividends will ever be paid.

B. Significant Changes

Except as disclosed in Note 25 to our consolidated financial statements for the year ended June 30, 2026 and elsewhere in this annual report, including the closing of our initial public offering in the United States on October 2, 2026 and the closing of the underwriter's partial exercise of its over-allotment option on October 16, 2026, no significant changes have occurred since the date of our annual consolidated financial statements included in this annual report.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Chilwa Minerals Limited was incorporated in Australia in February 2022 and its ordinary shares have traded on the ASX since 2023.

Our ADSs have traded on the Nasdaq Capital Market under the symbol "CHWM" since October 1, 2026.

For a description of the rights of the ADSs, see "Item 12. Description of Securities Other Than Equity Securities—D. American Depositary Shares."

B. Plan of Distribution

Not applicable.

C. Markets

Our ordinary shares are listed and traded on the ASX, under the symbol "CHW".

Our ADSs, each representing 10 of our ordinary shares, are listed and traded on the Nasdaq Capital Market under the symbol "CHWM". The Bank of New York Mellon, acting as depositary, registers and delivers the ADSs.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

General

Our constituent document is a Constitution. The Constitution is subject to the terms of the ASX Listing Rules and the Australian Corporations Act. The Constitution may be amended or repealed and replaced by special resolution of shareholders, which is a resolution of which notice has been given and that has been passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

Purposes and Objects

As an Australian public company, we have all the rights, powers and privileges of a natural person. Our Constitution does not provide for or prescribe any specific objects or purposes.

The Powers of the Directors

Under the provision of our Constitution our directors may exercise all the powers of our company except any powers that the Corporations Act or the constitution attributes to Chilwa.

Interested Directors

According to our constitution, if a Director discloses his or her interest in accordance with the Corporations Act, the director may (i) contract or make an arrangement with the Company, or a related body corporate of the Company or a body corporate in which the Company is interested, in any matter in any capacity, (ii) be counted in a quorum for a meeting of Directors considering the contract or arrangement, (iii) vote on whether the Company enters into the contract or arrangement, and on any matter that relates to the contract or arrangement, (iv) sign on behalf of the Company, or witness the affixing of the common seal of the Company to, any document in respect of the contract or arrangement, (v) retain the benefits under the contract or arrangement.

Unless a relevant exception applies, the Corporations Act requires our directors to provide disclosure of certain interests or conflicts of interests and prohibits directors from voting on matters in which they have a material personal interest and from being present at the meeting while the matter is being considered. In addition, the Corporations Act and the ASX Listing Rules require shareholder approval of any provision of related party benefits to our directors.

Directors' compensation

Our non-executive directors are paid remuneration for their services as directors which is determined, in aggregate, in a general meeting of shareholders. The aggregate, fixed sum for directors' remuneration is to be divided among the directors in such proportion as the directors themselves agree and in accordance with our Constitution. Our executive directors are paid remuneration for their services as directors which is determined by all directors.

Fees payable to our non-executive directors must be by way of a fixed sum and not by way of a commission on or a percentage of profits or operating revenue. Remuneration paid to our executive directors must also not include a commission or percentage of operating revenue.

Pursuant to our Constitution, any director who performs services that in the opinion of our board of directors, are outside the scope of the ordinary duties of a director may be paid extra remuneration, which is determined by our board of directors.

In addition to other remuneration provided in our Constitution, all our directors are entitled to be paid by us for reasonable travel accommodation and other expenses incurred by the directors in attending general meetings, board meetings, committee meetings or otherwise in connection with our business.

In addition, in accordance with our Constitution, a director may be paid a retirement benefit as determined by our board of directors subject to the limits set out in the Corporations Act and the ASX Listing Rules which broadly restrict our ability to pay our officers a termination benefit in the event of a change of control of the Company or our subsidiaries as well as impose requirements for shareholder approval to be obtained to pay certain retirement benefits to our officers.

Borrowing powers exercisable by Directors

Pursuant to our Constitution, the management and control of our business affairs are vested in our board of directors. Thus, our board of directors has the power to raise or borrow money, and charge any of our property or business or any uncalled capital, and may issue debentures or give any other security for any of our debts, liabilities or obligations or of any other person, in each case, in the manner and on terms it deems fit.

Retirement of Directors

Pursuant to our Constitution and the ASX Listing Rules, each director, other than the managing director, must not hold office for more than three years or beyond the third annual general meeting following his or her appointment (whichever is longer). Further, at least one director is required to retire by rotation at each annual general meeting (such director being the director who has been longest in office since their last election). Directors who retire by rotation are eligible for a re-election to the board of directors unless disqualified from acting as a director under the Corporations Act or our Constitution.

Rights Attached to Our Ordinary Shares

The concept of authorized share capital does not exist in Australia and as a result, our authorized share capital is unlimited. All our outstanding ordinary shares are validly issued, fully paid and non-assessable. The rights attached to our ordinary shares are as follows:

Dividend Rights.

The directors may declare that a dividend be paid to the members according to the shareholders' pro rata shareholdings and the directors may fix the amount, the time for payment and the method of payment. No dividend is payable except in accordance with the Corporations Act as amended from time to time and no dividend carries interest as against the Company.

Voting Rights.

Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders. Such voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future.

The quorum required for an ordinary meeting of shareholders consists of at least two shareholders present in person, or by proxy, attorney or representative appointed pursuant to our Constitution. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place. At the reconvened meeting, the required quorum consists of any two members present in person, or by proxy, attorney or representative appointed pursuant to our Constitution. The meeting is dissolved if a quorum is not present within 30 minutes from the time appointed for the meeting.

An ordinary resolution, such as a resolution for the declaration of dividends, requires approval by the holders of a majority of the voting rights represented at the meeting, in person, by proxy, or by written ballot and voting thereon. Under our Constitution, the Corporations Act and the ASX Listing Rules, certain matters must be passed by way of a special resolution. A special resolution must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution and who vote at the meeting in person or by proxy. Matters which are not required to be passed by special resolution are required to be passed by ordinary resolution.

Rights in Our Profits.

Our shareholders have the right to share in our profits distributed as a dividend and any other permitted distribution.

Rights in the Event of Liquidation.

In the event of our liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of ordinary shares in proportion to the capital at the commencement of the liquidation paid up or which ought to have been paid up on the shares held by them respectively. This right may be affected by the grant of preferential dividend or distribution rights to the holders of a class of shares with preferential rights, such as the right in winding up to payment in cash of the amount then paid up on the share, and any arrears of dividend in respect of that share, in priority to any other class of shares.

Changing Rights Attached to Shares

According to our Constitution, the rights attached to any class of shares, unless otherwise provided by the terms of the class, may be varied with either the written consent of the holders of not less than 75% of the issued shares of that class or the sanction of a special resolution passed at a separate general meeting of the shares of that class.

Exchange Controls

Australia has largely abolished exchange controls on investment transactions. The Australian dollar is freely convertible into U.S. dollars. In addition, there are currently no specific rules or limitations regarding the export from Australia of profits, dividends, capital or similar funds belonging to foreign investors, except that certain payments to non-residents must be reported to the Australian Transaction Reports and Analysis Centre (AUSTRAC), which monitors such transaction, and amounts on account of potential Australian tax liabilities may be required to be withheld unless a relevant taxation treaty can be shown to apply.

The Foreign Acquisitions and Takeovers Act 1975

Under Australian law, in certain circumstances foreign persons are prohibited from acquiring more than a limited percentage of the shares in an Australian company without approval from the Australian Treasurer. These limitations are set forth in the Australian *Foreign Acquisitions and Takeovers Act 1975* (Cth) ("FATA"), associated legislation and regulations. These limitations are in addition to the more general overarching Takeovers Prohibition of an acquisition of more than a 20% interest in a public company (in the absence of an applicable exception) under the takeover provisions of Australia's Corporations Act by any person whether foreign or otherwise.

If an investment is subject to foreign investment approval, it may have compulsory prior notification requirements, being a "notifiable action" or "notifiable national security action" or voluntary prior notification requirements being a "significant action" or "reviewable national security action". If an investment falls in this voluntary application category, the seeking of approval will extinguish certain future rights the Australian Treasurer has to review and approve the investment. Not applying for approval where the voluntary notification provisions apply will not be a breach of the FATA.

The Australian foreign investment regime applies differently to 'foreign government investors' and private foreign persons. Broadly, entities are considered as foreign persons if (i) a foreign holder (together with its associates) holds a direct or indirect interest of 20% or more in the entity or (ii) multiple foreign holders hold an aggregate interest (direct or indirect) of at least 40%. An entity will be a 'foreign government investor' if (i) a foreign government or foreign government owned entity, or a number of foreign government owned entities from the same country own a direct or indirect interest of 20% or (ii) or multiple foreign governments or foreign government owned entities from any country own a direct or indirect interest of 40% is held by foreign government investors from multiple countries.

Under the FATA, foreign persons are required to notify and obtain prior approval from the Foreign Investment Review Board for a range of acquisitions of an interest in an Australian entity on a mandatory basis, including:

- acquisitions of a direct interest (generally 10% or more) by a foreign government investor in an Australian entity, irrespective of value;
- acquisitions by any foreign person of:
  - a 'substantial interest' (generally 20% or more) in an Australian entity valued above the relevant monetary threshold. This is generally A$347 million for 2026 (indexed annually) or A$1,498 million in case of U.S. investors, in each case calculated by the higher of the total asset value and the total value of the issued securities of the Australian entity; or
  - a direct interest in a 'national security business' or entity that carries on a national security business, or holds 'national security land', irrespective of value; and
- acquisitions of interests in Australian entities operating in sensitive industries (such as media, telecommunications, and encryption and security technologies), land-rich Australian entities or agribusiness Australian entities.

Each foreign person seeking to acquire holdings in excess of the above caps (including their associates) would need to complete an application form setting out the proposal and relevant particulars of the acquisition/shareholding and pay the relevant application fees. The Australian Treasurer then has 30 days to consider the application and make a decision and a further 10 days to notify the applicant. However, the Australian Treasurer has broad powers to extend this time period, including extending the period by up to a further 90 days by publishing an interim order. Most commonly, the Australian Treasurer will request that an applicant agree to an extension to avoid needing to publish the interim order, such agreement is usually in the best interest of the applicant as interim orders are made public and by agreeing to an extension the application process is kept confidential. Otherwise applications are strictly confidential and not released to the public.

The Australian Foreign Investment Review Board, an Australian advisory board to the Australian Treasurer, has provided a guideline titled *Australia's Foreign Investment Policy,* which provides an outline of the policy. As for the risk associated with seeking approval, the policy provides, among other things, that the Treasurer will reject an application if it is contrary to the national interest.

If an application is made to the Australian Treasurer (whether voluntary or compulsory), the Australian Treasurer may either issue a non-objection notice, a non-objection notice with conditions or a rejection notice.

If the necessary approvals are not obtained, the Treasurer has a range of enforcement powers, including the power to make an order requiring the acquirer to dispose of the shares it has acquired within a specified period of time. Once a foreign person (together with any associate) holds a direct interest or a substantial interest in an entity, any further acquisition of interests, including in the course of trading in the secondary market, would require a new FIRB approval unless an exemption applies.

Once granted, a FIRB approval is valid for a 12-month period, meaning the proposed acquisition which was the subject of an application can occur any time during that 12-month period.

Annual and Extraordinary Meetings

Our directors must convene an annual meeting of shareholders at least once every calendar year. Notice of at least 28 days prior to the date of the meeting is required. A general meeting may be convened by any director, or shareholders in compliance with the Corporations Act.

Limitations on the Rights to Own Securities in Our Company

Subject to certain limitations on the percentage of shares a person may hold in our company, neither our Constitution nor the laws of the Commonwealth of Australia restrict in any way the ownership or voting of shares in our company.

Changes in Our Capital

Pursuant to the ASX Listing Rule 7.1, our directors may in their discretion issue securities to persons who are not related parties of our company, without the approval of shareholders, if such issue, when aggregated with securities issued by our company during the previous 12-month period would be an amount that would not exceed 15% of our issued capital at the commencement of the 12 month period. There is no restriction on the issue price under this ASX rule.

In addition, ASX Listing Rule 7.1A allows "eligible entities" (small to mid-cap companies) to have an additional 10% placement capacity over a 12-month period. It requires a specific approval by shareholders at every year's annual shareholders meeting. This element of placement capacity has an issue price limit, being a maximum 25% discount to market price.

If issuances of shares in a private placement exceed the 15% or 25% placement capacity (as applicable), then shareholder approval is required with respect to any issuance of shares that exceeds such placement capacity at a special shareholders meeting. Such shareholder approval is valid for 3 months from the date of approval.

C. Material Contracts

Other than the agreements described below, we have not entered into any material contract, other than contracts entered into in the ordinary course of business, during the two years immediately preceding the date of this annual report.

Warrants and Warrant Agent Agreement

On October 2, 2026, we issued Warrants to purchase 717,000 ADSs, comprising 625,000 Warrants sold with the ADSs in our initial public offering and 92,000 Warrants sold to the underwriter at US$0.01 per Warrant on its partial exercise of its over-allotment option at the closing.

The following summary of certain terms of the Warrants is not complete and is subject to, and qualified in its entirety by the provisions of the Form of Warrant to Purchase ADSs, which is filed as an exhibit to this Annual Report on Form 20-F.

- Exercisability. The Warrants are exercisable immediately upon issuance and at any time up to the date that is five years from the date of issuance. The Warrants are exercisable, at the option of each holder, in whole or in part by delivering to us a duly executed exercise notice accompanied by payment in full for the number of ADSs purchased upon such exercise. The Company will pay any ADS issuance fee of up to US$0.10 per ADS and any other applicable charges and taxes in connection with any such exercise.

- Maximum Percentage. A holder of a Warrant may not exercise such Warrant, to the extent that after giving effect to such exercise, such person (together with such person's affiliates and certain other persons), would beneficially own in excess of 4.99% (or, at the election of the purchaser, up to 9.99%) (the "Maximum Percentage") of the ordinary shares outstanding immediately after giving effect to such exercise. Subject to certain exceptions, "beneficial ownership" for purposes of determining the Maximum Percentage is calculated in accordance with Section 13(d) of the Exchange Act and the regulations of the SEC thereunder.

- Exercise Price. The initial exercise price per ADS purchasable upon exercise of the Warrants is equal to US$5.60. The Warrants may be exercised on a "cashless" or "net exercise" basis.

- Anti-Dilution Provisions. The exercise price per Warrant and the numbers of Warrants are subject to adjustment from time to time in accordance with the ASX Listing Rules upon the occurrence of certain stock dividends and distributions, stock splits, stock subdivisions and combinations, reclassifications, rights issues, or similar events affecting our ADSs or ordinary shares, or upon the occurrence of a change in ADS ratio.

- Transferability. Subject to applicable laws, the Warrants may be transferred at the option of the holders upon surrender of the Warrants to us together with the appropriate instruments of transfer.

- Rights as a Shareholder. Except as otherwise provided by virtue of such holder's ownership of ADSs or ordinary shares, the holder of Warrants does not have rights or privileges of a holder of ADSs or ordinary shares, including any voting rights, until the holder exercises the Warrant.

- No Exchange Listing. The Warrants are not listed on any securities exchange or other trading market. Without an active trading market, the liquidity of these securities will be limited.

- Governing Law. The Warrants are governed by New York law.

- Warrant Agent; Global Certificate. The Warrants were issued in registered form under a warrant agency agreement between Computershare Inc., as warrant agent, and us. The Warrants are initially represented only by one or more global warrants deposited with the warrant agent, as custodian on behalf of The Depository Trust Company, or DTC, and registered in the name of Cede & Co, a nominee of DTC, or as otherwise directed by DTC.

For more information, see Exhibits 2.5 and 2.6 to this Annual Report on Form 20-F.

Representative's Warrants

On October 2, 2026, we issued to Maxim Partners LLC, an affiliate of the underwriter, a Representative's Warrant to purchase 31,250 ADSs, being 5.0% of the ADSs sold in our initial public offering, and on October 16, 2026, on the closing of the sale of additional ADSs under the over-allotment option, a further Representative's Warrant to purchase 2,841 ADSs. Each Representative's Warrant has an exercise price of US$7.00 per ADS and is exercisable until 5:00 p.m. (New York City time) on September 30, 2031. The Representative's Warrants may be exercised on a cashless basis, provide for customary anti-dilution adjustments, and may not be sold, transferred or hedged for 180 days after the commencement of sales in the offering under FINRA Rule 5110(e)(1). For more information, see Exhibit 2.4 to this Annual Report on Form 20-F.

D. Exchange Controls

Exchange Controls

Australia has largely abolished exchange controls on investment transactions. The Australian dollar is freely convertible into U.S. dollars. In addition, there are currently no specific rules or limitations regarding the export from Australia of profits, dividends, capital or similar funds belonging to foreign investors, except that certain payments to non-residents must be reported to the Australian Transaction Reports and Analysis Centre, which monitors such transaction, and amounts on account of potential Australian tax liabilities may be required to be withheld unless a relevant taxation treaty can be shown to apply.

The Foreign Acquisitions and Takeovers Act 1975

Under Australian law, in certain circumstances foreign persons are prohibited from acquiring more than a limited percentage of the shares in an Australian company without approval from the Australian Treasurer. These limitations are set forth in the Australian *Foreign Acquisitions and Takeovers Act 1975* (Cth) ("FATA"), associated legislation and regulations. These limitations are in addition to the more general overarching Takeovers Prohibition of an acquisition of more than a 20% interest in a public company (in the absence of an applicable exception) under the takeover provisions of Australia's Corporations Act by any person whether foreign or otherwise.

If an investment is subject to foreign investment approval, it may have compulsory prior notification requirements, being a "notifiable action" or "notifiable national security action" or voluntary prior notification requirements being a "significant action" or "reviewable national security action". If an investment falls in this voluntary application category, the seeking of approval will extinguish certain future rights the Australian Treasurer has to review and approve the investment. Not applying for approval where the voluntary notification provisions apply will not be a breach of the FATA.

The Australian foreign investment regime applies differently to 'foreign government investors' and private foreign persons. Broadly, entities are considered as foreign persons if (i) a foreign holder (together with its associates) holds a direct or indirect interest of 20% or more in the entity or (ii) multiple foreign holders hold an aggregate interest (direct or indirect) of at least 40%. An entity will be a 'foreign government investor' if (i) a foreign government or foreign government owned entity, or a number of foreign government owned entities from the same country own a direct or indirect interest of 20% or (ii) or multiple foreign governments or foreign government owned entities from any country own a direct or indirect interest of 40% is held by foreign government investors from multiple countries.

Under the FATA, foreign persons are required to notify and obtain prior approval from the Foreign Investment Review Board for a range of acquisitions of an interest in an Australian entity on a mandatory basis, including:

- acquisitions of a direct interest (generally 10% or more) by a foreign government investor in an Australian entity, irrespective of value;
- acquisitions by any foreign person of:
  - a 'substantial interest' (generally 20% or more) in an Australian entity valued above the relevant monetary threshold. This is generally A$347 million for 2026 (indexed annually) or A$1,498 million in case of U.S. investors, in each case calculated by the higher of the total asset value and the total value of the issued securities of the Australian entity; or
  - a direct interest in a 'national security business' or entity that carries on a national security business, or holds 'national security land', irrespective of value; and
- acquisitions of interests in Australian entities operating in sensitive industries (such as media, telecommunications, and encryption and security technologies), land-rich Australian entities or agribusiness Australian entities.

Each foreign person seeking to acquire holdings in excess of the above caps (including their associates) would need to complete an application form setting out the proposal and relevant particulars of the acquisition/shareholding and pay the relevant application fees. The Australian Treasurer then has 30 days to consider the application and make a decision and a further 10 days to notify the applicant. However, the Australian Treasurer has broad powers to extend this time period, including extending the period by up to a further 90 days by publishing an interim order. Most commonly, the Australian Treasurer will request that an applicant agree to an extension to avoid needing to publish the interim order, such agreement is usually in the best interest of the applicant as interim orders are made public and by agreeing to an extension the application process is kept confidential. Otherwise applications are strictly confidential and not released to the public.

The Australian Foreign Investment Review Board, an Australian advisory board to the Australian Treasurer, has provided a guideline titled *Australia's Foreign Investment Policy,* which provides an outline of the policy. As for the risk associated with seeking approval, the policy provides, among other things, that the Treasurer will reject an application if it is contrary to the national interest.

If an application is made to the Australian Treasurer (whether voluntary or compulsory), the Australian Treasurer may either issue a non-objection notice, a non-objection notice with conditions or a rejection notice.

If the necessary approvals are not obtained, the Treasurer has a range of enforcement powers, including the power to make an order requiring the acquirer to dispose of the shares it has acquired within a specified period of time. Once a foreign person (together with any associate) holds a direct interest or a substantial interest in an entity, any further acquisition of interests, including in the course of trading in the secondary market, would require a new FIRB approval unless an exemption applies.

Once granted, a FIRB approval is valid for a 12-month period, meaning the proposed acquisition which was the subject of an application can occur any time during that 12-month period.

Annual and Extraordinary Meetings

Our directors must convene an annual meeting of shareholders at least once every calendar year. Notice of at least 28 days prior to the date of the meeting is required. A general meeting may be convened by any director, or shareholders in compliance with the Corporations Act.

Limitations on the Rights to Own Securities in Our Company

Subject to certain limitations on the percentage of shares a person may hold in our company, neither our Constitution nor the laws of the Commonwealth of Australia restrict in any way the ownership or voting of shares in our company.

Changes in Our Capital

Pursuant to the ASX Listing Rule 7.1, our directors may in their discretion issue securities to persons who are not related parties of our company, without the approval of shareholders, if such issue, when aggregated with securities issued by our company during the previous 12-month period would be an amount that would not exceed 15% of our issued capital at the commencement of the 12 month period. There is no restriction on the issue price under this ASX rule.

In addition, ASX Listing Rule 7.1A allows "eligible entities" (small to mid-cap companies) to have an additional 10% placement capacity over a 12-month period. It requires a specific approval by shareholders at every year's annual shareholders meeting. This element of placement capacity has an issue price limit, being a maximum 25% discount to market price.

If issuances of shares in a private placement exceed the 15% or 25% placement capacity (as applicable), then shareholder approval is required with respect to any issuance of shares that exceeds such placement capacity at a special shareholders meeting. Such shareholder approval is valid for 3 months from the date of approval.

E. Taxation

The following summary of the material Australian and U.S. federal income tax consequences of an investment in the ADSs or Warrants is based upon laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change, possibly with retroactive effect. This summary does not deal with all possible tax consequences relating to an investment in the ADSs or Warrants, such as the tax consequences under U.S. state, local and other tax laws other than U.S. federal income tax laws and certain Australian tax laws.

Holders of the ADSs and Warrants should consult their own tax advisors as to the United States, Australian or other tax consequences of the purchase, ownership and disposition of ADSs and Warrants, including, in particular, the effect of any foreign, state or local taxes.

Australian Taxation

In this section we discuss the material Australian tax considerations that apply to non-Australian tax residents with respect to the acquisition, ownership and disposal of the absolute beneficial ownership of ADSs or Warrants, which are evidenced by ADSs and Warrants. This discussion is based upon existing Australian tax law as of the date of this annual report and is subject to change, possibly retrospectively. This discussion does not address all aspects of Australian income tax law which may be important to particular investors in light of their individual investment circumstances, such as ADSs or Warrants held by investors subject to special tax rules (for example, financial institutions, insurance companies or tax exempt organizations). In addition, this summary does not discuss any foreign or state tax considerations, other than stamp duty. Prospective investors are urged to consult their tax advisors regarding the Australian and foreign income and other tax considerations of the purchase, ownership and disposition of the ADSs or Warrants.

Nature of ADSs and Warrants for Australian Taxation Purposes

Holders of the ADSs and Warrants are treated as the owners of the underlying ordinary shares for Australian income tax and capital gains tax purposes. Therefore, dividends paid on the underlying ordinary shares will be treated for Australian tax purposes as if they were paid directly to the owners of ADSs and Warrants, and the disposal of ADSs and Warrants will be treated for Australian tax purposes as the disposal of the underlying ordinary shares. In the following analysis we discuss the application of the Australian income tax and capital gains tax rules to non-Australian resident holders of ADSs and Warrants.

Taxation of Dividends

Australia operates a dividend imputation system under which dividends may be declared to be "franked" to the extent they are paid out of company profits that have been subject to income tax. Fully franked dividends are not subject to dividend withholding tax. Dividends that are not franked or are partly franked and are paid to non-Australian resident shareholders are subject to dividend withholding tax, but only to the extent the dividends are not franked.

Dividends paid to a non-resident shareholder are subject to withholding tax (a) except to the extent they have been franked and (b) at 30%, unless the shareholder is a resident of a country with which Australia has a double taxation agreement.

In accordance with the provisions of the Double Taxation Convention between Australia and the United States, the maximum rate of Australian tax on any unfranked portion of a dividend to which a resident of the United States is beneficially entitled is 15%, where the U.S. resident holds less than 10% of the voting rights in our company, or 5% where the U.S. resident holds 10% or more of the voting rights in our company. Special rules apply to Regulated Investment Companies and Real Estate Investment Trusts that hold shares and receive dividends. The Double Taxation Convention between Australia and the United States does not apply to limit the tax rate on dividends where the ADSs are effectively connected to a permanent establishment or a fixed base carried on by the owner of the ADSs in Australia through which the shareholder carries on business or provides independent personal services, respectively.

Exercise, Expiration and Disposition of Warrants

A U.S. holder will not recognize gain or loss upon exercise of a Warrant (except with respect to any cash received in lieu of a fractional ordinary share or ADS). A U.S. holder will have a tax basis in the ADSs received upon the exercise of a Warrant equal to the sum of its tax basis in the Warrant and the aggregate cash exercise price paid in respect of such exercise, less any amount attributable to any fractional ordinary share or ADS. The holding period of the ordinary shares or ADSs received upon the exercise of a Warrant will commence on the day after the Warrant is exercised. If a Warrant expires without being exercised, a U.S. holder will recognize a capital loss in an amount equal to its tax basis in the Warrant.

Subject to the passive foreign investment company rules discussed below, upon the sale, exchange or redemption of a Warrant, a U.S. holder will recognize a gain or loss equal to the difference between the amount realized on the sale, exchange or redemption of the Warrant and the U.S. holder's tax basis in such Warrant. Such gain or loss will be long-term capital gain or loss if, at the time of such sale, exchange, or redemption, the Warrant has been held for more than one year. Long term capital gains of individuals (as well as certain trusts and estates) are subject to U.S. federal income tax at preferential rates. The deductibility of capital losses is subject to significant limitations. A U.S. holder's gain or loss on the sale, exchange, or redemption of a Warrant will be treated as U.S. source income or loss for U.S. foreign tax credit limitation purposes.

In the event we are a passive foreign investment company, a U.S. holder will be taxed upon the sale, exchange, redemption or other taxable disposition of a Warrant in the same manner that such U.S. holder would be taxed upon the sale, exchange, redemption or other taxable disposition of shares in a passive foreign investment company, except that the Warrants will not be eligible for the mark-to-market election. See the discussion under "— Passive Foreign Investment Companies" below.

Tax on Sales or other Dispositions of Shares — Capital Gains Tax

Australian capital gains derived by non-Australian residents in respect of the disposal of capital assets that are not taxable Australian property will be disregarded. Non-Australian resident shareholders will not be subject to Australian capital gains tax on the capital gain made on a disposal of our shares, unless they, together with associates, hold 10% or more of our issued capital, tested either at the time of disposal or over any continuous 12 month period in the 24 months prior to disposal, and the value of our shares at the time of disposal is principally attributable to Australian real property assets.

Australian capital gains tax applies to net capital gains at a taxpayer's marginal tax rate but for certain shareholders a discount capital gain may apply if the shares have been held for 12 months or more. For individuals, this discount is 50%. Net capital gains are calculated after reduction for capital losses (including certain prior year capital losses), which may only be offset against capital gains.

Tax on Sales or other Dispositions of Shares — Shareholders Holding Shares on Revenue Account

Some non-Australian resident shareholders may hold shares on revenue rather than on capital account, for example, share traders. These shareholders may have the gains made on the sale or other disposal of the shares included in their assessable income under the ordinary income provisions of the income tax law, if the gains are sourced in Australia.

Non-Australian resident shareholders assessable under these ordinary income provisions in respect of gains made on shares held on revenue account would be assessed for such gains at the Australian tax rates for non-Australian residents, which start at a marginal rate of 30% for non-Australian resident individuals. Some relief from the Australian income tax may be available to such non-Australian resident shareholders under the Double Taxation Convention between the United States and Australia, for example, because the shareholder does not have a permanent establishment in Australia.

To the extent an amount would be included in a non-Australian resident shareholder's assessable income under both the capital gains tax provisions and the ordinary income provisions, the capital gain amount would generally be reduced, so that the shareholder would not be subject to double tax on any part of the income gain or capital gain.

Dual Residency

If a shareholder were a resident of both Australia and the United States under those countries' domestic taxation laws, that shareholder may be subject to tax as an Australian resident. If, however, the shareholder is determined to be a U.S. resident for the purposes of the Double Taxation Convention between the United States and Australia, the Australian tax applicable would be limited by the Double Taxation Convention. Shareholders should obtain specialist taxation advice in these circumstances.

Stamp Duty

A transfer of shares of a company listed on the ASX is not subject to Australian stamp duty.

Australian Death Duty

Australia does not have estate or death duties. No capital gains tax liability is realized upon the inheritance of a deceased person's shares. The disposal of inherited shares by beneficiaries, may, however, give rise to a capital gains tax liability.

Goods and Services Tax

The issue or transfer of shares will not incur Australian goods and services tax.

U.S. Taxation

The following is a summary of material U.S. federal income tax consequences that generally apply to U.S. Holders (as defined below) who hold ADSs as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the "Code"). This summary is based on the Code, its legislative history, final, temporary and proposed United States Treasury regulations promulgated thereunder, published rulings and court decisions, and the bilateral income tax convention between Australia and the United States (the "Treaty"), all as in effect on the date hereof and all of which are subject to change, or changes in interpretation, either prospectively or retroactively. This discussion does not address all of the tax consequences relating to the purchase, ownership, and disposition of ADSs and does not take into account U.S. Holders who may be subject to special rules, including: financial institutions, insurance companies, tax-exempt organizations, real estate investment trusts, regulated investment companies, grantor trusts, non-resident aliens of the United States or taxpayers whose functional currency is not the U.S. dollar, persons who hold the ADSs through partnerships or other pass-through entities, persons who acquired their ADSs through the exercise or cancellation of any employee share options or otherwise as compensation for their services, investors that actually or constructively own 10% or more of our shares, dealers or traders in securities or currencies, certain former citizens or long-term residents of the United States, dual resident corporations, persons that generally mark their securities to market for United States federal income tax purposes, persons who are residents of Australia for Australian income tax purposes, and investors holding ADSs as part of a straddle or appreciated financial position or as part of a hedging or conversion transaction. This summary does not address the Medicare tax imposed on certain investment income, any state, local and foreign tax considerations or any U.S. federal estate, gift or alternative minimum tax considerations relevant to the purchase, ownership and disposition of the ADSs. In addition, this discussion is based in part upon the assumption that each obligation in the deposit agreement and any related agreements will be performed according to its terms.

If a partnership or an entity or arrangement treated as a partnership for U.S. federal income tax purposes owns ADSs, the U.S. federal income tax treatment of its partners will generally depend upon the status of the partner and the activities of the partnership. A partnership should consult its tax advisors regarding the U.S. federal income tax consequences applicable to it and its partners of the purchase, ownership and disposition of ADSs.

For purposes of this summary, the term "U.S. Holder" means a beneficial owner of ADSs that is for U.S. federal income tax purposes: an individual who is a citizen or resident of the United States; a corporation that is created or organized in or under the laws of the United States or any political subdivision thereof; an estate whose income is subject to U.S. federal income tax regardless of its source; or a trust if (a) a court within the United States is able to exercise primary supervision over administration of the trust, and one or more U.S. persons have the authority to control all substantial decisions of the trust or (b) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

Distributions

For U.S. federal income tax purposes, a U.S. Holder of ADSs will be treated as owning the ordinary shares underlying the ADSs. Subject to the passive foreign investment company rules discussed below, the gross amount of any distribution received by a U.S. Holder with respect to our ordinary shares or ADSs, including the amount of any Australian taxes withheld therefrom, will be included in gross income as a dividend to the extent the distribution is paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Distributions in excess of our earnings and profits will be treated first as a non-taxable return of capital to the extent of a U.S. Holder's tax basis in the ADSs and thereafter will be treated as gain from the sale or exchange of the ADSs. We have not maintained and do not plan to maintain calculations of earnings and profits for U.S. federal income tax purposes. As a result, a U.S. Holder may need to include the entire amount of any such distribution in income as a dividend. Dividends will not, however, be eligible for the "dividends received deduction" generally allowed to corporate shareholders with respect to dividends received from U.S. corporations.

The U.S. dollar value of any distribution on the ADSs made in Australian dollars generally should be calculated by reference to the spot exchange rate between the U.S. dollar and the Australian dollar in effect on the date the distribution is actually or constructively received by the U.S. Holder regardless of whether the Australian dollars so received are in fact converted into U.S. dollars. A U.S. Holder who receives payment in Australian dollars and converts those Australian dollars into U.S. dollars at an exchange rate other than the rate in effect on such day may have a foreign currency exchange gain or loss, which would generally be treated as ordinary income or loss from sources within the United States for U.S. foreign tax credit purposes.

Subject to complex limitations and certain holding period requirements, a U.S. Holder may elect to claim a credit for Australian tax withheld from distributions against its U.S. federal income tax liability. The limitations set out in the Code include computational rules under which foreign tax credits allowable with respect to specific classes of income cannot exceed the U.S. federal income taxes otherwise payable with respect to each such class of income. Dividends generally will be treated as foreign-source passive category income for U.S. foreign tax credit purposes or in the case of certain U.S. Holders as foreign source "general category" income. A U.S. Holder that does not elect to claim a U.S. foreign tax credit may instead claim a deduction for Australian tax withheld.

Subject to certain limitations, dividends received by a non-corporate U.S. Holder are subject to tax at a reduced maximum tax rate of 20 percent if the dividends are "qualified dividends". Dividends are qualified dividends if: (a)(i) the issuer is entitled to benefits under the Treaty or (ii) the shares are readily tradable on an established securities market in the United States and (b) certain other requirements are met. We believe that we are entitled to benefits under the Treaty and that the ADSs currently are readily tradable on an established securities market in the United States. However, no assurance can be given that the ADSs will remain readily tradable. Further, the reduced rate does not apply to dividends if we are a PFIC in the year prior to or the year in which the dividend is paid.

The U.S. Treasury has expressed concerns that intermediaries in the chain of ownership between the holder of an ADS and the issuer of the security underlying the ADS may be taking actions that are inconsistent with the claiming of foreign tax credits for U.S. Holders of ADSs. Such actions would also be inconsistent with the claiming of the reduced rate of tax, described above, applicable to dividends received by certain non-corporate holders. Accordingly, the analysis of the creditability of Australian taxes and the availability of the reduced tax rate for dividends received by certain non-corporate holders, each described above, could be affected by actions taken by intermediaries in the chain of ownership between the holder of an ADS and our Company.

Disposition of ADSs

If you sell or otherwise dispose of ADSs, you will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the U.S. dollar value of the amount realized on the sale or other disposition and your adjusted tax basis in the ADSs. Subject to the passive foreign investment company rules discussed below, such gain or loss generally will be capital gain or loss and will be long-term capital gain or loss if you have held the ADSs for more than one year at the time of the sale or other disposition. In general, any gain that you recognize on the sale or other disposition of ADSs will be gain from U.S. sources for purposes of the foreign tax credit limitation; losses will generally be allocated against U.S. source income. The deduction of capital losses is subject to certain limitations under the Code.

In the case of a cash-basis U.S. Holder who receives Australian dollars in connection with the sale or other disposition of ADSs, the amount realized will be calculated based on the U.S. dollar value of the Australian dollars received as determined by reference to the spot rate in effect on the settlement date of such exchange. A U.S. Holder who receives payment in Australian dollars and converts Australian dollars into U.S. dollars at a conversion rate other than the rate in effect on the settlement date may have foreign currency exchange gain or loss that would be treated as ordinary income or loss from sources within the United States for U.S. foreign tax credit purposes.

An accrual-basis U.S. Holder may elect the same treatment required of cash-basis taxpayers with respect to a sale or disposition of ADSs, provided that the election is applied consistently from year to year. Such election may not be changed without the consent of the Internal Revenue Service ("IRS"). In the event that an accrual-basis U.S. Holder does not elect to be treated as a cash-basis taxpayer (pursuant to the Treasury regulations applicable to foreign currency transactions), such U.S. Holder may have foreign currency gain or loss for U.S. federal income tax purposes because of differences between the U.S. dollar value of the currency received prevailing on the trade date and the settlement date. Any such currency gain or loss would be treated as ordinary income or loss from sources within the United States for U.S. foreign tax credit purposes. However, if foreign currency is converted into U.S. dollars on the date received by the U.S. Holder, a cash-basis or electing accrual-basis U.S. Holder should not recognize any gain or loss on such conversion.

Passive Foreign Investment Companies

There is a risk that we may be a passive foreign investment company ("PFIC"), for U.S. federal income tax purposes. Our treatment as a PFIC could result in a reduction in the after-tax return to the U.S. Holders of the ADSs and may cause a reduction in the value of such securities.

For U.S. federal income tax purposes, we will be classified as a PFIC for any taxable year in which (i) 75% or more of our gross income is passive income, or (ii) at least 50% of the average value of all of our assets for the taxable year produce or are held for the production of passive income. For this purpose, cash is considered to be an asset which produces passive income. Passive income for these purposes generally includes dividends, interest, royalties, rents, annuities and the excess of gains over losses from the disposition of assets which produce passive income. In making a PFIC determination, we will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, 25% or more (by value) of the share capital. Based on the composition of our assets and income, we believe that we should not be treated as a PFIC for U.S. federal income tax purposes with respect to fiscal year 2026. However, the determination of PFIC status is a factual determination that must be made annually at the close of each taxable year and, therefore, there can be no certainty as to our status in this regard until the close of the current or any future taxable year. Changes in the nature of our income or assets or a decrease in the trading price of the ADSs may cause us to be considered a PFIC in the current or any subsequent year. If we were a PFIC in any year during a U.S. Holder's holding period for the ADSs, we would ordinarily continue to be treated as a PFIC for each subsequent year during which the U.S. Holder owned the ADSs.

Under the default PFIC "excess distribution" regime, if we are a PFIC in any taxable year during which a U.S. Holder owns ADSs, such U.S. Holder could be liable for additional taxes and interest charges upon (i) certain distributions by us (generally any distribution paid during a taxable year that is greater than 125 percent of the average annual distributions paid in the three preceding taxable years, or, if shorter, the U.S. Holder's holding period for the ADSs), and (ii) any gain realized on a sale, exchange or other disposition, including a pledge, of the ADSs, whether or not we continue to be a PFIC for the year of the disposition. In these circumstances, the tax will generally be determined by allocating such distributions or gain ratably over the U.S. Holder's holding period for the ADSs. The amount allocated to the current taxable year and any year prior to the first taxable year in which we are a PFIC will be taxed as ordinary income (rather than capital gain) earned in the current taxable year. The amount allocated to other taxable years will be taxed at the highest applicable marginal rates for the year and an interest charge at the rate applicable to underpayments of tax will also be imposed on the amount of taxes allocated to such other taxable years.

An indirect shareholder may be taxed on a distribution paid to the direct owner of a PFIC and on a disposition of the share indirectly owned. Indirect shareholders are strongly urged to consult their tax advisors regarding the application of these rules.

If we are a PFIC and subsequently cease to be a PFIC in a future year, a U.S. Holder may avoid the continued application of the tax treatment described above by electing to be treated as if it sold its ADSs on the last day of the last taxable year in which we were a PFIC. Any gain would generally be recognized and subject to tax under the excess distribution regime described above. Loss would not be recognized. A U.S. Holder's basis in its ADSs would be increased by the amount of gain, if any, recognized on the deemed sale. A U.S. Holder would be required to treat its holding period for its ADSs as beginning on the day following the last day of the last taxable year in which we were a PFIC.

If the ADSs are considered "marketable stock" and if a U.S. Holder properly elects to "mark-to-market" its ADSs in a timely fashion, the U.S. Holder would not be subject to tax under the excess distribution regime described above. Instead, the U.S. Holder would generally include in income any excess of the fair market value of the ADSs at the close of each tax year over the adjusted tax basis of the ADSs. If the fair market value of the ADSs had depreciated below the adjusted basis at the close of the tax year, the U.S. Holder would be entitled to deduct the excess of the adjusted basis of the ADSs over their fair market value at that time. However, such deductions generally would be limited to the net mark-to-market gains, if any, the U.S. Holder included in income with respect to such ADSs in prior years. Income recognized and deductions allowed under the mark-to-market provisions, as well as any gain or loss on the disposition of ADSs with respect to which the mark-to-market election is made, is treated as ordinary income or loss (except that loss is treated as capital loss to the extent the loss exceeds the net mark-to-market gains, if any, that a U.S. Holder included in income with respect to such ordinary shares in prior years). However, gain or loss from the disposition of ADSs (as to which a "mark-to-market" election was properly made) in a year in which we are no longer a PFIC, will be capital gain or loss. Our ordinary shares or ADSs will be "marketable" stock as long as they remain regularly traded on a national securities exchange, such as the Nasdaq, or a foreign securities exchange regulated by a governmental authority of the country in which the market is located and which meets certain requirements, including that the rules of the exchange effectively promote active trading of listed stocks. If such stock is traded on such a qualified exchange or other market, such stock generally will be "regularly traded" for any calendar year during which such stock is traded, other than in de minimis quantities, on at least 15 days during each calendar quarter, but no assurances can be given in this regard. Our ordinary shares are traded on the ASX, which may qualify as an eligible foreign securities exchange for this purpose. Because a mark-to-market election cannot be made for any lower-tier PFICs that we may own, a U.S. Holder may continue to be subject to the PFIC rules with respect to such holder's indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes, including shares in any of our subsidiaries that are treated as PFICs.

A U.S. Holder of ADSs should not be able to avoid the tax consequences described above by electing to treat us as a qualified electing fund. In general, a qualified electing fund is, with respect to a U.S. person, a PFIC if the U.S. person has elected to include its proportionate share of a company's ordinary earnings and net capital gains in U.S. income on an annual basis. A qualified electing fund election can only be made with respect to us if we provide U.S. Holders with certain information on an annual basis and we do not intend to prepare the information that U.S. Holders would need to make the qualified electing fund election.

Backup Withholding and Information Reporting

Payments in respect of ADSs may be subject to information reporting to the IRS and to U.S. backup withholding tax (at a rate of 24% under current law). Backup withholding will not apply, however, if a U.S. Holder (i) is a corporation, (ii) satisfies an applicable exemption, or (iii) furnishes correct taxpayer identification.

Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules may be credited against a U.S. Holder's U.S. tax liability, and a U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS.

F. DIVIDENDS AND PAYING AGENTS

Not applicable.

G. STATEMENT BY EXPERTS

Not applicable.

H. DOCUMENTS ON DISPLAY

We are subject to the reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act, as applicable to "foreign private issuers" as defined in Rule 3b-4 under the Exchange Act. As a foreign private issuer, we are exempt from certain provisions of the Exchange Act. Accordingly, our proxy solicitations are not subject to the disclosure and procedural requirements of regulation 14A under the Exchange Act, transactions in our equity securities by our officers and directors are exempt from the "short-swing" profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. However, we file with the U.S. Securities and Exchange Commission an annual report on Form 20-F containing financial statements that have been examined and reported on, with an opinion expressed by an independent registered public accounting firm, and we submit reports to the U.S. Securities and Exchange Commission on Form 6-K containing (among other things) press releases and unaudited financial information for the first six months of each fiscal year. We post our annual and half-year reports on our website promptly following their filing with the U.S. Securities and Exchange Commission. The information contained on our website or available through our website is not incorporated by reference into and should not be considered a part of this Annual Report on Form 20-F, and the reference to our website in this Annual Report on Form 20-F is an inactive textual reference only.

This document and the exhibits thereto and any other document we file pursuant to the Exchange Act may be inspected without charge and copied at prescribed rates at the U.S. Securities and Exchange Commission public reference room at 100 F Street, N.E., Room 1580, Washington D.C. 20549. You may obtain information on the operation of the Securities and Exchange Commission's public reference room in Washington, D.C. by calling the U.S. Securities and Exchange Commission at 1-800-SEC-0330.

The U.S. Securities and Exchange Commission maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding registrants that make electronic filings with the U.S. Securities and Exchange Commission using its EDGAR (Electronic Data Gathering, Analysis, and Retrieval) system.

The documents concerning Chilwa that are referred to in this document may also be inspected at our office located at Level 28, 140 St George's Terrace, Perth, Western Australia, Australia.

I. SUBSIDIARY INFORMATION

See Item 4.C.

J. ANNUAL REPORT TO SECURITY HOLDERS

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our cash is held with reputable Australian and Malawian banks, and the Australian banks are rated A or better. Although our presentation currency is the Australian dollar, we transact and hold financial assets and liabilities in other currencies, including U.S. dollars, Euro and Malawi Kwacha. Commodity prices relevant to our exploration activities are often denominated in U.S. dollars, creating exposure to currency movements. For information about our exposure to market risk, see Note 2 to our fiscal 2026 financial statements included in this Annual Report.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

The Bank of New York Mellon, as depositary, will register and deliver American Depositary Shares, also referred to as ADSs. Each ADS will represent 10 shares (or a right to receive 10 shares) deposited with The HSBC Bank Australia Limited, as custodian for the depositary. Each ADS will also represent any other securities, cash or other property that may be held by the depositary. The deposited shares together with any other securities, cash or other property held by the depositary are referred to as the deposited securities. The depositary's office at which the ADSs will be administered and its principal executive office are located at 240 Greenwich Street, New York, New York 10286.

You may hold ADSs either (A) directly (i) by having an American Depositary Receipt, also referred to as an ADR, which is a certificate evidencing a specific number of ADSs, registered in your name, or (ii) by having uncertificated ADSs registered in your name, or (B) indirectly by holding a security entitlement in ADSs through your broker or other financial institution that is a direct or indirect participant in The Depository Trust Company, also called DTC. If you hold ADSs directly, you are a registered ADS holder, also referred to as an ADS holder. This description assumes you are an ADS holder. If you hold the ADSs indirectly, you must rely on the procedures of your broker or other financial institution to assert the rights of ADS holders described in this section. You should consult with your broker or financial institution to find out what those procedures are.

Registered holders of uncertificated ADSs will receive statements from the depositary confirming their holdings.

As an ADS holder, we will not treat you as one of our shareholders and you will not have shareholder rights. Australian law governs shareholder rights. The depositary will be the holder of the shares underlying your ADSs. As a registered holder of ADSs, you will have ADS holder rights. A deposit agreement among us, the depositary, ADS holders and all other persons indirectly or beneficially holding ADSs sets out ADS holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the ADSs.

See Exhibit 2.3 to this Annual Report on Form 20-F for additional information on the ADSs.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not applicable.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Not applicable.

ITEM 15. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2026. "Disclosure controls and procedures," as defined in Rules 13a-15(e) under the Exchange Act, are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to the company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Based on the evaluation of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer concluded that, because of the material weaknesses in our internal control over financial reporting described below, our disclosure controls and procedures were not effective as of June 30, 2026.

Management's Report on Internal Control over Financial Reporting

This annual report does not include a report of management's assessment regarding internal control over financial reporting or an attestation report of our independent registered public accounting firm due to a transition period established by rules of the SEC for newly public companies. In addition, for so long as we remain an emerging growth company, we are exempt from the requirement under Section 404(b) of the Sarbanes-Oxley Act for our independent registered public accounting firm to attest to the effectiveness of our internal control over financial reporting.

In connection with the preparation of our consolidated financial statements, we identified material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. The material weaknesses relate to (i) the design, implementation and oversight of information technology general controls over system changes, access management and segregation of duties, (ii) the precision of controls over our business processes and related control activities, and (iii) the lack of formal accounting policies, procedures and control documentation across most of our processes.

We have begun to remediate these material weaknesses, including through the appointment of a Chief Financial Officer in February 2026. We are also introducing a monthly financial close process, including the monthly consolidation of our Malawian subsidiaries, and are preparing a remediation plan for review by our audit committee. There is no assurance that these measures will be sufficient to remediate the material weaknesses or that further material weaknesses will not be identified.

Changes in Internal Control over Financial Reporting

Other than the remediation actions discussed above, there were no changes in our internal control over financial reporting during the year ended June 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Internal Control

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

ITEM 16. RESERVED

Not applicable.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

José Martins is a member of our board of directors and serves on our audit committee. Our board has determined that José Martins is an audit committee financial expert and satisfies the "independence" requirements of the U.S. Securities and Exchange Commission and the Nasdaq Marketplace Rules.

ITEM 16B. CODE OF ETHICS

Code of Conduct

We have adopted a Code of Conduct applicable to all our directors, officers and employees. Our Code of Conduct is available on our website at *www.chilwaminerals.com.au*. We post on our website all disclosures that are required by law, ASX Listing Rules or the listing standards of Nasdaq concerning any amendments to, or waivers from, any provision of the Code of Conduct. The reference to our website address does not constitute incorporation by reference of the information contained at or available through our website, and you should not consider it to be a part of, this Annual Report.

Written copies are available upon request. If we make any substantive amendment to the code of conduct or grant any waivers, including any implicit waiver, from a provision of the code of conduct, we will disclose the nature of such amendment or waiver on our website.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

We retained BDO Audit Pty Ltd as our independent registered public accounting firm. Set forth below is a summary of the fees of BDO Audit Pty Ltd for services relating to fiscal years 2026 and 2025:

	Fiscal 2026	***Fiscal 2025***
	A$	***A$***
Audit fees	265,000	—
Audit-related fees	35,000	225,000
Total remuneration of BDO Audit Pty Ltd	300,000	225,000

Audit fees

Audit fees consist of fees for the audit of our annual consolidated financial statements, the review of our interim financial statements and services that are normally provided by our principal accountant in connection with statutory and regulatory filings or engagements for those fiscal years. Audit-related fees consist of the aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit, including comfort letters, consents and the audits of our consolidated financial statements for fiscal 2025 and 2024 included in our registration statement on Form F-1. BDO Audit Pty Ltd was engaged in 2025 to audit our financial statements for fiscal 2025 and 2024 under PCAOB standards for our registration statement on Form F-1.

Tax and all other fees

BDO Audit Pty Ltd did not provide any tax or other services to us in fiscal 2026 or fiscal 2025.

Pre-Approval Policies and Procedures

Our Audit and Risk Committee Charter requires the pre-approval of all audit and non-audit services provided by our independent registered public accounting firm. BDO Audit Pty Ltd did not provide any non-audit services to us in fiscal 2026 or fiscal 2025, and accordingly no services were approved under the de minimis exception in Rule 2-01(c)(7)(i)(C) of Regulation S-X. All services provided by our auditors are approved in advance by either the Audit Committee or members thereof, to whom authority has been delegated, in accordance with the Audit Committee's pre-approval policy.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Not applicable.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

Under Nasdaq Stock Market Rule 5615(a)(3), foreign private issuers, such as our company, are permitted to follow certain home country corporate governance practices instead of certain provisions of the Nasdaq Stock Market Rules. A foreign private issuer that elects to follow a home country practice instead of any such Nasdaq rules must submit to Nasdaq, in advance, a written statement from an independent counsel in such issuer's home country certifying that the issuer's practices are not prohibited by the home country's laws. We submitted such a written statement to Nasdaq. See "Item 6. Directors, Senior Management and Employees—C. Board Practices— Corporate Governance Requirements under Nasdaq listing rules" for a summary of such differences.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

ITEM 16J. INSIDER TRADING POLICIES

We have a Securities Trading Policy that sets out the policy and procedures governing the purchase, sale and other dispositions of the Company's securities and applies to directors, officers, employees, contractors and consultants of the Company and its subsidiaries ("Chilwa Personnel").

Our Securities Trading Policy aims to (i) restrict Chilwa Personnel in possession of "inside information" from trading in our securities and (ii) ensure compliance with all applicable securities laws, and listing standards. We have filed our Securities Trading Policy as Exhibit 11.1 to this Annual Report on Form 20-F.

ITEM 16K. CYBERSECURITY

Our approach to cybersecurity focuses on managing risks across our technology systems, governance processes, and workforce. Cybersecurity considerations form part of our broader operational risk management activities.

We have not yet established a formal cybersecurity risk management framework, and our processes are evolving as our operations grow. We do not have dedicated cybersecurity personnel and do not engage any third party to conduct continuous cybersecurity monitoring. We engage Technology Tree Pty Ltd, an external managed IT services provider, to provide IT support and to administer our Microsoft 365 environment, including user access, security settings and the processing of access requests by third-party applications. Our Corporate Services Manager coordinates day-to-day IT matters with our IT services provider, and our Chief Financial Officer oversees the management of cybersecurity risks as part of his responsibilities for financial reporting and internal controls, relying on the expertise of our IT services provider. The material weaknesses in our internal control over financial reporting described in Item 15 include weaknesses in our information technology general controls over system changes, access management and segregation of duties, and their remediation forms part of our management of cybersecurity risks.

Our Board of Directors entrusts its Audit Committee with overseeing our cybersecurity risk management, including ensuring that management has established processes to evaluate and manage cybersecurity risks.

In fiscal year 2026, we did not identify any cybersecurity threats that have materially impacted or are likely to materially impact our business strategy, operational results, or financial condition. However, despite these measures, we cannot entirely eliminate cybersecurity risks or guarantee that no undetected incidents have occurred.

PART III

ITEM 17. FINANCIAL STATEMENTS

We have elected to furnish financial statements and related information specified in Item 18.

ITEM 18. FINANCIAL STATEMENTS

The following financial statements are filed as part of this Annual Report on Form 20-F.

Chilwa Minerals Limited

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Directors

Chilwa Minerals Limited

West Perth, Australia, Western Australia

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Chilwa Minerals Limited and its subsidiaries (the 'Company') as of June 30, 2026 and 2025, the related consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for each of the three years in the period ended June 30, 2026, and the related notes (collectively referred to as the 'consolidated financial statements'). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at June 30, 2026 and 2025, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2026, in conformity with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board.

Substantial doubt about the Company's ability to continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As described in Note 1(c) to the consolidated financial statements, the Company has suffered recurring losses from operations and has recurring net cash outflows from operating and investing activities that raise substantial doubt about its ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding these matters are also described in Note 1(c). The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

Basis for opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ('PCAOB') and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ BDO Audit Pty Ltd

We have served as the Company's auditor since 2025.

Brisbane, Australia
October 26, 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the years ended June 30, 2026, 2025 and 2024 — expressed in Australian dollars

	Note	June 30, 2026 A$	June 30, 2025 A$	June 30, 2024 A$
Interest income	4	74,183	125,991	202,811
Other income	4	11,181	--	--
Net foreign exchange loss		(89,234)	(95,172)	(5,558)
Administration expenses	5	(381,981)	(400,434)	(313,509)
Compliance and regulatory costs	5	(1,568,832)	(533,782)	(435,116)
Consulting expenses	5	(306,741)	(500,844)	(89,777)
Depreciation and amortisation	5	(131,411)	(94,983)	(28,419)
Employee benefits expense	5	(1,297,676)	(915,366)	(755,300)
Other expenses	5	(189,049)	--	--
Exploration expenditure expensed	5	(151,370)	--	--
Share-based payments expense	18	(2,850,673)	(948,505)	(389,741)
Loss before income tax		**(6,881,603)**	**(3,363,095)**	(1,814,609)
Income tax expense	6	--	--	--
Loss for the year		**(6,881,603)**	**(3,363,095)**	(1,814,609)
Other comprehensive income/(loss)				
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign operations		(87,808)	(75,936)	2,345
Other comprehensive income/(loss) for the year, net of tax		(87,808)	(75,936)	2,345
Total comprehensive loss for the year		**(6,969,411)**	**(3,439,031)**	(1,812,264)
Basic and diluted loss per share (cents)	23	(7.51)	(4.63)	(2.71)

The above statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at June 30, 2026 and 2025 — expressed in Australian dollars

	Note	June 30, 2026 A$	June 30, 2025 A$
Current assets			
Cash and cash equivalents	7	1,072,093	687,022
Trade and other receivables	8	21,768	77,584
Prepayments	9	506,895	64,085
Total current assets		**1,600,756**	**828,691**
Non-current assets			
Property, plant and equipment	10	489,259	376,467
Right-of-use assets	11	58,038	67,711
Other financial assets — restricted term deposit	7	30,000	--
Prepayments	9	369,965	679,832
Exploration and evaluation assets	12	26,026,776	18,598,678
Total non-current assets		**26,974,038**	**19,722,688**
TOTAL ASSETS		**28,574,794**	**20,551,379**
Current liabilities			
Trade and other payables	13	2,442,324	2,717,809
Lease liabilities	14	65,652	65,652
Employee benefit obligations	15	69,654	56,291
Total current liabilities		**2,577,630**	**2,839,752**
Non-current liabilities			
Employee benefit obligations	15	14,124	--
Total non-current liabilities		**14,124**	**--**
TOTAL LIABILITIES		**2,591,754**	**2,839,752**
NET ASSETS		**25,983,040**	**17,711,627**
Equity			
Contributed equity	16	33,547,250	18,986,249
Reserves	17	5,959,583	5,367,568
Accumulated losses		(13,523,793)	(6,642,190)
TOTAL EQUITY		**25,983,040**	**17,711,627**

The above statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the years ended June 30, 2026, 2025 and 2024 — expressed in Australian dollars

	Contributed equity A$	Share-based payments reserve A$	Foreign currency translation reserve A$	Accumulated losses A$	Total A$
Balance at July 1, 2023	**755,001**	**95,330**	**--**	**(1,464,486)**	**(614,155)**
Loss for the year	--	--	--	(1,814,609)	(1,814,609)
Exchange differences on translation of foreign operations	--	--	2,345	--	2,345
Total comprehensive loss for the year	--	--	2,345	(1,814,609)	(1,812,264)
Transactions with owners in their capacity as owners:					
Shares issued for cash	8,000,000	--	--	--	8,000,000
Shares issued as acquisition consideration	3,800,000	--	--	--	3,800,000
Share issue transaction costs	(691,144)	--	--	--	(691,144)
Share-based payments expense	--	389,741	--	--	389,741
Performance rights issued as acquisition consideration	--	3,750,000	--	--	3,750,000
Options issued for equity transaction services	--	309,100	--	--	309,100
Balance at June 30, 2024	**11,863,857**	**4,544,171**	**2,345**	**(3,279,095)**	**13,131,278**
Balance at July 1, 2024	**11,863,857**	**4,544,171**	**2,345**	**(3,279,095)**	**13,131,278**
Loss for the year	--	--	--	(3,363,095)	(3,363,095)
Exchange differences on translation of foreign operations	--	--	(75,936)	--	(75,936)
Total comprehensive loss for the year	**--**	**--**	**(75,936)**	**(3,363,095)**	**(3,439,031)**
Transactions with owners in their capacity as owners:					
Shares issued for cash	7,094,611	--	--	--	7,094,611
Shares issued on exercise of options — transfer from reserve	51,517	(51,517)	--	--	--
Share issue transaction costs	(23,736)	--	--	--	(23,736)
Share-based payments expense	--	948,505	--	--	948,505
Balance at June 30, 2025	**18,986,249**	**5,441,159**	**(73,591)**	**(6,642,190)**	**17,711,627**
Balance at July 1, 2025	**18,986,249**	**5,441,159**	**(73,591)**	**(6,642,190)**	**17,711,627**
Loss for the year	--	--	--	(6,881,603)	(6,881,603)
Exchange differences on translation of foreign operations	--	--	(87,808)	--	(87,808)
Total comprehensive loss for the year	**--**	**--**	**(87,808)**	**(6,881,603)**	**(6,969,411)**
Transactions with owners in their capacity as owners:					
Shares issued for cash	12,608,015	--	--	--	12,608,015
Shares issued on conversion of options and performance rights — transfer from reserve	2,170,850	(2,170,850)	--	--	--
Application monies received in a prior year applied on issue of shares	31,424	--	--	--	31,424
Share issue transaction costs	(249,288)	--	--	--	(249,288)
Share-based payments expense	--	2,850,673	--	--	2,850,673
Balance at June 30, 2026	**33,547,250**	**6,120,982**	**(161,399)**	**(13,523,793)**	**25,983,040**

The above statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the years ended June 30, 2026, 2025 and 2024 — expressed in Australian dollars

	Note	June 30, 2026 A$	June 30, 2025 A$	June 30, 2024 A$
Cash flows from operating activities				
Payments to suppliers and employees		(3,601,066)	(2,175,208)	(1,956,056)
Interest received		74,183	125,991	202,811
Net cash used in operating activities	**7**	**(3,526,883)**	**(2,049,217)**	(1,753,245)
Cash flows from investing activities				
Payments for exploration and evaluation expenditure		(7,860,667)	(7,981,261)	(1,697,772)
Payments for property, plant and equipment		(214,013)	(397,795)	(84,795)
Placement of restricted term deposit	7	(30,000)	--	--
Cash acquired on acquisition of subsidiaries		--	--	74,165
Net cash used in investing activities		**(8,104,680)**	**(8,379,056)**	(1,708,402)
Cash flows from financing activities				
Proceeds from issues of ordinary shares		12,152,599	7,094,611	--
Proceeds from exercise of options		455,416	--	--
Proceeds received in advance of the issue of shares		--	31,424	--
Payments for share issue transaction costs		(249,288)	(23,736)	(447,044)
Payments for deferred offering costs		(170,485)	--	--
Repayment of borrowings		--	(43,304)	--
Proceeds from borrowings		--	--	43,304
Net cash from financing activities		**12,188,242**	**7,058,995**	(403,740)
Net increase/(decrease) in cash and cash equivalents before the effect of exchange rate changes		**556,679**	**(3,369,278)**	(3,865,387)
Effect of exchange rate changes on cash and cash equivalents		(171,608)	(95,172)	(5,558)
Cash and cash equivalents at the beginning of the financial year		687,022	4,151,472	8,022,417
Cash and cash equivalents at the end of the financial year	**7**	**1,072,093**	**687,022**	4,151,472

The above statement should be read in conjunction with the accompanying notes.

1. General information and material accounting policies

Chilwa Minerals Limited is a for-profit company limited by shares, incorporated and domiciled in Australia. Its ordinary shares are listed on the Australian Securities Exchange (ASX: CHW). The Company completed its US initial public offering on October 2, 2026, and its American Depositary Shares have traded on the Nasdaq Capital Market since October 1, 2026. Its registered office and principal place of business is Level 28, 140 St George's Terrace, Perth, Western Australia 6000. The principal activity of the Group during the year was mineral exploration and evaluation at the Chilwa Critical Minerals Project in southern Malawi; the Group has not commenced production and derives no revenue from mining operations.

The material accounting policy information adopted in the preparation of these consolidated financial statements is set out below. These policies have been consistently applied to all years presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of Chilwa Minerals Limited (the Company) and its subsidiaries (together, the Group).

(a) Basis of preparation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Accounting Standards as issued by the International Accounting Standards Board (IASB).

The financial statements have been prepared on the historical cost basis, except where stated.

Amounts are expressed in Australian dollars, unless otherwise stated, and have been rounded to the nearest dollar.

New and amended standards adopted by the Group

No new or amended IFRS standards or interpretations that became effective for the year ended June 30, 2026 had a material effect on the Group's financial statements.

New standards and interpretations not yet adopted

IFRS 18 Presentation and Disclosure in Financial Statements is effective for annual reporting periods beginning on or after January 1, 2027 and will apply to the Group from the year ending June 30, 2028. IFRS 18 replaces IAS 1 Presentation of Financial Statements and introduces new requirements for the presentation of the statement of profit or loss, including defined categories and required subtotals, disclosure of management-defined performance measures, and enhanced requirements for the aggregation and disaggregation of information. IFRS 18 will not change the recognition or measurement of any item in the Group's financial statements and will therefore have no effect on the Group's reported loss, net assets or cash flows. Management is assessing the presentation and disclosure impacts; from its preliminary assessment, the principal effects are expected to be the classification of the Group's income and expenses (including interest income and foreign exchange differences) into the new operating, investing and financing categories, and the associated changes to the face of the statement of profit or loss and other comprehensive income and to the notes. The Group does not intend to adopt the standard early. No other standard on issue but not yet effective is expected to have a material impact.

(b) Basis of consolidation

The consolidated financial statements comprise the financial statements of Chilwa Minerals Limited and the entities it controls. Control exists when the Group is exposed to, or has rights to, variable returns from its involvement with an entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is obtained and de-consolidated from the date control ceases. All intercompany balances, transactions and unrealised gains and losses arising within the Group are eliminated in full on consolidation.

(c) Going concern

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

At June 30, 2026 the Group had cash on hand of A$1,072,093 (June 30, 2025: A$687,022) and net current liabilities of A$976,874 (June 30, 2025: A$2,011,061). The Group incurred a loss before income tax for the year ended June 30, 2026 of A$6,881,603 (2025: A$3,363,095) and had a net cash outflow from operating and investing activities of A$11,631,563 (2025: A$10,428,273). The Group has no operating revenue.

The Company completed its initial public offering (IPO) in the United States on October 2, 2026; its American Depositary Shares (ADSs) have been listed on the Nasdaq Capital Market since October 1, 2026. On October 5, 2026 the Company received US$3,143,118 from the IPO, being the gross proceeds of US$3,500,920 less the underwriting discount and the balance of the underwriter's expenses, and on October 16, 2026 (New York time) the underwriter purchased a further 56,834 ADSs under its over-allotment option for US$317,702 (US$292,286 after the underwriting discount). The letter of financial support provided by Luso Global Mining B.V. on September 30, 2026 ended on completion of the IPO, with no amount drawn.

The directors have prepared a monthly cash flow forecast to October 31, 2027, updated for the completion of the IPO, which indicates that the Group's cash will fund its budgeted operations in the short term; however, additional capital will be required for the Group to continue with its strategic objectives of advancing exploration of the Chilwa Project in Malawi. No binding commitments for this funding had been received at the date of this report. Under the underwriting agreement for the IPO, the Company may not issue shares before April 2, 2027 without the underwriter's prior written consent, other than in limited circumstances.

The Group's dependence on securing this additional funding gives rise to a material uncertainty related to going concern that may cast significant doubt on the Group's ability to continue as a going concern.

The directors are of the opinion that there are reasonable grounds to believe that the Group will be able to continue as a going concern for the following reasons:

- the Group has completed its IPO and listing on the Nasdaq Capital Market which, together with its ASX listing, gives it access to equity capital in Australia and the United States;
- the Group has a history of successful capital raising, having raised A$12,608,015 before costs during the year ended June 30, 2026 and approximately US$3.8 million before costs in October 2026;
- The Company has had positive discussions with the underwriter regarding consent to further capital raising. Written consent has however not yet been received; and
- the Group has the ability to adjust its expenditure and operational plans, including by deferring discretionary exploration and corporate expenditure, and will only commit to expenditure when appropriate funding is in place.

Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the consolidated financial statements. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might be necessary should the Group not continue as a going concern and meet its debts as and when they fall due.

(d) Foreign currency translation

The functional and presentation currency of the Company is Australian dollars. The functional currency of the Malawian subsidiaries is the United States dollar, reflecting the currency in which their costs are predominantly priced and settled and in which the parent funds their activities. On consolidation, the results of foreign operations are translated to Australian dollars at average rates for the period and their financial position at closing rates; share capital and pre-acquisition reserves are translated at historical rates. Exchange differences arising on translation are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences arising on a monetary item that forms part of the Group's net investment in a foreign operation are recognised in other comprehensive income in the consolidated financial statements and accumulated in the foreign currency translation reserve; they are reclassified from equity to profit or loss on disposal of the net investment. Other foreign currency transactions are translated at the rates prevailing at the transaction dates; monetary items are retranslated at closing rates, with exchange differences recognised in profit or loss.

The Group has assessed the application of IAS 29 Financial Reporting in Hyperinflationary Economies to its Malawian subsidiaries. Their functional currency is the United States dollar, being the currency that most faithfully represents the economic effects of their underlying transactions, and the US dollar is not the currency of a hyperinflationary economy. Hyperinflation accounting therefore does not apply to the Group's Malawian operations, notwithstanding that cumulative inflation in Malawi exceeds the indicator in that standard; this assessment will be revisited if the underlying facts and circumstances change.

(e) Revenue and other income

Interest income is recognised on an accruals basis using the effective interest method. Laboratory and other income is recognised when the Group satisfies its performance obligations and control of the service has transferred to the customer.

(f) Property, plant and equipment

Items of property, plant and equipment are measured at cost. After initial recognition, plant and equipment is carried at cost less accumulated depreciation and accumulated impairment losses. Depreciation is recognised on a straight-line basis over the estimated useful life of each asset. Depreciation is charged from the date the asset is brought into use, and useful lives and residual values are reviewed at each reporting date.

Property, plant and equipment is assessed for impairment at each reporting date. An asset is impaired when its carrying amount exceeds its recoverable amount, being the higher of fair value less costs of disposal and value in use. Any gain or loss on disposal of an item of plant and equipment is recognised in profit or loss.

(g) Exploration and evaluation expenditure

Exploration and evaluation expenditure encompasses expenditures incurred by the Group in connection with the exploration for and evaluation of mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. For each area of interest, expenditure incurred in the acquisition of rights to explore is capitalised and recognised as an exploration and evaluation asset. Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest, or where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Exploration and evaluation expenditure is measured at cost at its recognition, and those exploration and evaluation assets acquired in an asset acquisition are recognised at the cost of acquisition and accumulated separately by area of interest. No amortisation is recognised while operations are in the exploration and evaluation phase.

Exploration and evaluation assets are assessed for impairment at the end of each reporting period, and whenever facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

The exploration and evaluation asset shall no longer be classified as such when the technical feasibility and commercial viability of extracting a mineral resource are demonstrable or where mineral reserves have been identified. Before reclassification into the mine development asset, exploration and evaluation assets shall be assessed for impairment, and any impairment loss recognised within profit or loss.

(h) Leases

At inception of a contract the Group assesses whether the contract is, or contains, a lease. A right-of-use asset and a corresponding lease liability are recognised at the commencement date, except for short-term leases (12 months or less) and leases of low-value assets, the payments on which are expensed on a straight-line basis. The lease liability is measured at the present value of the outstanding lease payments, discounted using the interest rate implicit in the lease or, where that rate cannot be readily determined, the Group’s incremental borrowing rate; it is subsequently measured at amortised cost using the effective interest method. The right-of-use asset is measured at cost and depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset — for the Group’s storage facility, over the ten-year lease term.

(i) Employee benefits

Liabilities for wages, salaries and annual leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid. Liabilities for long service leave that are not expected to be settled wholly within 12 months are measured at the present value of expected future payments, having regard to expected future wage levels, experience of employee departures and periods of service. Contributions to defined contribution superannuation and pension plans are expensed as incurred.

(j) Share-based payments

Equity-settled share-based payments are provided to officers, employees, consultants and other advisors. These share-based payments are measured at the fair value of the equity instrument at the grant date.

The fair value of options is determined using the Black-Scholes option pricing model. The Group’s performance rights carry non-market vesting conditions only (note 18).

Equity-settled awards with non-market-based conditions are valued at the grant date using a fair-value measurement that excludes the impact of those conditions, with vesting outcomes assessed separately through expected-vesting estimates. The fair value is expensed on a straight-line basis over the vesting period, based on the Group’s estimate of equity instruments that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share-based payments reserve.

(k) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. The Group's financial assets comprise cash and cash equivalents, the restricted term deposit and receivables other than statutory amounts, all measured at amortised cost. Trade payables, accruals, other payables (other than statutory amounts) and borrowings are measured at amortised cost using the effective interest method. Lease liabilities are measured in accordance with IFRS 16 (note 14). Goods and services tax and other statutory receivables and payables do not arise from contracts and are not financial instruments; they are excluded from the disclosures in note 2. A loss allowance for expected credit losses is recognised on financial assets measured at amortised cost in accordance with IFRS 9.

(l) Income tax

The current income tax for the period is defined as the amount of income taxes payable (recoverable) in respect of the taxable profit (tax loss) for the current accounting period. It also incorporates adjustments to changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered, or liabilities are settled. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose on goodwill or in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss. 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 deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilised.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against tax liabilities, and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.

(m) Goods and services tax (GST) and value added tax (VAT)

Revenues, expenses and assets are recognised net of GST and VAT, except where the tax is not recoverable from the taxation authority, in which case it is recognised as part of the cost of acquisition or as part of the expense. Receivables and payables are stated inclusive of GST and VAT. The net amount recoverable from, or payable to, the taxation authority is included as a statutory receivable or payable.

(n) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are recognised as a deduction from equity, net of any related income tax benefit. Costs directly attributable to an equity transaction that has not been completed at the reporting date are deferred and recognised as an asset until the transaction completes, at which time they are deducted from equity; they are expensed if the transaction is no longer expected to proceed (notes 9 and 16).

(o) 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. The key critical accounting judgement is the recoverability of capitalised exploration and evaluation expenditure. The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related licence area itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, costs of drilling and production, production rates, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

The carrying value of the Group's projects was reviewed, and no impairment indicators were identified during the 2026 and 2025 financial years in relation to the Group's tenements.

2. Financial risk management

The Group's activities expose it to market risk (foreign exchange and interest-rate risk), liquidity risk and credit risk. Risk management is carried out by management under the oversight of the Board. The Group's principal financial instruments are cash and cash equivalents, the restricted term deposit, receivables other than statutory amounts, trade payables and accruals, and lease liabilities. The Group has no commodity-price exposure arising from financial instruments. Cash, the restricted term deposit, other financial receivables and trade payables are measured at amortised cost. Lease liabilities are measured in accordance with IFRS 16 (note 14). The carrying amounts of short-term financial assets and trade payables approximate their fair values.

(a) Financial instruments by category and currency

Statutory receivables and payables (goods and services tax, value added tax and employment taxes) are not financial instruments and are excluded from the table below (note 1(k)).

June 30, 2026	AUD A$	MWK A$ equivalent	USD/EUR A$ equivalent	Total A$
Financial assets at amortised cost				
Cash and cash equivalents	1,014,587	28,208	29,298	1,072,093
Other financial assets — restricted term deposit	30,000	--	--	30,000
Other receivables	8,905	--	--	8,905
Total financial assets	**1,053,492**	**28,208**	**29,298**	**1,110,998**
Financial liabilities				
Trade and other payables	1,088,435	995,518	359,998	2,443,951
Lease liabilities	--	65,652	--	65,652
Total financial liabilities	**1,088,435**	**1,061,170**	**359,998**	**2,509,603**

June 30, 2025	AUD A$	MWK A$ equivalent	USD/EUR A$ equivalent	Total A$
Financial assets at amortised cost				
Cash and cash equivalents	663,588	11,236	12,198	687,022
Other receivables	29,105	--	--	29,105
Total financial assets	**692,693**	**11,236**	**12,198**	**716,127**
Financial liabilities				
Trade and other payables	1,029,566	1,299,442	388,801	2,717,809
Lease liabilities	--	65,652	--	65,652
Total financial liabilities	**1,029,566**	**1,365,094**	**388,801**	**2,783,461**

(b) Foreign-exchange sensitivity

The functional currency of the Malawian operations is the US dollar (note 1(d)). A reasonably possible 10% depreciation of the Malawian kwacha against the US dollar at the reporting date would decrease the loss by the amount shown below through the remeasurement of kwacha-denominated monetary items (a 10% appreciation would have the equal and opposite effect); where intragroup funding forms part of the Group's net investment in those operations, the related exchange differences are recognised in the foreign currency translation reserve on consolidation. A reasonably possible 10% strengthening of the Australian dollar against the US dollar would decrease equity by the amount shown through the translation of the net investment in those operations (a 10% weakening would have the equal and opposite effect):

	Effect on loss A$	Effect on equity A$
Kwacha-denominated monetary items (remeasurement)	95,593	--
Net investment in Malawian operations (translation)	--	(102,202)
All foreign-currency monetary items in (a) — net liability of $1,363,662 (2025: $1,730,461); 10% strengthening of the Australian dollar	136,366	--

For comparability with the prior year's disclosure, the table also shows the effect of a reasonably possible 10% strengthening of the Australian dollar against all of the foreign currencies in which the Group's monetary items in (a) are held, taken together: on the net foreign-currency liability of $1,363,662 at June 30, 2026 (2025: $1,730,461) the loss would decrease by approximately $136,366 (2025: $173,046), with a 10% weakening having the equal and opposite effect.

(c) Interest-rate sensitivity

The Group holds cash of $1,072,093 subject to variable interest rates. The Group policy is to monitor the interest rate yield curve out to 120 days to ensure a balance is maintained between the liquidity of cash assets and the interest rate return. The proportional mix of floating interest rates and fixed rates to a maximum of six months fluctuate during the years depending on current working capital requirements. A movement of ±100 basis points would change the annual result by approximately $10,721 (2025: $6,870). The $30,000 term deposit bears a fixed rate for its term and is therefore excluded from this sensitivity. The lease liability is at a fixed implicit rate and the Group had no borrowings at either reporting date; accordingly there is no other material interest-rate sensitivity.

(d) Liquidity risk — contractual maturities of financial liabilities

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and ensuring sufficient cash is available to meet the current and future commitments of the Group. Due to the nature of the Group's activities, being mineral exploration, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. The Board of Directors constantly monitor the state of equity markets in conjunction with the Group's current and future funding requirements, with a view to initiating appropriate capital raisings as required.

The financial liabilities of the Group comprise trade and other payables and the lease liability disclosed in the consolidated statement of financial position. Trade and other payables are non-interest bearing and due within 12 months of the reporting date; the lease liability is described in note 14.

The following are the contractual undiscounted cash flows of financial liabilities. Amounts may differ from the carrying amounts and their classification in the statement of financial position.

June 30, 2026	Less than 1 year A$	1 to 5 years A$	More than 5 years A$	Total A$
Trade and other payables	2,443,951	--	--	2,443,951
Lease liabilities	65,652	--	--	65,652
Total	**2,509,603**	**--**	**--**	**2,509,603**

June 30, 2025	Less than 1 year A$	1 to 5 years A$	More than 5 years A$	Total A$
Trade and other payables	2,717,809	--	--	2,717,809
Lease liabilities	65,652	--	--	65,652
Total	**2,783,461**	**--**	**--**	**2,783,461**

The lease liability of $65,652 is presented in full within amounts due in less than one year because the lessor may demand the outstanding rentals at any time and the Group has no right at the reporting date to defer settlement for at least twelve months (note 14). Trade and other payables in the tables above exclude statutory amounts, which are not financial instruments; the amounts due within one year include drilling-services accruals of $1,008,796 recognised in the Malawian subsidiary (note 21).

(e) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This arises principally from cash and cash equivalents and receivables.

The Group's maximum exposure to credit risk is the carrying amount of cash and cash equivalents ($1,072,093), the restricted term deposit ($30,000) and other receivables ($8,905) — $1,110,998 in total (2025: $716,127). Cash is held with reputable Australian and Malawian banks; the Australian institutions are rated A or better. Concentration risk is managed through use of placement of funds across multiple institutions, with the material balances with the most reputable and creditworthy. Other receivables comprise an amount recoverable from the Mota-Engil group, a related party. Management has assessed that no loss allowance is required. Statutory receivables (goods and services tax and value added tax refunds) are recoverable from taxation authorities and are not financial instruments.

As the Group does not presently have any significant trade receivables, lending, significant stock levels or any other credit risk, a formal credit risk management policy is not maintained. Credit risk is managed by senior management and the board. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

(f) Capital management

The Group defines capital as its total equity of $25,983,040 (2025: $17,711,627) together with cash and cash equivalents; it has no borrowings and is not subject to any externally imposed capital requirements. The Board's objectives in managing capital are to safeguard the Group's ability to continue as a going concern, to maintain the tenure of its exploration licences and to fund its exploration programmes so as to build value for shareholders. Because the Group is an exploration entity without operating revenue, capital is managed by matching planned exploration and corporate expenditure to available cash and to funding the Board considers can be raised — principally by the issue of equity and having no debt facilities. Management monitors capital by reference to forecast cash flow, the level of committed and discretionary expenditure and the Group's working-capital position, and adjusts the pace of discretionary exploration expenditure where required. The related-party financial support, the status of the US initial public offering and the Group's further funding requirements are described in note 1(c). There were no changes in the Group's approach to capital management during the year.

3. Segment information

Management has identified that the Group operates in one operating segment, being mineral exploration and evaluation in Malawi. In determining operating segments the Group has had regard to the information and reports the Managing Director, as chief operating decision maker, uses to make strategic decisions regarding the allocation of resources and the assessment of performance; those reports present the Group's results and financial position on a consolidated basis. The Group operates in two geographical areas, Malawi and Australia, with Australia being where the corporate head office is located. Revenue from external customers was $11,181 (2025: $nil), being laboratory income earned in Malawi (note 4); the Group has not commenced production and earned no other revenue in either year.

Non-current assets by location of the assets are as follows:

Non-current assets by location	June 30, 2026 A$	June 30, 2025 A$	June 30, 2024 A$
Australia	329,637	84,916	128,893
Malawi	26,644,401	19,637,772	11,346,611
Total non-current assets	**26,974,038**	**19,722,688**	**11,475,504**

4. Interest and other income

	June 30, 2026 A$	June 30, 2025 A$	June 30, 2024 A$
Interest income	74,183	125,991	202,811
Laboratory income	11,181	--	--
Total	**85,364**	**125,991**	202,811

Laboratory income comprises one off amounts charged for third-party sample preparation and assay services performed at the Group's Malawian laboratory. Interest income is earned on cash held with Australian and Malawian banks.

5. Expenses

The loss before income tax includes the following expenses by nature:

	June 30, 2026 A$	June 30, 2025 A$	June 30, 2024 A$
Employee benefits expense	1,297,676	915,366	755,300
Share-based payments expense	2,850,673	948,505	389,741
Depreciation and amortisation	131,411	94,983	28,419
Exploration expenditure expensed	151,370	--	--
Compliance and regulatory costs	1,568,832	533,782	435,116
Consulting expenses	306,741	500,844	89,777
Administration expenses	381,981	400,434	313,509
Other expenses	189,049	--	--
Net foreign exchange loss	89,234	95,172	5,558
Total expenses	**6,966,967**	**3,489,086**	2,017,420

Compliance and regulatory costs include $726,388 (2025: $nil) of costs of the proposed NASDAQ listing, which do not qualify for deduction from equity and are expensed as incurred.

6. Income tax

(a) Income tax expense

	June 30, 2026 A$	June 30, 2025 A$	June 30, 2024 A$
Current tax	--	--	--
Deferred tax	--	--	--
Income tax expense	--	--	--

(b) Numerical reconciliation of income tax expense to prima facie tax on the loss

	June 30, 2026 A$	June 30, 2025 A$	June 30, 2024 A$
Loss before income tax	(6,881,603)	(3,363,095)	(1,814,609)
Prima facie tax benefit at the Australian tax rate of 30%	(2,064,481)	(1,008,929)	(544,383)
Tax effect of amounts which are not deductible in calculating taxable income:			
Share-based payments	855,202	284,552	116,922
Other non-deductible items	--	96,429	112,601
Movement in unrecognised temporary differences	59,418	6,275	(23,167)
Tax losses for which no deferred tax asset has been recognised	1,149,861	621,673	338,027
Income tax expense	--	--	--

(c) Unrecognised deferred tax assets and liabilities

The following deferred tax balances have not been recognised, in each case measured at the tax rates expected to apply when the asset is realised or the liability settled:

	June 30, 2026 A$	June 30, 2025 A$
Deferred tax assets (30%)		
Carry-forward Australian revenue tax losses	2,311,138	1,161,277
Section 40-880 capital allowance (blackhole) expenditure	--	73,355
Deductible temporary differences	26,941	31,052
Total deferred tax assets	**2,338,079**	**1,265,684**
Deferred tax liabilities (30%)		
Unrealised foreign exchange gains	--	19,208
Net unrecognised deferred tax assets	**2,338,079**	**1,246,476**
Malawian carry-forward tax losses — tax effect at 30%, not included above	**2,470,000**	**n/q**

The gross Australian revenue tax losses to which the above deferred tax assets relate were $7,703,793 at June 30, 2026 (2025: $3,870,924). Australian carry-forward tax losses do not expire, but their recoupment is subject to the loss recoupment tests.

The Group's Malawian subsidiaries have additional carry-forward tax losses of approximately MWK 9.86 billion (A$8.2 million at the closing rate) at June 30, 2026, the tax effect of which at the Malawian corporate income tax rate of 30% is approximately A$2,470,000; that amount is shown as a memorandum line in the table above and no deferred tax asset has been recognised in respect of it. Under the Taxation Act (Malawi) an assessed loss may generally be carried forward for six years; a loss derived from mining operations may be carried forward without that limitation. Whether the Malawian losses of the Group's exploration subsidiaries qualify for the mining concession, and the periods for which they may be carried forward, are subject to confirmation on lodgement of the Malawian returns. The amounts in this note are management's estimates prepared from the Group's tax computations and are subject to confirmation on lodgement of the Company's income tax return for the year, including the amount and timing of deductions available under section 40-880 of the Income Tax Assessment Act 1997 on the costs of raising equity, which are claimed over five years.

Deferred tax assets have not been recognised because it is not probable that future taxable profits will be available against which they can be utilised. The recoupment of the available Australian tax losses is contingent on: (i) the Group deriving future assessable income of a nature and amount sufficient to enable the benefit of the deductions to be realised; (ii) the Group continuing to comply with the conditions for deductibility imposed by Australian tax legislation; and (iii) there being no changes in tax legislation that adversely affect the Group from realising the benefit.

7. Cash and cash equivalents and cash flow information

(a) Cash and cash equivalents

	June 30, 2026 A$	June 30, 2025 A$
Cash at bank and on hand	1,072,093	687,022
Total cash and cash equivalents	**1,072,093**	**687,022**
Other financial assets — restricted term deposit (non-current)	30,000	--

The term deposit of $30,000 is charged to the Group's Australian banker as security for the corporate credit card facility and may not be withdrawn without the bank's consent while the facility remains in place. It is therefore not a cash equivalent and is presented within non-current other financial assets; its placement is shown as an investing cash outflow in the statement of cash flows.

(b) Reconciliation of the loss for the year to net cash used in operating activities

	June 30, 2026 A$	June 30, 2025 A$
Loss for the year	(6,881,603)	(3,363,095)
Adjustments for non-cash items:		
Depreciation and amortisation	131,411	94,983
Share-based payments expense	2,850,673	948,505
Net foreign exchange losses	89,234	95,172
Changes in operating assets and liabilities:		
Decrease/(increase) in receivables and prepayments	112,907	(90,601)
Increase/(decrease) in trade and other payables	143,008	236,164
Increase in employee benefit obligations	27,487	29,655
Net cash used in operating activities	**(3,526,883)**	**(2,049,217)**

8. Trade and other receivables

	June 30, 2026 A$	June 30, 2025 A$
Goods and services tax and value added tax refunds receivable	12,863	48,479
Other receivables	8,905	29,105
Total	**21,768**	**77,584**

9. Prepayments and deferred offering costs

(a) Prepayments

	June 30, 2026 A$	June 30, 2025 A$
Current		
Other prepayments and deposits	6,994	64,085
Drill-rig prepayment (Mota-Engil) — current portion	263,337	--
Prepaid equity raising costs	236,564	
Total current prepayments	**506,895**	**64,085**
Non-current		
Drill-rig prepayment (Mota-Engil) — non-current portion	369,965	679,832
Total non-current prepayments	**369,965**	**679,832**
Total prepayments	**876,860**	**743,917**

The drill-rig prepayment relates to the cost of a diamond drill rig purchased for use under the drilling contract with the Mota-Engil group. Under that agreement the rig is made exclusively available to Mota-Engil for use solely in connection with the Chilwa drilling contract; Mota-Engil reduces its drilling service invoices by 30% until the full cost of the rig has been recovered by the Group, and ownership of the rig transfers to Mota-Engil on completion of the drilling contract. The arrangement does not convey to the Group the right to control the use of an identified asset and is therefore not a lease; the cost of the rig is carried as a prepayment for future drilling services and will be reduced over the life of the drilling contract with Mota-Engil as cost is recovered.

At June 30, 2026, prepaid equity raising costs comprise incremental costs of $236,564 directly attributable to the issue of new ordinary shares (in the form of American Depositary Shares) under the proposed NASDAQ initial public offering, comprising legal, underwriting and other directly attributable offer costs. The offering had not completed at June 30, 2026 and no securities had been issued under it; the costs have therefore been deferred and recognised as an asset and will be deducted from contributed equity when the offering completes (note 16). Were the offering not to proceed, the costs would be recognised in profit or loss at that time. The balance is classified as current because the offering is expected to complete within twelve months of the reporting date. The status of the offering at the date of authorisation is described in note 25.

10. Property, plant and equipment

	Plant and equipment A$	Computer equipment A$	Total A$
At June 30, 2026			
Cost	645,936	80,391	726,327
Accumulated depreciation	(199,942)	(37,126)	(237,068)
Net carrying amount	**445,994**	**43,265**	**489,259**
Year ended June 30, 2026			
Opening net carrying amount	351,751	24,716	376,467
Additions	206,323	36,824	243,147
Depreciation charge	(103,919)	(17,819)	(121,738)
Exchange differences on translation of foreign operations	(8,161)	(456)	(8,617)
Closing net carrying amount	**445,994**	**43,265**	**489,259**
At June 30, 2025			
Cost	449,585	44,234	493,819
Accumulated depreciation	(97,834)	(19,518)	(117,352)
Net carrying amount	**351,751**	**24,716**	**376,467**
Year ended June 30, 2025			
Opening net carrying amount	59,490	7,866	67,356
Additions	369,055	28,740	397,795
Depreciation charge	(76,644)	(11,890)	(88,534)
Exchange differences on translation of foreign operations	(150)	--	(150)
Closing net carrying amount	**351,751**	**24,716**	**376,467**

No impairment indicators were identified in 2026 or 2025, and no items of property, plant and equipment are pledged as security.

11. Right-of-use assets

	June 30, 2026 A$	June 30, 2025 A$
Cost	77,384	77,384
Accumulated amortisation	(19,346)	(9,673)
Net carrying amount	**58,038**	**67,711**
Movement		
Opening net carrying amount	67,711	74,160
Amortisation charge for the year	(7,738)	(6,449)
Correction of the amortisation period applied in prior years	(1,935)	--
Closing net carrying amount	**58,038**	**67,711**

12. Exploration and evaluation assets

	June 30, 2026 A$	June 30, 2025 A$
Balance at the beginning of the year	**18,598,678**	**11,333,988**
Exploration and evaluation expenditure capitalised	7,428,098	7,264,690
Balance at the end of the year	**26,026,776**	**18,598,678**

The carrying value of the Group's projects was reviewed, and no impairment indicators were identified during the 2026 and 2025 financial years in relation to the Group's tenements. The Group continues to plan future exploration spend relating to drilling, assays and scoping studies at the Chilwa Project. The Group maintains all exploration licenses as current.

13. Trade and other payables

	June 30, 2026 A$	June 30, 2025 A$
Trade payables	394,282	480,847
Accrued expenses	2,048,042	2,236,962
Total	**2,442,324**	**2,717,809**

Trade and other payables are unsecured, non-interest-bearing and normally settled within 30 to 60 days; their carrying amount approximates fair value.

14. Lease liabilities

	June 30, 2026 A$	June 30, 2025 A$
Current	65,652	65,652
Total	**65,652**	**65,652**
Movement in the lease liability		
Balance at the beginning of the year	65,652	71,052
Interest accretion	--	1,800
Lease payments falling due and transferred to trade and other payables	--	(7,200)
Balance at the end of the year	**65,652**	**65,652**

No amount was invoiced by the lessor in 2026 and no amount was transferred from lease liabilities to trade and other payables during the year, so that the whole of the outstanding obligation continues to be presented within lease liabilities.

15. Employee benefit obligations

	June 30, 2026 A$	June 30, 2025 A$
Annual leave (current)	69,654	56,291
Long service leave (non-current)	14,124	--
Total	**83,778**	**56,291**

16. Contributed equity

(a) Share capital

	June 30, 2026 Number	June 30, 2026 A$	June 30, 2025 Number	June 30, 2025 A$
Ordinary shares, fully paid	98,006,092	33,547,250	75,765,468	18,986,249

(b) Movements in ordinary share capital

	Date	Issue price A$	Number of shares	A$
Balance at July 1, 2025			**75,765,468**	**18,986,249**
Conversion of Class A performance rights	Jul 30 & Nov 7, 2025	--	10,000,000	2,000,000
Placement — tranches at $1.05 (August 2025 raising)	Aug–Oct 2025	1.05	3,930,637	4,127,168
Placement — tranches 1a and 1b at $1.20 (October 2025 raising)	Oct–Nov 2025	1.20	4,979,333	5,975,200
Placement — tranche 2 at $1.20 (approved at the general meeting of January 7, 2026)	Jan 19, 2026	1.20	1,708,527	2,050,231
Options exercised at $0.25, $0.30 and $0.40	Aug 2025 – May 2026	0.25–0.40	1,622,127	486,840
Transfer from the share-based payments reserve on exercise of options		--	--	170,850
Share issue transaction costs		--	--	(249,288)
Balance at June 30, 2026			**98,006,092**	**33,547,250**
Balance at July 1, 2024			**67,200,001**	**11,863,857**
Options exercised at $0.25, $0.30 and $0.40	Jul 29, 2024	0.25–0.40	500,000	158,334
Transfer from the share-based payments reserve on exercise of options		--	--	51,517
Placement — tranche 1 at $0.86	Oct 22, 2024	0.86	5,426,616	4,666,878
Placement — tranche 2 at $0.86	Jan 7, 2025	0.86	2,638,851	2,269,399
Share issue transaction costs		--	--	(23,736)
Balance at June 30, 2025			**75,765,468**	**18,986,249**

Amounts recorded differ marginally from the number of shares multiplied by the issue price because of rounding on individual applications. Of the $486,840 consideration received on the exercise of options during the year ended June 30, 2026, $31,424 had been received before July 1, 2025 and was carried forward as application monies; the balance of $455,416 was received during the year and is presented within financing activities in the statement of cash flows.

(c) Share issue transaction costs

Transaction costs of $249,288 (2025: $23,736) directly attributable to the completed equity issues have been deducted from contributed equity (note 1(n)).

(d) Rights attaching to ordinary shares

Ordinary shares entitle the holder to participate in dividends and in the proceeds on winding up of the Company in proportion to the number of, and amounts paid on, the shares held. On a show of hands every holder present in person or by proxy has one vote, and on a poll every holder has one vote for each fully paid ordinary share held. Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Shares on issue at June 30, 2026 comprised 84,756,092 quoted ordinary shares and 13,250,000 ordinary shares subject to voluntary escrow, which were released from escrow on July 5, 2026 (note 25). Escrowed shares rank equally with quoted ordinary shares in all respects other than transferability during the escrow period.

17. Reserves

	June 30, 2026 A$	June 30, 2025 A$
Share-based payments reserve	6,120,982	5,441,159
Foreign currency translation reserve	(161,399)	(73,591)
Total reserves	**5,959,583**	**5,367,568**

The share-based payments reserve records the grant-date fair value of options and performance rights issued by the Company, recognised over the vesting period; amounts are transferred to contributed equity when the instruments are exercised or converted. The foreign currency translation reserve records exchange differences arising on the translation of the Malawian operations into the presentation currency and on monetary items that form part of the Group’s net investment in those operations; the balance is reclassified to profit or loss on disposal of the net investment.

Movements in each reserve during the year are presented in the consolidated statement of changes in equity.

18. Share-based payments

The Group operates equity-settled share-based payment arrangements comprising unlisted options and performance rights issued to directors, employees and eligible contractors. Awards for employee and director services are measured at grant-date fair value and recognised over the vesting period as an expense, or as part of the cost of an asset where the recognition criteria are met, with a corresponding increase in the share-based payments reserve (note 17). Instruments issued as acquisition consideration are included in the cost of the assets acquired (note 12); instruments issued for equity transaction services are accounted for as equity transaction costs. The share-based payments expense recognised in profit or loss for the year was $2,850,673 (2025: $948,505; 2024: $389,741).

(a) Options

	June 30, 2026	June 30, 2025
Opening options — number	2,500,000	3,000,000
Options exercised — number	(1,622,127)	(500,000)
Closing options outstanding and exercisable — number	877,873	2,500,000
Opening weighted average exercise price — A$	0.3167	0.3167
Exercised options weighted average exercise price — A$	0.3001	0.3167
Closing weighted average exercise price — A$	0.3472	0.3167

The options outstanding at June 30, 2026 comprise 83,225 options exercisable at $0.25, 338,387 at $0.30 and 456,261 at $0.40, all expiring June 30, 2027 (2025: 833,333, 833,333 and 833,334 respectively). The weighted average remaining contractual life of the options at June 30, 2026 was 1.0 year (2025: 2.0 years). On exercise during the year, $170,850 was transferred from the share-based payments reserve to contributed equity. The options (granted April 5, 2023, valued at July 1, 2023) were measured at grant date under the Black-Scholes model — spot price $0.20, exercise prices $0.25, $0.30 and $0.40, volatility 80%, risk-free rate 3.97%, expected life 4.0 years and nil dividends — giving fair values of $0.1125, $0.1046 and $0.0920 per option, which were recognised as capital-raising costs in the year ended June 30, 2024. No options were granted, forfeited or expired in 2026 or 2025.

(b) Performance rights (exercise price $nil)

	June 30, 2026 Number	June 30, 2025 Number
Outstanding at July 1	28,750,000	25,000,000
Granted — Class F (approved November 27, 2025; issued January 20, 2026)	7,000,000	--
Granted — Class E (approved November 7, 2024)	--	3,750,000
Converted to ordinary shares — Class A	(10,000,000)	--
Forfeited — Class E	(500,000)	--
Outstanding at June 30	**25,250,000**	**28,750,000**

Performance rights on issue by class, and the terms and conditions of each class, are set out below. All vesting conditions are non-market performance conditions; accordingly no option-pricing or Monte-Carlo adjustment is required and each grant is measured at the Company's share price at its grant date. For performance rights issued in exchange for services, grant-date fair value is recognised over the vesting period based on the number of instruments assessed as probable of vesting. The recognition of acquisition consideration is described in note 12.

Class	Grant date / fair value per right	Vesting condition and expiry	Number June 30, 2026	Number June 30, 2025	Expense June 30, 2026 A$
A	Apr 5, 2023 / $0.20	Announcement of a JORC-compliant Indicated Resource of 3Mt THM; hurdle achieved July 10, 2025	--	10,000,000	--
B	Apr 5, 2023 / $0.20	Announcement of a pre-feasibility study recommending proceeding; expiry June 30, 2027	5,000,000	5,000,000	58,947
C	Apr 5, 2023 / $0.20	Announcement of the completion of a feasibility study recommending proceeding; expiry June 30, 2027	5,000,000	5,000,000	58,947
D	Apr 5, 2023 / $0.20	Announcement of a decision to mine; expiry June 30, 2028	5,000,000	5,000,000	47,675
E	Nov 7, 2024 / $0.83	Approval and issue of a mining licence for the Chilwa Critical Minerals Project; expiry November 30, 2028	3,250,000	3,750,000	577,683
F	Nov 27, 2025 / $0.935	Announcement of a JORC (2012) TREO Mineral Resource by November 30, 2027 — 3,500,000 rights on an Indicated Resource of at least 35Mt at 1% TREO and 3,500,000 rights at 60Mt at 2% TREO; rights expire November 30, 2030	7,000,000	--	2,107,421
Total			**25,250,000**	**28,750,000**	**2,850,673**

Class A: the resource hurdle was achieved on July 10, 2025. The grant-date fair value of $2,000,000 had been fully recognised by June 30, 2025, so the conversion of the 10,000,000 Class A rights during the year (on July 30, 2025 and November 7, 2025) is recorded solely as a transfer of $2,000,000 from the share-based payments reserve to contributed equity. Class E: Mr D Wilkins ceased to be a director on October 20, 2025 and all 500,000 of his Class E rights — being the whole of his grant and 13.3% of the Class E rights then on issue — lapsed on April 24, 2026. This is a forfeiture — a revision of the number of instruments expected to vest — not a cancellation, so no acceleration of expense arises; the cumulative expense of $123,075 previously recognised on those rights was reversed through profit or loss during the year, and the Class E expense shown above is net of that reversal. Class F: the 7,000,000 Class F rights (ASX code CHWAI) were approved by shareholders on November 27, 2025 and issued on January 20, 2026 at a fair value of $0.935 per right, being the closing price of the Company's shares on the date of shareholder approval. The 18,750,000 performance rights issued to Luso Global Mining B.V. as part consideration for the acquisition of the Chilwa Critical Minerals Project were capitalised to exploration and evaluation assets on acquisition and carry no expense in either year; the Class B, C and D expense shown above arises on the rights held by the Managing Director and by three other participants who are not key management personnel. Of the total expense for the year, $2,802,779 relates to key management personnel (note 22) and $47,894 to three other participants, none of whom is a member of the key management personnel. The options were exercised on ten dates between August 2025 and May 2026; the weighted average share price at those dates was $1.03 (2025: $0.57, all 500,000 options having been exercised on July 29, 2024).

The vesting periods over which the grant-date fair values are recognised are: Class A, April 5, 2023 to June 30, 2025; Classes B and C, April 5, 2023 to June 30, 2027; Class D, April 5, 2023 to June 30, 2028; Class E, October 9, 2024 (the date of the notice of the meeting at which the grant was approved) to November 30, 2028; and Class F, October 28, 2025 (the corresponding date for that grant) to November 30, 2027, being the date by which the Class F performance hurdle must be achieved. Rights that vest remain exercisable to the expiry dates set out in the table above.

The Group has assessed each non-market vesting condition as probable of being satisfied and has accordingly recognised the expense on 100% of the instruments on issue. That assessment is made by the Board at each reporting date by reference to the Group's exploration results and its study and permitting programme; at June 30, 2026 a scoping study was in progress and the pre-feasibility study on which the Class B rights vest had not been commissioned. If a class ceased to be assessed as probable of vesting, the cumulative expense recognised on that class would be reversed in the period of the reassessment.

19. Commitments

In order to maintain rights of tenure to its Malawian exploration licences, the Group is required to meet the minimum expenditure and annual ground rent prescribed under those licences and the Mines and Minerals (Fees) Regulations 2021. The 2026 and 2025 amounts are not provided for in the financial statements and are contingent on the Group electing to retain each licence:

	June 30, 2026 A$	June 30, 2025 A$
Within one year	227,874	189,848
Later than one year but not later than five years	684,644	--
Later than five years	--	--
Total	**912,518**	**189,848**

20. Contingent liabilities and contingent assets

There were no material contingent liabilities or contingent assets of the Group at June 30, 2026 (2025: none).

21. Related party transactions

(a) Parent entity and subsidiaries

Chilwa Minerals Limited is the ultimate parent entity of the Group. Interests in subsidiaries are set out in note 24. Transactions and balances between the Company and its subsidiaries, comprising the funding of the Malawian operations, are eliminated on consolidation.

(b) Key management personnel

Compensation of key management personnel is disclosed in note 22.

During the year the Company paid or accrued $142,410 (2025: $nil) to CFO Centre (WA) Pty Ltd for the provision of Mr M Laybourn's services as Chief Financial Officer; $nil was outstanding at June 30, 2026. In the year ended June 30, 2025 the Company paid $40,000 to DWCorporate Pty Ltd, an entity of which the then director Mr D Wilkins is principal, for the provision of his services as a director and $429,373 for company secretarial, accounting and bookkeeping services charged at hourly rates; $27,810 was outstanding at June 30, 2025. Amounts paid to DWCorporate Pty Ltd during the year ended June 30, 2026 were $12,222 for director services to October 20, 2025, when Mr Wilkins ceased to be a director, and $148,220 for company secretarial, accounting and bookkeeping services provided until that engagement ended in April 2026; $nil was outstanding at June 30, 2026. The unsecured, interest-free loan of $43,304 from DWCorporate Pty Ltd outstanding at July 1, 2024 was repaid in full during the year ended June 30, 2025.

(c) Mota-Engil group

The Mota-Engil group is a related party of the Company: Mr A Shaw and Mr M Mota are associated with that group, and Luso Global Mining B.V., a Mota-Engil group entity, held 31.18% of the Company's issued capital at June 30, 2026.

During the year the Group incurred $4,515,788 (2025: $2,888,004; 2024: $2,405,321) for technical, drilling and related site services provided by the Mota-Engil group under the Services Deed dated on or about April 5, 2023 (as varied on January 25, 2024), the diamond drilling contract dated January 15, 2025 and the sonic drilling contract. The 2026 amount is stated net of credits of $82,204 issued by the Mota-Engil group during the year under the drill-rig recovery mechanism on metres invoiced.

Amounts payable to the Mota-Engil group at June 30, 2026 were $967,429 (2025: $1,859,338). The 2026 amount comprises the accrual for services performed and not invoiced at that date (note 13).

The Group leases a storage facility in Malawi from Mota-Engil Engenharia e Construção África, S.A. under a ten-year lease commencing January 1, 2024 at an annual rental of $7,200; the right-of-use asset and lease liability are disclosed in notes 11 and 14. No amount had been invoiced by the lessor, or paid by the Group, under that lease at June 30, 2026.

Mota Gestão e Participações SGPS SA, a Mota-Engil group entity, subscribed for 1,500,000 ordinary shares for $1,800,000 in the January 2026 placement on the same terms as other participants, approved by shareholders at the general meeting held on January 7, 2026.

After the reporting period, a letter of financial support for up to A$1,500,000 was provided by Luso Global Mining B.V. on September 30, 2026. This was cancelled after the successful completion of the IPO in October 2026, with no amount drawn (notes 1(c) and 25).

(d) Director-related subscriptions

During the year the following directors, or their associates, subscribed for ordinary shares on the same terms as other participants in the Group's placements: Mr J Martins $230,232 and Mr C Buss $20,000 under the January 2026 placement approved at the general meeting held on January 7, 2026; and Mr A Shaw $20,000 and Mr C Buss $30,000 under the October 2025 placement. No amounts were outstanding at June 30, 2026 in respect of these subscriptions.

Outstanding balances are unsecured, interest free and settled in cash or by offset in the ordinary course.

22. Key management personnel compensation

	June 30, 2026 A$	June 30, 2025 A$	June 30, 2024 A$
Short-term employee benefits	725,996	650,000	738,138
Post-employment benefits	54,022	40,250	40,988
Share-based payments	2,802,779	827,625	379,482
Total	**3,582,797**	**1,517,875**	1,158,608

23. Loss per share

	June 30, 2026	June 30, 2025	June 30, 2024
Loss attributable to ordinary shareholders of the Company (A$)	(6,881,603)	(3,363,095)	(1,814,609)
Weighted average number of ordinary shares (basic and diluted)	91,682,591	72,591,494	67,038,799
Basic and diluted loss per share (cents)	**(7.51)**	**(4.63)**	(2.71)

As the Group incurred a loss in each of the three years presented, these potential ordinary shares are anti-dilutive and diluted loss per share equals basic loss per share. The options and performance rights on issue could potentially dilute basic earnings per share in the future.

24. Interests in subsidiaries

Entity	Principal place of business	Ownership June 30, 2026	Ownership June 30, 2025	Ownership June 30, 2024
Chilwa Minerals Africa Limited	Malawi	100%	100%	100%
Mota-Engil Investments (Malawi) Limited	Malawi	100%	100%	100%
Phalombe Minerals Limited	Malawi	100%	n/a	n/a

Phalombe Minerals Limited was incorporated on July 8, 2025 and holds exploration licence EL0835/25.

25. Events after the reporting period

On July 5, 2026, 13,250,000 ordinary shares held by Luso Global Mining B.V. were released from voluntary escrow.

On July 9, 2026, the Company publicly filed a registration statement on Form F-1 with the US Securities and Exchange Commission (SEC) for an initial public offering (IPO) in the United States and a listing on the Nasdaq Capital Market. The SEC declared the registration statement effective on September 29, 2026 (US time), and the Company's American Depositary Shares (ADSs), each representing 10 ordinary shares, began trading on the Nasdaq Capital Market on October 1, 2026.

On October 2, 2026, the Company completed the IPO of 625,000 ADSs and accompanying warrants to purchase 625,000 ADSs, at a combined public offering price of US$5.60 per ADS and warrant, for gross proceeds of US$3,500,000. At closing, the underwriter, Maxim Group LLC, partially exercised its over-allotment option to purchase 92,000 additional warrants for US$920. On October 5, 2026 the Company received US$3,143,118, being gross proceeds of US$3,500,920 less the underwriting discount of US$257,802 and the US$100,000 balance of the underwriter's expenses of US$125,000 (US$25,000 of which was advanced in November 2025). In connection with the IPO, the Company issued 6,250,000 ordinary shares represented by the ADSs, warrants to purchase 717,000 ADSs (625,000 issued with the ADSs and 92,000 purchased by the underwriter) at US$5.60 per ADS exercisable until October 2, 2031, and a representative's warrant to Maxim Partners LLC, an affiliate of the underwriter, to purchase 31,250 ADSs at US$7.00 per ADS exercisable until September 30, 2031.

On September 30, 2026, Luso Global Mining B.V. (Luso), a substantial shareholder, a wholly owned subsidiary of Mota-Engil, SGPS, S.A. and a related party of the Group, provided a letter of financial support under which it agreed to provide up to A$1,500,000, if required, for twelve months or until completion of the IPO, whichever occurred first. The support ended on completion of the IPO in October 2026, and no amount was drawn.

On October 12, 2026, the Company issued 98,250 ordinary shares on the exercise of 48,251 options at A$0.25 and 49,999 options at A$0.40, for A$32,062.

On October 14, 2026, the Company entered into a premium funding arrangement with IQumulate Premium Funding Pty Ltd for the US$471,696 premium on its directors' and officers' insurance, payable by instalments to April 2027.

On October 16, 2026 (New York time), the underwriter purchased a further 56,834 ADSs, representing 568,340 ordinary shares, at US$5.59 per ADS under its over-allotment option, for gross proceeds of US$317,702 (US$292,286 after the underwriting discount), and the Company issued to Maxim Partners LLC a further representative's warrant to purchase 2,841 ADSs on the same terms. The Company is seeking shareholder ratification of the issue of the representative's warrants at its annual general meeting on November 25, 2026. The underwriter may purchase up to 35,166 further ADSs under the over-allotment option until November 14, 2026.

Other than the matters set out above, no matter or circumstance has arisen since June 30, 2026 that has significantly affected, or may significantly affect, the Group's operations, the results of those operations or the Group's state of affairs in future financial years.

These consolidated financial statements were authorised for issue by the directors on October 26, 2026.

Item 19. Exhibits

The following exhibits are filed as part of this Annual Report on Form 20-F:

EXHIBIT INDEX

Exhibit	Description
1.1	Constitution of Chilwa Minerals Limited (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form F-1 filed with the SEC on July 9, 2026)
2.1	Form of Deposit Agreement between Chilwa Minerals Limited and The Bank of New York Mellon as Depositary (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form F-1 filed with the SEC on July 23, 2026)
2.2	Form of American Depositary Receipt (included in Exhibit 2.1)
2.3	Description of American Depositary Shares
2.4	Form of Representative's Warrant (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form F-1 filed with the SEC on September 4, 2026)
2.5	Form of Global Warrant to Purchase ADSs (included in Exhibit 2.6)
2.6	Form of ADS Warrant Agent Agreement between Chilwa Minerals Limited and Computershare Inc., as warrant agent (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form F-1 filed with the SEC on September 4, 2026)
4.1	Executive Services Agreement between Chilwa Minerals Limited and Cadell Buss, dated July 1, 2023 (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form F-1 filed with the SEC on July 9, 2026)
4.2	Engagement Letter between Chilwa Minerals Limited and Mark Laybourn, dated February 17, 2026 (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form F-1 filed with the SEC on July 9, 2026)
4.3	Form of Underwriting Agreement between Chilwa Minerals Limited and Maxim Group LLC (incorporated by reference to Exhibit 1.1 to the Company's Registration Statement on Form F-1 filed with the SEC on August 20, 2026)
8.1	List of subsidiaries of Registrant (incorporated by reference to Exhibit 21.1 to the Company's Registration Statement on Form F-1 filed with the SEC on July 9, 2026)
11.1	Securities Trading Policy
12.1	Certification of the Chief Executive Officer pursuant to rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification of the Chief Financial Officer pursuant to rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
13.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
15.1	Consent of BDO Audit Pty Ltd
97.1	Policy on Recovery of Erroneously Awarded Incentive Compensation
101	Inline XBRL Document Set for the consolidated financial statements and accompanying notes included in this annual report on Form 20-F
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

The registrant hereby certifies that it meets all the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Chilwa Minerals Limited

By: /s/ Cadell Buss
Name: Cadell Buss
Title: Chief Executive Officer

Date: October 26, 2026

DESCRIPTION OF AMERICAN DEPOSITARY SHARES

The Bank of New York Mellon, as depositary, will register and deliver American Depositary Shares, also referred to as ADSs. Each ADS will represent 10 shares (or a right to receive 10 shares) deposited with The HSBC Bank Australia Limited, as custodian for the depositary. Each ADS will also represent any other securities, cash or other property that may be held by the depositary. The deposited shares together with any other securities, cash or other property held by the depositary are referred to as the deposited securities. The depositary's office at which the ADSs will be administered and its principal executive office are located at 240 Greenwich Street, New York, New York 10286.

You may hold ADSs either (A) directly (i) by having an American Depositary Receipt, also referred to as an ADR, which is a certificate evidencing a specific number of ADSs, registered in your name, or (ii) by having uncertificated ADSs registered in your name, or (B) indirectly by holding a security entitlement in ADSs through your broker or other financial institution that is a direct or indirect participant in The Depository Trust Company, also called DTC. If you hold ADSs directly, you are a registered ADS holder, also referred to as an ADS holder. This description assumes you are an ADS holder. If you hold the ADSs indirectly, you must rely on the procedures of your broker or other financial institution to assert the rights of ADS holders described in this section. You should consult with your broker or financial institution to find out what those procedures are.

Registered holders of uncertificated ADSs will receive statements from the depositary confirming their holdings.

As an ADS holder, we will not treat you as one of our shareholders and you will not have shareholder rights. Australian law governs shareholder rights. The depositary will be the holder of the shares underlying your ADSs. As a registered holder of ADSs, you will have ADS holder rights. A deposit agreement among us, the depositary, ADS holders and all other persons indirectly or beneficially holding ADSs sets out ADS holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the ADSs.

The following is a summary of the material provisions of the deposit agreement. For more complete information, you should read the entire deposit agreement and the form of ADR. You may obtain these documents from the Company and the SEC's Electronic Data Gathering, Analysis and Retrieval system, which may be accessed through the SEC's website at www.sec.gov.

Dividends and Other Distributions

How will you receive dividends and other distributions on the shares?

The depositary has agreed to pay or distribute to ADS holders the cash dividends or other distributions it or the custodian receives on shares or other deposited securities, upon payment or deduction of its fees and expenses. You will receive these distributions in proportion to the number of shares your ADSs represent.

- ***Cash.*** The depositary will convert any cash dividend or other cash distribution we pay on the shares into U.S. dollars, if it can do so on a reasonable basis and can transfer the U.S. dollars to the United States. If that is not possible or if any government approval is needed and cannot be obtained, the deposit agreement allows the depositary to distribute the foreign currency only to those ADS holders to whom it is possible to do so. It will hold the foreign currency it cannot convert for the account of the ADS holders who have not been paid. It will not invest the foreign currency and it will not be liable for any interest.

Before making a distribution, any withholding taxes, or other governmental charges that must be paid will be deducted. See "Item 10. Additional Information—E. Taxation." The depositary will distribute only whole U.S. dollars and cents and will round fractional cents to the nearest whole cent. *If the exchange rates fluctuate during a time when the depositary cannot convert the foreign currency, you may lose some of the value of the distribution.*

- ***Shares.*** The depositary may distribute additional ADSs representing any shares we distribute as a dividend or free distribution. The depositary will only distribute whole ADSs. It will sell shares which would require it to deliver a fraction of an ADS (or ADSs representing those shares) and distribute the net proceeds in the same way as it does with cash. If the depositary does not distribute additional ADSs, the outstanding ADSs will also represent the new shares. The depositary may sell a portion of the distributed shares (or ADSs representing those shares) sufficient to pay its fees and expenses in connection with that distribution.

- ***Rights to purchase additional shares.*** If we offer holders of our securities any rights to subscribe for additional shares or any other rights, the depositary may (i) exercise those rights on behalf of all or certain ADS holders, (ii) distribute those rights to certain ADS holders or (iii) sell those rights and distribute the net proceeds to ADS holders entitled to those proceeds, in each case after deduction or upon payment of its fees and expenses. To the extent the depositary does not do any of those things, it will allow the rights to lapse. *In that case, you will receive no value for them.* The depositary will exercise or distribute rights only if we ask it to and provide satisfactory assurances to the depositary that it is legal to do so. If the depositary will exercise rights, it will purchase the securities to which the rights relate and distribute those securities or, in the case of shares, new ADSs representing the new shares, to subscribing ADS holders, but only if ADS holders have paid the exercise price to the depositary. U.S. securities laws may restrict the ability of the depositary to distribute rights or ADSs or other securities issued on exercise of rights to all or certain ADS holders, and the securities distributed may be subject to restrictions on transfer.

  Other Distributions. The depositary will send to ADS holders anything else we distribute on deposited securities by any means it thinks is legal, fair and practical. If it cannot make the distribution in that way, the depositary has a choice. It may decide to sell what we distributed and distribute the net proceeds, in the same way as it does with cash. Alternatively, it could decide to withhold distribution of securities if it has not received reasonably satisfactory assurances from us that the distribution does not require registration under the Securities Act. The depositary may sell a portion of the distributed securities or property sufficient to pay its fees and expenses in connection with that distribution.

  If a distribution would represent a return of all or substantially all the value of the deposited securities underlying ADSs, the depositary may: (i) require payment of or deduct the fee for surrender of ADSs (whether or not it is also requiring surrender of ADSs) as a condition of making that distribution; or (ii) sell all deposited securities other than the subject distribution and add any net cash proceeds of that sale to the distribution, call for surrender of all those ADSs and require that surrender as a condition of making that distribution. U.S. securities laws may restrict the ability of the depositary to distribute securities to all or certain ADS holders, and the securities distributed may be subject to restrictions on transfer.

The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders. We have no obligation to register ADSs, shares, rights or other securities under the Securities Act. We also have no obligation to take any other action to permit the distribution of ADSs, shares, rights or anything else to ADS holders. *This means that you may not receive the distributions we make on our shares or any value for them if it is illegal or impractical for us to make them available to you*.

Deposit, Withdrawal and Cancellation

How are ADSs issued?

The depositary will deliver ADSs if you or your broker deposits shares or evidence of rights to receive shares with the custodian. Upon payment of its fees and expenses and of any taxes or charges, such as taxes and other governmental charges or stock transfer taxes or fees, the depositary will register the appropriate number of ADSs in the names you request and will deliver the ADSs to or upon the order of the person or persons that made the deposit.

How can ADS holders withdraw the deposited securities?

You may surrender your ADSs to the depositary for the purpose of withdrawal. Upon payment of its fees and expenses and of any taxes or charges, such as taxes and other governmental charges or stock transfer taxes or fees, the depositary will direct the custodian to deliver the shares and any other deposited securities underlying the ADSs to the ADS holder or a person the ADS holder designates at the office of the custodian. The depositary may charge the surrendering owner a fee and its expenses for giving that direction by cable (including SWIFT) or facsimile transmission. Or, at your request, risk and expense, the depositary will deliver the deposited securities at its office or another address specified in the order received, if feasible. However, the depositary is not required to accept surrender of ADSs to the extent it would require delivery of a fraction of a deposited share or other security. The depositary may charge you a fee and its expenses for instructing the custodian regarding delivery of deposited securities.

When can ADSs be cancelled by the depositary?

The depositary may cancel ADSs if there are no underlying deposited securities, or those deposited securities have become apparently worthless or to the extent there are insufficient underlying deposited securities because of an increase in the number of shares represented by one ADS.

How do ADS holders interchange between certificated ADSs and uncertificated ADSs?

You may surrender your ADR to the depositary for the purpose of exchanging your certificated ADSs for uncertificated ADSs. The depositary will cancel the receipt evidencing those certificated ADSs and will send to the ADS holder a statement confirming that the ADS holder is the registered holder of uncertificated ADSs. Upon receipt by the depositary of a proper instruction from a registered holder of uncertificated ADSs requesting the exchange of uncertificated ADSs for certificated ADSs, the depositary will cancel those uncertificated ADSs and register and deliver to the ADS holder a receipt evidencing the same number of certificated ADSs.

Voting Rights

How do you vote?

ADS holders may instruct the depositary how to vote the number of deposited shares their ADSs represent. If we request the depositary in writing to solicit your voting instructions (and we are not required to do so), the depositary will notify you of a shareholders' meeting and send or make voting materials available to you. Those materials will describe the matters to be voted on and explain how ADS holders may instruct the depositary how to vote. For instructions to be valid, they must reach the depositary in a manner and by a date set by the depositary. The depositary will try, as far as practical, subject to the laws of Australia and the provisions of our constitution, to vote or to have its agents vote the shares or other deposited securities as instructed by ADS holders. *Except by instructing the depositary as described above, you won't be able to exercise voting rights unless you surrender your ADSs and withdraw the shares. However, you may not know about the meeting enough in advance to withdraw the shares.* In any event, the depositary will not exercise any discretion in voting deposited securities and it will only vote or attempt to vote as instructed.

We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote the shares represented by your ADSs. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions. *This means that you may not be able to exercise voting rights and there may be nothing you can do if the shares represented by your ADSs are not voted as you requested.*

In order to give you a reasonable opportunity to instruct the depositary as to the exercise of voting rights relating to Deposited Securities, if we request the depositary to act, we agree to give the depositary notice of any such meeting and details concerning the matters to be voted upon at least 35 days in advance of the meeting date.

Fees and Expenses

Holders or persons depositing or withdrawing ordinary shares, surrendering ADSs, or to who or from whom ADSs are delivered or cancelled must pay:	**For:**
US$10.00 (or less) per 100 ADSs (or portion of 100 ADSs)	Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property or in relation to a change in the number of shares represented by ADSs Surrender of ADSs for the purpose of withdrawal or cancellation of ADSs, including if the deposit agreement terminates or in relation to a change in the number of shares represented by ADSs
US$0.10 (or less) per ADS (or portion thereof)	Any cash distribution to ADS holders
A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs	Distribution of securities distributed to holders of deposited securities (including rights) that are distributed by the depositary to ADS holders
Fees assessed from time to time, but not exceeding US$0.10 per ADS during any calendar year	Depositary services
Registration or transfer fees	Transfer and registration of shares on our share register to or from the name of the depositary or its agent when you deposit or withdraw shares
Expenses of the depositary	Cable (including SWIFT) and facsimile transmissions (when expressly provided in the deposit agreement) Converting foreign currency to U.S. dollars
Taxes and other governmental charges the depositary or the custodian has to pay on any ADSs or shares underlying ADSs, such as stock transfer taxes, stamp duty or withholding taxes	As necessary
Any charges incurred by the depositary or its agents for servicing the deposited securities	As necessary

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect fees for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. While aggregate fees for depositary services will not exceed US$0.10 per ADS in a calendar year, an investor may be charged more than one such fee in a consecutive 12-month period. The depositary may collect any of its fees by deduction from any cash distribution payable (or by selling a portion of securities or other property distributable) to ADS holders that are obligated to pay those fees. The depositary may generally refuse to provide fee attracting services until its fees for those services are paid. The depositary may own and deal in any class of our securities and our affiliates and in ADSs.

From time to time, the depositary may make payments to us to reimburse us for costs and expenses generally arising out of establishment and maintenance of the ADS program, waive fees and expenses for services provided to us by the depositary or share revenue from the fees collected from ADS holders. In performing its duties under the deposit agreement, the depositary may use brokers, dealers, foreign currency dealers or other service providers that are owned by or affiliated with the depositary and that may earn or share fees, spreads or commissions.

The depositary may convert currency itself or through any of its affiliates, or the custodian or we may convert currency and pay U.S. dollars to the depositary. Where the depositary converts currency itself or through any of its affiliates, the depositary acts as principal for its own account and not as agent, advisor, broker or fiduciary on behalf of any other person and earns revenue, including, without limitation, transaction spreads, that it will retain for its own account. The revenue is based on, among other things, the difference between the exchange rate assigned to the currency conversion made under the deposit agreement and the rate that the depositary or its affiliate receives when buying or selling foreign currency for its own account. The depositary makes no representation that the exchange rate used or obtained by it or its affiliate in any currency conversion under the deposit agreement will be the most favorable rate that could be obtained at the time or that the method by which that rate will be determined will be the most favorable to ADS holders, subject to the depositary's obligation to act without negligence or bad faith. The methodology used to determine exchange rates used in currency conversions made by the depositary is available upon request. Where the custodian converts currency, the custodian has no obligation to obtain the most favorable rate that could be obtained at the time or to ensure that the method by which that rate will be determined will be the most favorable to ADS holders, and the depositary makes no representation that the rate is the most favorable rate and will not be liable for any direct or indirect losses associated with the rate. In certain instances, the depositary may receive dividends or other distributions from us in U.S. dollars that represent the proceeds of a conversion of foreign currency or translation from foreign currency at a rate that was obtained or determined by us and, in such cases, the depositary will not engage in, or be responsible for, any foreign currency transactions and neither it nor we make any representation that the rate obtained or determined by us is the most favorable rate and neither it nor we will be liable for any direct or indirect losses associated with the rate.

Payment of Taxes

You will be responsible for any taxes or other governmental charges payable on your ADSs or on the deposited securities represented by any of your ADSs. The depositary may refuse to register any transfer of your ADSs or allow you to withdraw the deposited securities represented by your ADSs until those taxes or other charges are paid. It may apply payments owed to you or sell deposited securities represented by your ADSs to pay any taxes owed and you will remain liable for any deficiency. If the depositary sells deposited securities, it will, if appropriate, reduce the number of ADSs to reflect the sale and pay to ADS holders any proceeds, or send to ADS holders any property, remaining after it has paid the taxes.

Tender and Exchange Offers; Redemption, Replacement or Cancellation of Deposited Securities

The depositary will not tender deposited securities in any voluntary tender, exchange offer or similar offer unless instructed to do so by an ADS holder surrendering ADSs and subject to any conditions or procedures the depositary may establish.

If deposited securities are redeemed for cash in a transaction that is mandatory for the depositary as a holder of deposited securities, the depositary will call for surrender of a corresponding number of ADSs and distribute the net redemption money to the holders of called ADSs upon surrender of those ADSs.

If there is any change in the deposited securities such as a sub-division, combination or other reclassification, or any merger, consolidation, sale of assets substantially as an entirety, recapitalization or reorganization affecting the issuer of deposited securities in which the depositary receives new securities in exchange for or in lieu of the old deposited securities, the depositary will, if required, surrender the old deposited securities affected and hold those replacement securities as deposited securities under the deposit agreement. However, if the depositary decides it would not be lawful and practical to hold the replacement securities because those securities could not be distributed to ADS holders without registration under the Securities Act or for any other reason, the depositary may instead sell the replacement securities and distribute the net proceeds upon surrender of the ADSs. If there is a replacement of the deposited securities and the depositary will continue to hold the replacement securities, the depositary may distribute new ADSs representing the new deposited securities or ask you to surrender your outstanding ADSs in exchange for new ADSs identifying the new deposited securities. If the number of shares represented by each ADS decreases as a result of a replacement, the depositary may call for surrender of the ADSs to be exchanged on a mandatory basis for a lesser number of ADSs and may sell ADSs to the extent necessary to avoid distributing fractions of ADSs in that exchange and distribute the net proceeds of that sale to the ADS holders entitled to them.

If there are no deposited securities underlying ADSs, including if the deposited securities are cancelled, or if the deposited securities underlying ADSs have become apparently worthless, the depositary may call for surrender of those ADSs or cancel those ADSs upon notice to the ADS holders.

Amendment and Termination

How may the deposit agreement be amended?

We may agree with the depositary to amend the deposit agreement and the ADRs without your consent for any reason. If an amendment adds or increases fees or charges, except for taxes and other governmental charges or expenses of the depositary for registration fees, facsimile costs, delivery charges or similar items, or prejudices a substantial right of ADS holders, it will not become effective for outstanding ADSs until 30 days after the depositary notifies ADS holders of the amendment. *At the time an amendment becomes effective, you are considered, by continuing to hold your ADSs, to agree to the amendment and to be bound by the ADRs and the deposit agreement as amended*. Upon the effectiveness of an amendment to the form of receipt, including a change in the number of shares represented by each ADS, the depositary may call for surrender of receipts to be replaced with new receipts in the amended form or call for surrender of ADSs to effect that change of ratio. In no event shall any amendment impair the right of the ADS holder to surrender ADSs and receive delivery of the deposited securities represented thereby, except in order to comply with mandatory provisions of applicable law.

How may the deposit agreement be terminated?

The depositary will initiate termination of the deposit agreement if we instruct it to do so. The depositary may initiate termination of the deposit agreement if:

- 60 days have passed since the depositary told us it wants to resign but a successor depositary has not been appointed and accepted its appointment;
- we delist the ADSs from an exchange in the United States on which they were listed and do not list the ADSs on another exchange in the United States or make arrangements for trading of ADSs on the U.S. over-the-counter market;
- we delist our shares from an exchange outside the United States on which they were listed and do not list the shares on another exchange outside the United States;
- the depositary has reason to believe the ADSs have become, or will become, ineligible for registration on Form F-6 under the Securities Act;
- we appear to be insolvent or enter insolvency proceedings;
- all or substantially all the value of the deposited securities has been distributed either in cash or in the form of securities;
- there are no deposited securities underlying the ADSs or the underlying deposited securities have become apparently worthless; or
- there has been a replacement of deposited securities.

If the deposit agreement is terminated, then the depositary will notify ADS holders at least 90 days before the termination date. At any time after the termination date, the depositary may sell the deposited securities. After that, the depositary will hold the money it received on the sale, as well as any other cash it is holding under the deposit agreement, unsegregated and without liability for interest, for the pro rata benefit of the ADS holders that have not surrendered their ADSs, and those ADS holders will be general creditors of the depositary with respect to those net proceeds and that other cash. Normally, the depositary will sell as soon as practicable after the termination date.

After the termination date, the depositary shall continue to receive dividends and other distributions pertaining to deposited securities (that have not been sold), may sell rights and other property and shall deliver deposited securities (or sale proceeds) upon surrender of ADSs (after payment or upon deduction, in each case, of the fee of the depositary for the surrender of ADSs, any expenses for the account of the ADS holder in accordance with the deposit agreement and any applicable taxes or governmental charges). After the termination date, the depositary shall not accept deposits of shares or deliver ADSs. After the termination date, ADS holders can still surrender their ADSs and receive delivery of deposited securities, except that the depositary may refuse to accept a surrender for the purpose of withdrawing deposited securities or reverse previously accepted surrenders of that kind that have not settled if it would interfere with the selling process. The depositary may refuse to accept a surrender for the purpose of withdrawing sale proceeds until all the deposited securities have been sold. The depositary will not be required to deliver cash proceeds of the sale of deposited securities until all deposited securities have been sold. The depositary will continue to collect distributions on deposited securities, but, after the termination date, the depositary is not required to register any transfer of ADSs or distribute any dividends or other distributions on deposited securities to the ADSs holder (until they surrender their ADSs) or give any notices or perform any other duties under the deposit agreement except as described in this paragraph.

Limitations on Obligations and Liability

Limits on our Obligations and the Obligations of the Depositary; Limits on Liability to Holders of ADSs

The deposit agreement expressly limits our obligations and the obligations of the depositary. It also limits our liability and the liability of the depositary. We and the depositary:

- are only obligated to take the actions specifically set forth in the deposit agreement without negligence or bad faith, and the depositary will not be a fiduciary or have any fiduciary duty to holders of ADSs;
- are not liable if we are or it is prevented or delayed by law or by events or circumstances beyond our or its ability to prevent or counteract with reasonable care or effort from performing our or its obligations under the deposit agreement;
- are not liable if we or it exercises discretion permitted under the deposit agreement;
- are not liable for the inability of any holder of ADSs to benefit from any distribution on deposited securities that is not made available to holders of ADSs under the terms of the deposit agreement, or for any special, consequential or punitive damages for any breach of the terms of the deposit agreement;
- are not liable for any acts or omissions made by a successor depositary whether in connection with a previous act or omission of the depositary or in connection with any matter arising wholly after the removal or resignation of the depositary, provided that in connection with the issue out of which such potential liability arises the depositary performed its obligations without negligence or bad faith while it acted as depositary.
- have no obligation to appear in, prosecute or defend any action, suit or other proceeding related to the ADSs or the deposit agreement on your behalf or on behalf of any other person;
- are not liable for the acts or omissions of any securities depository, clearing agency or settlement system; and
- the depositary has no duty to make any determination or provide any information as to our tax status, or any liability for any tax consequences that may be incurred by ADS holders as a result of owning or holding ADSs or be liable for the inability or failure of an ADS holder to obtain the benefit of a foreign tax credit, reduced rate of withholding or refund of amounts withheld in respect of tax or any other tax benefit.

In the absence of bad faith on its part, the depositary shall not be responsible for any failure to carry out any instructions to vote any of the deposited securities, or for the manner in which any such vote is cast or the effect of any such vote.

In the deposit agreement, we and the depositary agree to indemnify each other under certain circumstances.

Requirements for Depositary Actions

Before the depositary will deliver or register a transfer of ADSs, make a distribution on ADSs, or permit withdrawal of shares, the depositary may require:

- payment of stock transfer or other taxes or other governmental charges and transfer or registration fees charged by third parties for the transfer of any shares or other deposited securities;
- satisfactory proof of the identity and genuineness of any signature or other information it deems necessary; and
- compliance with regulations it may establish, from time to time, consistent with the deposit agreement, including presentation of transfer documents.

The depositary may refuse to deliver ADSs or register transfers of ADSs when the transfer books of the depositary or our transfer books are closed or at any time if the depositary or we think it advisable to do so.

Your Right to Receive the Shares Underlying your ADSs

ADS holders have the right to cancel their ADSs and withdraw the underlying shares at any time except:

- when temporary delays arise because: (i) the depositary has closed its transfer books, or we have closed our transfer books; (ii) the transfer of shares is blocked to permit voting at a shareholders' meeting; or (iii) we are paying a dividend on our ordinary shares;

- when you owe money to pay fees, taxes and similar charges;

- when it is necessary to prohibit withdrawals in order to comply with any laws or governmental regulations that apply to ADSs or to the withdrawal of ordinary shares or other deposited securities;

- or any other reason that, at the time, is permitted under paragraph I(A)(1) of the General Instructions to Form F-6 under the Securities Act or any successor to that provision.

This right of withdrawal may not be limited by any other provision of the deposit agreement.

Direct Registration System

In the deposit agreement, all parties to the deposit agreement acknowledge that the Direct Registration System, also referred to as DRS, and Profile Modification System, also referred to as Profile, will apply to the ADSs. DRS is a system administered by DTC that facilitates interchange between registered holding of uncertificated ADSs and holding of security entitlements in ADSs through DTC and a DTC participant. Profile is a required feature of DRS that allows a DTC participant, claiming to act on behalf of a registered holder of uncertificated ADSs, to direct the depositary to register a transfer of those ADSs to DTC or its nominee and to deliver those ADSs to the DTC account of that DTC participant without receipt by the depositary of prior authorization from the ADS holder to register that transfer.

In connection with and in accordance with the arrangements and procedures relating to DRS/Profile, the parties to the deposit agreement understand that the depositary will not determine whether the DTC participant that is claiming to be acting on behalf of an ADS holder in requesting registration of transfer and delivery as described in the paragraph above has the actual authority to act on behalf of the ADS holder (notwithstanding any requirements under the Uniform Commercial Code). In the deposit agreement, the parties agree that the depositary's reliance on and compliance with instructions received by the depositary through the DRS/Profile system and in accordance with the deposit agreement will not constitute negligence or bad faith on the part of the depositary.

Shareholder Communications; Inspection of Register of Holders of ADSs

The depositary will make available for your inspection at its office all communications that it receives from us as a holder of deposited securities that we make generally available to holders of deposited securities. The depositary will send you copies of those communications or otherwise make those communications available to you if we ask it to. You have a right to inspect the register of holders of ADSs, but not for the purpose of contacting those holders about a matter unrelated to our business or the ADSs.

Jury Trial Waiver

The deposit agreement provides that, to the extent permitted by law, ADS holders waive the right to a jury trial of any claim they may have against us or the depositary directly or indirectly arising out of or relating to our shares, the ADSs or the deposit agreement, including any claim under the U.S. federal securities laws. If we or the depositary opposed a jury trial demand based on the waiver, the court would determine whether the waiver was enforceable in the facts and circumstances of that case in accordance with applicable case law.

You will not, by agreeing to the terms of the deposit agreement, be deemed to have waived our or the depositary's compliance with U.S. federal securities laws or the rules and regulations promulgated thereunder.

SECURITIES TRADING POLICY

VERSION: V3
APPROVED BY: THE BOARD
DATE: 1 AUGUST 2025

1. PURPOSE

This policy has been prepared in an effort to prevent the insider trading in the Company's securities by Insiders (as defined in this policy). It is the responsibility of each Insider to comply with the terms of this policy, the Company's Code of Conduct and any applicable laws regarding insider trading.

This policy sets out:

- when trading in Company Securities (defined below) by Insiders is permitted;
- when trading by Insiders is permitted in financial products issued or created over the Company Securities by third parties or products which operate to limit the economic risk of their security holdings in the Company; and
- procedures to reduce the risk of insider trading.

2. DEFINITIONS

In this policy the following definitions apply unless the context otherwise requires:

"**Company Securities**" means any unlisted or listed Securities of the Company, including Securities of the Company that have been listed or admitted for trading on, or have their prices quoted on or under the rules of, any regulated market.

"**Corporations Act**" means the Corporations Act 2001 (Cth). "**Inside Information**" means:

- a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the Company Securities (which includes any decision to implement such a change by the Board of Directors or by senior management who believe that confirmation of the decision by the Board of Directors is probable) which has not been generally disclosed;
- a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the Company Securities which has not been generally disclosed;
- any information which is not generally available to the public that a reasonable person would expect to have a material effect on the price or value of the Company Securities (i.e. information not generally available which would or would be likely to influence an investor's decision to buy, hold or sell Company Securities);
- unpublished price sensitive information, which means information required to be disclosed to the ASX under Listing Rule 3.1 and is defined as any unpublished information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company Securities if it were made public.

It is the responsibility of any person contemplating a trade in Company Securities to determine prior to such trade whether he or she is aware of any information that constitutes Inside Information. If in doubt, the individual should consult with an Insider Trading Policy Administrator. In addition, this policy requires that certain Insiders pre-clear trades in Company Securities.

"Insider" means:

a) all directors, Officers and employees of the Company or its subsidiaries;

b) any person that possesses or is deemed to possess Inside Information under the Corporations Act;

c) any other person retained by or engaged in professional activity on behalf of the Company or any of its subsidiaries (such as a consultant, independent contractor or adviser);

d) any family member, spouse or other person living in the household or a dependent child of any of the individuals referred to in (a), (b) or (c) above;

e) any "Related Party" or "Associate" as defined in the Corporations Act, which essentially covers parties who are associated with directors or senior employees, including spouses and de factos who are likely to be influenced by directors or senior employees in their investment decision-making; and

f) partnerships, trusts, corporations, registered retirement savings plans and similar entities over which any of the above-mentioned individuals exercise control or direction.

"**Insider Trading Policy Administrator**" means an individual designated by the Board of Directors from time to time to administer this policy and in the absence of a specific appointment shall be the Company Secretary.

"**Key Management Personnel**" or "**KMP**" has the same meaning as in the accounting standards (as defined in the Corporations Act) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

"**Officer**" has the meaning given in section 9 of the Corporations Act.

"**Securities**" include equity shares, debentures, options, any other instrument issued or granted by a company (or a company controlled or managed company), any other "Division 3 financial product" (as that term is defined in the Corporations Act) and any derivatives or other financial products issued by third parties in relation to such securities.

"**Trade**" shall be construed with reference to the definition of "trading" and "trading" includes:

- the sale or purchase of, or application or agreement to sell or purchase, any Company Securities and the grant, acceptance, acquisition, disposal, exercise or discharge of any option (whether for the call, or put, or both) or other right or obligation, present or future, conditional or unconditional, to acquire or dispose of Company Securities, or any interests in Company Securities; and

- any derivatives-based or other transaction or arrangement that would be required to be reported by Insiders in accordance with applicable laws or regulations relating to derivatives or equity monetisation transactions.

3. TRADING IN COMPANY SECURITIES

Insiders shall not trade in Company Securities nor place themselves under suspicion of trading in Company Securities while in possession of Inside Information until:

- two days after the disclosure to the public of the Inside Information, whether by way of press release, disclosure to the ASX or a filing made with securities regulatory authorities; or

- the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the Inside Information is abandoned, and either the Insider has been so advised by an Insider Trading Policy Administrator or such abandonment has been generally disclosed).

All Insiders should ensure that all transactions in Company Securities comply with:

- the Corporations Act and its related regulations (particularly the insider trading provisions in sections 1042A–1043O); and
- any similar legislation in other jurisdictions in which the Company offers Company Securities or conducts transactions.

4. PROHIBITED CONDUCT

Insiders:

- must not engage in short term trading of any Company Securities, which includes buying Company Securities with the intention of quickly reselling such Company Securities or selling Company Securities with the intent of quickly buying such Company Securities, each within a 3 month period, other than in connection with the acquisition and sales of Company Securities issued under any employee incentive scheme or any other Company benefit plan or arrangement;
- must not trade in any Company Securities while in possession of Inside Information;
- must not advise, procure or encourage another person to trade in any Company Securities while in possession of Inside Information; and
- must not directly or indirectly communicate Inside Information or cause Inside Information to be communicated to another party where the Insider knows or ought reasonably to know that the person would, or would be likely to, trade in the Company Securities while in possession of Inside Information.

5. RESTRICTIONS ON TRADING BY KEY MANAGEMENT PERSONNEL – BLACKOUT PERIODS

When Insiders trade in Company Securities there is the potential for adverse financial consequences for the Company if the Company's financial position and operating results differ from the financial community's expectation or the reasons for trading are not adequately disclosed to the market.

Insiders who are Key Management Personnel are to be subject to the additional restrictions on trading in Company Securities during certain times of the year. This includes any employee who may be exposed to Inside Information in the course of their duties.

In addition to the overriding prohibition on trading in the Company Securities when a person is in possession of Inside Information, Key Management Personnel must not trade in the Company Securities during a "blackout period" unless the approval practices below are followed. A "blackout period" means:

- the period two days before and two days after the announcement of the Company's annual results, half-yearly results and quarterly report respectively; and
- any period when there is reason to believe that the proposed dealing is in breach of applicable law or Company policy and standards.

Blackout periods will be imposed by direction of the Managing Director or Chief Executive Officer (or equivalent) or the Chairman and notice of the commencement and closure of blackout periods will be provided to Key Management Personnel by the Company Secretary by email.

A blackout period may be extended or shortened or another blackout period introduced at any time by direction of the Managing Director or Chief Executive Officer (or equivalent) or the Chairman. Notice of such changes will be specified to Insiders by email. Changes to blackout periods are effective immediately.

If Key Management Personnel are unsure as to the precise start and finish dates of these periods, they should consult their supervisor or manager or the Company Secretary. For the avoidance of doubt, it is stressed that the existence of these blackout periods does not permit Key Management Personnel to deal whilst in the possession of Inside Information - this restriction applies at all times.

6. EXEMPTIONS TO RESTRICTIONS ON TRADING IN BLACKOUT PERIOD

Key Management Personnel may trade in Company Securities during a blackout period if prior written clearance is obtained. Prior written clearance to trade during a blackout period may be granted only in exceptional circumstances. An exemption will not however be granted if it is established by the relevant person authorising the exemption that there is information that is not generally available which, if it were generally available, would be likely to "materially affect" the price of Company Securities.

The Board may, in exceptional circumstances only, approve any member of Key Management Personnel or his or her associated parties trading in Company Securities during a blackout period. For example, the Board may approve Key Management Personnel exercising options or performance rights in employee share ownership plans, redemption of securities or certain other option exercises, or if the person is facing extreme financial hardship.

An exemption will not however be granted by the Board if it considers there is information that is not generally available, but if it were, would be likely to "materially affect" the price of Company Securities.

Any exemption granted in accordance with the procedure above will be valid for a period of one week from the date of the grant of the exemption.

The exemption by way of prior written clearance may be provided by way of electronic mail.

7. ASSOCIATED PARTIES

Key Management Personnel have a personal responsibility to ensure that his or her "associated parties" (being immediate family (including a spouse (or equivalent) or dependent), family company or trust) complies with the same respective restrictions as apply to Key Management Personnel of the Company.

8. NOTIFICATION

Notification of any trade by an Insider after it has occurred must include the following information:

- the name of the Insider;
- the name of any person who dealt on behalf of the Insider;
- details of the Insider's interest in Company Securities the subject of the dealing;
- the date of dealing;
- the number of Company Securities subscribed for, bought or sold;
- the amount paid or received for such Company Securities; and
- the number of Company Securities held by the Insider (directly or indirectly) before and after the dealing.

The Company Secretary will maintain a written record of the receipt of any notice received from an Insider pursuant to this policy and of any clearance given.

9. REPORTING REQUIREMENTS

A director of the Company is required to provide details of all changes to his or her interests in:

- Company Securities registered in the name of the director or held on behalf of the director, directly or indirectly;
- Company Securities not registered in the director's name in which the director has a relevant interest; and
- contracts in which the director is a party or entitled to a benefit under and confer a right to call or deliver a share in, debentures of, or interests in a managed investment scheme made available by the Company or a related body corporate.

The details must be provided as soon as reasonably possible after the date of the change and in any event no later than three business days after the change or another time frame which allows for compliance with the ASX Listing Rules obligations.

It is the responsibility of each Insider (and not the Company) to comply with these reporting requirements, and Insiders are required to provide the Insider Trading Policy Administrators with a copy of any insider report completed by the Insider concurrent with or in advance of its filing. The Company will assist any Insider in the preparation and filing of insider reports upon request.

Some Officers of the Company or its subsidiaries may be eligible to be exempted by applicable securities law from the requirements to file insider reports.

A person that is uncertain as to whether he or she is an Insider or whether he or she may be eligible to be exempted from these requirements should contact an Insider Trading Policy Administrator. Insiders who are exempted from these reporting requirements remain subject to all of the other provisions of applicable securities law and this policy.

10. TRADING BY RELATED PARTIES

An Insider must (so far as is consistent with his or her duties of confidentiality to the Company) seek to prohibit any trading in Company Securities by a related party at a time when the Insider is in possession of Inside Information.

For the purposes of this policy an Insider must advise all such related parties:

- that he or she is an Insider of the Company;
- of any periods when the Insider knows he or she is not free to trade in the Company Securities on his or her own behalf under the provisions of this policy unless his or her duty of confidentiality to the Company prohibits him or her from disclosing such periods; and
- that they must advise the Insider immediately after they have traded in Company Securities.

11. TRADING BY BROKERS AND FUNDS

An Insider must (so far as is consistent with his or her duties of confidentiality to the Company) seek to prohibit any trading in Company Securities by his or her broker at a time when the Insider is in possession of Inside Information.

An Insider may enter into a personal superannuation or equity investment plan or deal in units of an equity unit trust without regard to the provisions of this policy. In the case of a personal superannuation or equity investment plan investing only in Company Securities the following applies:

- the Insider does not enter into the plan or carry out the first purchase of Company Securities within the plan during a blackout period;
- the Insider does not cancel or vary the terms of this participation, or carry out sales in Company Securities within the plan, during a blackout period; and
- before entering into the plan or cancelling the plan or varying the terms of his or her participation or carrying out the sales of Company Securities within the plan, the Insider obtains the relevant clearance as set out in this policy.

12. PERMITTED TRANSACTIONS

The grant of options or performance rights by the Board under any employee incentive scheme established by the Company and the grant of Company Securities by the Board under any employee securities acquisition scheme may be permitted during a blackout period if such grant could not reasonably be made at another time, the grant of the options or performance rights would not otherwise be prohibited under this policy and failure to make the grant would indicate that the Company was in a blackout period. Such issues will always be subject to ASX Listing Rules, section 708A of the Corporations Act and any other applicable securities laws and regulations.

Subject to such exercise or conversion not otherwise being prohibited under this policy or other applicable securities laws and regulations, the Chairman or other designated director may at any time allow the exercise of an option or right under an incentive scheme or the conversion of a convertible security, to occur.

Any subsequent sale of such Company Securities will be subject to the terms of this policy and other applicable securities laws and regulations.

13. GUIDANCE ON OTHER TRADING

For the purpose of Company policy and standards, the following transactions constitute trading and are consequently subject to the provisions of this policy:

- trading between Insiders;
- off-market trading; and
- transfers for no consideration by an Insider, other than transfers where the Insider retains a beneficial interest under corporate law.

For the purposes of Company policy and standards, the following trading is not subject to the provisions of this policy:

- undertakings or elections to take up entitlements under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- the take up of entitlements under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- allowing entitlements to lapse under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- the sale of sufficient entitlements to allow take up of the balance of the entitlements under a rights issue; and
- undertakings to accept, or the acceptance of, a takeover offer.

14. GUIDANCE NOTES ON OTHER TRADING

While in general, Insiders are free to deal in securities in other listed companies, the prohibited conduct under the Corporations Act includes dealings not only in Company Securities but also in those of other listed companies with which the Company may be dealing (including the Company's customers, contractors or business partners) where an Insider possesses Inside Information in relation to that other company. If an Insider is aware of information that is not generally available but which, if it were generally available, a reasonable person would expect to have a material effect on the price or value of a security, the Insider should not deal in the securities of the companies that it affects.

15. ENFORCEMENT

All directors, Officers, employees and consultants of the Company and its subsidiaries will be provided with a copy of this policy, and acknowledgement of and compliance with the procedures and restrictions set forth in this policy is required of all Officers, employees and consultants of the Company. It is a condition of their appointment, employment or engagement that each of these persons at all times abide by the standards, requirements and procedures set out in this policy unless a written authorisation to proceed otherwise is received from an Insider Trading Policy Administrator. Any such person who violates this policy may face disciplinary action up to and including termination of his or her employment or appointment with or engagement by the Company without notice. The violation of this policy may also violate certain securities laws. If it appears that a director, Officer, employee or consultant may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

16. REVIEW OF SECURITIES TRADING POLICY

The Board will, at least once in each financial year, review this Policy to determine its continued adequacy and effectiveness and whether any amendments are required.

Exhibit 12.1

Certification pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Cadell Buss, certify that:

1. I have reviewed this annual report on Form 20–F of Chilwa Minerals Limited (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. [*paragraph omitted in accordance with Exchange Act Rule 13a-14(a)*];

   c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: October 26, 2026

/s/ Cadell Buss
Cadell Buss
Chief Executive Officer

Exhibit 12.2

Certification pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Mark Laybourn, certify that:

1. I have reviewed this annual report on Form 20–F of Chilwa Minerals Limited (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. [*paragraph omitted in accordance with Exchange Act Rule 13a-14(a)*];

   c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: October 26, 2026

/s/ Mark Laybourn
Mark Laybourn
Chief Financial Officer

Exhibit 13.1

Certification pursuant to 18 U.S.C. § 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the filing of the Annual Report on Form 20-F for the year ended June 30, 2026 (the "Report") by Chilwa Minerals Limited (the "Company"), the undersigned, as the Chief Executive Officer of the Company, hereby certifies pursuant to 18 U.S.C. Section 1350, that, to my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 26, 2026

/s/ Cadell Buss
Cadell Buss
Chief Executive Officer

Exhibit 13.2

Certification pursuant to 18 U.S.C. § 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the filing of the Annual Report on Form 20-F for the year ended June 30, 2026 (the "Report") by Chilwa Minerals Limited (the "Company"), the undersigned, as the Chief Financial Officer of the Company, hereby certifies pursuant to 18 U.S.C. Section 1350, that, to my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 26, 2026

/s/ Mark Laybourn
Mark Laybourn
Chief Financial Officer

Exhibit 15.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form F-1 (No. 333- 297336) of Chilwa Minerals Limited (the "Company") of our report dated October 26, 2026, relating to the consolidated financial statements, which appears in this Form 20-F. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ BDO Audit Pty Ltd
Brisbane, Australia
October 26, 2026

Chilwa Minerals Limited

Policy on Recovery of Erroneously Awarded Incentive Compensation

Introduction

Chilwa Minerals Limited (the "***Company***") has applied for its securities to be listed on Nasdaq and, upon listing, will become subject to the requirements of the US Securities Exchange Act of 1934 and rules promulgated by the US Securities and Exchange Commission. In 2023, the SEC issued Rule 10D-1, which requires US stock exchanges to adopt rules requiring listed companies to implement a policy to recover erroneously awarded incentive compensation resulting from a restatement of financial statements due to material noncompliance. Nasdaq has adopted Rule 5608 to implement this change in US securities law.

In addition, the Board of Directors (the "***Board***") of the Company believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy.

Therefore, the Board has adopted this Policy, to be effective upon Nasdaq's approval of the Company's listing application, for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements.

1. Administration

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee, in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

2. Executive Officers

This Policy applies to the Company's current and former Executive Officers, as determined by the Board in accordance with SEC Rule 10D-1 and Nasdaq Rule 5608.

The term ***Executive Officer*** is defined as a company's principal executive officer, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the company. Executive officers of a company's subsidiaries are deemed executive officers of the company if they perform such policy making functions for the company.

3. Recoupment; Accounting Restatement

In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement, the Board will require reimbursement or forfeiture of any excess Incentive Compensation (defined below) received by any Executive Officer during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an accounting restatement and any transition period (that results from a change in the Company's fiscal year) within on immediately following those three completed fiscal years.

4. Incentive Compensation

The term ***Incentive Compensation*** includes any of the following:

- Annual bonuses and other short- and long-term cash incentives
- Share options
- Stock appreciation rights
- Restricted shares
- Performance rights

provided, however, that such incentive compensation is granted, earned or vested based (wholly or in part) on the attainment of a financial reporting measure.

Financial reporting measures include:

- Company share price
- Total shareholder return
- Revenue
- Net income
- Earnings before interest, taxes, depreciation, and amortization (EBITDA)
- Revenue from operations
- Liquidity measures such as working capital or operating cash flow
- Return measures such as return on invested capital or return on assets
- Earnings measures such as earnings per share

5. Excess Incentive Compensation: Amount Subject to Recovery

The amount to be recovered will be the excess of the Incentive Compensation paid to the Executive Officer based on the erroneous data over the Incentive Compensation that would have been paid to the Executive Officer had it been based on the restated results, as determined by the Board.

If the Board cannot determine the amount of excess Incentive Compensation received by the Executive Officer directly from the information in the accounting restatement, then it will make its determination based on a reasonable estimate of the effect of the accounting restatement.

6. Method of Recoupment

The Board will determine, in its sole discretion, the method for recouping Incentive Compensation. Such method may include:

- requiring reimbursement of cash Incentive Compensation previously paid;
- seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- offsetting the recouped amount from any compensation otherwise owed by the Company to the Executive Officer;
- cancelling outstanding vested or unvested equity awards; and
- taking any other remedial and recovery action permitted by law, as determined by the Board.

7. No Indemnification

The Company may not indemnify any Executive Officers against the loss of any incorrectly awarded Incentive Compensation.

8. Interpretation

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of SEC Rule 10D-1 and Nasdaq Rule 5608.

9. Effective Date

This Policy shall be effective as of the date it is adopted by the Board (the "***Effective Date***") and shall apply to Incentive Compensation that is approved, awarded or granted to Executive Officers on or after that date.

10. Amendment; Termination

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect applicable law and rules of The Nasdaq Stock Market. Subject to compliance with applicable law, the Board may terminate this Policy at any time.

11. Other Recoupment Rights

The Board intends that this Policy will be applied to the fullest extent of the law. The Board may require that any employment agreement, equity award agreement or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require an Executive Officer to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement or similar agreement and any other legal remedies available to the Company.

12. Impracticability

The Board shall recover any excess Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Board in accordance with SEC Rule 10D-1 and Nasdaq Rule 5608.

Adopted: August 14, 2026