NORTHERN MINERALS

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ANNUAL REPORT



2025

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ABOUT THIS REPORT

Acknowledgement of Country

Northern Minerals acknowledges the Traditional Custodians of the lands upon which we work and operate, including the Jaru and Tjurabalan peoples whose lands upon which our Browns Range Project lies. We recognise their unique cultural heritage, beliefs, and connection to these lands, waters, and communities. We pay our respects to all members of these Indigenous communities, and to Elders past and present. We also recognise the importance of continued protection and preservation of cultural, spiritual, and educational practices. We recognise and respect that there are areas of special heritage and cultural significance and continue to honour our agreements when managing our activities. As we value treating all people with respect, we are committed to building successful and mutually beneficial relationships with the Traditional Custodians throughout our areas of operation.

What this report covers

This annual report is a summary of Northern Minerals Limited's financial results and operational performance for the financial year ended 30 June 2025. All references to 'Northern Minerals,' 'NTU,' 'the Company,' 'we,' 'us' and 'our' refer to Northern Minerals Limited (ABN 61 119 966 353). All references to 'Browns Range,' 'the Project,' 'Browns Range Project' refer to the Browns Range Heavy Rare Earths Project. References in this report to a 'year' are to the financial year ended 30 June 2025 unless otherwise stated. All dollar figures are expressed in Australian dollars (AUD) unless otherwise stated.



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ABOUT US

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OUR VISION

We will be a globally critical source of ethically supplied dysprosium and terbium in support of decarbonisation.

OUR PURPOSE

Creating value and contributing to a cleaner earth for current and future generations.





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OUR VALUES

Respect
Care for people, property and the environment.

Integrity
Do the right thing.

Safety
Look out for myself, others and speak up.

Accountability
We can count on each other.

Innovation
Be curious and seek to continuously improve.

Clarity
Be clear and ask if you are unsure.

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DEVELOPING A WORLD CLASS HEAVY RARE EARTH ASSET WITH SIGNIFICANT EXPLORATION UPSIDE



Strategic and globally significant heavy rare earth project

- ✓ The Browns Range Heavy Rare Earth (**HRE**) Project is one of the most advanced HRE projects globally, with one of the highest known Dy/Tb grade deposits outside of China[1]
- ✓ Strategic importance and supply risk of HREs, particularly Dy/Tb, highlighted by ongoing China export restrictions on Dy/Tb oxides and Dy/Tb containing products



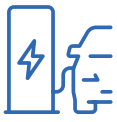
Clear pathway to execution

- ✓ All key primary approvals in place, proven process flowsheet and existing site infrastructure allowing rapid mobilisation
- ✓ Long-term supply agreement and strategic partnership with Iluka Resources Limited (ASX:ILU)
- ✓ Project funding discussions underway, supported by potential outcomes from the DFS



Establishing an Australian rare earth supply chain

- ✓ Aligned with Australian and other government policies focused on creating alternative rare earth supply chains and reducing dependence on China
- ✓ Browns Range concentrate plans to be key HRE feedstock to Iluka's Eneabba refinery, establishing a new domestic supply chain



Compelling market opportunity

- ✓ Emerging supply deficit for Dy/Tb driven by demand growth of NdFeB magnets in EV, renewables and defence applications
- ✓ Magnet demand underpinned by accelerating global energy transition
- ✓ ~70% of Browns Range basket value from Dy/Tb, critical components for NdFeB magnet operability

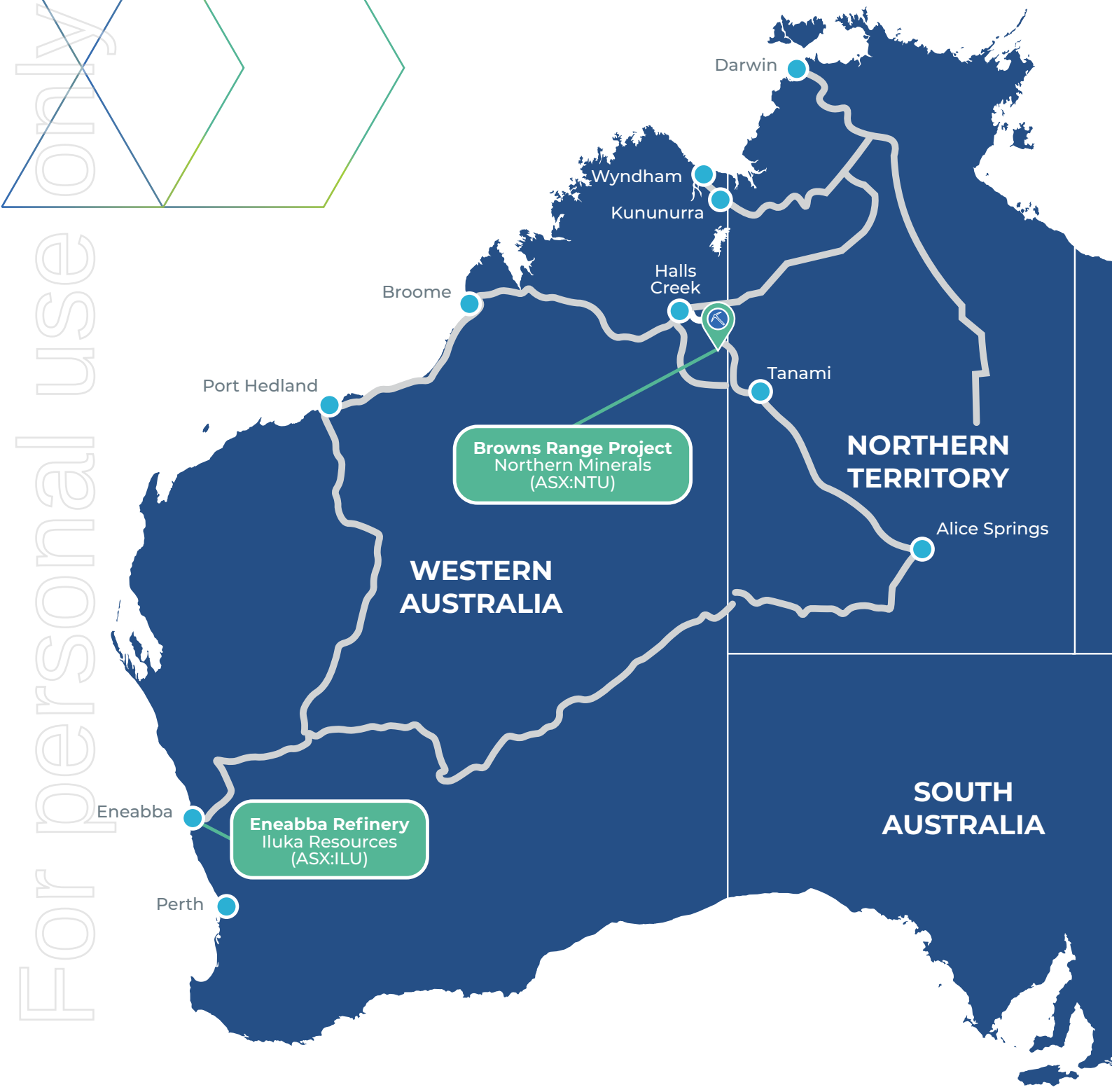


Growth focused strategy

- ✓ Strong pipeline of defined mineral resources and prospects within >5,600 km^2 of highly prospective and underexplored tenement holdings
- ✓ Potential opportunity to extend project life with further exploration

[1] *Northern Minerals' analysis of company filings, HRE projects include those with a reported DyTb: TREO ratio > 3%.*

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PATHWAY TO PRODUCTION

ACHIEVING KEY MILESTONES...

DFS update commenced
2022

Iluka Resources strategic partnership
Q4 2022

Engagement with NAIF & EFA commenced
Q2 2023

Mineral Resource Definition Drilling Program commenced
Q4 2023

Independent Technical Expert appointed
Q4 2023

Exceptional assay results from Drilling Program
Q1 2024

DFS updates incl. Mineral Resource estimate update
Q1 2025

AND MAINTAINING MOMENTUM TOWARDS FID[2]

Final DFS & Ore Reserve Statement
Q3 2025

Targeted Final Investment Decision (FID)
Q1 2026

Targeted Financial Close
Q1 2026

Targeted Construction commencement
1H 2026

Targeted Mining Commencement
1H 2027

Targeted First production
1H 2028

[2] *Milestone targets are represented in calendar year and are indicative and subject to change and dependent on funding.*



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KEY APPROVALS IN PLACE AND PRIOR WORK ENABLING ACCELERATED START UP:

- ✓ Ministerial Statement approved
- ✓ Native Title and Heritage Agreements in place with the Jaru Aboriginal Corporation and Tjurabalan Native Title Land Aboriginal Corporation
- ✓ Project critical tenure granted
- ✓ Existing NPI (camp, airstrip, tailings dam)[3]
- ✓ High retention of a skilled workforce with experience in remote operations

[3] *Expansion will be required for full scale operations*

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DFS UPDATE

The Definitive Feasibility Study (DFS) for the Browns Range Heavy Rare Earths Project highlights the project's rich deposits of critical heavy rare earth elements dysprosium (Dy) and terbium (Tb).



Life of Mine[4]
11 years

Pre-production Capital[5]
A$592M

Opex[6]
A$31.25
/kg TREO

Target Concentrate Production in 2028

70% Dy/Tb
by revenue

[4] Life of mine or mine life refers to the estimated period of operation, commencing from first concentrate production underpinned by the Production Target, unless otherwise noted
[5] Project pre-production capex excludes working capital, finance costs, sustaining capital and corporate costs associated with project development
[6] CI opex includes all mining, processing and general and administration costs and is LOM average

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The DFS estimates ore reserves of 5.18 million tonnes at 0.88% Total Rare Earth Oxides (**TREO**), supporting an 11-year mine life with mining starting as open pit and transitioning to underground[7]. The project is expected to produce about 17,500 tonnes per annum of xenotime concentrate at approximately 25% TREO, containing around 4,350 tonnes of TREO yearly. The concentrate plans to supply Iluka Resources' Eneabba Refinery, Australia's first integrated rare earth refinery.

The Browns Range project aims to provide a significant new source of high-value heavy rare earths critical for clean energy technologies and advanced defence systems, with first production targeted for 2028. The project has secured all key approvals and strong community and governmental support, with commitments to sustainable and responsible environmental and cultural heritage management.

NPV$_{8\%, real}$ (pre-tax)



Base Case
A$187M

Divergence Case
A$705M

IRR (pre-tax)



Base Case
12%

Divergence Case
21%



Undiscounted free cashflow (post-tax)

Base Case
A$634M

Divergence Case
A$1.3B

Payback from first production (post-tax)



Base Case
7.0 years

Divergence Case
5.6 years

[7] *DFS completed and published outside of reporting period.*

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FROM THE EXECUTIVE CHAIR

On behalf of the Board of Directors, it is my privilege to present the Annual Report of Northern Minerals for the year ended 30 June 2025.

The past year has underscored the global strategic importance of our 100%-owned Browns Range Heavy Rare Earths Project. Against a backdrop of geopolitical change and intensifying focus on supply chain security, Northern Minerals has strengthened its position as a future cornerstone of non-China supply for heavy rare earths.

Western economies, led by the United States, are accelerating efforts to establish secure and sustainable rare earth supply chains. Heavy rare earths dysprosium and terbium (**Dy/Tb**), essential to clean energy, defence, health and digital technologies, remain at the centre of this effort. Browns Range is one of very few globally advanced projects capable of delivering meaningful quantities of Dy/Tb into these markets.

China's April 2025 decision to impose export restrictions on seven rare earth elements and magnets, in response to US tariffs, has only sharpened the urgency of this realignment. Soon after, the US Government announced a direct investment into MP Materials, further signalling its commitment to securing rare earths outside China.

Here in Australia, the Federal Government has reinforced its commitment with plans for a Critical Minerals Strategic Reserve.



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While the operational details are still to come, the framework of national offtake agreements and selective stockpiling provides confidence that high-quality projects like Browns Range will be supported. We also welcome the constructive engagement we have continued to have with agencies including the Northern Australia Infrastructure Facility (**NAIF**) and Export Finance Australia (**EFA**).

Importantly, Northern Minerals' agreement with Iluka Resources for xenotime concentrate supply to the Eneabba rare earths refinery ensures our project is aligned to domestic downstream processing capacity. In a market where processing capacity is an emerging bottleneck, this places Northern Minerals in a unique and enviable position.

The completion in September 2025 of its Definitive Feasibility Study (**DFS**) confirmed Browns Range as technically and financially robust, with potential to deliver approximately 8% of current global Dy/Tb supply. The release of the DFS enables Northern Minerals to continue it Project Funding work program which represents the Company's key priority over the coming months.

The Federal Government's actions this year regarding certain Northern Minerals shareholders reinforce the importance of transparency and compliance in our sector.

We fully support these efforts and remain firmly committed to maintaining the highest standards of corporate governance and full compliance with ASX Listing Rules.

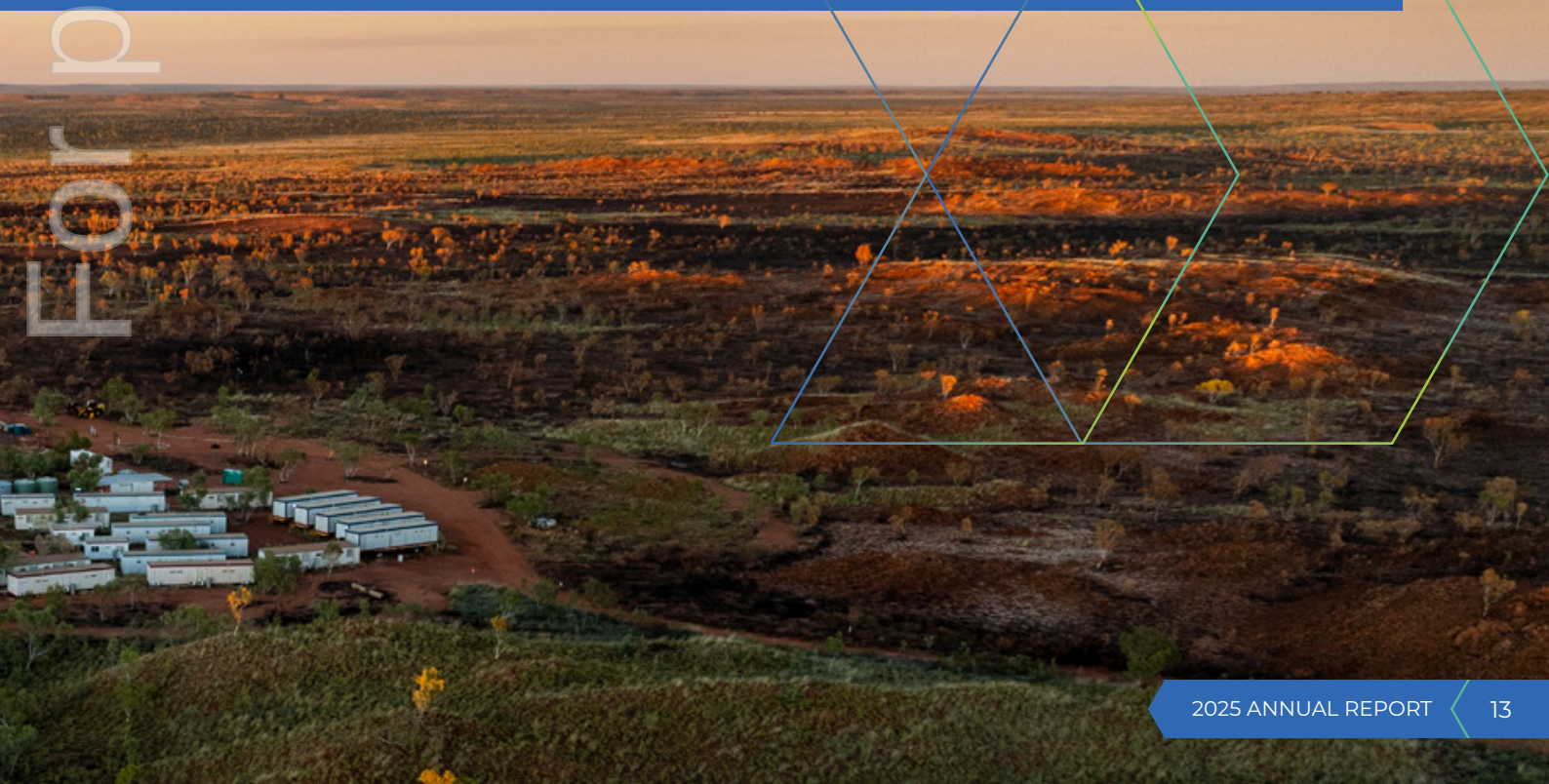
I would like to acknowledge the dedication of our people. Under the leadership of Managing Director Shane Hartwig, the Northern Minerals team has advanced Browns Range with discipline, safety and focus. I also thank our shareholders for your ongoing support. Subject to project FID, including the conclusion of successful funding negotiations for the development of Browns Range, the fundamentals are in place for Browns Range to become a globally significant project, underpinning an Australian-led heavy rare earths supply chain.

I look forward to providing further updates at our Annual General Meeting in November 2025 in Perth.



Adam Handley

Executive Chair
Northern Minerals Limited



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FROM THE CEO

Dear Shareholders,

I am pleased to report on a defining year for Northern Minerals – and the global rare earths sector more generally – as we took significant strides to advance our globally strategic Browns Range Heavy Rare Earths Project.

As the Executive Chair flagged, we are witnessing an unprecedented focus on rare earths and appreciation of the importance of establishing new, responsible and secure supply chains for these strategic minerals – including the heavy rare earths dysprosium and terbium (**Dy/Tb**) that we have at Browns Range. This new global paradigm positions our Company extremely well.

In September 2025, I had the privilege of representing Northern Minerals on an industry mission to the US led by Austrade that enabled Australian strategic minerals companies to hear first-hand from US government agencies about this new paradigm. The conversations reinforced to me the opportunity that Browns Range presents.

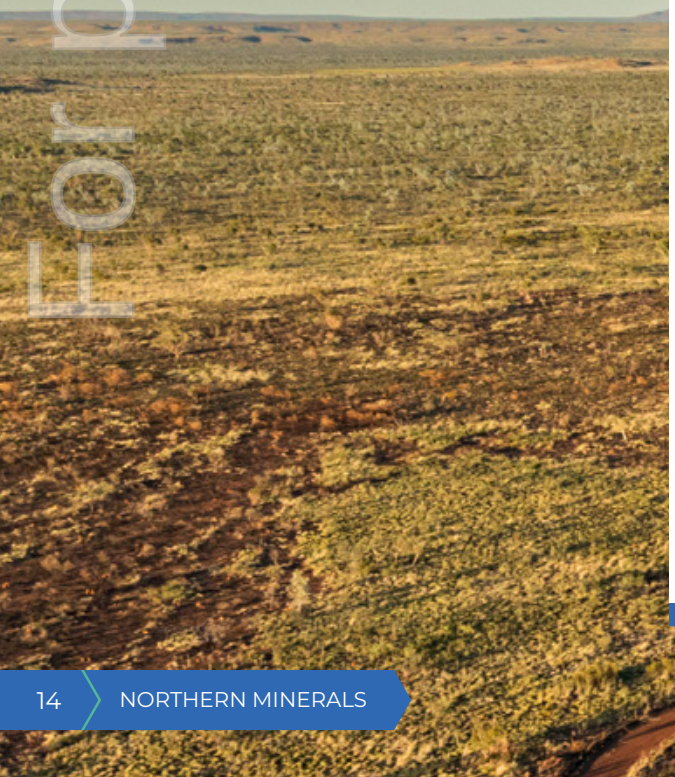
The focus of the Northern Minerals team during 2024-25 was to safely and responsibly advance Browns Range towards a position where the Board can make a Final Investment Decision (**FID**).

Importantly, during the year we maintained a TRIFR of 0.00, a safety benchmark that reflects our commitment to operational excellence. Safety and respect are among our core values and, as we look to the future and a potential development of Browns Range, embedding an unwavering commitment in our Company to look after our people and the communities in which we operate will be paramount to future success.

During the year we welcomed Gareth Fleming as Project Director for Browns Range. Gareth has extensive experience in the rare earths space, including in advancing near-term development projects, and his leadership has already proven pivotal in driving Browns Range forward.

The operational highlight for 2024-25 was the team's work to complete the Definitive Feasibility Study (**DFS**) for Browns Range. The DFS provides an updated economic and technical model of a commercial-scale mining and processing development that aligns with our vision to create lasting value for shareholders.

Northern Minerals released the outcomes of the DFS to the ASX in September 2025, which triggered a fresh set of work streams including securing Project Funding, finalising outstanding approvals and advancing discussions with key stakeholders and offtake partners.





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The DFS work completed by our team during the year included:

- metallurgical variability testing with the support of Bureau Veritas;
- updating the Mineral Resource Estimate for the Wolverine deposit, the most advanced of the deposits at Browns Range;
- refining the project economics by reviewing capital and operating costs;
- appointing SRK as Independent Technical Expert to support lender due diligence; and
- mapping out the work streams that will take us from a successful DFS through to a positive FID, which is targeted for the first half of calendar 2026.

The DFS confirmed that Browns Range can be a financially and technically robust, world-scale development.

In parallel to finalising the DFS, during the year the team also focused on the exploration potential of the broader Browns Range tenure.

Northern Minerals expanded its tenement holdings to more than 5,600km^2 including across the Browns Range Dome and the Coomarie Dome, spreading from Western Australia across the border into the Northern Territory. Given the success of exploration at Wolverine and the Dazzler deposit to date, we are excited at what this broader exploration footprint can deliver.

Key exploration achievements during the year included:

- a five-hole diamond drilling campaign at Dazzler to improve our geological understanding and support an updated resource model;
- Exploration Incentive Scheme (**EIS**)-funded drilling at Dazzler and the Iceman prospect; and
- completing regional target generation and heritage surveys in collaboration with Traditional Owners.

These efforts support our strategy of extending the mine life and enhancing the economic value of Browns Range.

During the year, Shareholders confirmed their support for our strategy by enabling us to successfully complete a $43 million share placement and a $3.9 million Share Purchase Plan.

The funds raised helped Northern Minerals to complete the DFS work and exploration activities and prepare us for the next steps in Browns Range's development.

As I mentioned earlier, these are unprecedented times for the rare earths sector, even if this is not yet reflected in underlying commodities prices. Rare earths commodity pricing remains opaque as a result of the dominance of China-based supply chains.

The market prices of Dy/Tb oxides declined during the year, despite the heightened global awareness of the strategic importance of all rare earths. But as we saw with the US Department of Defense's strategic partnership with NYSE-listed rare earths producer MP Materials, which established a floor price for neodymium-praseodymium (**NdPr**) oxides at almost twice the prevailing market price, this movement towards enabling non-China supply chains is gaining irreversible momentum.

Northern Minerals, through our strategic partnership with Iluka Resources, is well-positioned to help establish an Australian rare earths supply chain. Our focus remains to be able to deliver Dy/Tb-heavy xenotime concentrate from Browns Range to Iluka's Eneabba refinery.

In conclusion, let me thank the Northern Minerals team for their commitment and dedication throughout the year. There is strong alignment to create value from Browns Range and I am excited about the positive momentum with which we have commenced work in 2025-26.

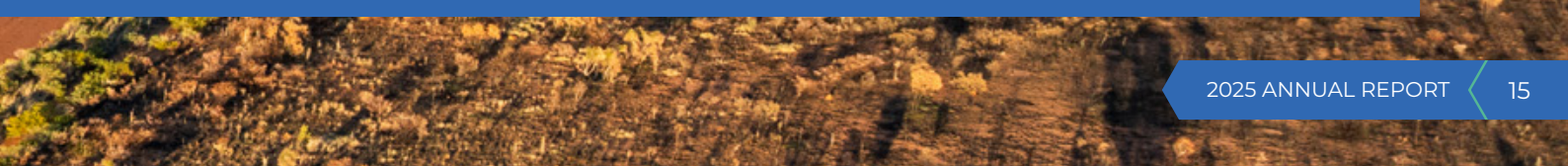
I also want to thank the Executive Chair and the Board for their support of me and my Leadership Team throughout the year.

I am excited about what the future holds for Northern Minerals as we work towards contributing to the global energy transition and critical minerals independence.



Shane Hartwig

Managing Director & CEO
Northern Minerals Limited



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FINANCIAL REVIEW

Financial Performance

The Group reported a net loss from continuing operations of $27.4 million for the year, down from $31.6 million in FY 2024. The Groups cash balance on 30 June 2025 totalled $24.3 million compared to $8.3 million on 30 June 2024.

The Group reported payments to suppliers and employees totalling $26.9 million for the year compared to $31.4 million during the FY 2024.

Expenditure incurred during the FY 2025 year focussed on exploration and evaluation, Definitive Feasibility Study costs, maintaining site infrastructure, keeping all tenements in good standing and corporate costs, including consultancy costs associated with seeking Project funding and upgrading of Companywide IT infrastructure and systems.

The Company announced a planned two-tranche placement to existing and new institutional and sophisticated investors to raise $43m (before costs) at an Offer price of $0.019 per New Share[8]. In addition, the Company announced the offer of a $5m Share Purchase Plan (**SPP**) (before costs). Funds from the placement, together with existing cash at the time, were to be used to support current operations, advancement of the Company's funding initiatives and be utilised to progress the Browns Range Heavy Rare Earth Project (**Project**) towards production, including finalisation of the Definitive Feasibility Study (**DFS**), exploration drilling activities seeking to increase the Project's resource base.

The Company ultimately issued a total of ~2.243 billion New Shares at an Offer Price of $0.019 totalling ~$42.7 million pursuant to the Placement[9] and ~202.9 million New Shares at an Offer Price of $0.019 totalling ~$3.9 million[10] pursuant to the SPP.

Browns Range Heavy Rare Earth Project Funding

The Company continued to develop its Project funding programme throughout the period including interfacing with various potential debt and equity funding providers, domestically and internationally, ultimately seeking to arrange a syndicate of parties willing to provide funding for the construction and commissioning of the Project.

With the release of the Definitive Feasibility Study[11] the Company is accelerating this programme. The DFS outlines estimated pre-production capital expenditure of ~$592M (including contingency, but excluding working capital, finance costs, sustaining capital and corporate costs associated with project development) to construct the Project. Northern Minerals continues to progress its funding strategy including ongoing discussions with Northern Australia Infrastructure Facility, Export Finance Australia and other international export credit agencies to determine whether these institutions may lend to the Project. Any consideration of finance is subject to Northern Minerals meeting relevant agency requirements and necessary levels of due diligence. Through these discussions, Northern Minerals notes they are aligned with government strategy for critical minerals and these government agencies are aware of the strategic value of supporting rare earth development projects provide.

The Company notes there has been strong availability of global debt and equity for rare earths projects, illustrated by recent sizeable financings for companies such as Lynas Rare Earths recent fully underwritten institutional AU$750 million placement, Lindian Resources, Arafura Rare Earths, Brazilian Rare Earths, Australian Strategic Materials, and Iluka Resources.

Northern Minerals aims to, subject to arranging project funding make a Final Investment Decision (**FID**) as soon as practical post completion of the DFS.

[8] Refer ASX announcement dated 16th September 2024 "Strong support for $43m placement to progress Browns Range Heavy Rare Earths Project"
[9] Refer ASX announcements dated 24 September 2024 "Placement Cleansing Notice", 13 November 2024 "Tranche 2 Placement Update" 25 November 2024"Tranche 2 Placement Update", 28 November 2024 "Tranche 2 Placement Update", 6 February 2025 "Tranche 2 Placement Completion",
[10] Refer ASX announcement dated 23 October 2024 "Completion of Share Purchase Plan"
[11] Refer ASX announcement dated 15 September 2025 "DFS – Browns Range Heavy Rare Earth Project"

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Rare Earths Market

Background

Rare earths refer to a group of 15 commonly found elements with each having different characteristics and end uses. They are often divided into light rare earth elements (**LREE**) and heavy rare earth elements (**HREE**), determined by their atomic weights.

These elements are concentrated mainly in minerals such as bastnäsite, monazite, and xenotime; significant deposits are found in China, Australia, the United States, Brazil and Russia.

LREEs, such as neodymium, praseodymium, and cerium, are much more abundant in the earth's crust and typically found in hard rock deposits. HREEs, including dysprosium, terbium, and yttrium, are concentrated in much rarer ionic clay deposits, most of have historically been found in southern China.

The Browns Range Heavy Rare Earths Project, based initially on its Wolverine Deposit is a unique HREE Project concentrated in Xenotime.

Greater than 99% of HREEs are produced or controlled by entities operating in China, particularly for the most critical elements like dysprosium and terbium. To date, no large-scale commercial production of HREEs exists outside China.

REE demand is driven by advanced manufacturing and advanced consumer goods, vehicle electrification and wind energy generation and defence applications particularly using REE in high performance permanent magnets.

Common applications of these high-performance permanent magnets include in renewable energy, electric vehicles, consumer electronics, medical technology, industrial automation, aerospace and defence, and other key uses.

China currently dominates the REE value chain, Northern Minerals via its Browns Range Heavy Rare Earth Project is seeking to supply critical feedstock for downstream processing of dysprosium and terbium in Australia through its Iluka Supply Agreement with Iluka.

Subject to securing Project funding, commencement of production at the Browns Range Heavy Rare Earths Project is set to align with increasingly favourable market fundamentals for HREEs, as demand grows for sources outside of China.

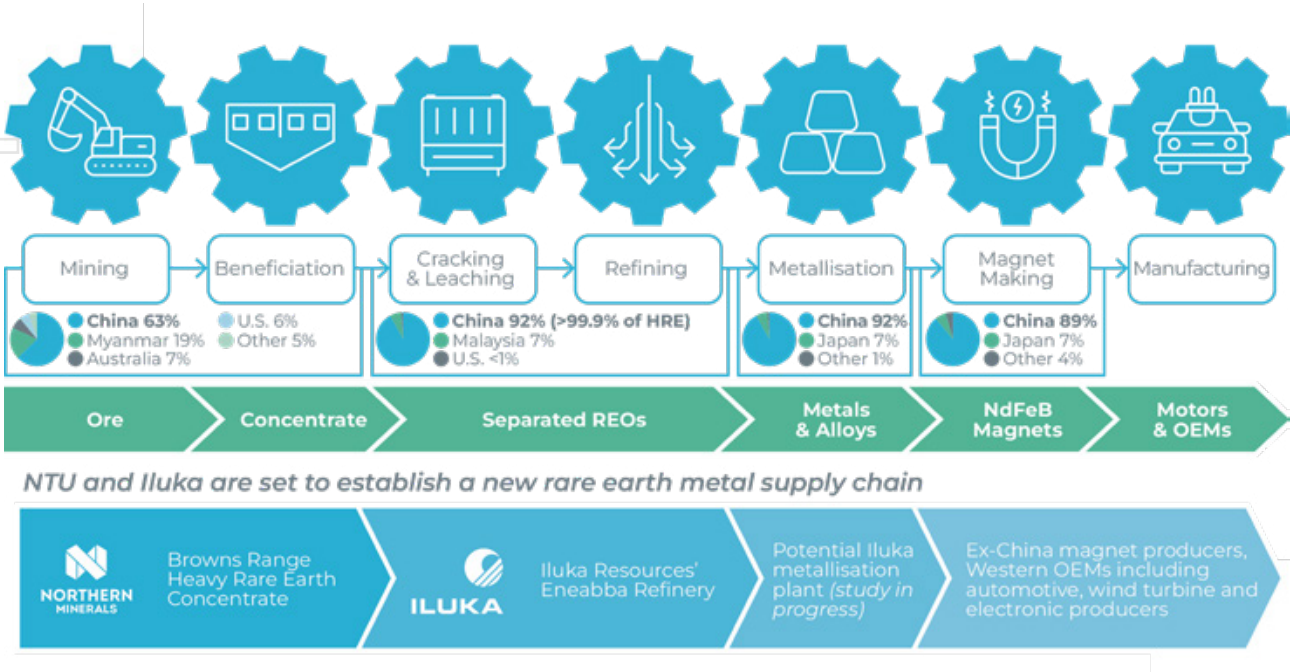


FIGURE 1 NTU in the mine to magnet process.



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Rare Earth Industry

China is the dominant force in the rare earths industry, accounting for approximately 69% of global mine production and over 90% of refining and metal making[12].

The supply of HREEs, especially Dy and Tb, is increasingly constrained as there are limited new HREE deposits, and the market continues to depend on HREE feedstock from China/Myanmar.

China continues to implement measures to maintain its market position and secure rare earth supplies, particularly HREs. These measures include national industry consolidation, restriction of rare earth production quotas, restriction on exports of rare earth separation technologies.

More recently in April 2025, China announced significant restrictions on the export of medium and heavy rare earth elements, tightening controls through licensing requirements and targeting specific processing technologies and critical materials. These measures were aimed at protecting domestic high-tech industries and strengthening China's strategic position in global supply chains.

The geographical concentration of supply, rising geopolitical tensions and the vital role rare earths play in the global energy transition and emerging technologies have prompted nations to seek to secure diversified and sustainable supplies of feedstock.

Governments worldwide continue to implement strategies and policies to reduce dependency and to develop independent rare earths supply chains, such as the U.S. Defence Production Act to reduce U.S. dependence on China for rare earth elements and the European Union's Critical Raw Materials Act to strengthen its capacities along the rare earths value chain and reduce dependency on external sources of rare earths. The Australian Albanese Government announced in April 2025 that it will establish a $1.2 billion Critical Minerals Strategic Reserve, aiming to bolster Australia's national security, supply chain resilience and global bargaining power by securing priority critical minerals, including rare earths through offtake agreements and selective stockpiling.

[12] *CRU REE Special Report 2025, July 2025*

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Rare Earth Pricing

Rare earth supply is geographically concentrated, and the rare earth pricing structure is opaque due to most sales negotiated on a contract basis between miners and downstream manufacturers. There is no commodity exchange for rare earths and Chinese market prices are generally taken as reference for negotiations. The Asian Metal Index is the primary market price reference index, and its fluctuations have historically been heavily influenced by Chinese policy decisions rather than supply-demand fundamentals.

Over the past 24 months, prices for magnet rare earth oxides (Nd, Pr, Dy, and Tb) have experienced significant volatility. In 2023 and early 2024, steep declines were observed across the board, with dysprosium falling over 22% in 2024 before rebounding 28.55% year-to-date in 2025.

Terbium dropped 9.75% in 2024 but has surged 42% in 2025. Neodymium declined by more than 34% between January 2023 and January 2024, driven by oversupply concerns and weak demand in the electric vehicle and magnet sectors.

Praseodymium followed a similar trend, with the NdPr oxide benchmark falling below US$55/kg by mid-2024.

However, since July 2025, Nd and Pr prices have surged sharply, with NdPr oxide prices increasing by 40% within weeks, reaching their highest levels in over two years. This price rally was primarily caused by a supply squeeze following the cessation of exports from the US miner MP Materials to China, coinciding with peak seasonal demand from the electronics, wind turbine, and EV industries and recently announced long-term Western investment increases, creating competition for Chinese materials.

This Western competition included a transformational partnership between MP Materials, the U.S.'s largest, rare-earth producer, and the U.S. Department of Defense (**DoD**) was announced in July 2025.

This transaction saw the DoD make a $400 million investment in MP Materials, becoming its largest shareholder and instituting a US$110/kg price floor for neodymium-praseodymium (**NdPr**) oxide significantly above current Chinese market prices. This deal includes a 10-year offtake agreement for magnets from MP's expanded facilities, including the planned 10X magnet production plant. These arrangements aim to reduce reliance on China for critical minerals used in defence and advanced technology manufacturing. This partnership is being discussed as a new model for supporting domestic supply chains and critical mineral investments.

In its recently released DFS[13], the Company outlined that international price forecaster CRU forecasts magnet REO prices to increase over the next decade as the market enters a sustained market deficit due to rising demand and slow supply response outside of China.

Trade restrictions resulting from China's imposition of rare earth export controls could lead to two factors driving price spikes in the medium-term outside of China: government policy responses to develop ex-China supply chains and the emergence of price premiums. Critical minerals policies and regulations being enacted globally (such as the U.S. Defence Production Act and the EU Critical Raw Materials Act) are focussed on creating supply chains that are not dependent on China, which could incentivise non-China supply of REEs potentially giving rise to price premiums where higher development costs of projects outside of China satisfy demand for non-China supply.

A non-China spot market could develop, with prices diverging, creating a two-price market in the long run. Materialisation of price divergence assumes willingness of end users to pay a premium for ex-China rare earths, development of full supply chains for rare earth magnets outside of China and prolonged periods of trade restrictions.

[13] *Refer ASX announcement dated 15 September 2025 "DFS – Browns Range Heavy Rare Earth Project"*

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REVIEW OF OPERATIONS



Northern Minerals focused its operational activities during the year on advancing critical work programs essential to completing the Definitive Feasibility Study (**DFS**) for the Browns Range Heavy Rare Earth Project, advancing exploration, and prioritising environmental, social and governance practices in the way Northern Minerals conducts business.

DEFINITIVE FEASIBILITY STUDY

Northern Minerals has completed a DFS for its flagship Browns Range Heavy Rare Earth Project to provide a detailed technical and economic evaluation necessary to support a final investment decision (**FID**). The DFS aims to define the capital and operating costs, optimise mining and processing methods, de-risk the project, and demonstrate the project's long-term commercial viability as a key supplier of critical heavy rare earth elements including dysprosium (**Dy**) and terbium (**Tb**). These elements are essential for clean energy technologies, specifically in making high-performance magnets for electric motors and wind turbines.

The long-term offtake agreement with Iluka Resources Limited (**Iluka**), established in 2022, remains in place and continues to provide a strong foundation for the Project, underpinning the supply of xenotime concentrate and supporting the strategic importance of Browns Range.

Building on the foundation of the 2015 DFS and the valuable operational insights gained from operating the pilot plant at Browns Range (2018–2022), the updated DFS aims to provide a comprehensive technical and economic evaluation of the Project.

Completing the DFS positions Northern Minerals to secure funding, finalise project design, and proceed toward commercial-scale production, contributing to a strategic supply chain less reliant on overseas sources, particularly China.

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Progress on Key DFS Workstreams

Throughout the year, the Company made significant progress towards completing the key workstreams necessary to finalise the updated DFS which was released post year-end. This update is crucial for advancing the Browns Range Project, ensuring it remains both technically and commercially robust. The core workstreams undertaken during the year included an update of the Mineral Resource Estimate (MRE), development of a new mine plan and schedule, and additional supporting metallurgical variability testwork for the Wolverine Deposit. Other work streams included a project optimisation process which resulted in a review of the contracting strategy, an update of capital expenditure (**CAPEX**) estimates with market tested pricing and an update of operational expenditure (**OPEX**) estimates. In addition, a review and optimisation of the process plant flowsheet and subsequent re-pricing as required was completed.

Mine Development

The proposed mining operation at Wolverine will consist of open pit mining followed by underground longitudinal sub-level caving (Figure 1).

With the updated Wolverine MRE as a key input, and informed by the outcomes of the draft DFS, updates to mining and geotechnical studies were completed during the year, including detailed designs, schedules, and cost estimates for both open pit and underground operations. The outcomes of this work have defined the production parameters and assumptions, which have directly informed the capital expenditure (**CAPEX**) and operating expenditure (**OPEX**) estimates to finalise the DFS.

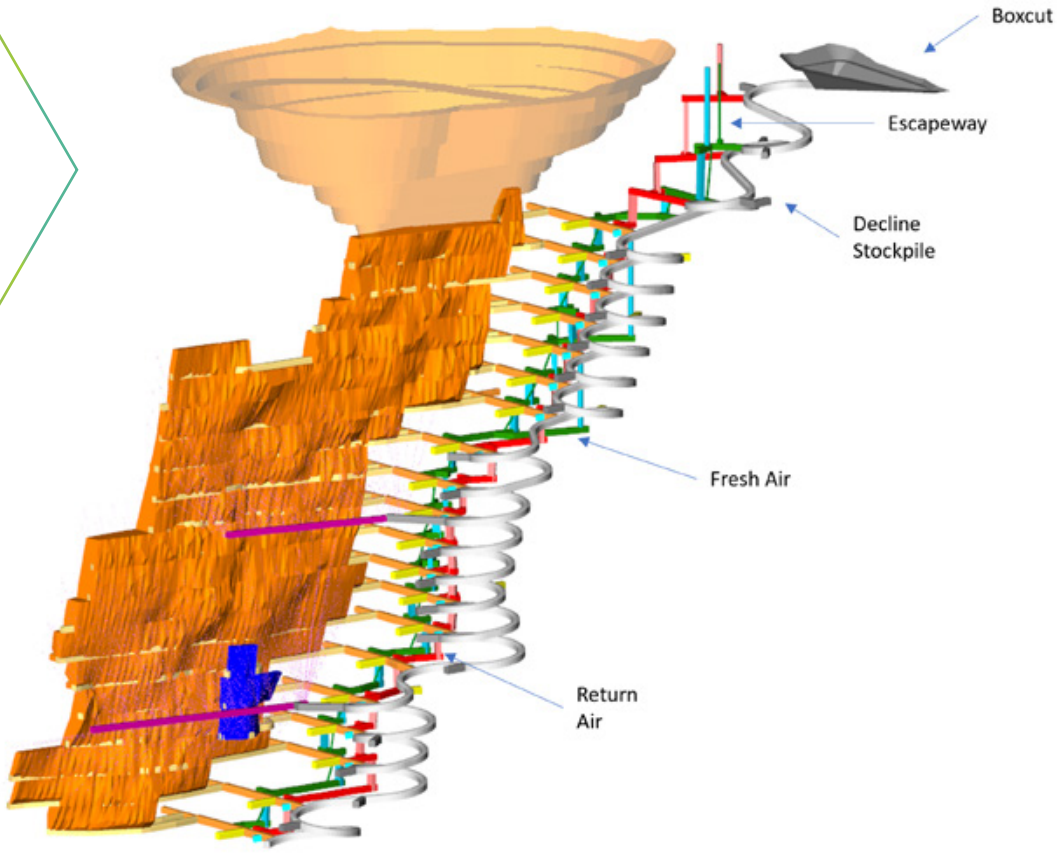


FIGURE 2 Proposed open pit and underground mine layout.

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Variability Test Work

A variability testwork program was completed on samples from the Wolverine deposit to assess grade, lithology, and spatial distribution. The program aimed to confirm the metallurgical performance of the process flowsheet and included mineralogy analysis, magnetic separation, flotation, and comminution testing.

In total, 42 low intensity magnetic separation (**LIMS**) and 126 wet high intensity magnetic separation (**WHIMS**) test runs were undertaken. The results were consistent with previous testwork and confirmed the robustness of the flowsheet throughout the deposit.

Process Plant

The process plant is planned to be delivered under a lump sum Engineering, Procurement, and Construction (**EPC**) contract. The Company undertook an optimisation of the process plant design with an independent third party, which resulted in a more simplified process flow sheet as shown in Figure 2 and was subsequently repriced based on competitive market rates.

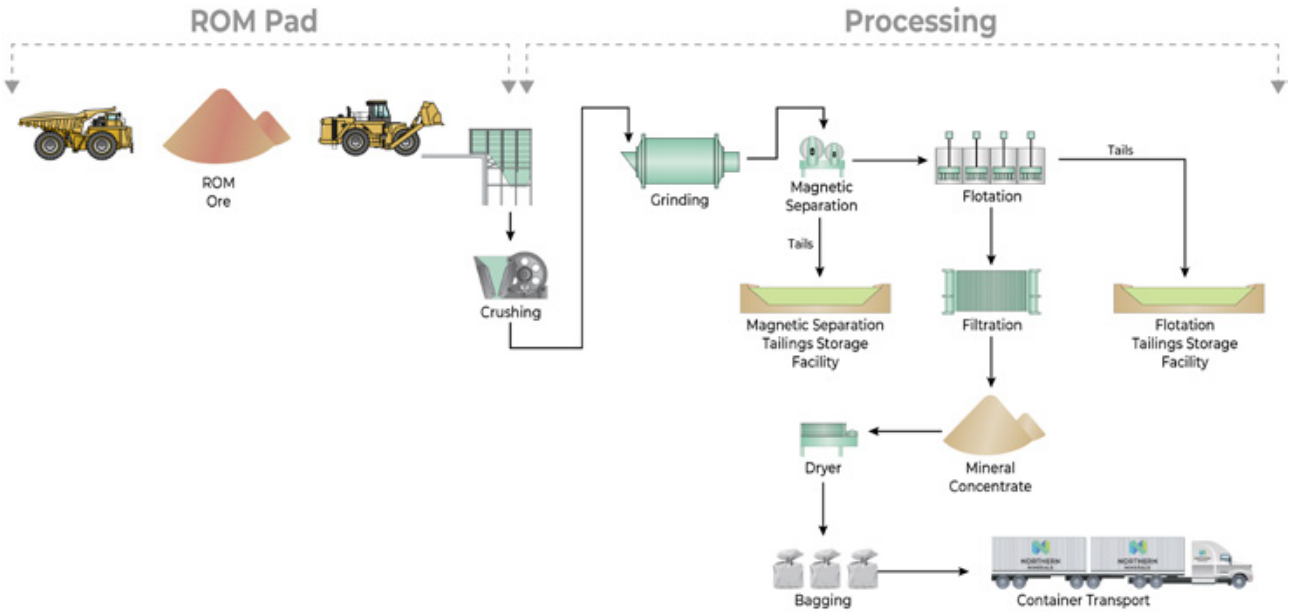


FIGURE 3 Process flowsheet diagram in pictorial view.



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The updated design has resulted in the following process flowsheet:

- ROM ore is fed at an average head grade of 0.88% TREO to a primary jaw crusher.
- Crushed ore is conveyed to a mill feed surge bin, with the ability to overflow and convey to a crushed ore stockpile for additional storage and reclaim via front end loader to the surge bin during crusher downtime.
- Further comminution of crushed ore from the mill feed surge bin by two stages of grinding in a semi-autogenous (**SAG**) mill and ball mill.
- One stage of low intensity magnetic separation followed by three stages of wet high intensity magnetic separation produce a magnetic concentrate.
- Several stages of flotation upgrade the magnetic concentrate by rejection of entrained silica, mica, and iron oxides to produce a final concentrate slurry of 25% TREO.
- The concentrate is dewatered via a plate and frame pressure filter to produce a filter cake which is dried in a spiral flash dryer and bagged using a semi-automated bagging system in 1.5 tonne bulka bags ready for transport.

Non-Process Infrastructure (NPI)

The optimisation process required a thorough review and revision of all NPI packages. This included updates to site earthworks, with modifications to the design and specifications of pads and access roads to align with refined project earthworks requirements. In addition, amendments were made to the tailings storage facility and water supply systems to accommodate changes in the process plant flowsheet, ensuring compliance with updated process demands and regulatory standards.

A revised power strategy was adopted in response to the current mine life forecast, resulting in the removal of wind turbines from the hybrid power plant, which has contributed to reductions in both Project capital expenditures (**CAPEX**) and operating expenditures (**OPEX**).

Furthermore, the communications system has been upgraded to leverage advancements in technology, incorporating low earth orbit satellite technology provided by OneWeb and Starlink or similar providers. This upgrade is designed to deliver high-speed connectivity with data transmission capacities ranging from 900 Mbps to 1 Gbps, enhancing operational communication capabilities.



Contractor Assessments

During the year, updates to all material packages were made to include changes to scope and proposed contractual terms from market pricing for inclusion in the DFS CAPEX and OPEX estimates.

Key contractor packages for the project were reviewed and updated as required to refine/align with overarching project risk, including construct only for site-wide earthworks, EPC for process plant, Build, Own and Operate (**BOO**) power station, Design and Construct (**D&C**) for water supply and water treatment, BOO for laboratory services, D&C modular building supply, D&C accommodation village, aerodrome and NPI and service contracts for village catering and cleaning services, reagent supply, logistics and flight services.



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Project Execution and Operational Readiness

The Project Execution Plan was reviewed as part of the optimisation process with minimal changes to the strategy that will be used to manage the execution of the Project. The detailed project implementation schedule was updated, procurement and contracting strategy updated, project controls as well as construction and commissioning strategies necessary for project delivery.

Project Optimisation and Value Engineering

A comprehensive optimisation review of the DFS was undertaken. Building on the value engineering assessments completed in FY2024, the process commenced in October 2024 and focused on maximising cost efficiency while optimising both capital and operating expenditure across the project.

The review encompassed all major project elements, including bulk earthworks, mining infrastructure, process plant design, and associated project scheduling. Key steps in the optimisation process included:

- Review and optimisation of capital and operating expenditure inputs
- Assessment of project resource requirements and overheads
- Optimisation of mining infrastructure and logistics planning
- Evaluation of process plant equipment options, including overseas suppliers
- Refinement of bulk earthworks and non-process infrastructure such as the TSF, airstrip, roads, and service corridors
- Review and update of the contracting strategy, with targeted risk novation to contractors where suitable
- Optimisation of the overall project schedule and sequencing

The process identified significant opportunities for cost savings and efficiency improvements. These included resizing facilities to better align with NTU's scale of operations and reducing corresponding earthworks, simplifying the process plant flowsheet and equipment list, refining the mine plan, and capturing benefits from contract repricing. In addition, revisions to the contracting strategy allowed for greater transfer of identified risk to contractors, helping mitigate potential project delays from unnecessary interfaces.



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Pathway to finalising the DFS

Northern Minerals is focused on the next phase of activities to advance the Browns Range Project following the release of the DFS in Q1 FY2026. The Company holds extensive exploration tenure across 5,600 km² in Western Australia and the Northern Territory and continues active exploration programs aimed at increasing its heavy rare earth element (**HREE**) resource base.

Work commenced on progressing the Dazzler deposit at Browns Range, identified as a potential additional feed source. Comprehensive metallurgical test work is underway, with further studies required to update the Mineral Resource Estimate (**MRE**). Should results confirm technical and economic viability, Dazzler could enable an increase in concentrate production during the initial years of operation, with assessment of Dazzler targeted for completion prior to production commencement.

In parallel, Northern Minerals is advancing its funding strategy, engaging with export finance agencies and strategic investment groups interested in supporting the equity component of pre-production capital. The Company aims to finalise its funding envelope and conditional financing arrangements, enabling a Final Investment Decision (**FID**).

Upon securing funding, construction, expected to take approximately 26 months from financial close, will commence. Northern Minerals also plans to expand its organisational capacity to support its experienced project delivery team and ensure successful execution of the project.





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EXPLORATION AND GEOLOGY

Introduction

During the financial year, Northern Minerals launched a regional target generation program across its Western Australia and Northern Territory tenement portfolio. This marks an expansion beyond the Company's previous focus on the Browns Range Dome – Western Australia (**BRD-WA**), now including Browns Range Dome – Northern Territory (**BRD-NT**) and the Coomarie Dome Northern Territory (**CD-NT**).

The Company's regional target generation program strategy is based on the Mineral Systems Approach (**MSA**), which allows for more predictive models for longer term growth opportunity, more efficient exploration strategy, and local scale re-evaluation of existing deposits by considering the origin of deposits, geological processes, and tectonic settings that explain the source, fluids, transport, and traps of mineralisation.

The Company initiated the MSA through the evaluation and updating of fundamental regional geological informing data, which will inform predictive models for targeting, supplemented by local geological evaluation of the prospectivity of the seven deposits that host the Company's Mineral Resources.

This dual approach allows for the systematic evaluation of targets on two fronts:

- Regional target generation to define a suite of fresh predictive regional targets for longer term growth opportunity.
- Local scale re-evaluation of existing deposits which may have unrealised potential for resource expansion for near term growth opportunity.



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Browns Range Dome (WA and NT), Coomarie Dome (NT)

Regional Target Generation Activities initiated:

- Airborne geophysical survey data acquisition (1,070 km^2) – flown by MAGSPEC Airborne Surveys Pty Ltd covering the northern and southern contact boundaries of BRD-NT, providing a comprehensive geophysical dataset adjoining the BRD-WA.
- Airborne Geophysical data integration and processing across BRD-WA and BRD-NT.
- Litho-structural interpretation at 1:25,000 scale across the BRD-WA to support target generation.
- Geological interpretation across BRD-NT scheduled in forward work programs.
- Reprocessing of existing VTEM data to refine undercover targeting at BRD-WA.
- Satellite Hyperspectral data acquisition and processing to refine regional targeting.
- Geochemical orientation survey (stream sediment and soil sampling) across regional prospects.
- Ultrafine fraction (**UFF**) geochemical assaying of regional soil samples collected to attempt to identify undercover mineralisation including heavy rare earth elements (**HREE**), copper, nickel, and gold. The CSIRO-developed technique provides a rapid and inexpensive method to collect high quality geochemical data.
- Ground radiometric survey over the Longshot prospect, covering approximately 5 km strike extent and an area of 7.5 km^2.
- Field reconnaissance and mapping in the southern areas of the Longshot prospect to ground-truth radiometric anomalies.
- Airborne Geophysical data integration and processing CD-NT:
- Litho-structural interpretation at 1:25,000 scale west of the CD, encompassing the Boulder Ridge prospect area, to support target generation.

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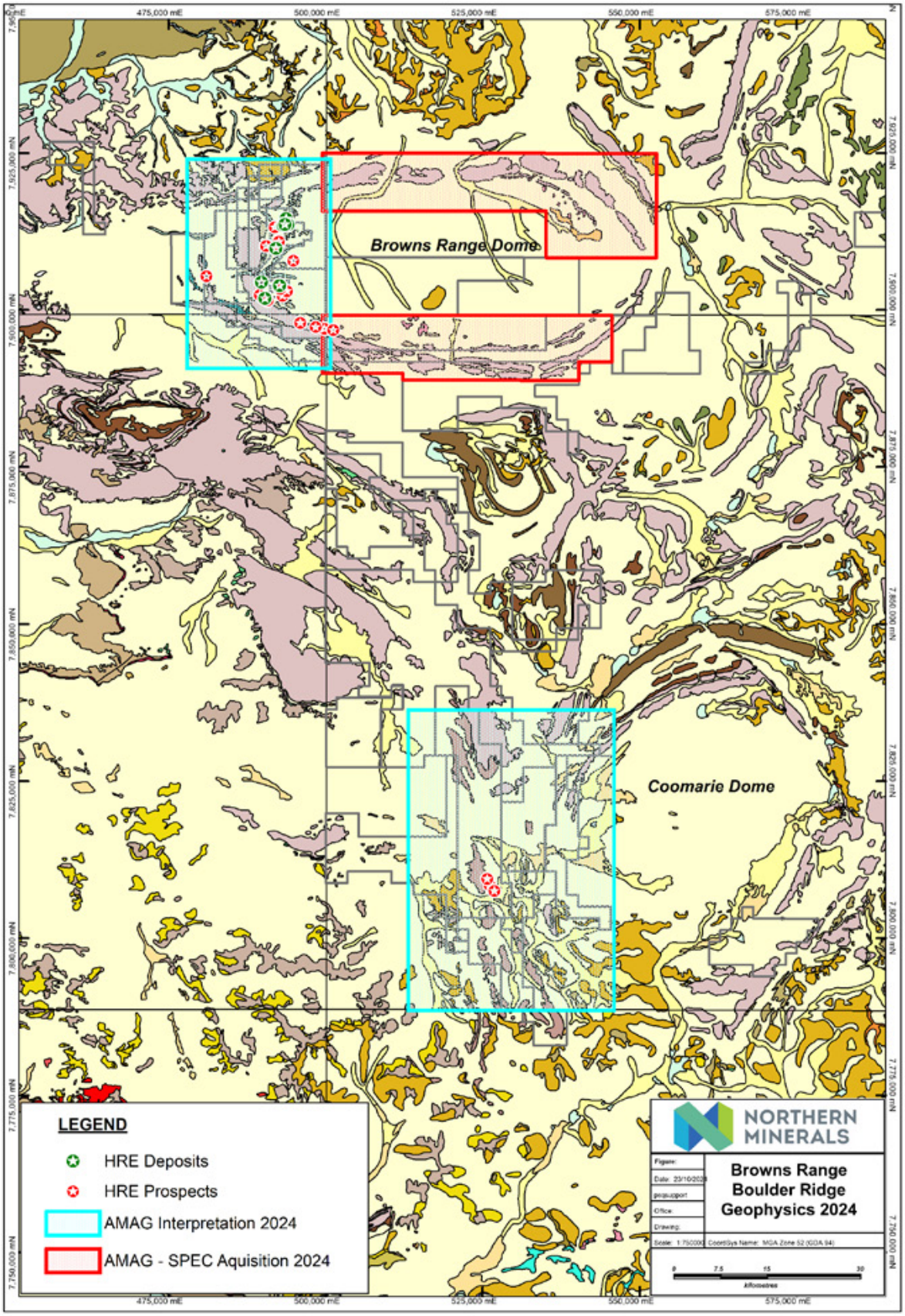


FIGURE 4 Geophysical data processing and litho-structural interpretation areas (blue polygons) and new airborne geophysical data acquisition (red polygons) showing regional surface geology (250K[14]) showing location of tenements, Browns Range Dome and Coomarie Dome.

[14] 250k refers to the map scale, indicating that the map is at a 1:250,000 scale.

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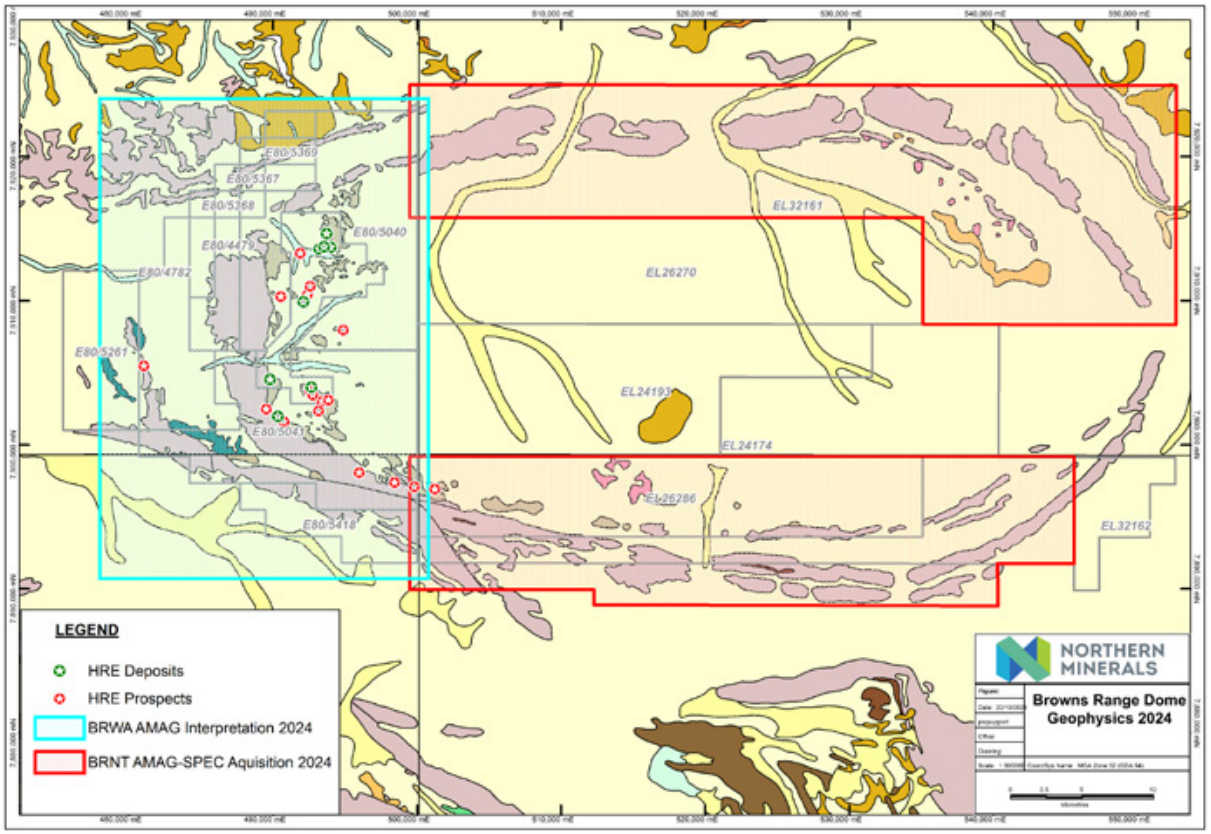


FIGURE 5 Regional surface geology (250K[14]) of the Browns Range Dome showing areas for geophysical data acquisition and litho-structural interpretation.

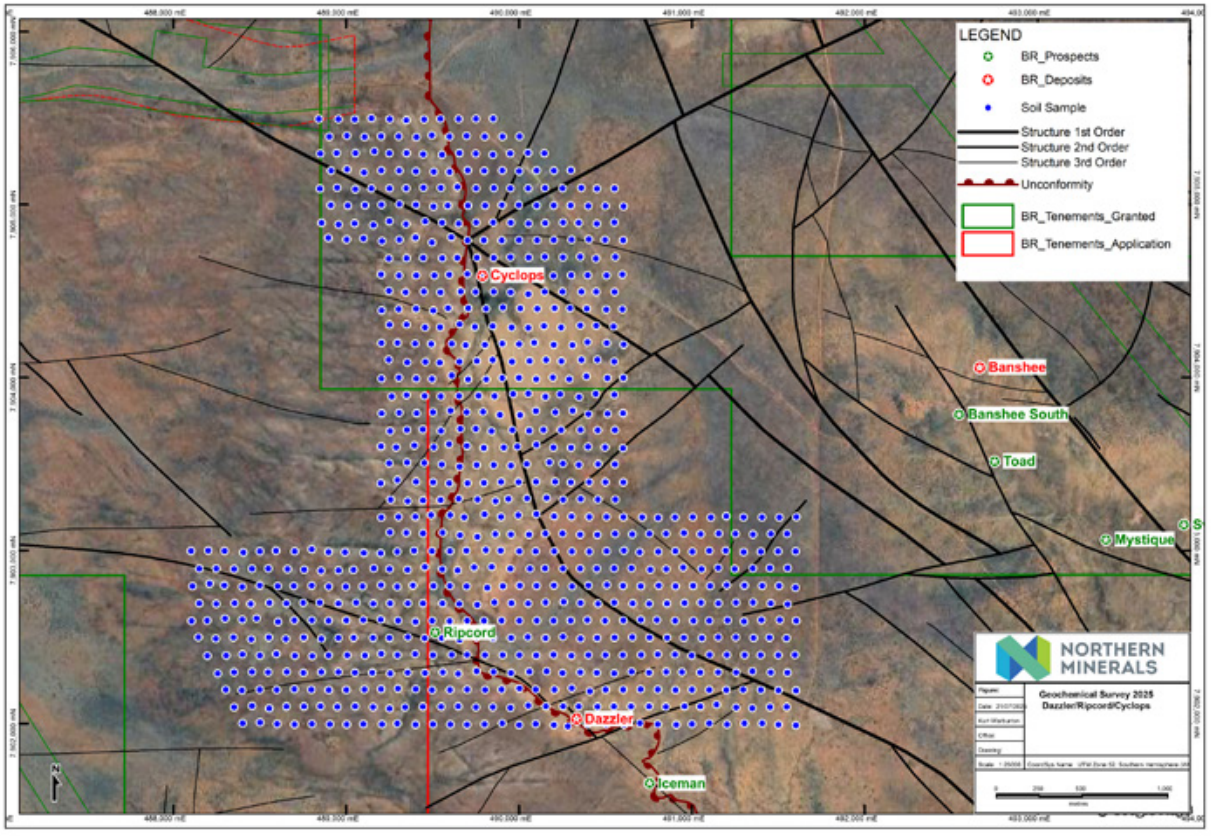


FIGURE 6 Plan view of completed ultrafine fraction geochemical soil survey.

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FIGURE 7 Airborne geophysical survey data acquisition completed over Browns Range Dome - Northern Territory.

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Drilling Programs

Dazzler Exploration Drilling Program

A five-hole diamond drilling program at Dazzler was completed in February 2025 under the Western Australian Government's Exploration Incentive Scheme (**EIS**). The exploration program, totalling 1,346 m, was designed to test the lithological and structural architecture below the near surface Dazzler deposit, as potential for source fluid pathways for deeper hydrothermal system.

The drilling at Dazzler identified a new volcanic unit consisting of andesitic flows, tuffs, and sub-volcanic sills within the Browns Range Metamorphics (**BRM**) sequence, defining the BRM as an evolving volcanic arc with implications for petro-tectonic models and mineral prospectivity. The lithological contact between the andesitic and metasedimentary units represents an extensive new HREE target, characterised by faulting, intense hematitic and chloritic alteration, and quartz veins, and associated HREE mineralisation. The improved litho-structural model developed from this program provides increased geological confidence and supports an update to the Inferred Dazzler Mineral Resource estimate, which commenced during the year.

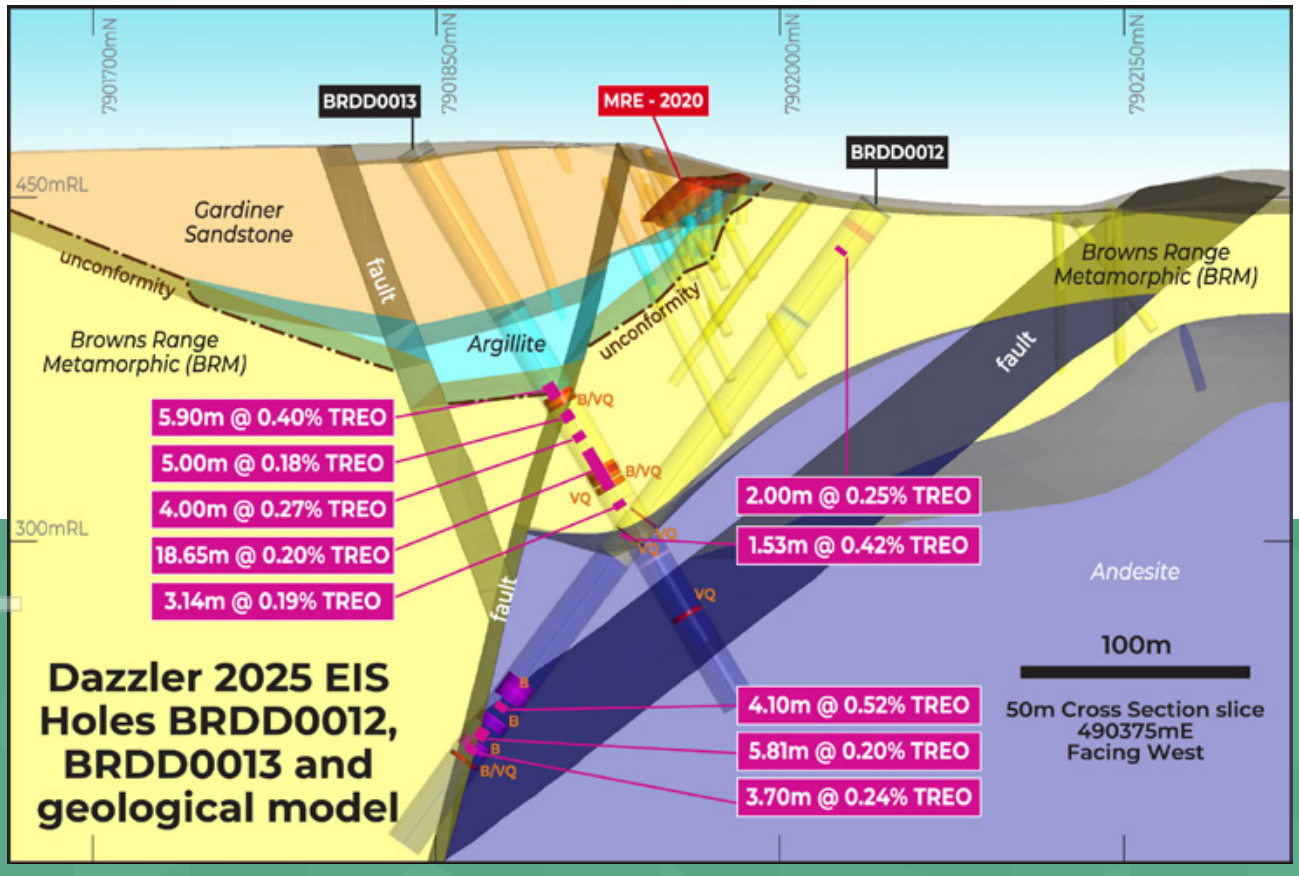


FIGURE 8 Cross-section facing West of the Dazzler deposit EIS drill holes, pre-existing drill holes, the updated 2025 geological model, and the 2020 MRE mineralisation envelopes (red).

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Gambit Resource and Exploration Drilling Program

A diamond drilling campaign of seven holes totalling 1,553 m was completed in April 2025 at the Gambit prospect. This comprised five holes into the Gambit East Zone of the Gambit deposit and two holes into the Gambit South target.

The proximity of the Gambit MRE to the Wolverine MRE, which underpins NTU's DFS, and its similar mineralisation styles provides potential project synergies with Wolverine. Therefore, NTU has targeted exploration drilling at the Gambit East into an assumed, steeply dipping structural corridor that is represented by anomalous mineralisation from previous, dominantly reverse circulation (**RC**) drilling below the current shallow Gambit MRE mineralisation interpretation volumes.

The diamond drilling intercepted zones of alteration and brecciation at or near their targeted locations, some of which show anomalous mineralisation.

These results, suggest that the Gambit East Zone represents an attractive opportunity to continue with follow-up exploration and resource development work.

The Gambit South prospect represents a recently defined, WNW – ESE structural target provided by Southern Geoscience Consulting Ltd (**SGC**) geophysical interpretations across the BRD – WA. Two 'scissor' holes were drilled testing the WNW-ESE structural target, with both intercepting zones of alteration and brecciation, associated with minor anomalous mineralisation, at or near their targeted locations, with no significant mineralised intercepts returned.

Geological information, including all available drilling data, is being used at both locations to assist with the planning of potential drilling programs and modelling of the mineralisation.



FIGURE 9 Diamond Drilling at Gambit East Deposit.

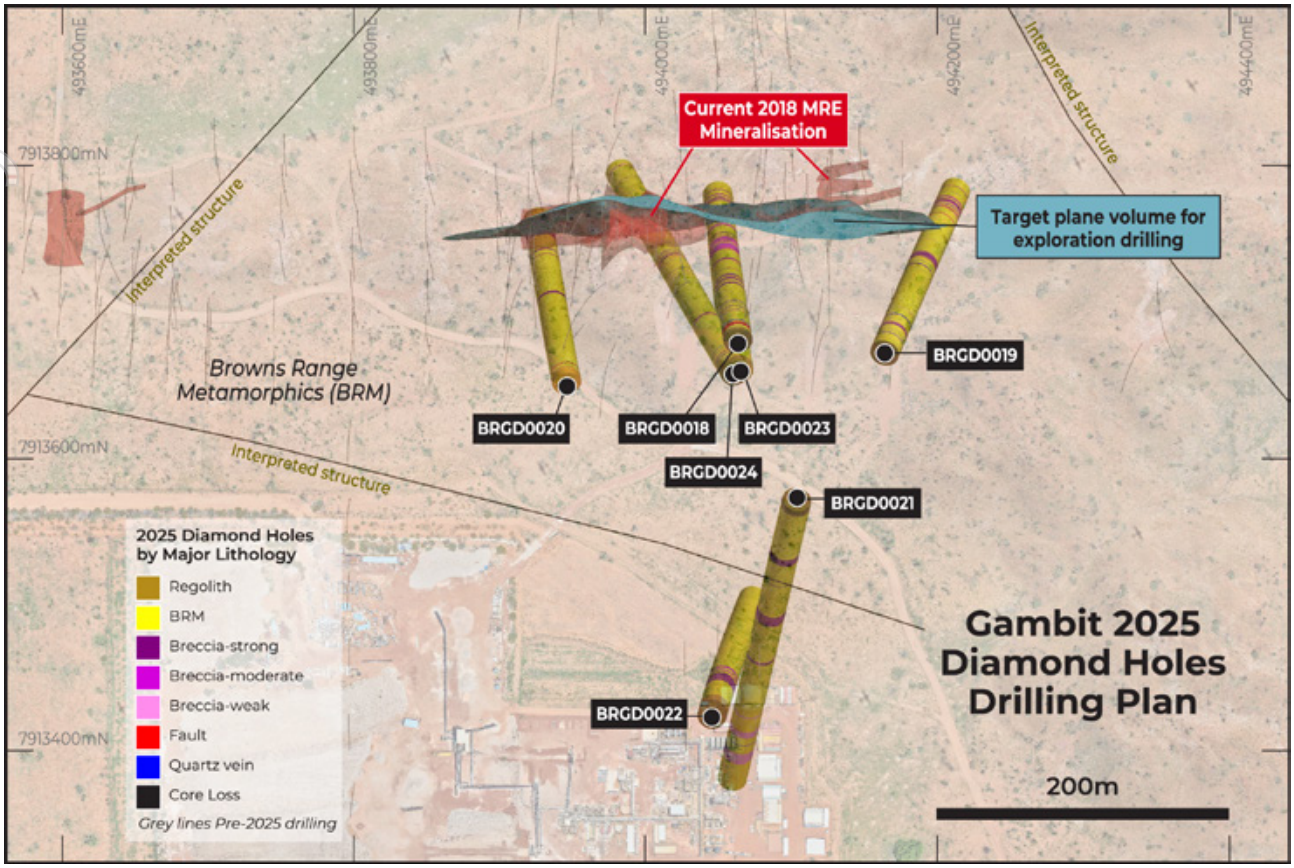


FIGURE 10 Plan View of the Gambit deposit showing 2018 MRE mineralisation envelopes (red), expanded target plane (blue) and interpreted structures, 2025 drill holes (thicker traces), pre-existing drill holes (thinner traces).



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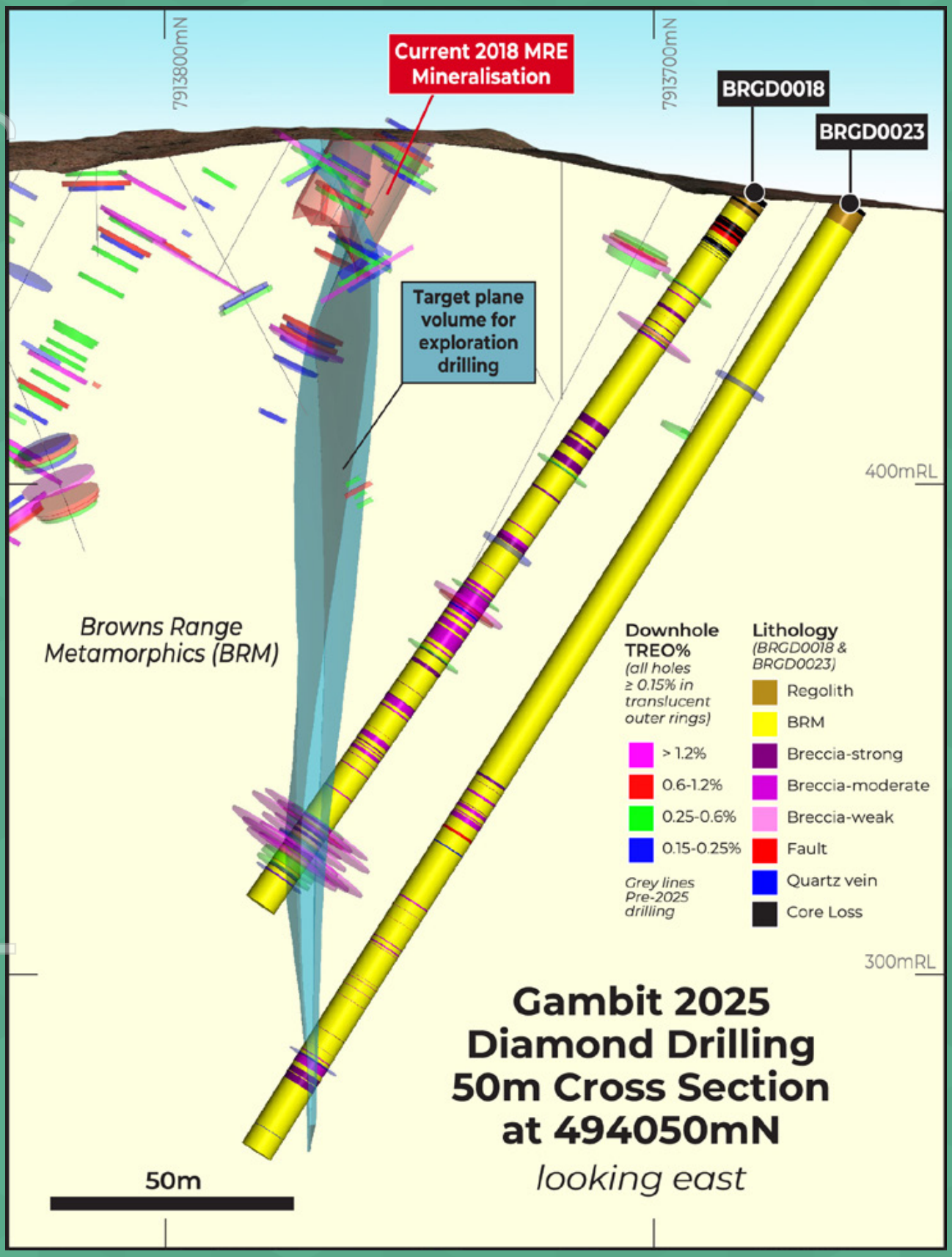


FIGURE 11 Cross-section facing East of the 2025 Gambit deposit drill holes, pre-existing drill holes, 2018 MRE mineralisation envelopes (red), and expanded target plane (blue).

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John Galt Project

The John Galt Project comprises granted tenements held 100% by Northern Minerals, which cover a combined area of 78km². John Galt is situated in the East Kimberley, approximately 150km north of Browns Range.

Geochemical orientation sampling program

Samples from an orientation soil sampling program were submitted for geochemical analysis with a focus on the copper prospectivity. The program was designed to assess the effectiveness of finer fractions of soils against existing bulk methods, testing specific areas of copper anomalism (co-incident with elevated bismuth) where copper sulphides have previously been identified in outcrop.



FIGURE 12 Field reconnaissance work at the John Galt copper prospect.



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Induced Polarisation (IP) Survey

An IP Survey was conducted across the copper prospect at John Galt. The designed IP survey comprised of six lines for a total of 4,400 m, of which three lines were completed for 2,300 m. The aim was to test the prospect for chargeability anomalies potentially representing sub-surface copper mineralisation.

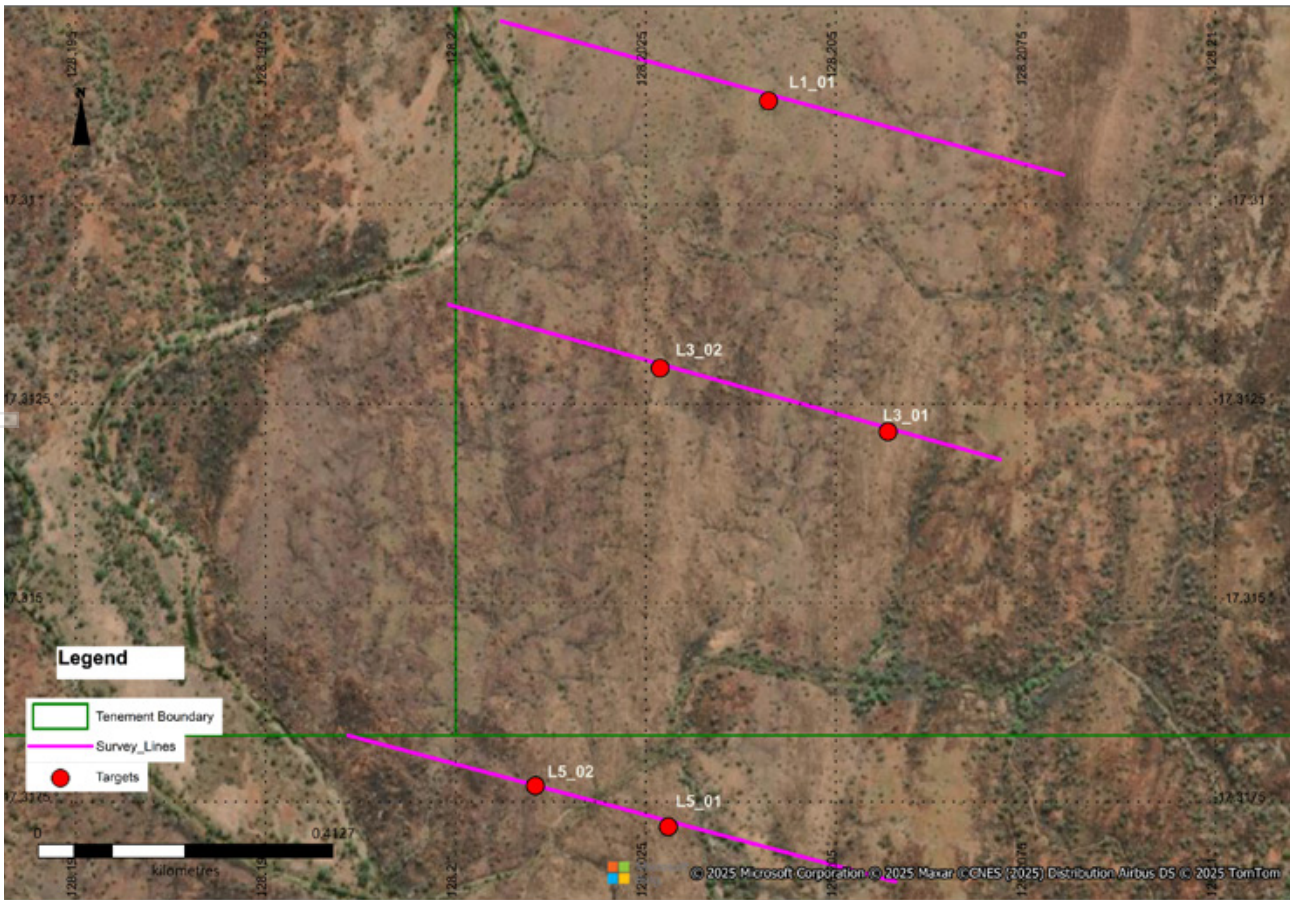


FIGURE 13 Location of IP survey lines (magenta) with chargeability anomalies shown as red dots. Tenements in green.



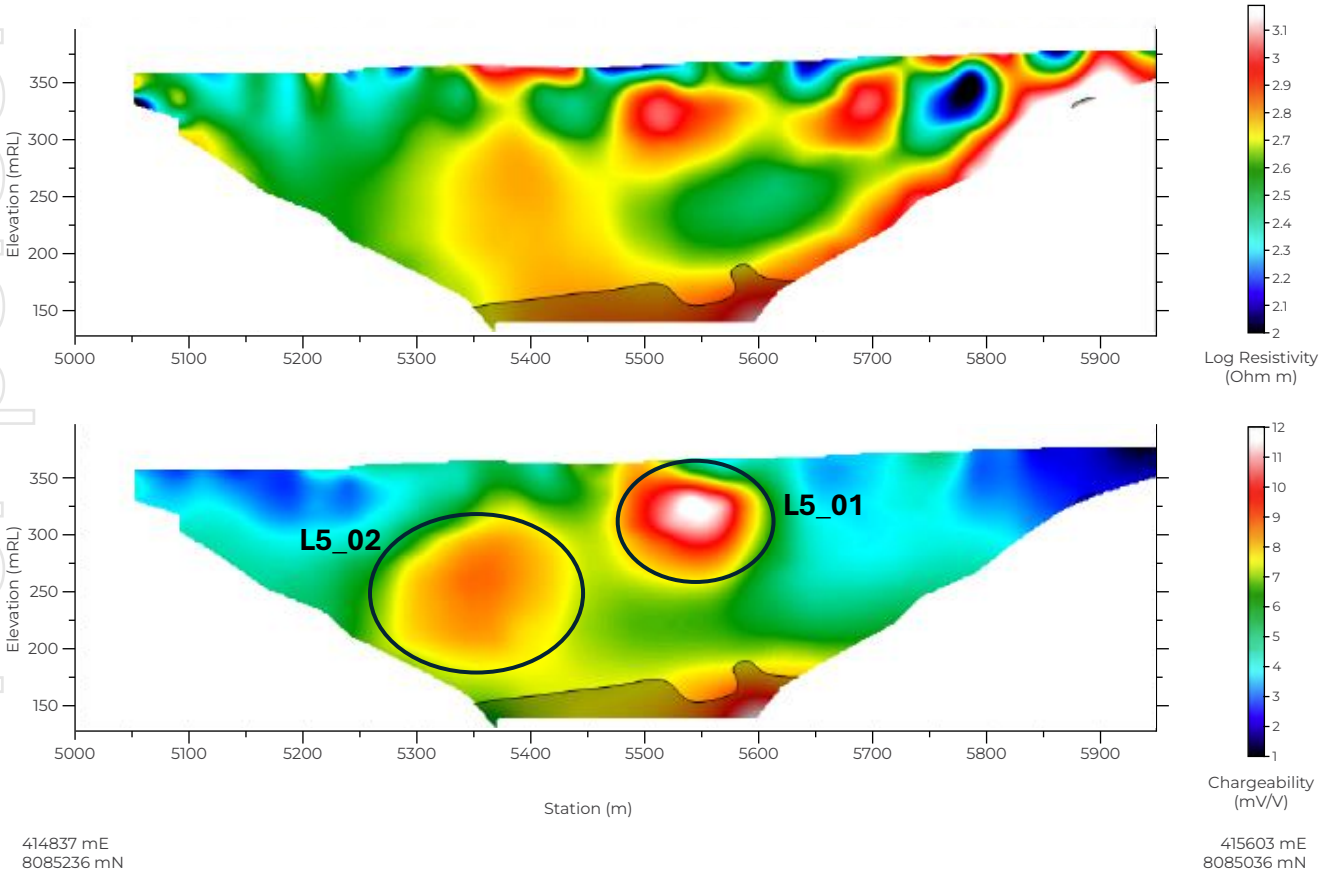


FIGURE 14 Inversion results for Line 5. Top panel shows resistivity section. Bottom panel shows chargeability results. Chargeability anomalies circled in black.

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ENVIRONMENTAL, SOCIAL AND GOVERNANCE PERFORMANCE

Sustainability is at the core of Northern Minerals' operations, and we are focused on upholding ethical and responsible practices across areas spanning our people, the communities we operate within, the environment, and corporate governance.

Northern Minerals understands the importance of sustainability in maintaining ethical, accountable, and successful operations. We champion sustainability across our Browns Range Project and other projects, taking rigorous steps to ensure it is upheld at each stage of development. We are proud to operate with sustainability as a core focus, it is instrumental to provide a safe work environment for our team, build meaningful and respectful connections with local communities, protect the environment where our Project takes place, and support good corporate governance. Throughout this process, we are dedicated to continuously improving our sustainability framework to meet compliance with evolving regulations and to meet obligations.

Communities



We respect and value the local community and are dedicated to openly communicating and taking actions that support mutually beneficial outcomes.

Northern Minerals is committed to building respectful and long-term relationships with surrounding communities and the Traditional Owners of the lands on which we operate. Throughout our Browns Range HRE Project we have maintained ongoing engagement, ensuring we can establish and improve mutual trust, identify opportunities to support initiatives and cultural events, and maintain a positive impact that benefits the community, local businesses, and the overall region.

People



We are committed to building a talented, diverse, and inclusive workforce where our people can reach their full potential, while contributing to the success of our project. We take steps to maintain high staff retention rates with a safe and caring workplace.

From our inception, we have focused on creating a work environment that prioritises the safety and wellbeing of our valued team, and this remains a core focus for the Company. We are passionate about fostering a positive and supportive culture to attract, develop, and empower our staff, ensuring they can build their skills and a sustainable career as part of the Northern Minerals team.



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Governance



We maintain high standards of corporate governance across our operations, ensuring we can manage risks, promote a safe workplace, and build trust with stakeholders by maintaining transparency, integrity, and ethical practices.

We are dedicated to upholding good corporate governance practices, which are key to responsibly guiding our operations and the actions of our team, support long-term success, and protect and strengthen the Northern Minerals' reputation. This approach allows us to achieve a high level of compliance, meet obligations, and provide value for stakeholders. Northern Minerals continues to build on the Company's systems and processes required to drive strong corporate governance for our developing business.

Environment



We understand the importance of upholding environmental stewardship and compliance with regulations. Taking the right steps to maintain sustainable practices is central to each stage of our operations.

Northern Minerals is committed to becoming sustainable producers of dysprosium and terbium, allowing us to support clean energy technologies and the reduction of greenhouse gas emissions. To support our commitment to environmental sustainability, we take actions to reduce our impact on the environment and preserve biodiversity. This includes continuously improving our sustainability framework to ensure compliance with changing regulations, undertaking relevant studies and surveys on an ongoing basis, incorporating renewable energy solutions, and improving rehabilitation practices.

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ENVIRONMENTAL PERFORMANCE

Environmental Management System

During the year, Northern Minerals reviewed the Company's Environmental Management System (**EMS**) that was developed for the Pilot Project. The review included mapping the EMS structure and checking adequate controls, such as management plans and procedures, are in place for key environmental risks for the Browns Range Project. This review process sets Northern Minerals up with a clear pathway to prepare for environmental management to be implemented to support construction.

Environmental Approvals

Radiation

The heavy rare earth xenotime concentrate produced at Browns Range contains a level of radioactivity. Northern Minerals commissioned specialists including a peer review by an independent third-party radiation expert to complete a radiation impact assessment to ensure that adequate radiation controls are allowed for in the Project design. The combined recommendations for radiation management have been incorporated into the Project design and planned operating controls. Post year-end, Northern Minerals received the referral decision that the facilities for handling and storing rare earth concentrate are "not a controlled action if taken in a particular manner." The Regulator conditions (i.e. particular manner) reflect Northern Minerals Browns Range Project design and controls to minimise environmental and occupational health and safety risks.

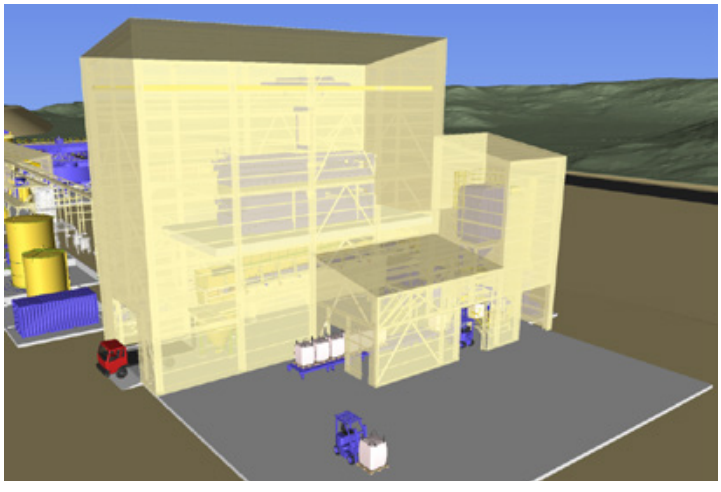


FIGURE 15 Concentrate Drying and Bagging Area.

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Alternative access route in the Northern Territory

Approximately 90% of Northern Minerals' land tenure is in the Northern Territory (NT), east and southeast of Browns Range. The region is difficult to access for exploration activities. Northern Minerals has identified an opportunity to improve access to the area by constructing a new access track. In addition to opening exploration in the Northern Territory, the new access track would provide alternate access to the Brown's Range Project site to minimise wet weather access issues and would connect into to the Tanami Road which is currently being sealed.

Northern Minerals consulted with Traditional Owners through whose lands the potential access track passes and found strong community support for a new road in the region.

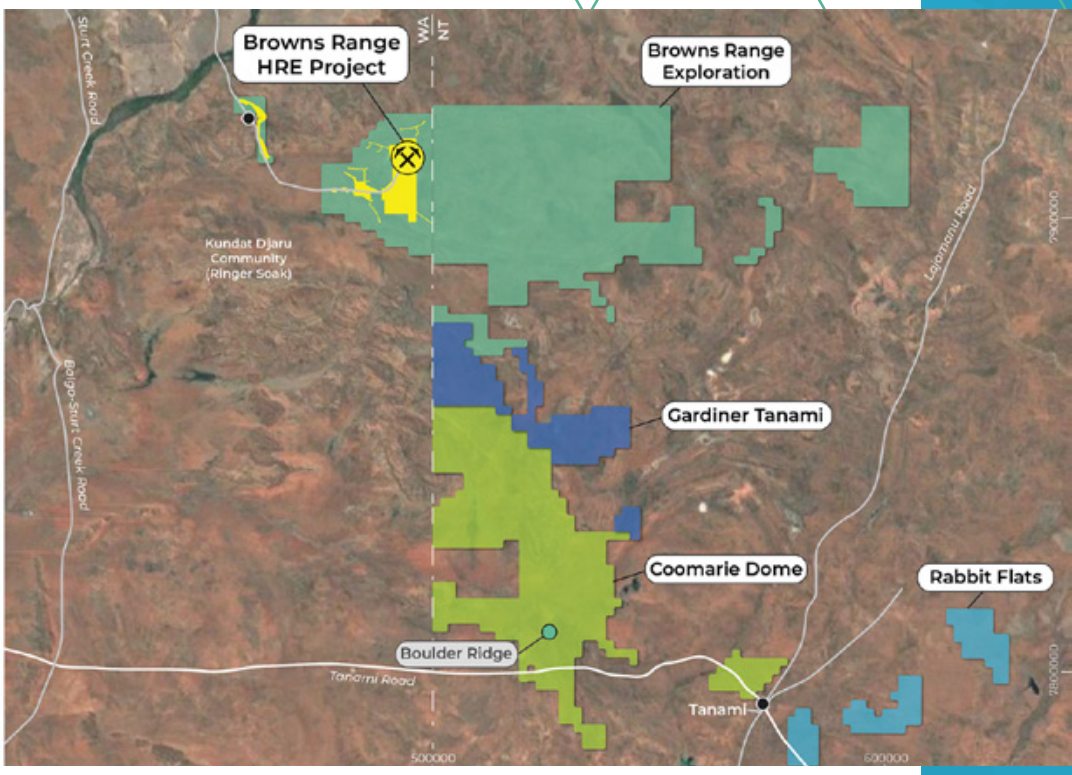
A baseline biological study was commissioned with NT-based EcOz Environmental Consultants and carried out with the approval of the Traditional Owners through the grant of an access permit by the Central Land Council.

The study area extended from the WA/NT border to the Tanami Road in the NT.

Northern Minerals consulted the Northern Territory Department of Lands, Planning and Environment (**DLPE**) on the survey design. As current access through the region is very difficult, the biological survey used a helicopter to map vegetation types, check for weed infestations, survey for conservation-significant fauna and better understand the topography.

Environmental approvals required include a Development Application under the NT Planning Act 1999 and a referral under the EPBC Act. Northern Minerals has begun consultation with these agencies to ensure the applications are fit for purpose.





The proposed NT access route would connect to the existing Project Access Road (located in WA) via a spur from the WA/NT border. A 12 km long study area was surveyed and vegetation types mapped.

Adding this mapping to Northern Minerals' existing vegetation mapping database in GIS shows the vegetation types are well represented elsewhere within the Project area and in the wider region. No conservation significant flora was recorded in the access route study area.

Vegetation mapping was used to generate fauna habitat mapping over the same study area. The sandplain habitats are known to support four significant species: Brush-tailed Mulgara (Priority 4), Greater Bilby (Vulnerable), Spectacled Hare-Wallaby (Priority 4) and Lakeland Downs Mouse (Priority 4). As required by Ministerial Statement 986, Northern Minerals will continue to implement the Conservation Significant Fauna Management Plan, including over the alternative access route, should it go ahead.

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Mine dewatering drainage

Northern Minerals is investigating whether excess mine dewatering could be discharged to the environment in a naturally low-lying open drainage area to the west of the mine. The area was surveyed to understand the existing flora and vegetation and fauna habitats that might be affected by introducing groundwater to the surface hydrology. Baseline surveys for flora and vegetation were conducted by mapping fauna habitats and invertebrate specialists were commissioned to better understand the natural condition of inland waters in the region, including sediment, water quality and aquatic life. Ecologists worked alongside Jaru Traditional Owners to sample fifteen locations from Browns Range to Lake Gregory, over 200 km south-west of the Project.

Adam Harman from Lateral Environmental was quoted as saying

"Getting out on Jaru Country with Mark and Margaret (Jaru Elders) was special. You can see and hear their connection to land and water. The stories and paintings about Banana Springs align with our values and passion for Inland Waters. Combining cultural and ecological knowledge leads to stronger outcomes for everyone."



FIGURE 16 Greater Bilby burrow recorded during baseline survey for proposed access route in the NT.



FIGURE 17 Helicopter used for baseline survey for proposed access route in the NT.

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FIGURE 18 Incoming storm over sandplains in the Northern Territory Tanami during baseline survey for proposed access route in the NT.



FIGURE 19 Conducting a regional baseline survey for aquatic invertebrates with Jaru Traditional Owners.

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SOCIAL PERFORMANCE

Health, Safety, and Wellbeing

Northern Minerals remains committed to ensuring the physical and psychological safety and wellbeing of its workforce, contractors, and visitors. The Company's health and safety culture continues to be grounded in its core value of *Safety – looking out for myself, others, and speaking up.*

Throughout the year, Northern Minerals continued to strengthen its Safety Management System and reinforce robust governance practices to ensure a safe, healthy, and supportive working environment. Key initiatives during the year included:

- Enhanced Site Induction Framework – updated content to reflect current operational hazards, and psychosocial risk awareness.
- Strengthened Contractor Management – improved onboarding, and ongoing verification processes to align with legislative and company standards.
- Mental Health and Wellbeing Strategy – introduced proactive initiatives, including awareness sessions, support tools, and training focused on supporting positive mental health.

These actions reflect Northern Minerals' commitment to continuous improvement and its proactive approach to ensuring the health, safety, and wellbeing of all personnel.

As a result of these initiatives, the Company achieved another outstanding year of safety performance, maintaining a Total Recordable Injury Frequency Rate (**TRIFR**) of 0.00 as of 30 June 2025. This record has been sustained since November 2022, demonstrating Northern Minerals' ongoing focus on building a strong safety culture supported by effective systems, controls, and leadership engagement.

KEY TAKEAWAYS FOR 2025

Zero TRIFR sustained for 31 consecutive months.

Embedded mental health support initiatives across the business.

Strengthened contractor onboarding and governance frameworks.



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Emergency Preparedness and Response

During the year, Northern Minerals updated its Emergency Management Plan to strengthen regional preparedness for potential threats—including seasonal bushfire risks—and to assess response capabilities at the Browns Range Project.

A key focus during the year was the strategic backburning program, undertaken to reduce fuel loads around critical infrastructure, accommodation facilities, and access routes ahead of the Kimberley dry season.



These activities were conducted in close consultation with the Department of Fire and Emergency Services (**DFES**) and the Shire of Halls Creek to ensure compliance with regional fire management guidelines and alignment with the Shires requirements.

In addition, Northern Minerals revised and updated its Emergency Response Plan with technical input and support from DFES.

These initiatives demonstrate Northern Minerals' proactive approach to emergency management and its commitment to protecting people, infrastructure, and the environment.



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Community Engagement

Northern Minerals has a long-standing presence in the Kimberley region and continues to build strong connections with the Ringer Soak, Halls Creek, and wider Kimberley community through its structured engagement program. This includes supporting local events and initiatives, as well as maintaining regular, constructive engagement with stakeholders.

Northern Minerals was proud to be actively involved in a range of regional and community activities across the reporting period. The Company attended the Kimberley Economic Forums in Kununurra (2024) and Broome (2025), contributing to discussions on opportunities for growth and collaboration across the region. Northern Minerals also supported NAIDOC Week celebrations in Kundat Djaru in September 2024 and hosted a community Christmas party later in the year, providing opportunities for community members and staff to share culture and customs. In May, the Company participated in the Halls Creek Business After Hours Industry Connect event, further strengthening ties with local businesses and stakeholders.

Business Community and Local Engagement

Northern Minerals continues to engage actively with the local business community across the Kimberley. This is achieved primarily through regular interaction with the East Kimberley Chamber of Commerce and Industry and the Broome Chamber of Commerce and Industry, supported by ongoing conversations with local businesses. The Company was proud to once again support the Broome Business Excellence Awards in October 2024.

The Company continues to meet its commitments under the Browns Range Heavy Rare Earths Project Australian Industry Participation (**AIP**) Plan by releasing Expressions of Interest for packages of work on the ICNWA platform and advertising these opportunities through the Kimberley Business Network.

Participation in the Kimberley Economic Forums provided further opportunities to connect directly with local businesses, gain insight into local capabilities, and discuss future project opportunities. The Company is a member of the West Kimberley SteerCo Committee and the Chamber of Minerals and Energy Kimberley Regional Council, where it takes part in collaborative discussions on future work programs, regional opportunities, and shared challenges.





FIGURE 20 Chamber of Minerals and Energy Kimberley Regional Council members visiting the Port of Wyndham during the Kimberley Economic Forum.

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Heritage Surveys

Jaru

Northern Minerals continues to work closely with the Jaru People to satisfy its heritage obligations. Several archaeological surveys were conducted at Browns Range throughout the year with representatives of the Jaru People. The surveys covered locations identified for project optimisation as well as exploration areas to support drilling programs.

Central Land Council On-country Meeting

An on-country, helicopter supported heritage survey was conducted from the Browns Range camp with the Central Land Council (**CLC**) late in the year. The purpose of the survey was to renew the Sacred Site Clearance Certificates – which are the required Traditional Owner consents to carry out exploration works over NTU's granted tenure in the Northern Territory.

Approximately 20 Traditional Owners, 7 CLC staff and 1 helicopter pilot were hosted at the Browns Range Camp during the survey. The survey proceeded safely, and all survey objectives were met.

On-country Meeting with the Central Land Council

Following the CLC heritage survey at Browns Range, NTU staff attended an on-country meeting at the CLC Office in Kalkarinji, NT.

The on-country meeting is the first meeting with the relevant Traditional Owners to enable NTU's tenement applications in the Northern Territory to be granted.



FIGURE 21 Traditional Owners participating in Northern Territory surveys with the CLC.



FIGURE 22 NTU staff presenting to Traditional Owners at CLC meeting in Kalkarindji, NT.



FIGURE 23 Traditional Owners at the survey camp site (Browns Range, WA).

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People and Culture

During the year, Northern Minerals undertook initiatives to build and maintain a safe, inclusive, and high-performing workforce. Recognising that attracting and retaining skilled talent is critical to operational continuity, culture, and long-term project success, People and Culture activities focused on workforce development and psychosocial safety and wellbeing.

Learning and Development

This year, we successfully launched our online Learning Management System (**LMS**), featuring targeted modules designed to reinforce key policies and procedures, strengthen employee skills and knowledge, and introduce a refreshed online induction experience.

Cyber education remained a central pillar of our learning and development program, reinforcing a strong cybersecurity culture across the organisation. We delivered this training through frequent, concise online modules designed to educate employees on best-practice security measures and the identification of emerging threats. These microlearning sessions play a crucial role in reducing human error in cyber incidents and empower employees to serve as a critical first line of defence in safeguarding company data and systems.

Psychosocial Safety and Wellbeing

To support tracking of employee wellbeing and to identify areas for improvement, we conducted a pulse survey in November 2024. The survey achieved a participation rate of 85% with the feedback used to build on actions from the larger survey conducted in June 2024.

Over the year Northern Minerals strengthened its Psychosocial Safety and Wellbeing program with the implementation of a series of targeted initiatives to reinforce safe and respectful behaviours across the workforce. Key actions included a refreshed respectful workplace behaviours policy and a new procedure, outlining workplace conduct standards and providing a structured framework for maintaining respectful interactions. In addition, we launched an online Respectful Workplace Behaviours training module.

Northern Minerals continues to prioritise employee wellbeing by providing support and tools to assist them both in and outside the workplace. The Employee Assistance Program provides confidential counselling services to help employees and their immediate family members manage personal and workplace challenges.

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The Year Ahead

We will continue our ongoing review of our policy framework to support our expected standards of behaviour and to create the basis for an inclusive and diverse workforce and a workplace culture that reflects our values. These reviews will also ensure our documents remain up to date with ongoing compliance addressed through targeted revisions.

Improving systems, enhancing efficiencies, and leveraging data analytics will be key priorities for People & Culture over the next 12 months. The implementation of new HR systems will streamline processes, increase efficiency, and deliver consistent, high-quality data. This will enable more effective monitoring of employee movement and retention, while also providing deeper insights into workforce experience and capabilities.

A focus on diversity and inclusion, continued priority on physical and psychological safety and creating a supportive workplace that promotes a sense of belonging and satisfaction will be essential in creating and embedding our culture and upholding our values.





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GOVERNANCE

Risk Management

Aligning with ISO 3100, Northern Minerals' risk management framework supports a structured and consistent approach to identifying, assessing, managing, and reporting business risks spanning strategic, operational, financial, environmental, social, governance, and other areas. Strong oversight from the Board fortifies this framework, providing an in-depth knowledge of critical risks in the resources sector and the specific jurisdictions Northern Minerals operates within. We take actions to enhance the Company's risk management capability, including reviewing risk profiles to ensure they can be thoroughly managed and providing risk management training for our internal workforce and external contractors.

Compliance

Northern Minerals is committed to achieving and maintaining compliance across our operations, including managing obligations under the Browns Range Care and Maintenance Plan and the Browns Range Conservation Significant Fauna Management Plan. To support this, we have established a dedicated environmental compliance role, developed a comprehensive Environmental Performance Evaluation Schedule that covers key compliance commitments, and manage compliance monitoring in-house with a robust environmental dataset baseline. Northern Minerals has also implemented several initiatives to ensure adherence with the Browns Range Care and Maintenance Plan obligations, including engaging Site Managers to oversee compliance, on-ground fauna inspections prior to ground disturbing works, and working with a consultancy to conduct geotechnical inspection of waste rock landforms.



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Cyber Security

Northern Minerals acknowledges the growing prevalence of cybercrime and the ongoing material risk it poses to the business. In FY24/25, several key security initiatives were implemented to strengthen our cybersecurity framework and enhance overall resilience against emerging threats. These initiatives have been multifaceted with focus on cyber controls such as system, hardware and network upgrades, multi-factor authentication and the roll out of standard operating environments.

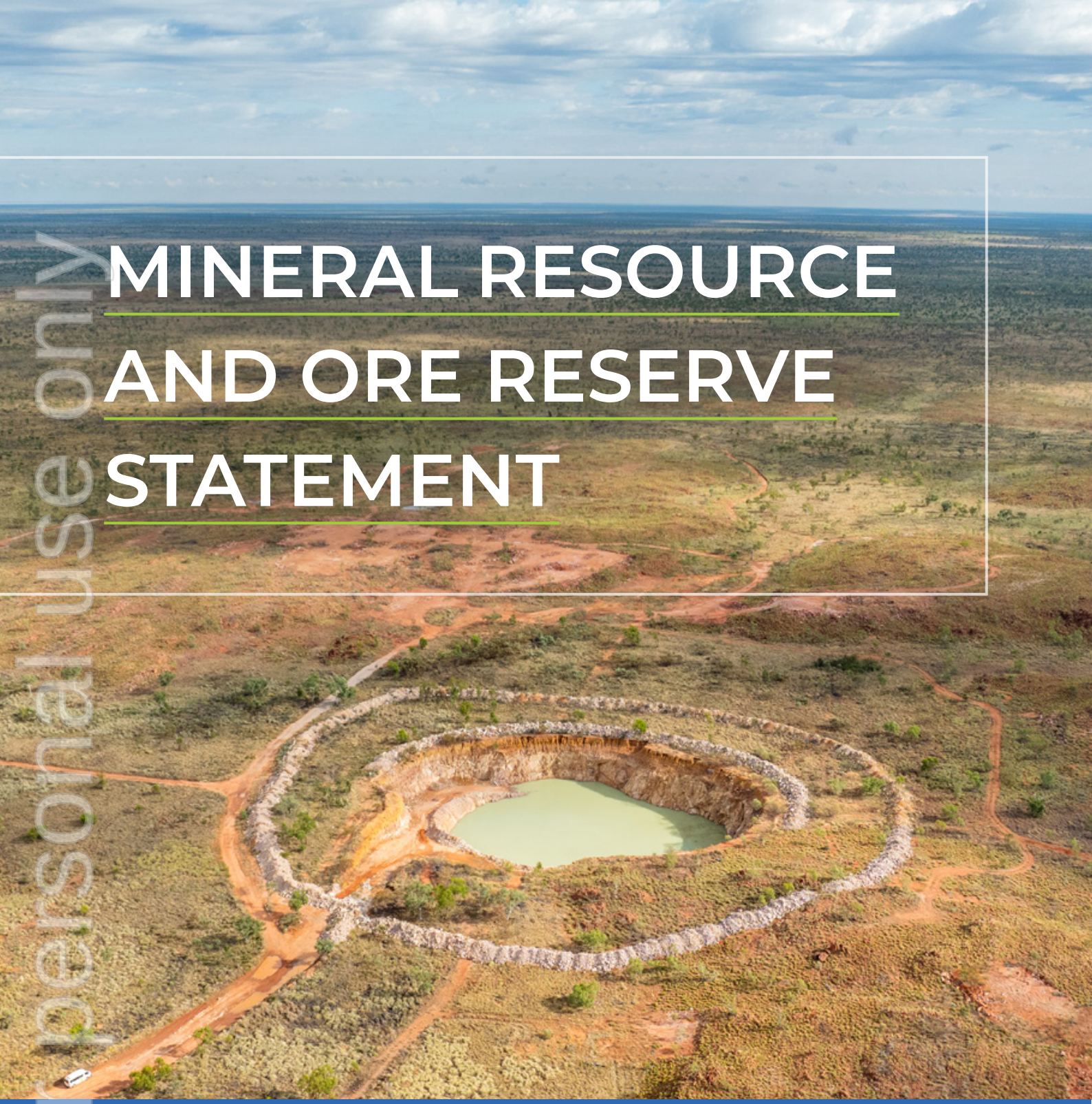
In addition, we have rolled out an updated Information Technology Policy and a Cyber Security Incident Response Plan and continue to progress the implementation of our Information Security Management System (**ISMS**). The ISMS framework will assist Northern Minerals in mitigating cyber security risks, ensure regulatory compliance and enhance operational resilience and security.

We take a layered approach to cybersecurity, engaging a range of technology and security partners to provide continuous monitoring of our environment, conduct internal network penetration testing, and perform endpoint resilience assessments to identify and address vulnerabilities. In addition, we place strong emphasis on user education and behavioural risk controls. All employees are required to complete ongoing cybersecurity training, complemented by regular phishing simulations conducted across the organisation.

Our cybersecurity strategy contains robust cyber hygiene practices leveraging the National Institute of Standards and Technology (**NIST**), Cybersecurity Framework (**CSF**) and the Australian Signals Directorate's (**ASD**) Essential 8 principles.

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MINERAL RESOURCE AND ORE RESERVE STATEMENT



Mineral Resource Annual Review

During the year under review, an update to the Wolverine Mineral Resource estimate (MRE) was completed, reported above a cut-off grade of 0.15% total rare earth oxide (TREO), which comprised an Open Pit MRE spatially constrained within an open pit design and an Underground MRE reported below base of open pit design at 325 m RL.

The estimated global Browns Range Mineral Resources at 30 June 2025 are presented in Table 1. Mineral Resource statement as at 30 June 2025 has been reported in accordance with the guidelines of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition (JORC Code).

TABLE 1 Browns Range WA Global Mineral Resource estimate at 30 June 2025 reported above a 0.15 % TREO cut-off grade.

Deposit	Classification	Mt	TREO %	Dy_2O_3 kg/t	Y_2O_3 kg/t	Tb_4O_7 kg/t	HREO %	TREO t
Wolverine OP*	Measured	0.1	0.91	0.84	5.4	0.12	92	1,000
	Indicated	0.7	0.76	0.67	4.42	0.09	90	5,200
	Inferred	0.1	0.3	0.2	1.36	0.03	69	300
	Subtotal	**0.9**	**0.72**	**0.63**	**4.19**	**0.09**	**89**	**6,500**
Wolverine UG**	Measured	0	0	0	0	0	0	0
	Indicated	4.2	1.19	1.05	7.1	0.15	91	49,200
	Inferred	2.3	0.64	0.55	3.7	0.08	87	14,800
	Subtotal	**6.4**	**0.99**	**0.88**	**5.87**	**0.13**	**89**	**64,000**
Wolverine Total	Measured	0.1	0.91	0.84	5.4	0.12	92	1,000
	Indicated	4.9	1.13	1.00	6.72	0.15	91	54,400
	Inferred	2.4	0.63	0.54	3.6	0.08	87	15,100
	Subtotal	**7.3**	**0.96**	**0.84**	**5.66**	**0.12**	**90**	**70,500**
Gambit West	Measured	0	0	0	0	0	0	0
	Indicated	0.12	1.8	1.62	11.0	0.22	94	2,100
	Inferred	0.13	0.5	0.40	2.67	0.05	81	700
	Subtotal	**0.25**	**1.11**	**0.97**	**6.56**	**0.13**	**91**	**2,800**
Pilot Plant Stockpiles	Measured	0	0	0	0	0	0	0
	Indicated	0.16	0.95	0.83	5.5	0.12	89	1,500
	Inferred	0.03	0.26	0.20	1.35	0.03	79	90
	Subtotal	**0.2**	**0.82**	**0.71**	**4.71**	**0.1**	**88**	**1,600**
Gambit	Measured	0	0	0	0	0	0	0
	Indicated	0	0	0	0	0	0	0
	Inferred	0.2	0.89	0.83	5.62	0.11	96	1,900
	Subtotal	**0.2**	**0.89**	**0.83**	**5.62**	**0.11**	**96**	**1,900**
Area 5	Measured	0	0	0	0	0	0	0
	Indicated	1.38	0.29	0.18	1.27	0.03	69	4,000
	Inferred	0.14	0.27	0.17	1.17	0.03	70	400
	Subtotal	**1.52**	**0.29**	**0.18**	**1.26**	**0.03**	**69**	**4,400**
Cyclops	Measured	0	0	0	0	0	0	0
	Indicated	0	0	0	0	0	0	0
	Inferred	0.33	0.27	0.18	1.24	0.03	70	890
	Subtotal	**0.3**	**0.27**	**0.18**	**1.24**	**0.03**	**70**	**891**
Banshee	Measured	0	0	0	0	0	0	0
	Indicated	0	0	0	0	0	0	0
	Inferred	1.7	0.21	0.16	1.17	0.02	87	3,500
	Subtotal	**1.7**	**0.21**	**0.16**	**1.17**	**0.02**	**87**	**3,500**
Dazzler	Measured	0	0	0	0	0	0	0
	Indicated	0	0	0	0	0	0	0
	Inferred	0.2	2.33	2.17	13.9	0.29	95	5,000
	Subtotal	**0.2**	**2.33**	**2.17**	**13.9**	**0.29**	**95**	**5,000**
Total	**Measured**	**0.1**	**0.91**	**0.84**	**5.40**	**0.12**	**92**	**1,000**
	Indicated	**6.6**	**0.96**	**0.83**	**5.62**	**0.12**	**86**	**62,000**
	Inferred	**5.1**	**0.54**	**0.46**	**3.06**	**0.06**	**86**	**27,500**
	Total	**11.7**	**0.77**	**0.67**	**4.49**	**0.09**	**86**	**90,500**

Notes:
- *Rounding may have caused computational discrepancies.*
- *TREO = Total Rare Earth Oxides – La_2O_3, CeO_2, Pr_6O_{11}, Nd_2O_3, Sm_2O_3, Eu_2O_3, Gd_2O_3, Tb_4O_7, Dy_2O_3, Ho_2O_3, Er_2O_3, Tm_2O_3, Yb_2O_3, Lu_2O_3, Y_2O_3.*
- *HREO = Heavy Rare Earth Oxides – Total of Sm_2O_3, Eu_2O_3, Gd_2O_3, Tb_4O_7, Dy_2O_3, Ho_2O_3, Er_2O_3, Tm_2O_3, Yb_2O_3, Lu_2O_3, Y_2O_3.*
- *HREO % = HREO/TREO*100*
- **Wolverine Open Pit MRE constrained within open pit design, and above 0.15 % TREO COG*
- ***Wolverine Underground MRE reported below base of open pit design, i.e., 325 mRL, and above 0.15 % TREO COG*

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Comparison With Previous Year's Mineral Resource Estimate

The comparison between the estimated 30 June 2024 and 30 June 2025 Mineral Resources is presented in Table 2. The change in the global MRE relates entirely to the updated MRE for Wolverine (see NTU ASX announcement dated 16 January 2025).

TABLE 2 Comparison of 2022 Mineral Resource estimate with 2025 Mineral Resource estimate above a 0.15% TREO cut-off grade.

Classification	Tonnage Mt	TREO %	TREO t
FY24 Browns Range Mineral Resource estimate			
Measured	0.14	0.7	986
Indicated	4.9	0.78	38,300
Inferred	5.76	0.73	42,166
Subtotal	**10.81**	**0.76**	**81,450**
FY25 Browns Range Mineral Resource estimate			
Measured	0.1	0.91	1,000
Indicated	6.6	0.96	62,000
Inferred	5.1	0.54	27,500
Subtotal	**11.7**	**0.77**	**90,500**
% Change in Browns Range Mineral Resource estimate comparing FY25 to FY24			
Measured	-40%	23%	1%
Indicated	26%	19%	38%
Inferred	-13%	-35%	-53%
Total	**8%**	**1%**	**10%**

Notes:
- *Rounding may have caused computational discrepancies.*
- *TREO = Total Rare Earth Oxides – La_2O_3, CeO_2, Pr_6O_{11}, Nd_2O_3, Sm_2O_3, Eu_2O_3, Gd_2O_3, Tb_4O_7, Dy_2O_3, Ho_2O_3, Er_2O_3, Tm_2O_3, Yb_2O_3, Lu_2O_3, Y_2O_3.*
- *HREO = Heavy Rare Earth Oxides – Total of Sm_2O_3, Eu_2O_3, Gd_2O_3, Tb_4O_7, Dy_2O_3, Ho_2O_3, Er_2O_3, Tm_2O_3, Yb_2O_3, Lu_2O_3, Y_2O_3.*
- *HREO % = HREO/TREO*100*
- **Wolverine Open Pit MRE constrained within open pit design, and above 0.15 % TREO COG*
- ***Wolverine Underground MRE reported below base of open pit design, i.e., 325 mRL, and above 0.15 % TREO COG*



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Ore Reserve Annual Review

The Company is not declaring Ore Reserves as at 30 June 2025. Subsequent to this reporting period, an Ore Reserve estimate was announced to ASX on 15 September 2025.

Governance Arrangements and Internal Controls

The Company has ensured that the Mineral Resources quoted are subject to appropriate governance arrangements and internal controls.

The Company's management carries out regular reviews and audits of internal processes and external consultants that have been engaged by the Company. The Company reviews its Mineral Resource statement annually at the end of each financial year in accordance with clause 14 of the JORC Code.

The Company confirms the following:

- The Mineral Resource statements above are based on and fairly represent information and supporting documentation prepared by a Competent Person or Persons.
- The Mineral Resource Statement above, as a whole, have been jointly approved by Mr Kurt Warburton and Mr Dale Richards.
- Mr Warburton is a full-time employee of Northern Minerals, and a Member of the Australian Institute of Geoscientists. Mr Richards is a full-time employee of Northern Minerals and a Fellow of the Australasian Institute of Mining and Metallurgy.
- Mr Warburton and Mr Richards have provided written consent for the issue of the Mineral Resource statement in the form and context in which it appears in this annual report.
- Northern Minerals has ensured that the Mineral Resource estimates quoted above are subject to governance arrangements and internal controls.
- The Mineral Resource estimates have been derived by various practitioners and then reviewed by Company employees who have substantial knowledge of best practice in modelling and estimation techniques.
- Internal reviews of the Mineral Resource estimate have been completed by Northern Minerals' management and executives prior to public release.
- All Mineral Resource estimates that are disclosed by the Company are subject to review and approval by the Company's Board of Directors whose qualifications are disclosed in the Directors Report.

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TENEMENT REPORT



TENEMENT REPORT

Details of mining tenements as at 30 June 2025.

Project	Tenement ID	State	Status	Holder	Interest
Browns Range WA	E80/4479	WA	Granted	Northern Minerals	100%
	E80/4782	WA	Granted	Northern Minerals	100%
	E80/5040	WA	Granted	Northern Minerals	100%
	E80/5041	WA	Granted	Northern Minerals	100%
	M80/627	WA	Granted	Northern Minerals	100%
	M80/650	WA	Application	Northern Minerals	100%
	L80/76	WA	Granted	Northern Minerals	100%
	L80/77	WA	Granted	Northern Minerals	100%
	L80/78	WA	Granted	Northern Minerals	100%
	L80/79	WA	Granted	Northern Minerals	100%
	L80/107	WA	Application	Northern Minerals	100%
	L80/0109	WA	Granted	Northern Minerals	100%
	L80/0110	WA	Granted	Northern Minerals	100%
	L80/0111	WA	Granted	Northern Minerals	100%
	L80/0113	WA	Application	Northern Minerals	100%
	L80/0120	WA	Granted	Northern Minerals	100%
	E80/5260	WA	Granted	Northern Minerals	100%
	E80/5261	WA	Granted	Northern Minerals	100%
	E80/5367	WA	Granted	Northern Minerals	100%
	E80/5368	WA	Granted	Northern Minerals	100%
	E80/5369	WA	Granted	Northern Minerals	100%
	E80/5370	WA	Granted	Northern Minerals	100%
	E80/5418	WA	Granted	Northern Minerals	100%
Browns Range NT	EL24193	NT	Granted	Northern Minerals	100%
	EL24174	NT	Granted	Northern Star Resources	REE[1]
	EL26270	NT	Granted	Northern Minerals	100%
	EL26286	NT	Granted	Northern Minerals	100%
	ELA32161	NT	Application	Northern Minerals	100%
	ELA32162	NT	Application	Northern Minerals	100%
John Galt	E80/4298	WA	Granted	Northern Minerals	100%
	E80/4967	WA	Granted	Northern Minerals	100%
	E80/5230	WA	Granted	Northern Minerals	100%
	E80/6079	WA	Application	Northern Minerals	100%

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Project	Tenement ID	State	Status	Holder	Interest
Boulder Ridge	EL29594	NT	Granted	Northern Minerals	100%
	ELA24849	NT	Application	Northern Minerals	100%[2]
	ELA24935	NT	Application	Northern Minerals	100%[2]
	EL24177	NT	Granted	Northern Minerals	100%
	EL25171	NT	Granted	Northern Star Resources	REE[1]
	ELA28868	NT	Application	Northern Star Resources	REE[1]
	EL27590	NT	Granted	Northern Star Resources	REE[1]
Gardiner-Tanami	EL23932	NT	Granted	Northern Star Resources	REE[1]
	EL25009	NT	Granted	Northern Star Resources	REE[1]
	EL26498	NT	Granted	Northern Minerals	100%
	EL26541	NT	Granted	Northern Minerals	100%
	EL27367	NT	Granted	Northern Minerals	100%
	EL29592	NT	Granted	Northern Star Resources	REE[1]
	EL29593	NT	Granted	Northern Star Resources	REE[1]
	EL29595	NT	Granted	Northern Minerals	100%
	ELA29619	NT	Application	Northern Star Resources	REE[1]
	EL26635	NT	Granted	Northern Star Resources	REE[1]
	ELA32163	NT	Application	Northern Star Resources	REE[1]
	ELA32164	NT	Application	Northern Star Resources	REE[1]
Rabbit Flats	ELA25159	NT	Application	Northern Star Resources	REE[1]
	ELA25160	NT	Application	Northern Star Resources	REE[1]

Notes:
1 Rare Earth Element rights only
2 Excludes gold rights

The Company notes that following the end of the FY2025 reporting period that the following events occurred:

- Miscellaneous Licence L80/107 was granted on 19/08/2025;
- Mining Lease M80/650 was Granted on 09/09/2025; and
- Mining Lease M80/627 was Surrendered on 09/09/2025.

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ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2025



DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2025

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The directors present their report together with the consolidated financial report of the Group, being Northern Minerals Limited ("Northern Minerals" or "Company") and its controlled entities, for the financial year ended 30 June 2025 and the independent auditors report thereon.

DIRECTORS

The names and details of the Company's directors in office during the financial year and until the date of this report are as follows. Directors and officers were in office for the entire period unless otherwise stated.

Adam Handley – *Executive Chairman*

Mr Handley, a Perth-based partner of global law firm HFW and Immediate Past President of the Australia China Business Council (WA), specialises in advising North Asian investors and their Australian counterparts to bridge successful business relationships across a range of sectors including resources, mining and project development. He is also the convenor and moderator of the Western Australian Premier's China WA Strategic Resources Dialogue (since inception of the dialogue in 2017).

He is widely regarded as one of the leading Australian legal advisers for major foreign government and non-government investors into Australia, particularly from China, and has advised on many notable Chinese trade and investment transactions. He also has a significant track record in advising Federal and State Governments on major regulatory and commercial projects within Western Australia and other States and Federally.

Mr Handley joined the board of Northern Minerals as a Non-executive Director in 2021 and moved into the role of Executive Chairman on 27 May 2024.

Mr Handley is the Chair of the Remuneration and Nomination Committee and Chair of the Audit and Risk Committee.

During the past three years, Mr Handley has not served as a director of any other listed companies.

Shane Hartwig – *Managing Director / CEO*

Mr Hartwig was a Founder and a Director of Peloton Advisory, a well-established and highly successful corporate advisory firm with offices in Sydney and Perth. He has more than 30 years' national and international experience in the finance industry and project development, including more recently CFO and commercial lead for a proposed greenfield integrated infrastructure and mining project in WA.

He is a Certified Practicing Accountant and Chartered Company Secretary, with a Bachelor of Business majoring in Accounting and Taxation from Curtin University of Technology in Western Australia.

Mr Hartwig is accountable to direct and control the Company's operations and to work with the Chairman to provide strategic guidance and direction to the Board to ensure that the Company achieves its mission and objectives associated with progressing Northern Minerals' Browns Range Project into development, including securing project funding.

Bin Cai – *Executive Director*

Mr Cai has more than 25 years' Australian experience in the finance, capital markets and project development areas including across various resource companies and with the Queensland State Government. Mr Cai joined Northern Minerals in 2013 and assists the Company in its investor relation activities, particularly with those investors that have been introduced to the Company from China, Singapore and Hong Kong. Mr Cai is the Managing Director of Conglin International Investment Group Pty Ltd, based in Brisbane. Mr Cai has an outstanding record of successful strategic investments in emerging Australian resource companies. Prior to joining the Conglin Group, Mr Cai had 13 years' experience with The China Investment Bank and the Queensland State Government.

Mr Cai is a member of the Remuneration and Nomination Committee and the Audit and Risk Committee.

Mr Cai is currently a non-executive director of Orion Metals Limited. Orion Metals was listed on the ASX until 17 June 2024.

DIRECTORS (continued)

Liangbing Yu – *Independent Non-executive Director*

Mr Yu has more than 20 years' experience in business operation and management and is currently an Executive Partner at Beijing GloryHope Oriental Investment Centre. Mr Yu has a dual Bachelor's degree in Investment Economics and Economic Law.

Mr Yu is a member of the Remuneration and Nomination Committee and the Audit and Risk Committee.

Mr Yu is a director of Luokung Technology Corp (NASDAQ: LKCOF.)

COMPANY SECRETARY

Belinda Pearce

Ms Pearce is a Chartered Accountant qualified with the Institute of Chartered Accountants in England and Wales. Ms Pearce has been with Northern Minerals since 2016 and is currently Financial Controller of the Company. Previously Ms Pearce held positions with BDO Australia for six years, including as an Audit Manager, as well as finance positions within the pearling, agriculture and oil and gas industries.

DIRECTOR AND COMMITTEE MEETINGS

The numbers of meetings of the Company's board of directors and of each board committee held during the year ended 30 June 2025, and the number of meetings attended by each director while they were a director was as follows:

Director	Board Meetings		Audit and Risk Committee		Remuneration and Nomination Committee	
	A	B	A	B	A	B
Adam Handley	14	15	1	2	1	1
Shane Hartwig	15	15	2*	2*	1*	1*
Bin Cai	15	15	2	2	1	1
Liangbing Yu	15	15	2	2	1	1

A – meetings attended

B – meetings held during the time the director held office

*Not a member of the relevant Committee – attended by invitation

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DIRECTORS' INTERESTS IN THE SHARES AND OPTIONS OF THE COMPANY

As at the date of this report, the interests of the directors in the shares and options of the Company were:

Director (direct and indirect holdings)	Ordinary Shares	Performance Rights	Options
Adam Handley	-	-	-
Shane Hartwig	-	10,000,000	-
Bin Cai	7,178,948	3,750,000	-
Liangbing Yu	-	-	-

DIVIDENDS

No dividends have been paid or declared by the Company during the financial year or subsequent to the year end.

PRINCIPAL ACTIVITIES

During the year the principal continuing activities of Northern Minerals consisted of progressing the completion of a Definitive Feasibility Study (**DFS**) for a commercial-scale mining and processing operation at its Brown Range Heavy Rare Earth Project (Browns Range or the Project), progressing Project funding discussions with domestic and international agencies and other potential investors, undertaking various exploration activities across its existing deposits, maintaining all exploration and mining tenure in good standing, meeting the Company's environmental and other monitoring obligations relevant to the Company's Pilot Plant, and maintaining the Browns Range camp and associated infrastructure.

REVIEW OF OPERATIONS

Operational and commercial activities during the financial year were focused on completing work programs to support the Company to achieve its strategic aim of achieving a Final Investment Decision (**FID**) for Browns Range.

The activities relating to advancing the DFS included completion of additional metallurgical variability test work, ongoing capital expenditure (CAPEX) and operating expenditure (OPEX) optimisation studies, completion of the updated Mineral Resource Estimate (MRe) for Browns Range flagship Wolverine Deposit (for use in the mine plan and production schedule for the Definitive Feasibility Study), undertaking process flowsheet optimisation works and investigating alternative logistics access route.

SRK Consulting (SRK) continued its technical review of the Project as part of prospective lenders due diligence requirements. SRK completed an Interim Technical Review of the Project with the final report to be completed once the Definitive Feasibility Study has been finalised and provided to SRK for their review.

The Company commenced a regional target generation exploration program across the tenement portfolio in Western Australia and the Northern Territory including identifying targets with potential for heavy rare earth elements and copper with priority placed on geophysical data acquisition, processing and litho-structural interpretation as the fundamental dataset to inform targeting studies. As part of this, the Company commenced the Exploration Incentive Scheme (EIS) program awarded by the Western Australian Government through a co-funded exploration drilling program at its Dazzler Deposit.

The Company continued to develop its Project funding programme throughout the period including interfacing with various potential debt and equity funding providers, domestically and internationally, ultimately seeking to arrange a syndicate of parties willing to provide funding for the construction and commissioning of the Project.

During the year the Company announced a Placement and Shareholder Share Purchase Plan (SPP) and post receiving shareholder approval for Tranche 2 of the Placement, ultimately raised ~$45.4M in total, via the Placement and SPP. These funds are to be applied to keeping all assets in good standing, finalise the FS, undertake exploration programs and fund costs associated with progressing Project Funding for the development of the Project.

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Definitive Feasibility Study (DFS)

Progress continued across several key workstreams of the Definitive Feasibility Study (DFS). This included the completion of the Mineral Resource Estimate, advancement of metallurgical test work, and finalisation of the mining methodology and schedule, together with supporting technical studies. These activities informed both capital expenditure (CAPEX) and operating expenditure (OPEX) outcomes.

In parallel, a comprehensive project optimisation program was undertaken, incorporating value engineering initiatives and independent third-party reviews. This process incorporated market-tested pricing data to refine both CAPEX and OPEX assumptions, ensuring robustness and cost competitiveness across all elements of the study.

Mineral Resource Estimate

During the year, the Company completed an updated Mineral Resource Estimate (MRE) for its flagship Wolverine Deposit, part of the broader Browns Range Heavy Rare Earths Project, as presented in Table 1. This update was announced to the ASX in January 2025[15],[16].

The Wolverine MRE increased in tonnes by 13% to 7.3 Mt at 0.96% TREO[17], with a 15% rise in contained TREO to 70,500 tonnes compared to the October 2022 estimate[18]. Notably, Measured and Indicated Resources rose to 5.0 Mt at 1.13% TREO (54,400 tonnes), representing a 47% increase in tonnes, 20% higher grade, and 75% more contained TREO metal.

Table 1: Mineral Resource estimate for the Wolverine deposit as at 15 January 2025 reported above a 0.15% TREO cut-off grade.

Classification	Tonnage Mt	TREO %	Dy_2O_3 kg/t	Y_2O_3 kg/t	Tb_4O_7 kg/t	HREO / TREO %	TREO t
Measured	0.1	0.91	0.84	5.4	0.12	92	1,000
Indicated	4.9	1.13	1.00	6.72	0.14	91	54,400
Inferred	2.4	0.63	0.54	3.6	0.08	87	15,100
Total	**7.3**	**0.96**	**0.85**	**5.68**	**0.12**	**89**	**70,500**

Notes:

- *Rounding may have caused computational discrepancies.*
- *TREO = Total Rare Earth Oxides – La_2O_3, CeO_2, Pr_6O_{11}, Nd_2O_3, Sm_2O_3, Eu_2O_3, Gd_2O_3, Tb_4O_7, Dy_2O_3, Ho_2O_3, Er_2O_3, Tm_2O_3, Yb_2O_3, Lu_2O_3, Y_2O_3.*
- *HREO = Heavy Rare Earth Oxides – Total of Sm_2O_3, Eu_2O_3, Gd_2O_3, Tb_4O_7, Dy_2O_3, Ho_2O_3, Er_2O_3, Tm_2O_3, Yb_2O_3, Lu_2O_3, Y_2O_3.*
- *HREO% = HREO/TREO*100*
- *Wolverine Open Pit MRE constrained within open pit design, and above 0.15% TREO COG*

Process Test Work

A variability test work program was undertaken at Bureau Veritas (BV) laboratory in Perth, processing core samples taken from Browns Range's flagship deposit, Wolverine. The program validated the metallurgical performance of the proposed processing circuit at varying grade, lithology, depth and spatial locations.

Further metallurgical test work was carried out during the year, focusing on future potential deposits at Browns Range. This included magnetic separation tests on composite samples from the Banshee deposit with flotation test work and assay results scheduled for completion in the next year.

[15] ASX Announcement 16 January 2025, "15% increase in Wolverine Mineral Resource Estimate total TREO tonnes 75% increase in Measured & Indicated TREO tonnes."

[16] Reported in accordance with the guidelines of the Joint Ore Reserves Committee (JORC), 2012. "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves."

[17] TREO – Total Rare Earth Oxides

[18] ASX Announcement 10 October 2022 "Independent review increases Wolverine REE Mineral Resource estimate by 47% at Browns Range" – note this is a global increase in total Mineral Resources, which is not comparable to the 2025 estimate reported.

REVIEW OF OPERATIONS (continued)

Additional Optimisation Test Work

The Company designed an optimisation program to determine the suitability of material from its Dazzler deposit to be incorporated as high-grade blending material to support planned production from the Wolverine deposit. The first phase of this optimisation program is a metallurgical test work program for the Dazzler material which commenced during the June quarter. The program is estimated to take four to five months and therefore not currently planned to be included as part of the Browns Range Heavy Rare Earth Project DFS.

Project CAPEX and OPEX market pricing and optimisation

During the year the capital expenditure (CAPEX) and operating expenditure (OPEX) updates for the Definitive Feasibility Study were completed, including obtaining current market pricing for the majority of the packages. Further to the pricing update there has been significant advancement in negotiations with potential contracting parties which provides the opportunity to promptly finalise and award key contracts pending Final Investment Decision, including:

- The Process Plant, Engineering Procurement and Construction Contract
- The Bulk Earthworks Construct only Contract
- The Underground and Open Pit Mining Services Contract
- The Power Supply, – Build, Own and Operate (BOO) Contract

The project optimisation process, focused on CAPEX and OPEX reductions including across the following areas:

- Capital and operational expenditure inputs from current market-tested rates
- Project resource levels
- Mining infrastructure
- Process plant equipment including different options from overseas suppliers
- Infrastructure including Earthworks pads and Non-Process Infrastructure, Tailings Storage Facility (TSF), airstrip, roads and service corridors
- Contract strategy including appropriate novation of risk
- Logistics
- Project schedule
- Correct proportion of CAPEX and OPEX expenditure including deferral of facilities and equipment

Value Engineering

The Company has completed all project optimisation activities initiated, which included:

- Optimisation of the process plant flowsheet; and
- Refinement of the project's mining strategy.

The optimisation of the process plant flowsheet and refinement of mining strategy was completed and reviewed, respectively, by independent third parties and focussed on:

- The updated mine plan and schedule;
- Additional variability test work;
- Feedback provided by the Independent Technical Expert;
- Review of additional information from the Browns Range Pilot Plant; and
- Updating of the previous ECI scope of work and design documentation.

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REVIEW OF OPERATIONS (continued)

The findings from the optimisation work have resulted in the following:

- Optimisation of annual throughput of the plant;
- Two stage grinding (SAG and ball milling);
- Exclusion of ore sorting and the associated supporting equipment;
- Direct feed arrangement with short-term surge storage between primary crushing and grinding;
- Classification in grinding using hydrocyclones instead of a screening circuit;
- Increase in recovery based on variability flotation test work in conjunction with higher ROM head grade;
- Change from two stages of vertical WHIMS and one stage of horizontal HGMS to three stages of vertical WHIMS; and
- Equipment sizes selected for the design duty with standard design margins.

The updated process plant flowsheet is expected to deliver several benefits to the Project, including a reduction in initial capital costs, a de-risked startup and commissioning phase, and streamlined ongoing operations.

Post the optimisation and value engineering process being completed over the year all capital and operating costs have been finalised for inclusion in the final DFS.

Exploration

During the year, Northern Minerals launched a regional target generation program across its Western Australia and Northern Territory tenement portfolio. This marks an expansion beyond the Company's previous focus on the Browns Range Dome – Western Australia (BRD-WA), now including Browns Range Dome – Northern Territory (BRD-NT) and the Coomarie Dome Northern Territory (CD-NT).

The Company's regional target generation program strategy is based on the Mineral Systems Approach (MSA), which allows for more predictive models for longer term growth opportunity, more efficient exploration strategy, and local scale re-evaluation of existing deposits by considering the origin of deposits, geological processes, and tectonic settings that explain the source, fluids, transport, and traps of mineralisation. The Company initiated the MSA through the evaluation and updating of fundamental regional geological informing data to inform predictive models for targeting supplemented by local geological evaluation of the seven deposits in the Browns Range Mineral Resource estimates.

Browns Range Dome (WA and NT), Coomarie Dome (NT)

Regional Target Generation Activities

- Airborne geophysical survey data acquisition (1,070 km2) – flown by MAGSPEC Airborne Surveys Pty Ltd covering the northern and southern contact boundaries of BRD-NT, providing a comprehensive geophysical dataset adjoining the BRD-WA.
- Airborne Geophysical data integration and processing at BRD-WA and BRD-NT
    - Litho-structural interpretation at 1:25,000 scale across the BRD-WA to support target generation.
    - Geological interpretation across BRD-NT scheduled in forward work programs.
- Reprocessing of existing VTEM data to refine undercover targeting at BRD-WA.
- Satellite Hyperspectral data acquisition and processing to refine regional targeting.
- Geochemical orientation survey (stream sediment and soil sampling) across regional prospects.
- Ultrafine fraction (UFF) geochemical assaying of regional soil samples collected to identify buried mineralisation including HREE, Cu, Ni and Au. The CSIRO-developed technique provides a rapid and inexpensive method to collect high quality geochemical data without any environmental footprint.

REVIEW OF OPERATIONS (continued)

- Ground radiometric survey over the Longshot prospect, covering approximately 5 km strike extent and an area of 7.5 km^2.
- Field reconnaissance and mapping in the southern areas of the Longshot Prospect to ground-truth radiometric anomalies.
- Airborne Geophysical data integration and processing CD-NT:
    - Litho-structural interpretation at 1:25,000 scale west of the CD, encompassing the Boulder Ridge prospect area, to support target generation.

Dazzler Exploration Drilling Program

A five-hole diamond drilling program at Dazzler was completed in February 2025 under the Western Australian Government's Exploration Incentive Scheme (EIS). The exploration program, totalling 1,346 m, was designed to test the lithological and structural architecture below the near surface Dazzler mineralisation that may be source fluid pathways from a deeper hydrothermal system.

The drilling at Dazzler identified a new volcanic unit consisting of andesitic flows, tuffs and sub-volcanic sills within the Browns Range Metamorphics (BRM) sequence, defining the BRM as an evolving volcanic arc with implications for petro-tectonic models and mineral prospectivity. The contact between the andesitic and metasedimentary units represents an extensive new HREE target, characterised by faulting, intense hematitic and chloritic alteration, and quartz veins, and associated HREE mineralisation. The improved litho-structural model developed from this program provides increased geological confidence for resource modelling that commenced during the year, potentially allowing an update to the Dazzler Mineral Resource estimate.

Gambit Resource and Exploration Drilling Program

A diamond drilling campaign of seven holes totalling 1,553 m was completed in April 2025 at the Gambit prospect. This comprised five holes into the Gambit East Zone of the Gambit deposit and two holes into the Gambit South prospect.

The proximity of the Gambit MRE to the Wolverine MRE, which underpins NTU's in-progress DFS, and its similar mineralisation styles provides potential project synergies with Wolverine.

The Gambit East Zone diamond drilling intercepted zones of alteration and brecciation at or near their targeted locations, some of which show anomalous mineralisation. These results, suggest that the Zone represents an attractive opportunity for follow-up exploration and possible resource development work.

The Gambit South prospect represents a recently defined, WNW – ESE structural target provided by geophysical interpretations across the BRD – WA. Two 'scissor' holes were drilled testing the WNW-ESE structural target, with both intercepting zones of alteration and brecciation, associated with minor anomalous mineralisation, at or near their targeted locations, with no significant mineralised intercepts returned.

Geological information, including all available drilling data, is being used at both locations to assist with the planning of potential drilling programs in the future and modelling of the mineralisation.

John Galt Prospect

The Company's tenements over the John Galt Project cover a combined area of 78 km^2 in the East Kimberley, approximately 150 km north of Browns Range.

Geochemical Orientation Sampling Program

An orientation soil sampling survey over anomalous copper mineralisation was conducted with samples submitted for geochemical analysis. The survey was designed to assess the effectiveness of finer fractions of soils against existing bulk methods, testing specific areas of Cu anomalism (co-incident with elevated Bi) where copper sulphides have previously been identified in outcrop.

Induced Polarisation (Ip) Survey

GAP Geophysics was contracted to undertake an IP Survey across the copper prospect at John Galt. The designed IP survey comprised of six lines for a total of 4,400 m, of which three lines were completed for 2,300m. The aim was to test the prospect for chargeability anomalies potentially representing sub-surface copper mineralisation.

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REVIEW OF OPERATIONS (continued)

Heritage Surveys

During the year, the Company engaged the Jaru Traditional Owners to undertake cultural monitoring for ongoing drilling programs. The Jaru people also completed heritage surveys in Western Australia to provide clearances for project and exploration activities.

The Company hosted an on-country helicopter supported heritage survey in partnership with the Central Land Council (CLC) from the Browns Range site in June. The purpose of the survey was to support the renewal of Sacred Site Clearance Certificates to enable exploration in the Northern Territory. It also aimed to seek Traditional Owner support for a proposed alternate access track to support exploration and site access through the Northern Territory.

Safety

Northern Minerals upheld its strong commitment to workforce health and safety, recording zero recordable injuries. This achievement maintains the Company's TRIFR at 0.00, a benchmark sustained since November 2022. This continued performance reflects the Company's proactive safety leadership, focus on hazard identification, and emphasis on workforce engagement and wellbeing.

A key focus during the year was a comprehensive review and update of Safe Operating Procedures and task-specific instructions to enhance our understanding of the Project's risk profile. In line with our commitment to continuous improvement, Northern Minerals implemented a significant operational change in August, relocating charter flight operations from Broome to Kununurra Airport as the new base for personnel travel.

Environment

Northern Minerals received approval under Section 45C of the *Environmental Protection Act 1986* (EP Act) from the Environmental Protection Authority during the year. The approval amendments provide the Company with an 8.4% increase of the disturbance footprint at Browns Range, from 711 hectares to 771 hectares, and an increase in the development envelope from 2,590 hectares to 4,384 hectares. The approval also allows for realignment of the development envelope for the Project and expansion of the bore field, enabling Northern Minerals to implement infrastructure improvements while continuing to prioritise environmental stewardship and community engagement.

The Company continues to progress secondary regulatory approvals to support the start of project construction. Works Approval, W2943/2025/1 for early ancillary works was approved by the Department of Water and Environmental Regulation in June 2025. This approval enables construction of a wastewater treatment plant, mobile crushing and screening plant and landfill facilities at the Browns Range project site.

As part of Northern Minerals baseline surveys for Browns Range, a team was on-site and in the surrounding region to sample sediment and aquatic invertebrates within the wider Sturt Creek catchments. Jaru Traditional Owners participated in the post-wet season survey, which will be followed by a dry season survey. The findings will contribute to Northern Minerals' environmental understanding and support the future water discharge approval process.

Baseline biological field surveys of the Northern Territory portion of an alternative access road were completed in November.

Project Funding

Northern Minerals is actively progressing discussions with a range of funding groups including Northern Australia Infrastructure Facility, Export Finance Australia and other international export finance agencies to determine whether these institutions may lend to the Project. Any consideration of finance is subject to Northern Minerals meeting relevant agency requirements and necessary levels of due diligence. In addition, the Company is in discussions with various strategic investment groups that have expressed interest in potentially funding part of the equity component of the required pre-production capital.

Additionally, the Company continued working with its strategic partner Iluka Resources in its diligence program to advance potential cornerstone equity funding in preparation of Northern Minerals' Final Investment Decision. As part of the due diligence process, Iluka continued to review relevant technical and other relevant data from the Project.

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REVIEW OF OPERATIONS (continued)

Independent consultants SRK completed Phase 1 of its independent technical expert review of the Project and provided an interim Independent Technical Report (ITR). This review encompassed a detailed assessment of the Project's technical and operational assumptions, providing several recommendations that were addressed in the Definitive Feasibility Study and further detailed engineering for the Project. SRK will complete its final ITR upon the completion of the updated Mining Engineering and Geology chapters and completion of the final Feasibility Study.

Leadership

During the financial year, the Company continued to expand its management capability, appointing Gareth Fleming to the role of Project Director. Mr Fleming joined the Company in September 2024 bringing with him more than 20 years of international experience across mining, construction and engineering industries. Mr Fleming is a qualified civil engineer with extensive expertise leading large-scale construction projects across a range of commodities with companies such as Hastings Technology Metals, BCI Minerals, Worley and Macmahon.

Foreign Acquisitions and Takeovers Orders

On 3 June 2024, the Federal Treasurer, the Honourable Dr Jim Chalmers MP, made an Order outlining the requirement for five existing shareholders of the Company to divest a total of ~613.6M fully paid ordinary shares in the Company (approximately 10.4% of the issued capital of the Company) by 2 September 2024 to one or more persons who were not an associate of each shareholder who was the subject of a disposal order (the Orders).

The Order was made by the Federal Treasurer following the Board's referral in October 2023 to FIRB to consider certain share buying activities of the Company's shares, in reference to requirements of the Foreign Acquisitions Takeovers Act 1975 (Cth).

A media release dated 26th June 2025 by the Hon Jim Chalmers MP Treasurer (the Treasurer) outlined action taken by the Treasurer in the Federal Court of Australia against Indian Ocean International Shipping and Service Company Ltd (Indian Ocean) and its former associate for not complying with Australia's foreign investment law.

This action relates to Foreign Acquisitions and Takeovers (Disposal of Interests in Northern Minerals Limited) Orders 2024, which were published on the Federal Register of Legislation on 3 June 2024.

The Company notes it is not a party to these proceedings and considers this a matter between the Treasurer and Indian Ocean.

SUMMARY OF FINANCIAL PERFORMANCE

A summary of key financial indicators for the Group, with prior two-year comparisons, is set out in the following table:

	30 June 2025 $	30 June 2024 $	30 June 2023 $	30 June 2022 $
Total income	2,583,404	5,613,856	1,644,906	9,292,825
Net loss after tax	(27,367,370)	(31,588,360)	(22,288,780)	(24,356,842)
Basic EPS (cents)	(0.36)	(0.55)	(0.45)	(0.50)
Net cash used in operating activities	(25,803,230)	(26,119,278)	(14,087,158)	(16,929,326)
Net cash from/(used) in investing activities	(473,145)	(556,780)	699,558	(499,795)
Net cash from financing activities	42,408,321	23,241,390	22,228,468	259,697

The net loss of the Group for the year ended 30 June 2025 of $27.4 million (2024: $31.6 million) was predominately due to the following activities in the year:

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SUMMARY OF FINANCIAL PERFORMANCE (continued)

During the year the Company finalised its reporting obligations for its Critical Minerals Development Program (**CMDP**) received in prior years, and the remaining deferred revenue of $1.4 million was recognised as income in the statement of financial performance. Activities funded by the CMDP included direct drilling and associated costs on the resource definition drilling campaign in 2024, mine design and scheduling, process plant EPC work and advanced front end engineering design works.

A total of $4.4 million was incurred in the year on the DFS and associated work programs. Highlights of key work undertaken on the DFS is included within the review of operations.

~$8.1 million was incurred on exploration programs in the year and key work programs undertaken are included within the review of operations.

Significant expenses were incurred on professional services and consultants as the Company continued to make progress towards defining an optimal funding structure for the Project and progressing its discussions with NAIF and EFA including the ITE reviews undertaken.

The impairment loss includes the write down of the ore sorter at Browns Range after it was determined that an indication of impairment existed at year end. A subsequent assessment of the recoverable amount determined that the ore sorter should be fully impaired, an impairment charge of $0.83 million is included in expenses for the year. There were additional write downs of assets on site that had been damaged in the year and were irreparable.

The Group's cash receipts for the year ended 30 June 2025 were $1.2 million (2024: $5.3 million). 2024 included $3.8 million for the CMDP awarded to the Company in May 2023 bringing the total received to $5.9 million. The Company received $0.2 million for the R & D refundable tax offset in 2025, after lodging its 2024 claim, lower than prior years as a number of its R and D projects were completed.

Investing cash flows included significant asset additions in 2025 including a new motor vehicle for site, exploration equipment and upgrades to computer hardware, at both site and head office, as part of the Company's initiative to upgrade its network infrastructure and a laptop refresh program.

Cash balances were significantly improved due to the successful placement to institutional and sophisticated investors of $45.4 million (before cash costs of $2.6 million) in the two- tranche placement announced in September 2024. This resulted in 2,184,846,406 ordinary shares issued at $0.019 cents per share, alongside a successful Share Purchase Plan raising an additional $3.9 million at the same issue price issuing a further 202,870,964 ordinary shares.

SUMMARY OF FINANCIAL POSITION

	30 June 2025	30 June 2024	30 June 2023
Total assets ($)	28,756,556	13,941,530	17,403,732
Debt (current and non - current) ($)	15,835,454	15,402,882	13,360,772
Other liabilities (4)	11,227,840	12,544,788	10,509,832
Shareholder funds/net assets/(net liabilities)($)	1,693,262	(14,006,140)	(6,466,872)
Number of shares on issue (million)	8,362	5,915	5,082
Share price at reporting date (cents)	3.0	3.3	3.3

The Group's cash as at 30 June 2025 totalled $24.3 million compared to $8.3 million as at 30 June 2024 due to the completion of the share placement and Share Purchase Plan as highlighted above.

Property, plant and equipment book values decreased from $4.0 million to $2.9 million due to impairment of the ore sorter and some write downs of damaged equipment in the reporting period as noted above.

The Group's interest-bearing liabilities includes $15 million (plus accrued interest to 30 June 2025) of the Iluka Convertible Note valued in accordance with applicable accounting standards. In addition, there are lease liabilities for the 2 leases for office premises in Sydney, NSW and West Perth, WA with an additional lease liability of $0.7 million.

SUMMARY OF FINANCIAL POSITION (continued)

The Group also has hire purchase agreements for the purchase of an excavator for Browns Range site totalling $0.09 million and for LAN computer hardware for an upgrade for another $0.09 million, which was entered into during the financial year.

Other liabilities include predominantly the provision for rehabilitation of the Browns Range site, and employee leave entitlements – both short and long term as well at trade payables in the normal course of business and accrued interest on the convertible note.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Group during the year other than as disclosed elsewhere in this report.

FUNDING AND LIQUIDITY

The financial report has 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 normal course of business.

The Group has reported a net loss for the year of $27,367,370 (2024: $31,588,360) and a cash outflow from operating activities of $25,803,231 (2024: $26,119,278). As at 30 June 2025 the Group had $24,287,734 in cash and cash equivalents (2024: $8,253,482) and a working capital surplus of $3,782,592 (2024: $13,025,126 deficit).

The consolidated financial report has been prepared on a going concern basis. In arriving at this position, the Directors have had regard to the fact that based on the matters noted below the Group has, or in the directors opinion, will have access to, sufficient cash to fund administrative and other committed expenditure for a period of at least 12 months from the date of signing the consolidated financial report.

- The ability of the Group to reach an agreement with Iluka regarding the Iluka Convertible Note by either extending the maturity date or converting to share capital or redeeming in a structure that is satisfactory to the Group;
- If additional funding is required to settle the Iluka Convertible Note, the ability of the Group to obtain the additional funding in a timeframe that correlates to settlement of the Iluka Convertible Note;
- If required for operational activity, the ability of the Group to obtain additional funding during the forthcoming 12-month period; and
- If required, the ability of the Group to reduce operational expenditure and manage discretionary expenditure during the forthcoming 12-month period.

Should the Group not achieve the matters set out above there is significant uncertainty whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the consolidated financial statements. The consolidated financial statements do not include any adjustment relating to the recoverability or classification of recorded asset amounts or to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern and meet its debts as and when they fall due.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The Company proposes to continue with its development of the Browns Range Heavy Rare Earths Project as detailed in the Review of Operations in the Annual Report.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The exploration and mining activities of the Company are subject to environmental regulations imposed by various regulatory authorities, particularly those relating to ground disturbance and the protection of rare and endangered flora and fauna. The Company has complied with all material environmental requirements up to the date of this report. The Directors believe that the Company has adequate systems in place for the management of its environmental responsibilities and are not aware of any breaches of the regulations during the period covered by this report.

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RISK MANAGEMENT

The Group takes a proactive approach to risk management. The Board is responsible for ensuring that risks, and opportunities are identified on a timely basis and that the Group's objectives and activities are aligned with the risks and opportunities identified by the Board.

Northern Minerals' risk management framework is aligned with ISO 31000, the international standard for risk management, providing a structured and consistent approach to the assessment, management, and reporting of strategic, operational, financial, environmental, social, governance, and other business risks across the organisation. The framework is underpinned by strong oversight from the Board, which possesses a deep understanding of the critical risks inherent in our industry and the specific jurisdictions in which we operate.

This year, our focus again has been on a comprehensive review of the risk profiles across our various operational teams. The objective was to ensure that all identified risks are thoroughly reviewed and managed at the operational level. Additionally, we provided risk management training to our workforce to enhance their understanding of the framework and strengthen our overall risk management capability.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management, and management are required to regularly report back to the Board through the Audit and Risk Committee. This involves the tabling of a risk register which is monitored and updated by management periodically. The Executive Chair is responsible for ensuring the maintenance of, and compliance with, appropriate systems. The Board adopts practices to identify significant areas of risk and to effectively manage those risks in accordance with the Group's risk profile. Where appropriate the Board draws on the expertise of appropriate external consultants to assist in dealing with or mitigating risk.

MATERIAL BUSINESS RISKS

Northern Minerals is subject to a variety of risk factors. Some of these are specific to its business activities, while others are of a more general nature. Individually, or in combination, these risk factors may adversely affect the operating and financial performance or position of Northern Minerals.

Key risks are identified below:

Volatility of the price of rare earth elements

Northern Minerals' future revenue will be affected by market fluctuations in rare earth prices. This is because a pricing component of the Group's products under the Supply Agreement with Iluka is calculated by reference to prices received by Iluka for the separated rare earth oxides produced by the downstream processing of our Xenotime concentrate proposed to be sold to Iluka. Furthermore, the Group may in the future supply products outside this arrangement in the spot market or to other customers under contracts with similar provisions. The market prices of rare earths have been volatile in the past because they are influenced by numerous factors and events that are beyond the control of Northern Minerals. These include:

- Supply side factors: Supply side factors are a significant influence on price volatility for rare earth materials. Supply of rare earth materials is dominated by Chinese producers. The Chinese Central Government regulates production via quotas and environmental standards. Over the past few years, there has been significant restructuring of the Chinese market in line with China Central Government policy. However, periods of over supply or speculative trading of rare earths can lead to significant fluctuations in rare earth pricing.
- Demand side factors: Demand side factors are also a significant influence on price volatility for rare earth materials. Demand for end products that utilise the Group's rare earths including internal combustion vehicles, hybrid vehicles, electric vehicles and electronic devices fluctuates due to factors including global economic trends, regulatory developments and consumer trends. Adverse changes in such factors could reduce demand for the Group's rare earths which could lead to a fall in rare earth pricing.
- Geopolitical factors: Recently rare earths have been the focus of significant attention, including as a result of the recent trade tensions between the US and China.

Changes in rare earth prices may have a positive or negative impact on the Group's operation and production plans and its ability to fund those plans, including securing project funding for pre-production costs (all capital required to construct and commission the Browns Range Heavy Rare Earth Project).

MATERIAL BUSINESS RISKS (continued)

Funding arrangements

Northern Minerals is reliant on receipt of further debt and equity funding to develop the mine and commercial scale beneficiation and commence production. Northern Minerals continues to progress its funding strategy including ongoing discussions with Northern Australia Infrastructure Facility, Export Finance Australia and other international export credit agencies to determine what amount of Project Finance these institutions may lend to the Company through non-traditional, government backed funding. Any consideration of finance is subject to Northern Minerals meeting relevant agency requirements and necessary levels of due diligence.

Through these discussions, Northern Minerals notes they are aligned with government strategy for critical minerals and these government agencies are aware of the strategic value of supporting rare earth development projects provide. Challenges around rare earth projects include higher construction costs than other mining projects and the lack of transparent pricing and a spot market, limiting the ability for commercial financiers to price and assess market risk. While these discussions remain ongoing, no legally binding funding commitments or approvals have been secured as at the date of this release.

Government funding approval processes are subject to a range of factors including changes in policy and administration, protracted decision-making processes, and community expectations. There is no certainty that government funding will be made available or secured on acceptable terms.

Part of this funding requirement may be provided by the issue of new shares under the previously announced and approved Iluka Tranche 2A Placement and Tranche 2B Put Option which are subject to several conditions, some of which are not within the control of Northern Minerals or its Directors, including completion of due diligence by Iluka and pre-production funding having been secured for Browns Range. If the conditions are not satisfied or waived, this could also result in the Company not raising a significant portion of the expected equity funding to develop the mine and commercial scale beneficiation and commence production.

Failure to raise the expected funds means that Northern Minerals would need to seek alternative sources of financing, which may only be available on unfavourable terms or may not be available at all. Failure to secure funds or securing funds on unfavourable terms could hinder the Group's ability to execute its operational and development plans and have a material adverse effect on the Group's financial performance.

On 28 October 2022, Northern Minerals issued the Iluka Convertible Note (refer Note 8(f)) Iluka may elect to redeem the Iluka Convertible Note in certain circumstances, including where an event of default or change in control event in respect of the Company occurs. The Group may not have sufficient cash to meet its repayment obligations if the Iluka Convertible Note is redeemed and will need to seek external funding.

Additional funding for Browns Range or to make a redemption payment may not be available or may only be available on onerous terms. Any additional equity financing may dilute existing shareholders and debt financing may involve restrictions on the Group's financing and operating activities. Failure to obtain funding or obtaining funding on onerous terms could have a material adverse effect on the Company's ability to achieve its goals.

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MATERIAL BUSINESS RISKS (continued)

Exploration, production and project development

The future financial performance and position of Northern Minerals is directly related to the results of exploration, development and production activities undertaken by the Group, and in particular its ability to successfully commercialise Browns Range. Exploration, project development and production involve significant risk, and it may cost more or take longer than anticipated or fail to occur for a number of reasons. Funds spent on exploration may not result in rare earths and other minerals in commercial quantities being discovered or in projects that will be commercially viable.

In relation to Browns Range reaching commercial production, it is dependent on a number of steps including successful completion of the DFS, a positive FID, receipt of sufficient funding, receipt of necessary regulatory approvals and construction of the mine and commercial-scale beneficiation plant.

Furthermore, development of and production from rare earths projects is subject to many risks, including low side reserve outcomes, cost overruns, and production delays, decreases or stoppages, which may be the result of construction delays, commissioning delays, facility shutdowns, inclement weather conditions, mechanical or technical failure, scheduling disruptions, shortages, volatility in the price of consumables and other unforeseen events.

The Group's rare earths and other products may fail to meet product quality requirements and material specifications required by buyers (including Iluka under the Supply Agreement), which may result in the Group needing to sell such products on less favourable terms and/or re-supply product to the contract specification, which could have a material adverse effect on the Group's financial performance and position.

Reserves and resource estimates

No assurance can be given that the anticipated tonnages and grades of ore will be achieved during production or that the anticipated level of recovery will be realised. Mineral resource and ore reserve estimates are based upon estimates made by Northern Minerals' personnel and independent consultants.

Further, the grade of mineralisation which may ultimately be mined may differ materially from what is estimated. The quantity and resulting valuation of ore reserves and mineral resources may also vary depending on, amongst others, metal prices, cut off grades and estimates of future operating costs. Production can be affected by many factors. Any material change in the quantity of ore resources, mineral reserves, grade, or stripping ratio may affect the economic viability of any project undertaken by Northern Minerals.

ESG risks

The current global supply chain for heavy rare earths is exposed to considerable ESG risks which may adversely affect the Group, its customers or the supply chain generally. Northern Minerals could be adversely affected if there are material changes to legal or regulatory requirements around ESG issues. Evolving community attitudes towards, and increasing regulation and disclosure in relation to, ESG issues (the integrity and traceability of supply chains) may also affect the operation of the Group's business.

Increased expectations, and in particular the failure to meet those expectations, with respect to ESG matters may impact the profitability or value of the Group's business, restrict Northern Minerals' ability to attract financing or investment, result in heightened compliance costs associated with meeting prevailing regulatory and disclosure standards or adversely impact the reputation of Northern Minerals, any of which may have an adverse effect on Northern Minerals' business, financial position and prospects.

Environmental

The Group's exploration, development and production activities are subject to environmental laws, regulations and social responsibility commitments. The legal framework governing this area is complex and constantly developing. There is a risk that the environmental laws and regulations may become more onerous, making the Group's operations more expensive or causing delays. Non-compliance with these laws and regulations may potentially result in fines, restrictions on activities or requests for improvement actions from the regulator (which may be costly) or could result in reputational harm. The Group may also become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past activities for which it was not responsible.

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MATERIAL BUSINESS RISKS (continued)

Undertaking the Browns Range Project will require a number of primary and secondary environmental approvals. There is no guarantee that those approvals will be granted. Similarly, there is no guarantee that those approvals will be granted on conditions or for a term that would be economic. Failure to obtain necessary approvals on desirable terms when anticipated may prevent or delay the Group from developing the Browns Range Project.

Climate change risks

The main climate change risks are associated with changes in the frequency, intensity, spatial extent, duration, and timing of weather and climate events and conditions. Potential effects, such as those related to flooding, droughts, forest fires, insect outbreaks, erosion, landslides and others, may pose risks to operations and their safety, environmental, social and financial performance. Potential adverse effects may occur in terms of geotechnical stability, water supply systems and water balance, working conditions (humidity, heat stress), construction schedules, site access, reclamation as well as supply chain disruptions (e.g. access to inputs, shipping of products), among others. Economic implications of climate change may pose additional risks through reduced global demand for products and increased costs of inputs, among others. The nature and intensity of potential adverse impacts of climate change cannot be precisely ascertained.

Supply agreement

Northern Minerals has entered into the Supply Agreement with Iluka in respect of rare earths product from the Browns Range Project. The Supply Agreement is subject to a number of conditions including completion of the DFS in relation to Browns Range by Northern Minerals, Northern Minerals making a positive FID in relation to the Browns Range Project, and both parties achieving financial close and first draw-down under financing arrangements (in the case of Iluka, in relation to funding for its Eneabba refinery). Failure to satisfy any conditions precedent or the expiry of an applicable satisfaction date, some of which have passed, may result in one or both of Northern Minerals and Iluka being entitled to terminate the Supply Agreement. As required under the Supply Agreement, the parties are in discussions to agree the assistance necessary to satisfy the outstanding conditions precedent. Iluka has a right of first refusal to purchase rare earths product from the Brown Range Project for a two-year period from the date of the agreement if terminated due to failure to satisfy a condition.

The Supply Agreement contains additional termination provisions including where the Browns Range Project does not achieve specified performance milestones by 30 June 2028, or if a force majeure event prevents the whole or part of the Supply Agreement from being performed for a period exceeding 6 months. If the Supply Agreement is terminated and Iluka does not exercise any right of first refusal to purchase the product, or if the agreement remains on foot but Iluka fails to take the expected quantities under the Supply Agreement, there is no certainty that Northern Minerals will be able to enter into alternative or additional offtake agreements, which could adversely impact Northern Minerals' ability to develop or sustain the Browns Range Project.

The Supply Agreement is structured on the basis that Northern Minerals must sell and deliver, and Iluka must purchase and take, 100% of the product produced at the Browns Range Project, up to a maximum annual quantity. Northern Minerals also has an obligation to supply and sell a minimum annual quantity. Both the minimum and maximum annual quantities are calculated by reference to a production forecast which will be updated bi-annually by Northern Minerals, and subject to Iluka's approval. A failure of Northern Minerals to supply the minimum annual quantities of product, or to supply product that meets the specification, may also adversely affect the revenue to be derived from the Browns Range Project. Similarly, a failure of Iluka to take the contemplated quantities of product on the agreed terms or otherwise, whether or not in breach of the Supply Agreement, may adversely affect the revenue to be derived from the Browns Range Project.

Iluka can exercise step-in rights in certain circumstances involving a breach of the agreement by Northern Minerals for the purposes of remedying such default. During the exercise of the step-in right, Northern Minerals must indemnify Iluka for all costs, loss and liability suffered in the exercise or enforcement of Iluka's step-in rights. The Group's financial performance may be adversely impacted if Iluka exercises the step-in right, particularly if it makes a claim under the indemnity. In addition, if a default occurs under the Supply Agreement, Iluka will have the right to exercise its enforcement rights under the general security agreement and mining mortgage to recover any secured moneys owing to Iluka, and ensure performance of the obligations owing to Iluka, under the Supply Agreement. Exercise of the security agreement may have a material adverse effect on Northern Minerals' asset holdings.

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MATERIAL BUSINESS RISKS (continued)

Nature of mining

Mineral mining involves risks, which even with a combination of experience, knowledge and careful evaluation may not be able to be fully mitigated. Mining operations are subject to hazards normally encountered in exploration and mining. These include unexpected geological formations, rock falls, flooding, dam wall failure and other incidents or conditions which could result in damage to plant or equipment, which may cause a material adverse impact on Northern Minerals' operations and its financial results. Projects may not proceed to plan with potential for delay in the timing of targeted output, and Northern Minerals may not achieve the level of targeted mining output. Mining output levels may also be affected by factors beyond Northern Minerals' control.

Native Title

The Group has entered into a native title agreement with the Jaru People in respect of the Browns Range Project. Under the native title agreement, the Group has agreed to certain financial and non-financial commitments to the Jaru People in return for being permitted to undertake operations on the Browns Range Project site. Compliance with the terms of the native title agreement are pre-requisites to continued access to the Browns Range Project site.

It is possible that areas containing sacred sites or sites of significance to Aboriginal people in accordance with their tradition that are protected under the Aboriginal and Torres Strait Islander Heritage Protection Act 1984 (Cth) exist on Northern Minerals' mining tenements. However, it is not possible to know definitively that all relevant native title claims that may be made in relation to an area (such as the tenements underlying the Project) have been made, as Aboriginal peoples claiming native title over an area may do so at any time. As a result, land within the tenements may be subject to restrictions on exploration, mining or other uses and/or significant approval hurdles may apply.

There is a risk that the Group's operations require heritage survey work to be undertaken or engagement and/or agreement with affected Aboriginal people, which may increase the timeframe and cost of commercialising the Browns Range Project.

The Group is also subject to legislative and social responsibility commitments in relation to native title. Changes in these may impact the Group's operations and financial performance.

Economic conditions and other global or national issues

General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, current exchange controls and rates, national and international political circumstances (including wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemic and pandemics, may have an adverse effect on the Group's operations.

Changes in international tariffs can increase costs, reduce demand for products and add to inflationary cost pressures. These may all have an adverse effect on the Group's operations. Changes in international tariffs can also create opportunity to ensure domestic supply of products and materials, including rare earths, and establish new markets for supply and purchase.

Change in industry trends

Changes in technologies and consumer trends present both opportunities and risks to Northern Minerals. New alternative technologies may emerge that may reduce the use of rare earths products or change the predominant way in which rare earth mining is undertaken. Changes in the sentiment or conditions in the countries and sectors in which Northern Minerals and its commercial partners (including Iluka) sell or intend to sell their products may create revenue uncertainty and could materially adversely impact Northern Minerals' financial performance and growth.

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MATERIAL BUSINESS RISKS (continued)

Data and information technology

The Group's computer systems are subject to the risks of unauthorised access, computer hackers, computer viruses, malicious code, organised cyber-attacks and other security problems and system disruptions, including possible unauthorised access to proprietary or classified information. Any of these events could damage the Group's reputation and have a material adverse effect on its business, reputation, results of operations and financial condition.

OPTIONS AND PERFORMANCE RIGHTS

As at the date of this report, there were the following unissued ordinary shares for which options and performance rights were outstanding:

	Number of options/rights	Exercise price (cents)	Expiry date
Unlisted performance rights*	31,250,000	Nil	Based on performance conditions
Option over Ordinary Shares	1	Subject to conditions	31 December 2025
Total	**31,250,001**		

*Included in these performance rights are rights granted as remuneration to the Directors and the five most highly remunerated officers during the previous year. Details of performance rights granted to key management personnel are disclosed in the Remuneration Report. In addition, there were no performance rights granted to officers who are among the five highest remunerated officers of the Company and the Group but are not key management personnel and hence not disclosed in the Remuneration Report.

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any other entity.

No performance rights or options were granted to the Directors or any of the five highest remunerated officers of the Company since the end of the financial year to the date of this report.

No ordinary shares were issued during the year ended 30 June 2025 on the exercise of performance rights or options issued as remuneration to the Directors, key management personnel and employees of the Company (no amounts are unpaid on any of the shares).

There were no ordinary shares issued after the year ended 30 June 2025 on the exercise of performance rights or options issued as remuneration to the Directors, key management personnel and employees of the Company.

No options were exercised in the year. No ordinary shares were issued since the end of the financial year, as a result of the exercise of options.

INDEMNIFICATION AND INSURANCE OF DIRECTORS

During the financial year, the Company has paid premiums to insure the directors and secretary against liabilities incurred in the conduct of the business of the Company and has provided right of access to Company records. In accordance with common commercial practice, the insurance policy prohibits disclosure of the amount of the premium and the nature of the liability insured against. The amount of the premium is included as part of the directors' remuneration in the Remuneration Report.

INDEMNIFICATION OF AUDITORS

To the extent permitted by law, the Group has agreed to indemnify its auditors, Nexia Perth Audit Services Pty Ltd, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Nexia Perth Audit Services Pty Ltd during and/or since the year ended 30 June 2025.

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PROCEEDINGS ON BEHALF OF COMPANY

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

The Company was not a party to any such proceedings during the year.

REMUNERATION REPORT (Audited)

This Remuneration Report for the year ended 30 June 2025 outlines the remuneration arrangements of the Company in accordance with the requirements of the *Corporations Act 2001* (**the Act**) and its Regulations. This information has been audited as required by section 308(3C) of the Act.

This Remuneration Report details the remuneration arrangements for key management personnel (KMP), who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly.

Response to the 2023 AGM Remuneration Report 'First Strike'

At the 2023 AGM held on 6 June 2024, Northern Minerals received a vote of more than 25% against the resolution to adopt the Remuneration Report for 2022-23. The against-vote of 37.6% constituted a 'first strike' under the Corporations Act 2001.

The 2023 AGM was deferred a number of times until it was finally held on 6 June 2024. These deferrals were undertaken as the Directors considered it appropriate, and in the best interests of the Company, for certain matters (including Director Nominations and share buying activities that had been referred to FIRB for consideration) to be resolved and for there to be no breaches of any Prohibition Order or of any Australian foreign investment law. On 3 June 2024, the Federal Treasurer, the Hon. Dr Jim Chalmers MP, issued an instrument requiring five existing shareholders (Divestment Shareholders) to divest a total of ~613.6 million fully paid ordinary shares. The Company notes that four of the five Divestment Shareholders along with another shareholder, whose information had been referred to FIRB, voted against the Remuneration Report at the 2023 AGM. These votes, in total, represented more than half of the total votes cast against the Remuneration Report resolution and thereby increased the aggregate 'no' vote from ~22.9% (or below the 25% 'strike' hurdle) to 37.6%.

Further, at the 2024 AGM held on 29 November 2024, Northern Minerals received a vote of more than 25% against the resolution to adopt the Remuneration Report for 2023-24. The against vote of 40.2% constituted a 'second strike'. On this basis, the conditional spill resolution was put to the meeting, but the resolution was not passed, with 99% voting against.

Since the conclusion of the 2023 AGM, Northern Minerals has continued the process of meeting with major shareholders, the Board also resolved to appoint an independent remuneration consultant to undertake a benchmarking exercise of the Company's Remuneration Policy, structure and compensation levels, this review occurred in the 2025 financial year. In addition, in recognition of shareholder feedback, the Board resolved that Key Management Personnel were awarded only up to 50% of their calculated STIP entitlement for the financial year to 30 June 2024, which was paid in 2025, with the payment of the balance being deferred until such time as the Company achieves a positive FID on Browns Range. The Board resolved not to pay a STIP to any Key Management Personnel for the 2024-25 financial year.

The Board is committed to appropriate, market-based Remuneration Policy, structure and compensation levels that reflect the level of complexity of a company like Northern Minerals and have at their core full alignment with shareholder value creation.

The Company seeks Shareholder support for this Remuneration Report at the Company's 2025 Annual General Meeting, to be held in November 2025.

Reliance on external remuneration consultants

During the year, the Company engaged Remsmart Consulting Services Pty Ltd (RemSmart) to provide remuneration recommendations for the Remuneration and Nomination Committee's (the "Committee") consideration regarding the mix and quantum of remuneration for key management Personnel (KMP), and review the remuneration structure for Non-executive Directors (**NEDs**). RemSmart was paid $23,300 for this service.

REMUNERATION REPORT (Audited) (continued)

RemSmart provided a written declaration confirming that its recommendations were made free from undue influence by the KMP to whom the recommendations relate. The Committee satisfied itself of this independence by:

- Engaging RemSmart through the Executive Chairman, with the scope and instructions approved by the Board;
- Limiting management/KMP involvement to the provision of factual information requests; and
- Ensuring KMP were not present when the recommendations were considered, or decisions made.

The remuneration recommendations were provided for the Committee's consideration only. The Committee reviewed these recommendations in conjunction with other relevant factors and determined the KMP remuneration outcomes to be implemented in FY26.

As a consequence, the Board is satisfied that the recommendations were made free from undue influence from any members of the KMP.

The review evaluated The Company's current total remuneration arrangements for the KMP—including Total Fixed Remuneration (**TFR**) and the incentive framework. RemSmart benchmarked remuneration to a peer group when forming its recommendations. The review findings included:

- The current fixed remuneration packages are aligned within a median pay related position.
- The Short-Term Incentive Opportunity is appropriate and within market norms.
- The Long-Term Incentive is discretionary based which can undermine their effectiveness in aligning executive incentives with shareholder interests.
- The Total Incentive Opportunity (short and long term combined), is significantly below market benchmarks, indicating that the Company's overall remuneration package is less competitive than those offered by comparable companies. Consequently, incumbents may receive substantially higher rewards in the marketplace for the same level of performance.
- The current incentive framework for the Company, as a project developer, requires a shift from conventional short-term incentives to a milestone-based approach.

The review recommended the following for the Company's consideration:

- Optimising fixed remuneration within established pay zones.
- Increasing the total incentive opportunity relative to TFR.
- Revising the incentive structure to replace standard STIs with a milestone-based Project Incentive Plan—structured as a front-loaded equity grant that vests over a multi-year period.
- Implementing a non-discretionary Long-Term Incentive (LTI) plan comprised of annual grants to provide regular, predictable incentives that adjust with market conditions.

The findings of the NED review found that the Company remunerates its board members significantly below the market median for annual board fees and committee fees for committee participation.

The review recommended the following for the Company's consideration:

- A revised fee structure, which is market appropriate.
- Introduce non-performance-based equity (NED Rights) in lieu of part of the cash fees (annual board fees), to enhance shareholder alignment while preserving cash.
- Implement a three-year NED rights plan with equal tranches to incentivise long-term board retention.

As a result of the review by RemSmart the Company are currently finalising an incentive plan for KMPs and NEDs including a Project Incentive Plan and a Long-Term Incentive Plan. These incentive plans will be implemented for the 2026 financial year subject to any required shareholder approvals (if any).

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REMUNERATION REPORT (Audited) (continued)

Details of directors and key management personnel

Non-executive and Executive Directors of Northern Minerals Limited during the year were:

- Adam Handley - Executive Chairman
- Shane Hartwig - Managing Director/CEO
- Bin Cai - Executive Director
- Liangbing Yu - Non-executive Director

Other key management personnel during the year were:

- Robin Jones – Head of Projects (resigned 30 September 2024)
- Angela Glover – Chief Operating Officer
- Hayley Patton – Head of People and Culture
- Dale Richards – Head of Technical Services
- Gareth Fleming – Project Director (appointed 23 September 2024)

1. Remuneration Policy

The Remuneration and Nomination Committee of the Board of Directors is responsible for determining and reviewing compensation arrangements for the Directors and other key management personnel. The Remuneration Committee assesses the appropriateness of the nature and amount of remuneration on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality board and executive team.

Remuneration levels for Directors and other key management personnel are competitively set to attract and retain the most qualified and experienced candidates, taking into account prevailing market conditions and individual's experience and qualifications.

Remuneration packages contain the following key elements:

1. Short-term benefits – salary/fees and non-monetary
2. Post-employment benefits – including superannuation; and
3. Share-based payments – including participation in option and share plans (refer to note 17 for more information).

Remuneration is not linked to profit performance. The Company's remuneration policy seeks to encourage alignment between the performance of the Company and total shareholder returns, and the remuneration of key management personnel. Short term and, in particular, long term 'at risk' incentives only vest when predetermined Company performance objectives are achieved. These performance objectives are operational in nature (production outcomes) but are linked to financial performance and Company value indirectly.

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REMUNERATION REPORT (Audited) (continued)

Element	Purpose	Performance metrics	Potential value
Fixed remuneration	Competitively market salary including superannuation and non-monetary benefits	Nil	Competitively set to attract and retain the most qualified and experienced candidates
Short-and long-term incentives	Reward for performance and retention Alignment to long-term shareholder value	Link to short- and long-term production outcomes. Reward for individuals performance. Link to business performance targets – completion of DFS and positive final investment decision from the Company Board with successfully securing funding for the development of the full scale operation at Browns Range. Non-financial metrics including maintaining employee retention and completion of audit of safety , environmental and social systems, with performance assessed against relevant legislation and set objectives.	Cash bonuses set at up to 5% of fixed remuneration for each tranche for executives under the 2021 existing plan. This plan expired at 30 June 2025. Executives entitled to short term incentives of a maximum of 30% of gross base salary including superannuation determined by references to KPIs. Performance rights dependent on share price.

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

The Company does not currently have a policy pertaining to Directors hedging their exposure to risks associated with the Company's securities they receive as compensation.

2. Non-executive Director Remuneration

The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders.

Each of the Non-executive Directors receive a fixed fee for their services as a Non-executive Director. There is no direct link between cash remuneration paid to any of the directors and corporate performance such as bonus payments for achievement of certain key performance indicators.

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of Non-executive Directors must be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the Non-Executive Directors as agreed. The latest determination was on 22 July 2021 when shareholders approved an aggregate remuneration of $800,000 per year. Annual Non-executive Chairman and Non-executive Directors' base fees are presently $85,000 and $65,000 respectively, inclusive of superannuation, with $5,000 per annum paid for representation on each board committee.

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REMUNERATION REPORT (Audited) (continued)

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst Non-executive Directors is reviewed annually. The Board considers the fees paid to Non-executive Directors of comparable companies when undertaking the annual review process.

All Non-executive Directors enter into a service agreement with the Company in the form of a letter of appointment. This letter summarises the Board policies and terms, including remuneration, relevant to the office of Non-executive Director.

3. Executive Remuneration

Executives receive a fixed remuneration set to provide a base level commensurate with their position and responsibilities within the Company and so as to align the interests of executives with those of shareholders and ensure total remuneration is competitive by market standards.

Remuneration levels are reviewed annually by reviewing Company performance, personal performance, market trends, industry comparisons, employment market conditions and, where appropriate, external advice.

In addition, executives are entitled to participate in equity-based remuneration plans to recognise ability and effort, provide incentive to improve Company performance, attract appropriate persons and promote loyalty.

Short and long-term incentives

Legacy Plan

The Company had previously issued incentive securities to certain employees based on certain performance metrics being achieved. The majority of these performance metrics have not been achieved and therefore the majority of the securities have not vested, with only one incentive left potentially being able to be met in 2025. This performance metric was not achieved in the year ended 30 June 2025 and therefore there are no more outstanding performance metrics under the Legacy Plan.

The structure of the incentive plan for the following executives – Mr Robin Jones and Ms Hayley Patton (under the terms of existing employee incentive plans) is set out below.

Performance metrics for other key management personnel (excluding Executive directors)

Performance Metric	Original Number Issued	Date to be Satisfied By For a 100% Payment	Date to be Satisfied By For a 50% Payment	Number Vested	Number Unvested
Completion of testing of 5,000 tonnes of crushed ore through the Company's ore sorter at Browns Range.	2,000,000	31 December 2021	30 June 2022	2,000,000	Nil
Successful development and implementation of the Integrated Management System.	2,000,000	30 June 2022	30 June 2023	2,000,000 forfeited as conditions not met	Nil
Completion of the feasibility study for full scale beneficiation plant.	2,000,000	31 December 2022	31 December 2023	2,000,000 forfeited as conditions not met	Nil
Board final investment decision on decision to invest in full scale beneficiation plant.	2,000,000	30 June 2023	30 June 2024	2,000,000 forfeited as conditions not met	Nil
Completion of the feasibility study for full scale beneficiation plant.	2,000,000	30 June 2024	30 June 2025	2,000,000 forfeited as conditions not met	Nil

REMUNERATION REPORT (Audited) (continued)

Vesting periods for these performance metrics range from 31 December 2021 to 30 June 2025, with between 100% and 0% vesting between nominated dates. Maximum cash bonuses of 5% of base salary payable on each tranche with between 5% and 0% payable.

Delivery of incentives

Maximum specified cash bonuses vest on satisfaction of the above vesting conditions. The payment of the cash bonus for each tranche will be made after the vesting date for each relevant tranche and subject to conditions of continued service of the employee.

Performance rights vest on satisfaction of the vesting conditions. Each tranche of performance rights will expire 12 months from the vesting date of each relevant tranche. Performance rights lapse if conditions are not met.

All performance rights have a $nil exercise price.

A short-term incentive plan (STIP) was implemented and effective for the period 1 July 2023 to 30 June 2025.

The STIP provides employees (including executives) with an opportunity to earn variable remuneration to reward both business and individual performance in line with Northern Minerals values and behaviours.

The STIP is designed to:

- Recognise and reward behaviours that uphold the Company's value.
- Recognise an employee's performance for the previous year.
- Drive a collaborative culture against the Company's strategic objectives.
- Align remuneration with both individual and business performance.
- Highlight the importance of not just WHAT we can do, but HOW we do it.

The STIP award is based on two components:

- Business Performance Targets (60% weighting)
- Individual Objectives (40% weighting)

The business performance targets combine a set of individually weighted strategic business outcomes.

These targets are approved and set by the Northern Minerals Board prior to the commencement of the review period and in conjunction with the annual budgeting and business planning cycle.

The STIP approach encourages employees and the Company to work together for collective success.

All employees must have in place three agreed individual performance objectives. Achievement of these three objectives must be in alignment with a fourth objective based on Company values and behaviours.

Performance metrics for Executive Directors

The Performance Rights issued to date under the incentive plan for Executive directors is set out below:

Performance Rights (**Rights**) have the following performance hurdles:

(i) **First Tranche:** Subject to the Company's Shares achieving a 60-day volume-weighted average price (**VWAP**) of at least $0.06 on or before 22 June 2025.

(ii) **Second Tranche:** Subject to the Company's Shares achieving a 60-day VWAP of at least $0.08 on or before 22 June 2025.

(iii) **Third Tranche:** Subject to the occurrence of the Board making a final investment decision to proceed with the development of a mining and concentration operation at Browns Range in Western Australia and the Company's Shares achieving a 60-day VWAP of at least $0.08, both conditions being satisfied on or before 22 June 2025.

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REMUNERATION REPORT (Audited) (continued)

(iv) **Fourth Tranche:** Subject to the Company commencing first production of Xenotime concentrate and delivering it to Iluka Rare Earths Pty Ltd (**Iluka**) pursuant to the terms of the Xenotime Concentrate Sale and Purchase Agreement (**Supply Agreement**) between the Company and Iluka (dated on or around 26 October 2022) on or before 31 December 2026.

Calculation of the performance hurdles and achievement against the performance hurdles will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

Delivery of incentives

Each Right is entitled to receive one Share in the Company on satisfaction of the relevant vesting conditions. The Board retains a discretion to give cash in lieu of an allocation of Shares. The Rights have a $nil exercise price on vesting.

The Performance Rights will vest upon notification from the Company to the holder of the Performance Rights. Following vesting, the Company will allocate Shares to the holder of Performance Rights. Any Rights that do not vest by the relevant sunset date for the relevant tranche will lapse.

The Rights are subject to conditions of continued service of the Executive directors (subject to the discretion of the Board).

Non-executive Directors

Granting Director Options to the Non-executive Directors supports Non-executive Directors in building their shareholding in the Company and continues to enhance the alignment of interests between Non-Executive Directors and shareholders generally.

The Company notes that governance bodies are supportive of non-executive directors holding a meaningful shareholding in the companies on which they serve, and the proposed grant of Director Options will help facilitate this for the Company's Non-executive Directors.

Director Options granted to Non-executive Directors under the Plan will not be subject to performance conditions which could result in potential forfeiture. This is in line with best practice governance standards which recommend that non-executive directors generally should not receive equity with performance hurdles attached as it may lead to bias in their decision-making and compromise their objectivity.

The Director Options are subject to conditions of continued service of the Non-executive Directors.

Director Options will be issued at no cost to the Non-executive Directors. Director Options do not carry any dividend or voting rights prior to vesting and exercise.

Each Director Option entitles the holder to one fully paid ordinary share in the Company, subject to the satisfaction of the conditions and payment of the exercise price. The exercise price per Director Option currently issued is $0.06. Any Director Options that have not been exercised by 22 June 2025 will immediately lapse.

The Board has discretion to determine that the Director Options will be exercised through a cashless exercise mechanism.

The Board retains a discretion to make a cash equivalent payment in lieu of an allocation of shares.

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REMUNERATION REPORT (Audited) (continued)

4. Contractual arrangement with executive KMP

Key Management Personnel	Fixed Remuneration (exclusive of Superannuation) $	Contract Duration	Notice by the individual / company
Adam Handley	575,000	Ongoing, subject to termination or resignation	3 months
Shane Hartwig	575,000	Ongoing, subject to termination or resignation	3 months
Bin Cai	285,000	Ongoing, subject to termination or resignation	3 months
Robin Jones[1]	395,234	Ongoing, subject to termination or resignation	3 months
Angela Glover	344,000	Ongoing, subject to termination or resignation	3 months
Hayley Patton	290,000	Ongoing, subject to termination or resignation	3 months
Dale Richards	385,000	Ongoing, subject to termination or resignation	3 months
Gareth Fleming[2]	390,000	Ongoing, subject to termination or resignation	3 months

1 Robin Jones resigned as Head of Projects from the Company on 30 September 2024.

2 Gareth Fleming was appointed Project Director on 23rd September 2024.

Different contractual terms apply to the following individuals:

- All executive KMP (except for Bin Cai) are entitled to short-term incentives of a maximum of 30% of gross base salary including superannuation determined by references to KPIs.
- All executive KMPs are entitled to long-term incentives pursuant to a long-term incentive package being established by the Company. Whether the Executive is eligible to receive a LTIP and the quantum of any LTIP in any financial year will be determined by the Company by reference to the LTIP key performance indicators as agreed by the Board and the Remuneration and Nomination Committee.

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REMUNERATION REPORT (Audited) (continued)

5. Details of Remuneration for the Year Ended 30 June 2025

	Short-term			Post-Employment			Share-based Payments			
	Salary & Fees $	Other Benefits[6] $	Cash Bonus[5] $	Superannuation Benefits $	Long Service Leave $	Termination Benefits $	Options/ Performance Rights[4] $	Total $	Fixed remuneration %	Remuneration linked to performance %
Directors										
Adam Handley	575,000	45,243	-	29,932	-	-	40,612	690,787	100.00%	0.00%
Shane Hartwig	575,000	31,024	32,967	29,932	-	-	89,870	758,793	83.81%	16.19%
Bin Cai	278,296	20,841	-	6,704	-	-	33,701	339,542	90.07%	9.93%
Liangbing Yu	75,000	20,841	-	-	-	-	40,612	136,453	100.00%	0.00%
Key Management Personnel										
Robin Jones[1]	98,809	(12,199)	39,155	11,363	-	-	-	137,128	71.45%	28.55%
Angela Glover[2]	344,000	(437)	26,920	29,932	-	-	-	400,415	93.28%	6.72%
Hayley Patton	278,812	(2,238)	21,608	29,932	4,266	-	-	332,380	93.50%	6.50%
Dale Richards	385,000	20,795	23,504	29,932			-	459,231	94.88%	5.12%
Gareth Fleming[3]	301,786	15,714	-	22,449	-	-	-	339,949	100.00%	0.00%
TOTAL	**2,911,703**	**139,584**	**144,154**	**190,176**	**4,266**	**-**	**204,795**	**3,594,678**	**90.29%**	**9.71%**

Notes:

1. Resigned from the company on 30 September 2024.
2. This position is 0.8 full time equivalent.
3. Appointed as Project Director on 23 September 2024.
4. Relates to value of performance rights and options issued in prior years.
5. Cash bonuses awarded in 2025 (relating to the 2023-24 Financial Year) under the short-term incentive scheme of a maximum of 30% of gross base salary including superannuation determined by references to KPIs was 50% paid in the financial year and 50% deferred and to be paid subject to meeting FID and funding milestones.
6. Include annual leave accruals and payments for Directors and Officers Insurance.

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REMUNERATION REPORT (Audited) (continued)

Details of Remuneration for the Year Ended 30 June 2024

	Short-term			Post-Employment			Share-based Payments			
	Salary & Fees $	Other Benefits $	Cash Bonus $	Superannuation Benefits $	Long Service Leave $	Termination Benefits $	Options/ Performance Rights[7] $	Total $	Fixed remuneration %	Remuneration linked to performance %
Directors										
Adam Handley[1]	123,387	17,596	-	2,283	-	-	41,636	184,902	100.00%	0.00%
Shane Hartwig[2]	462,097	17,596	68,972	27,399	-	-	196,438	772,502	65.64%	34.36%
Bin Cai	278,558	17,596	-	6,442	-	-	73,664	376,260	80.42%	19.58%
Liangbing Yu	75,417	17,596	-	-	-	-	41,636	134,649	100.00%	0.00%
Nicholas Curtis[3]	646,452	15,957	210,000	-	-	-	343,766	1,216,175	54.47%	45.53%
Key Management Personnel										
Robin Jones	395,234	-	63,453	27,399	7,799	-	(24,910)	468,975	91.78%	8.22%
Angela Glover[4]	336,016	-	-	27,399	-	-	-	363,415	100.0%	0.00%
Hayley Patton	290,000	-	48,285	27,399	22,288	-	(24,910)	363,062	93.56%	6.44%
Dale Richards[5]	280,470	-	-	27,399			-	307,869	100.00%	0.00%
Simon Pooley[6]	85,904	-	-	13,545	-	77,500	(24,910)	152,039	100.00%	0.00%
TOTAL	**2,973,535**	**86,341**	**390,710**	**159,265**	**30,087**	**77,500**	**622,410**	**4,339,848**	**74.87%**	**23.34%**

Notes:

1. Appointed Executive Chairman on 27 May 2024 – 1 July 2023-26 May 2024 - Non-executive Director.
2. Appointed Managing Director/CEO on 27 May 2024 – 1 July 2023-26 May 2024 – Executive Director-Finance.
3. Resigned from the Company on 24 May 2024 as Executive Chairman. Service agreement as a Strategic Advisor for 12 months has been entered into effective from 25 May 2024. The Board approved the retention of the performance rights on resignation and these will vest over the period of his service agreement as strategic advisor.
4. Appointed Chief Operating Officer on 25 August 2023 -1 July 2023-24 August 2023 - Head of External Relations. This position is 0.8 full time equivalent.
5. Appointed as Head of Geology on 9 October 2023.
6. Resigned from the Company on 24 August 2023.
7. Relates to value of performance rights and options issued in prior years.

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REMUNERATION REPORT (Audited) (continued)

6. Employee share/performance rights plan

6.1 Options/Performance Rights and Shares granted as compensation to key management personnel

Terms and conditions of share-based payment arrangements affecting remuneration of key management personnel in the current financial year or future financial years:

Options/ Performance Rights

Grant date	Vesting and exercise date	Expiry date	Value per performance right/option at grant date	Performance achieved	% vested
12 December 2022	22 June 2025 and 31 December 2026	22 June 2025 and 31 December 2026	$0.0183-$0.0400	Tranches 1,2 and 3 were all forfeited in the year as performance not met. Tranche 4 to be determined.	Nil
12 December 2022	22 June 2025	22 June 2025	$0.0105	N/A (no performance hurdles) – options lapsed without expiry on 22 June 2025.	Nil
16 August 2021	30 June 2025	30 June 2026	$0.041	No	Nil

When exercisable, each performance right or option is convertible into one ordinary share of the Company. The exercise price of the performance rights is $nil and that of the options $0.06 per share.

There have been no alterations of the terms and conditions of the above share-based payment arrangements since the grant date.

Share-based payments granted as compensation to key management personnel during the 2025 financial year are shown in Note 5 of the Remuneration Report. The performance rights and options carry no dividend or voting rights.

During the 2025 financial year, no key management personnel exercised their rights that were granted to them as part of their compensation. A number of performance rights were also forfeited due to performance conditions not being met. The number of performance rights and options exercised and forfeited are shown in Notes 6.2 and 6.3, the value of performance rights exercised and forfeited are shown below in Note 6.1.

The table below shows for each key management personnel how much of their cash bonus was awarded and how much was forfeited.

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REMUNERATION REPORT (Audited) (continued)

6.1 Options/Performance Rights and Shares granted as compensation to key management personnel (continued)

	Total STI			Total LTI		
	Total cash bonus			Performance rights and options		
30 June 2025	Total opportunity	Awarded**	Forfeited	Value of options/ performance rights granted during the year*	Value of options/ performance rights exercised during the year	Value of options/ performance rights forfeited during the year
	$	%	%	$	$	$
Directors						
Shane Hartwig	149,850	44%	56%	-	-	613,000
Bin Cai	-	-	-	-	-	229,875
Adam Handley	-	-	-	-	-	105,000
Liangbing Yu	-	-	-	-	-	105,000
Key Management Personnel						
Robin Jones	140,863	56%	44%	-	-	20,500
Angela Glover	114,552	47%	53%			-
Hayley Patton	102,070	42%	58%	-	-	20,500
Dale Richards	106,838	44%	56%	-	-	-
Gareth Fleming	-	-	-	-	-	-
TOTAL	**614,173**			**-**	**-**	**1,093,875**

* The value at grant date calculated in accordance with AASB 2 Share-based Payments of performance rights granted during the year as part of remuneration.

** Cash bonuses awarded in 2025 (relating to the 2023-24 Financial Year) under the short-term incentive scheme of a maximum of 30% of gross base salary including superannuation determined by references to KPIs was 50% paid in the financial year and 50% deferred and to be paid subject to meeting FID and funding milestones. The awarded figure in the above table represents the full 100% awarded in the period.

The issue of performance rights and options to Directors was approved by shareholders under Listing Rule 10.14 at the General Meeting held on 12 December 2022.

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REMUNERATION REPORT (Audited) (continued)

6.2 Performance Rights Holdings of Key Management Personnel for 2025

	Held at Beginning of Year	Granted as Compensation	Exercise of Options/ Performance Rights	Lapsed/Forfeited	Other Changes[1]	Held at 30 June 2025	Vested	Unvested
Directors								
Adam Handley	-	-	-	-	-	-	-	-
Shane Hartwig	40,000,000	-	-	(30,000,000)	-	10,000,000	-	10,000,000
Bin Cai	15,000,000	-	-	(11,250,000)	-	3,750,000	-	3,750,000
Liangbing Yu	-	-	-	-	-	-	-	-
Key Management Personnel								
Robin Jones	500,000	-	-	(500,000)	--	-	-	-
Angela Glover	-	-	-	-	-	-	-	-
Hayley Patton	500,000	-	-	(500,000)	-	-	-	-
Dale Richards	-	-	-	-	-	-	-	-
Gareth Fleming	-	-	-	-	-	-	-	-
TOTAL	**56,000,000**	**-**	**-**	**(42,250,000)**	**-**	**13,750,000**	**-**	**13,750,000**

1. Other changes include movements on performance rights held at resignation or commencement of being a KMP in the year.

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REMUNERATION REPORT (Audited) (continued)

Performance Rights Holdings of Key Management Personnel for 2024

	Held at Beginning of Year	Granted as Compensation	Exercise of Options/ Performance Rights	Lapsed/Forfeited	Other Changes[2]	Held at 30 June 2024	Vested	Unvested
Directors								
Adam Handley	-	-	-	-	-	-	-	-
Shane Hartwig	40,000,000	-	-	-	-	40,000,000	-	40,000,000
Bin Cai	15,000,000	-	-	-	-	15,000,000	-	15,000,000
Liangbing Yu	-	-	-	-	-	-	-	-
Nicholas Curtis	70,000,000	-	-	-	(70,000,000)	-	-	-
Key Management Personnel								
Robin Jones	2,000,000	-	-	(1,500,000)	--	500,000	-	500,000
Angela Glover	-	-	-	-	-	-	-	-
Hayley Patton	2,000,000	-	-	(1,500,000)	-	500,000	-	500,000
Simon Pooley	2,000,000	-	-	-	(2,000,000)	-	-	-
Dale Richards	-	-	-	-	-	-	-	-
TOTAL	**131,000,000**	**-**	**-**	**(3,000,000)**	**(72,000,000)**	**56,000,000**	**-**	**56,000,000**

2. Other changes include movements on performance rights held at resignation or commencement of being a KMP in the year.

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REMUNERATION REPORT (Audited) (continued)

6.3 Option Holdings of Key Management Personnel for 2025

	Held at Beginning of Year	Granted as Compensation	Exercise of Options	Lapsed/Forfeited	Other Changes	Held at 30 June 2025	Vested	Unvested
Directors								
Adam Handley	10,000,000	-	-	(10,000,000)	-	-	-	-
Shane Hartwig	-	-	-	-	-	-	-	-
Bin Cai	-	-	-	-	-	-	-	-
Liangbing Yu	10,000,000	-	-	(10,000,000)	-	-	-	-
Key Management Personnel								
Robin Jones	-	-	-	-	-	-	-	-
Angela Glover	-	-	-	-	-	-	-	-
Hayley Patton	-	-	-	-	-	-	-	-
Dale Richards	-	-	-	-	-	-	-	-
Gareth Fleming	-	-	-	-	-	-	-	-
TOTAL	**20,000,000**	**-**	**-**	**(20,000,000)**	**-**	**-**	**-**	**-**

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REMUNERATION REPORT (Audited) (continued)

Option Holdings of Key Management Personnel for 2024

	Held at Beginning of Year	Granted as Compensation	Exercise of Options	Lapsed/Forfeited	Other Changes	Held at 30 June 2024	Vested	Unvested
Directors								
Adam Handley	10,000,000	-	-	-	-	10,000,000	-	10,000,000
Shane Hartwig	-	-	-	-	-	-	-	-
Bin Cai	-	-	-	-	-	-	-	-
Liangbing Yu	10,000,000	-	-	-	-	10,000,000	-	10,000,000
Nicholas Curtis	-	-	-	-	-	-	-	-
Key Management Personnel								
Robin Jones	-	-	-	-	-	-	-	-
Angela Glover	-	-	-	-	-	-	-	-
Hayley Patton	-	-	-	-	-	-	-	-
Simon Pooley	-	-	-	-	-	-	-	-
Dale Richards	-	-	-	-	-	-	-	-
TOTAL	**20,000,000**	**-**	**-**	**-**	**-**	**20,000,000**	**-**	**20,000,000**

All equity transactions with Key Management Personnel other than those arising from the exercise of options granted as compensation have been entered into under terms and conditions no more favourable than those the Company would have adopted if dealing at arm's length.

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REMUNERATION REPORT (Audited) (continued)

6.4 Shareholdings of Key Management Personnel for 2025

	Held at Beginning of Year	Granted as Compensation	Exercise of Options/ Performance Rights	Other Changes[3]	Held at 30 June 2025	Vested	Not Vested
Directors							
Adam Handley	-	-	-	-	-	-	-
Shane Hartwig	-	-	-	-	-	-	-
Bin Cai	5,600,000	-	-	1,578,948	7,178,948	7,178,948	-
Liangbing Yu	-	-	-	-	-	-	-
Key Management Personnel							
Robin Jones[1]	1,612,154	-	-	(1,612,154)	-	-	-
Angela Glover	-	-	-	-	-	-	-
Hayley Patton	300,000	-	-	-	300,000	300,000	-
Dale Richards	-	-	-	-	-	-	-
Gareth Fleming[2]	-	-	-	-	-	-	-
TOTAL	**7,512,154**	**-**	**-**	**(33,206)**	**7,478,948**	**7,478,948**	**-**

1. Ceased officeholding during the year – their shares on resignation are shown as movements in other changes.
2. Appointed or designated a KMP during the year – shares held prior to appointment are shown as movements in other changes.
3. Other changes also includes sales and purchases on and off market and participation in the Share Purchase Plan in the year.

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REMUNERATION REPORT (Audited) (continued)

Shareholdings of Key Management Personnel for 2024

	Held at Beginning of Year	Granted as Compensation	Exercise of Options/ Performance Rights	Other Changes[1]	Held at 30 June 2024	Vested	Not Vested
Directors							
Adam Handley	-	-	-	-	-	-	-
Shane Hartwig	-	-	-	-	-	-	-
Bin Cai	5,600,000	-	-	-	5,600,000	5,600,000	-
Liangbing Yu	-	-	-	-	-	-	-
Nicholas Curtis[1,3]	106,600	-	-	(106,600)	-	-	-
Key Management Personnel							
Robin Jones	1,612,154	-	-	-	1,612,154	1,612,154	-
Angela Glover	-	-	-	-	-	-	-
Hayley Patton	300,000	-	-	-	300,000	300,000	-
Simon Pooley[1]	-	-	-	-	-	-	-
Dale Richards[2]	-	-	-	-	-	-	-
TOTAL	**7,618,754**	**-**	**-**	**(106,600)**	**7,512,154**	**7,512,154**	**-**

1. Ceased officeholding during the year – their shares on resignation are shown as movements in other changes.
2. Appointed or designated a KMP during the year – shares held prior to appointment are shown as movements in other changes. Other changes also includes sales and purchases on and off market.
3. Wilkes Holdings Pty Ltd (an entity in which Nicholas Curtis is a shareholder) had acquired a relevant interest in 200,000,000 ordinary shares in Northern Minerals. Hui Yun Chen, the registered holder of ordinary shares in Northern Minerals Limited had granted Wilkes Holdings Pty Ltd an option over 107,692,308 ordinary shares in Northern Minerals Limited pursuant to a Call Option Deed dated 22 December 2021. Under the deed, Wilkes Holdings Pty Ltd had an option to acquire 107,692,308 ordinary shares at an exercise price of $0.10. The expiry date of the option was 30 November 2023. Yun Zhen Ma, the registered holder of ordinary shares in Northern Minerals Limited had granted Wilkes Holdings Pty Ltd an option over 92,307,692 ordinary shares in Northern Minerals Limited pursuant to a Call Option Deed dated 22 December 2021. Under the deed, Wilkes Holdings Pty Ltd had an option to acquire 92,307,692 ordinary shares at an exercise price of $0.10. The expiry date of the option was 30 November 2023 and no options were exercised.

All equity transactions with Key Management Personnel other than those arising from the exercise of options granted as compensation have been entered into under terms and conditions no more favourable than those the Company would have adopted if dealing at arm's length.

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REMUNERATION REPORT (Audited) (continued)

6.5 Other transactions with key management personnel

A Director, Mr Adam Handley is a partner in the firm of HFW. During the prior year Mr Handley was also a partner of MinterEllison. HFW and MinterEllison has provided legal services to the Company on normal commercial terms and conditions.

	2025 $	2024 $
Amounts recognised as expense		
Legal fees	145,202	439,411
Amounts recognised in assets and liabilities		
Current liabilities (Trade payables)	-	171,130

There have been no other transactions with key management personnel in the reporting period.

***** End of Remuneration Report *****

CORPORATE GOVERNANCE STATEMENT

The Board of Northern Minerals Limited is committed to achieving and demonstrating the highest standards of corporate governance. The Board is responsible to its shareholders for the performance of the Company and seeks to communicate extensively with shareholders. The Board believes that sound corporate governance practices will assist in the creation of shareholder wealth and provide accountability.

In accordance with ASX Listing Rule 4.10.3, the Company has elected to disclose its corporate governance policies and its compliance with them on its website, rather than in the Annual Report. Accordingly, information about the Company's corporate governance practices is set out on the Company's website at www.northernminerals.com.au.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 144.

NON-AUDIT SERVICES

Details of the amounts paid or payable to the auditor for audit and non-audit services during the year are disclosed in Note 18. There were no non-audit services carried out in the year ended 30 June 2025.

In the event that non-audit services are provided by Nexia Perth Audit Services Pty Ltd, the Board has established certain procedures to ensure that the provision of non-audit services are compatible with, and do not compromise, the auditor independence requirements of the *Corporations Act 2001*. These procedures include:

(a) non-audit services are subject to the corporate governance procedures adopted by the Group and are reviewed by the Board to ensure they do not impact the integrity and objectivity of the auditor; and

(b) ensuring non-audit services do not undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including independence Standards) by ensuring they do not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Group, acting as an advocate for the Group or jointly sharing risks and rewards.

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SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

No other matters or circumstance has arisen since the reporting date that has significantly affected the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

ROUNDING OF AMOUNTS

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the directors' report and in the financial statements have been rounded to the nearest dollar.

Signed in accordance with a resolution of the directors.



Adam Handley

Executive Chairman

11 September 2025

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2025

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	Note	2025 $	2024 $
Revenue from continuing operations			
Interest	6	995,708	735,855
Research and development rebate	5(a)	7,366	260,811
Other income	5(a)	1,580,330	4,617,190
Total revenue		**2,583,404**	**5,613,856**
Corporate expenses			
Administration expenses		1,187,940	1,033,409
Depreciation expense	10(a)	669,801	687,931
Share-based payments expense	17	357,060	576,674
Legal and professional expenses	5(b)	3,034,311	3,546,483
Occupancy expenses		154,995	184,751
Employee benefits expense		3,656,146	4,965,245
Other corporate expenditure		198,659	174,734
Impairment loss/ asset write offs	5(b)/10	895,442	875,000
Total corporate expenses		**10,154,354**	**12,044,227**
Exploration and evaluation expenditure			
Exploration costs	4	7,714,977	11,115,786
Project evaluation and pre-feasibility	4	10,092,699	11,721,590
Total exploration and evaluation expenditures		17,807,676	22,837,376
Total expenses		27,962,030	34,881,603
Operating loss for the year		(25,378,626)	(29,267,747)
Finance costs	6	1,988,744	2,320,613
Loss before income tax for the year		(27,367,370)	(31,588,360)
Income tax expense	7	-	-
Loss for the year		(27,367,370)	(31,588,360)
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to members of the Company		(27,367,370)	(31,588,360)
Loss per share attributable to ordinary equity holders of the Company: Basic and diluted loss per share (cents per share)	19	(0.36)	(0.55)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2025

	Note	2025 $	2024 $
Current assets			
Cash and cash equivalents	8 (a)	24,287,734	8,253,482
Trade and other receivables	8 (b)	351,264	306,415
Inventories	10 (b)	41,547	73,945
Prepayments		825,453	1,041,443
Total Current Assets		25,505,998	9,675,285
Non-current assets			
Other financial assets	8 (c)	369,699	239,699
Derivative financial assets	8 (d)	-	-
Property, plant and equipment	10 (a)	2,880,859	4,026,546
Total Non-Current Assets		3,250,558	4,266,245
Total assets		28,756,556	13,941,530
Current liabilities			
Trade and other payables	8 (e)	5,662,475	5,632,687
Interest bearing liabilities	8 (f)	15,339,361	14,744,818
Deferred revenue	8 (g)	-	1,441,631
Provisions	10 (c)	721,570	881,275
Total Current Liabilities		21,723,406	22,700,411
Non-current liabilities			
Interest bearing liabilities	8 (f)	496,093	658,064
Derivative financial liabilities	8 (d)	-	-
Provisions	10 (c)	4,843,795	4,589,195
Total Non-Current Liabilities		5,339,888	5,247,259
Total liabilities		27,063,294	27,947,670
Net liabilities		1,693,262	(14,006,140)
Equity			
Issued Capital	11 (a)	344,167,357	301,457,645
Reserves	11 (g)	2,183,355	4,035,980
Accumulated losses		(344,657,450)	(319,499,765)
Total equity		1,693,262	(14,006,140)

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

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

	Note	ISSUED CAPITAL $	ACCUMULATED LOSSES $	PERFORMANCE RIGHTS AND OPTIONS RESERVE $	OTHER RESERVES $	TOTAL $
Consolidated Entity Balance at 1 July 2023		**277,985,227**	**(288,588,529)**	**1,953,075**	**2,183,355**	**(6,466,872)**
Loss for the financial year		-	(31,588,360)	-	-	(31,588,360)
Total comprehensive loss for the financial year		-	(31,588,360)	-	-	(31,588,360)
Transactions with owners in their capacity as owners:						
Shares issued net of transaction costs	11(a)	23,472,418	-	-	-	23,472,418
Shares/options issued		-	-	576,674	-	576,674
Transfer of reserves to accumulated losses		-	677,124	(677,124)	-	-
Balance at 30 June 2024		301,457,645	(319,499,765)	1,852,625	2,183,355	(14,006,140)
Balance at 1 July 2024		**301,457,645**	**(319,499,765)**	**1,852,625**	**2,183,355**	**(14,006,140)**
Loss for the financial year		-	(27,367,370)	-	-	(27,367,370)
Total comprehensive loss for the financial year		-	(27,367,370)	-	-	(27,367,370)
Transactions with owners in their capacity as owners:						
Shares issued net of transaction costs	11(a)	42,709,712	-	-	-	42,709,712
Shares/options issued		-	-	357,060	-	357,060
Transfer of reserves to accumulated losses		-	2,209,685	(2,209,685)	-	-
Balance at 30 June 2025		**344,167,357**	**(344,657,450)**	**-**	**2,183,355**	**1,693,262**

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

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CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2025

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	Note	2025 $	2024 $
Cash flows from operating activities			
Payments to suppliers and employees		(26,978,327)	(31,431,356)
Interest received		810,798	707,610
Research & development rebate and other government grants		362,460	4,455,954
Other income received		1,838	148,514
Net cash outflow from operating activities	12(a)	(25,803,231)	(26,119,278)
Cash flows from investing activities			
Payments for property, plant and equipment		(352,236)	(376,606)
Proceeds from the sale of property, plant and equipment		9,091	-
(Increase)/decrease in security deposits		(130,000)	(180,174)
Net cash (outflow) /inflow from investing activities		(473,145)	(556,780)
Cash flows from financing activities			
Proceeds from issues of shares		45,366,627	25,000,000
Share and convertible note issue costs		(2,656,913)	(1,527,582)
Proceeds from borrowings		343,331	350,306
Repayment of borrowings		(401,442)	(382,876)
Payments for lease liabilities		(243,281)	(198,458)
Net cash inflow from financing activities		42,408,322	23,241,390
Net (decrease)/ increase in cash and cash equivalents		16,131,946	(3,434,668)
Cash and cash equivalents at beginning of the financial year		8,253,482	11,688,161
Effects of exchange rate changes on cash and cash equivalents		(97,694)	(11)
Cash and cash equivalents at the end of the financial year	8(a)	24,287,734	8,253,482

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

NOTES TO THE FINANCIAL STATEMENTS

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This section sets out the material accounting policies that relate to the financial statements of Northern Minerals Limited ("the Company") and its subsidiaries ("the Group"). Where an accounting policy, critical accounting estimate, assumption and judgement is specific to a note, these are described within the note to which they relate. These policies have been consistently applied to all periods presented, except as described in Note 23 New standards and Interpretations.

The consolidated financial statements of "the Company" and "the Group" for the year ended 30 June 2025 were authorised for issue in accordance with a resolution of the directors on 4 September 2025. The directors have the power to amend and reissue the financial statements.

1. Reporting Entity

Northern Minerals Limited is a company limited by shares incorporated and domiciled in Australia where its shares are publicly traded on the Australian Securities Exchange (ASX). Its registered office and principal place of business is 40 Kings Park Road, West Perth, WA 6005.

The nature of the operations and principal activities of the Company are described in the Directors' Report, which is not part of the financial statements.

2. Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost basis, except for derivative financial instruments.

The financial report complies with Australian Accounting Standards, as issued by the Australian Accounting Standards Board and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

The financial report is presented in Australian dollars which is the Group's functional and presentation currency and all values are rounded to the nearest dollar.

The Group has, where applicable, adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the year ended 30 June 2025. Refer to Note 23 New Standards and Interpretations for further details. The Group did not early adopt any Accounting Standards and Interpretations that have been issued or amended but are not yet effective.

Rounding of amounts

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the directors' report and in the financial statements have been rounded to the nearest dollar.

a) Funding and liquidity

The financial report has 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 normal course of business.

The Group has reported a net loss for the year of $27,367,370 (2024: $31,588,360) and a cash outflow from operating activities of $25,803,231 (2024: $26,119,278). As at 30 June 2025 the Group had $24,287,734 in cash and cash equivalents (2024: $8,253,482) and a working capital surplus of $3,782,592 (2024: $13,025,126 deficit).

The consolidated financial report has been prepared on a going concern basis. In arriving at this position, the Directors have had regard to the fact that based on the matters noted below the Group has, or in the directors opinion, will have access to, sufficient cash to fund administrative and other committed expenditure for a period of at least 12 months from the date of signing the consolidated financial report.

2. Basis of Preparation (continued)

- The ability of the Group to reach an agreement with Iluka regarding the Iluka Convertible Note by either extending the maturity date or converting to share capital or redeeming in a structure that is satisfactory to the Group;
- If additional funding is required to settle the Iluka Convertible Note, the ability of the Group to obtain the additional funding in a timeframe that correlates to settlement of the Iluka Convertible Note;
- If required for operational activity, the ability of the Group to obtain additional funding during the forthcoming 12-month period; and
- If required, the ability of the Group to reduce operational expenditure and manage discretionary expenditure during the forthcoming 12-month period.

Should the Group not achieve the matters set out above there is significant uncertainty whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the consolidated financial statements. The consolidated financial statements do not include any adjustment relating to the recoverability or classification of recorded asset amounts or to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern and meet its debts as and when they fall due.

b) Basis of Consolidation

The consolidated financial statements comprise the financial statements of Northern Minerals Limited and its subsidiaries as at and for the year ended 30 June 2025. A list of controlled entities at year end is contained within Note 13.

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

3. Critical Accounting Judgements, Estimates, Assumptions and Errors

(a) Significant estimates and judgements

In applying the Group's accounting policies management continually evaluates judgements, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. All judgements, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management. Actual results may differ from the judgements, estimates and assumptions. Significant judgements, estimates and assumptions made by management in the preparation of these consolidated financial statements are outlined below:

Taxation

Balances disclosed in the financial statements and the notes thereto related to taxation are based on the best estimates of the Directors. These estimates take into account both the financial performance and position of the Group as they pertain to current income taxation legislation, and the Directors' understanding thereof. No adjustment has been made for pending or future taxation legislation.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees, vendors and suppliers by reference to the fair value of the equity instruments at the date at which they are granted. Details of valuation techniques used for share-based payments in the year, including model inputs are detailed in Note 17.

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3. Critical Accounting Judgements, Estimates, Assumptions and Errors (continued)

Rehabilitation provision

The recognition of closure and rehabilitation provisions require significant estimates and assumptions such as requirements of the relevant legal and regulatory framework and the timing, extent and costs of required closure and rehabilitation activity. These uncertainties may result in future actual expenditure differing from the amounts currently provided. Refer to Note 10 (c).

Convertible note

The convertible note is a hybrid financial instrument with an equity and derivative liability component. The derivative liability is initially measured at fair value. For further details refer to Note 8 (f).

Lease terms

In determining the lease terms for right-of-use-assets, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). For leases of offices, the following factors are normally the most relevant:

- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- If there are significant penalty payments to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects the assessment, and that is within the control of the lessee.

Impairment of non-financial assets

The impairment of non-financial assets is based on assumptions of the value and condition of the non-financial assets at the reporting date. The Company uses judgements in making these assumptions based on existing market conditions at the end of the reporting period.

The impairment loss relates to assets that were damaged by weather conditions and the ore sorter, of which indications of impairment were evident due to offers to purchase received from third party buyers.

4. Exploration and evaluation expenditure

The Group's accounting policy for exploration expenditure is to expense costs as incurred in accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*. The Group has determined that expenditure in the year can still be accounted for under "AASB 6", given the main activity of the Group relates to evaluating the technical feasibility and commercial viability of extracting the mineral resource.

	2025 $	2024 $
Exploration costs	7,714,977	11,115,786
Project evaluation and pre-feasibility	10,092,699	11,721,590
Total exploration and evaluation expenditure	17,807,676	22,837,376

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4. Exploration and evaluation expenditure (continued)

Project evaluation and pre-feasibility expenses include:

	2025 $	2024 $
DFS owners costs	1,789,285	1,525,197
DFS consultancy costs	2,646,909	5,275,398
Site costs- care and maintenance	4,648,471	4,222,997
ESG costs	1,008,034	697,998
Total project evaluation and pre-feasibility costs	10,092,699	11,721,590

5. Revenue and Expenses

(a) Revenue

The Group derives the following types of revenue:

	2025 $	2024 $
R&D rebate on eligible expenditure	7,366	260,811
Net gain on disposal of property, plant and equipment	5,367	-
Other income	1,785	-
Other government grants	131,547	148,514
Critical Minerals Development Grant	1,441,631	4,468,676
Total revenue from continuing operations	1,587,696	4,878,001

Revenue Recognition

R&D rebates and government grants

The Group's accounting policy for R&D rebates and government grants is to recognise these when there is reasonable assurance that:

- The expenditure incurred during the year complies with relevant legislation and activities; and
- The rebates claimed will be received.

Rebates and grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

For details of unfulfilled conditions or other contingencies attaching to these grants see Note 14.

A government grant is not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to it, and that the grant will be received. Receipt of a grant does not of itself provide conclusive evidence that the conditions attaching to the grant have been or will be fulfilled.

(b) Expenses

Other expenses includes:

	2025 $	2024 $
Legal and professional expenses		
Legal expenses	355,609	1,337,115
Consultants	1,721,727	1,812,284
Public relations expenses	229,950	46,695
Accounting and audit expenses	158,183	160,259
IT maintenance and support expenses	558,250	120,410
Recruitment expenses	10,592	69,720
Total Legal and professional expenses	3,034,311	3,546,483

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5. Revenue and Expenses (continued)

(b) Expenses (continued)

	2025 $	2024 $
Impairment loss/ asset write offs		
Ore sorter	825,832	875,000
Other plant and equipment	91,954	-
Receivables loss allowance	(22,344)	-
Total impairment loss/ asset write downs	895,442	875,000

6. Finance Income and Costs

	2025 $	2024 $
Finance income		
Interest income	995,708	735,855
Total finance income	995,708	735,855
Finance costs		
Interest and finance charges payable for financial liabilities not at fair value through profit or loss	1,790,092	2,258,488
Provisions: unwinding of discount	110,745	(29,032)
Right of use assets interest	87,481	90,402
Financing transactions and costs	426	755
Total finance costs	1,988,744	2,320,613
Amount capitalised	-	-
Finance costs expensed	1,988,744	2,320,613
Net finance cost	993,036	1,584,758

Interest income

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

For credit impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Interest income on financial assets at amortised cost is recognised in the statement of profit or loss as other income.

Finance costs

Finance costs include costs of interest-bearing liabilities held at amortised cost. Refer to Note 8(f).

Other borrowing costs are expensed in the period in which they are incurred.

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7. Income Tax Expense

(a) Income tax expense

Reconciliation of income tax expense to prima facie tax payable:	2025 $	2024 $
Loss from continuing operations before income tax expense	(27,367,370)	(31,588,360)
Tax calculated at 30% (2024: 25%) on loss before income tax	(8,210,211)	(7,897,090)
Add tax effect of:		
Share-based payments	107,118	144,168
Non-deductible expenses	5,995	1,421
Change in tax rate	(12,380,229)	-
Unused tax losses and temporary differences not recognised	20,479,537	7,862,869
R & D adjustments	(2,210)	(111,368)
Income tax expense/(benefit)	-	-

(b) Unrecognised deferred tax balances at 30%(2024:25%)

The balance comprises temporary differences attributable to:

Deferred tax assets		
Unused tax losses	70,464,527	53,311,600
Unused capital losses	11,762	9,802
Property, plant & equipment	9,668,255	5,697,661
Other deductible temporary differences	3,267,494	3,225,983
Total unrecognised deferred tax assets	83,412,038	62,245,046
Deferred tax liabilities		
Taxable temporary differences - other	(232,219)	(343,901)
Total unrecognised deferred tax liabilities	(232,219)	(343,901)
Net unrecognised deferred tax balances	83,179,819	61,901,145

For the year ended 30 June 2025 Northern Minerals was subject to the headline corporate income tax rate of 30% as it ceased being an eligible base rate entity which is subject to a 25% corporate income tax rate. The impact of the change in tax rate has been taken into account in the measurement of deferred taxes at the end of the reporting period. The net deferred tax balances are not recognised since it is not probable at the reporting date that future taxable profits will be available to utilise deductible temporary differences and losses.

(c) Income tax expense/(benefit)

The income tax expense/(benefit) for the year is the tax payable on the current period's taxable income/(loss) based on the applicable income tax rate adjusted for changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current tax is calculated using the tax rates enacted or substantively enacted at period end and includes any adjustment to tax payable in respect of previous years.

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7. Income Tax Expense (continued)

Deferred tax is provided using the balance sheet liability method, providing for the tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for tax assessment or deduction purposes.

The tax effect of certain temporary differences is not recognised, principally with respect to:

- Temporary differences arising on the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.
- Temporary differences relating to investments and undistributed earnings in subsidiaries, to the extent that the Company is able to control its reversal and it is probable that it will not reverse in the foreseeable future.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets are reviewed at each balance date and amended to the extent it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

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

Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

8. Financial Assets and Financial Liabilities and other receivables and liabilities

(a) Cash and cash equivalents

Current	2025 $	2024 $
Cash at bank and on hand	2,787,734	3,024,640
Deposits at call	21,500,000	5,228,842
	24,287,734	8,253,482

Cash in the Consolidated Statement of Financial Position comprises cash at bank and in hand and short-term deposits, with an original maturity of three months or less, that are readily convertible to known amounts of cash, and that are subject to an insignificant risk of changes in value.

For the purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

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8. Financial Assets and Financial Liabilities and other receivables and liabilities (continued)

(b) Trade and other receivables

Current	2025 $	2024 $
GST receivable	161,911	59,354
Other receivables	189,353	269,240
R&D rebate receivable	-	223,600
Loss allowance (see note 9 (b))	-	(245,779)
	351,264	306,415

(i) Other receivables

Other receivables are amounts that generally arise from transactions outside the usual operating activities of the Group. They are recognised at amortised cost, less any allowance for expected credit losses.

(ii) Research and development rebate receivable

The research and development rebate receivable recognises the estimate of the R & D rebate for the financial year at amortised cost.

(iii) Fair values of trade and other receivables

Due to their short-term nature, their carrying amount is approximate to their fair value. Information about the methods and assumptions used in determining fair value is provided in note 8(h). Information about the impairment of trade and other receivables, their credit quality and the Group's exposure to credit risk, foreign currency risk and interest rate risk can be found in note 9.

(c) Other financial assets

	2025 $	2024 $
Non-Current		
Security deposits – rent and performance bonds	369,699	239,699
	369,699	239,699

Other financial assets are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

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8. Financial Assets and Financial Liabilities and other receivables and liabilities (continued)

(c) Other financial assets (continued)

(i) Fair values of other financial assets

Due to their short-term nature, the financial assets carrying amount is approximate to their fair value. Information about the methods and assumptions used in determining fair value is provided in note 8(h). Information about the impairment of other financial assets, their credit quality and the group's exposure to credit risk, foreign currency risk and interest rate risk can be found in note 9.

(d) Derivative financial instruments

During the year ended 30 June 2023 the Group entered into a call option / put option arrangement pursuant to which Iluka Resources Limited (**Iluka**) will (subject to satisfaction or waiver of certain conditions) be issued up to an additional 653.3 million shares.

The shares will be issued at the lower price per Share of:

- the lowest subscription price applicable to any Additional Browns Range Equity Fundraising; and
- $0.06 per Share (being a 50% premium to the Iluka Tranche 1 placement price of $0.04 per share in October 2022).

The issue and grant of the call option and the put option was conditional on the Company shareholder approval which was received at the General Meeting on 12 December 2022.

The call option can be exercised by Iluka at any time up until 31 December 2025.

The exercise of the put option by Northern Minerals is conditional on:

- The Company making a positive FID in relation to the Browns Range Project and the Project is reasonably likely to be capable of producing xenotime concentrate in sufficient quantities to substantially meet the Company's obligations under the Iluka Supply Agreement; and
- The Company having sufficient funds to fully fund the pre-production costs of the Browns Range Project; and
- Iluka completing due diligence in respect of the Company's DFS to Iluka's satisfaction (acting in good faith); and
- The Iluka Supply Agreement having not been terminated.

Once those conditions are satisfied, the Company may exercise the put option at any time up until 31 December 2025.

If the Company proposes to undertake Additional Browns Range Equity Fundraising after the Iluka Convertible Note has been converted, the Company must use reasonable endeavours to:

- Negotiate Iluka's participation in such fundraising on the same terms as other professional investors; and
- Maximise Iluka's participation (subject to it not exceeding 19.9% of the Company).

The Company must give Iluka a reasonable opportunity to participate in certain other equity raisings for up to 3 years following the Company making a positive FID in relation to the Browns Range Project, provided Iluka maintains a 10% shareholding in the Company or the earlier of 31 March 2025.

The put and call option arrangements are financial instruments which have been classified as at fair value through profit or loss. As the derivative is closely related to the host instrument the derivative asset and liability are measured together at fair value and initially recognised as $nil, with fair values determined by Level 1 valuation techniques. As at reporting date, the option contracts have a fair value of $nil and therefore no fair value remeasurements have been recognised.

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8. Financial Assets and Financial Liabilities and other receivables and liabilities (continued)

(e) Trade and other payables

Current	2025 $	2024 $
Trade payables	1,907,282	2,643,364
Other payables	3,755,193	2,989,323
	5,662,475	5,632,687

Trade and other payables are classified as loans and are carried at amortised cost. They are non-interest bearing and represent liabilities for goods and services provided to the Group prior to the end of the financial year. They are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition. These are included in current liabilities. Liabilities where payment is not due within 12 months from the reporting date, which are classified as non-current liabilities.

(i) Fair values of trade and other payables

Due to their short-term nature, current trade and other payables carrying amounts are approximate to their fair value. Information about the methods and assumptions used in determining fair value is provided in note 8(h). Information about the group's exposure to credit risk, foreign currency risk and interest rate risk can be found in note 9. Details of the fair values of non-current trade and other payables can be found in note 8(h).

(f) Interest Bearing Liabilities

At Amortised Cost

Current	Interest Rate	2025 $	2024 $
Equipment finance (Secured on equipment)	7.09%	82,896	54,761
Right of use asset lease liability (Refer to note 10)	11.8%	256,465	243,281
Convertible note – Iluka (Secured)	7%	15,000,000	14,446,776
		15,339,361	14,744,818
Non-Current			
Equipment finance (Secured on equipment)	7.09%	97,994	90,856
Right of use asset lease liability (Refer to note 10)	11.8%	398,099	567,208
		496,093	658,064
Total Interest Bearing Liabilities			
Current		15,339,361	14,744,818
Non-Current		496,093	658,064
		15,835,454	15,402,882

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8. Financial Assets and Financial Liabilities and other receivables and liabilities (continued)

(f) Interest Bearing Liabilities (continued)

Commitments in relation to hire purchase leases are payable as follows:	2025 $	2024 $
Within one year	99,768	64,133
Later than one year but not later than five years	97,994	90,856
Minimum lease payments	197,762	154,989
Future finance charges	(16,872)	(9,372)
Total lease liabilities	180,890	145,617

The present value of hire purchase lease liabilities is as follows:

Within one year	82,896	54,761
Later than one year but not later than five years	97,994	90,856
Minimum lease payments	180,890	145,617

Convertible Note – Iluka Resources Limited (Iluka)

On 28 October 2022, Northern Minerals issued to Iluka a convertible note (the "convertible note") totalling $15.0 million, convertible into up to 365.6 million shares at $0.048 per share (including assumed capitalised interest, and subject to various adjustment events). The maturity date of the convertible note was 31 December 2024. As at the date of this report the Company and Iluka are in negotiation regarding an extension, including any amendments that may be required to the terms and conditions of the convertible note.

Details of the Convertible Note are as follows:

Conversion Price:	$0.048 per share, subject to various adjustment events
Interest Rate:	7% per annum. Accrued interest is capitalised quarterly.
Face Value:	$15.0 million
Maturity Date:	31 December 2024
Convertibility:	Convertible by: • Iluka – at any time before the maturity date; and • The Company – at any time after completion of both the Iluka Tranche 2A Placement and exercise of either the Iluka Tranche 2B Call Option or Put Option.
Redeemability:	Redeemable at the maturity date or by: • Iluka – following an event of default; and • The Company – at any time before the maturity date.
Security:	The Company has entered into a combination security agreement under which it agrees to grant security over all of its present and after acquired property (including certain mining tenements) to Iluka to secure the obligations of the Company under the Iluka Convertible Note. If an event of default occurs, Iluka may enforce the security granted under the combination security agreement. Further, if requested by the Company, Iluka and the Company will use their respective reasonable endeavours to enter into a priority and subordination deed with the Company and its project debt financiers under which the security granted under the combination security agreement will rank behind any security granted in favour of the project debt financiers and the obligations under the Iluka Convertible Note will be subordinated to the project debt finance.

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8. Financial Assets and Financial Liabilities and other receivables and liabilities (continued)

(f) Interest Bearing Liabilities (continued)

The Convertible Note is a hybrid financial instrument with an equity and derivative liability component. The derivative liability is initially measured at fair value. The derivative liability is subsequently recognised on an amortised cost basis until extinguished on conversion or maturity of the Convertible Note. The remainder of the proceeds is allocated to the conversion option and recognised in shareholders equity in other reserves and is not subsequently remeasured.

The Convertible Note is presented in the balance sheet as follows:

	2025 $	2024 $
Face value of notes issued	15,000,000	15,000,000
Value of conversion rights	(2,183,355)	(2,183,355)
Transaction costs	(206,926)	(206,926)
Interest expense	2,390,281	1,837,057
Liability	15,000,000	14,446,776

Aside from amounts disclosed above as measured at fair value, borrowings are classified as loans and are initially recognised at fair value net of transaction costs incurred. Subsequent to initial recognition, interest bearing liabilities are measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the year of the liabilities using the effective interest rate method. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised.

Interest bearing liabilities are classified as current liabilities, except when the Group has an unconditional right to defer settlement for at least 12 months after the reporting date in which case the liabilities are classified as non-current.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. The fee is capitalised as a prepayment and amortised over the remaining period of the facility to which it relates once it is drawn down.

Financial liabilities designated at fair value through profit or loss are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

The amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon de-recognition of the financial liability.

Leases, which transfer to the Group, substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as an expense in the consolidated statement of profit or loss and other comprehensive income.

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8. Financial Assets and Financial Liabilities and other receivables and liabilities (continued)

Equipment Finance

These loans are secured by a first charge over the equipment under finance and are for a period of 36 months.

Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Current	2025 $	2024 $
Fixed Charge		
Cash and cash equivalents	24,287,734	8,253,482
Receivables	351,264	305,187
Inventory	41,547	73,945
Total current assets pledged as security	24,680,545	8,632,614
Non-Current		
Fixed charge		
Property, plant and equipment	2,880,859	4,026,546
Total non-current assets pledged as security	2,880,859	4,026,546
Total assets pledged as security	27,561,404	12,659,160

(g) Deferred revenue

Current	2025 $	2024 $
Deferred revenue	-	1,441,631

Refer to note 5 for the accounting policy in relation to R&D rebates and government grants.

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8. Financial Assets and Financial Liabilities and other receivables and liabilities (continued)

(h) Accounting classification and fair value

Financial assets

A financial asset shall be measured at amortised cost if it is held within a business model whose objective is to hold assets in order to collect contractual cashflows which arise on specified dates and that are solely principal and interest.

A debt investment shall be measured at fair value through other comprehensive income if it is held within a business model whose objective is to hold both assets in order to collect contractual cashflows which arise on specified dates that are solely principal and interest as well as selling the asset on the basis of its fair value.

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets with be either:

- held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or
- designated as such upon initial recognition where permitted.

A gain or loss on the financial assets at fair value through the profit and loss that are subsequently remeasured are recognised in the profit or loss as other income in the period in which it arises.

Despite these requirements, a financial asset may be irrevocably designated as measured at fair value through profit or loss to reduce the effect of, or eliminate, an accounting mismatch.

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

Impairment of financial assets

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

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

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

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8. Financial Assets and Financial Liabilities and other receivables and liabilities (continued)

Financial liabilities

Financial liabilities other than derivatives are initially recognised at fair value of consideration received net of transaction costs as appropriate and are subsequently carried at amortised cost. The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The amortisation is included in finance costs in the statement of profit or loss.

Derivatives, including those embedded in contractual arrangements but separated for accounting purposes because they are not clearly and closely related to the host contract, are initially recognised at fair value on the date the contract is entered into and are subsequently remeasured at their fair value. Fair value changes are recognised immediately in the profit and loss.

For the interest-bearing liabilities, the fair values are not materially different to their carrying amounts, since the interest payable on those borrowings is either close to current market rates or the borrowings are of a short-term nature.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate.

Fair value Measurements

There have been no transfers between fair value levels during the year.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments which are measured at fair value by valuation technique:

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques that maximise the use of observable market data and rely as little as possible on entity-specific estimates.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Specific valuation techniques used to value financial instruments include:

- Put and Call Option – Hoadley Trading and Investment Tools ESO2 binomial valuation model undertaken by an external, independent and qualified expert.
- Convertible note – valuation undertaken by an external, independent and qualified expert.

All financial instruments measured at fair value use Level 1 valuation techniques.

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9. Financial Risk Management

The Group's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables and cash that derive directly from its operations.

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The Group takes a proactive approach to risk management. The Board is responsible for ensuring that risks, and also opportunities are identified on a timely basis and that the Group's objectives and activities are aligned with the risks and opportunities identified by the Board. The Board provides policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk and credit risk.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

Foreign Exchange Risk

The Group operates internationally and is exposed to foreign exchange risk arising from currency exposures with respect to changes in USD/AUD exchange rates.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated or linked to a currency that is not the entity's functional currency. The Group did not enter into any FX hedging agreements in relation to its transactions.

Certain operating and capital expenditure is linked to currencies other than the Company's functional currency.

The financial assets and liabilities that are exposed to foreign exchange risk at the end of the reporting period, expressed in Australian dollars, are:

	2025 $	2024 $
Cash and cash equivalents - USD	700	1,257
	700	1,257

As shown in the table above, the Group has limited exposure to changes in USD/AUD exchange rates. The sensitivity of profit or loss to changes in the exchange rates arises mainly from US-dollar denominated financial instruments.

The impact of a material movement of +/- 10% in the AUD/USD exchange rate will not have a material impact on revenue and therefore shareholder equity.

9. Financial Risk Management (continued)

Amounts recognised in the statement of profit or loss

During the year the following foreign exchange related amounts were recognised in the consolidated statement of profit or loss:

	2025 $	2024 $
Net foreign exchange gain included in other income	3,533	70
Foreign exchange gain/(loss) in administration expenses	(50,864)	(539)
Net foreign exchange gain/(loss)	(47,331)	(469)

Cash flow and fair value interest rate risk

Interest rate risk in relation to the fair value or future cash flow may arise from interest rate fluctuations. The Group's exposure to interest rate risk and the effective weighted average interest rate for classes is set out below:

30 June 2025	Weighted average interest rate %	Floating Interest Rate $	Fixed Interest $	Non-Interest Bearing $	Total $
Financial Assets					
Cash and cash equivalents	3.86%	1,724,008	21,500,000	1,063,726	24,287,734
Trade and other receivables	-	-	-	350,845	350,845
Other financial assets	4.86%	-	369,699	-	369,699
Total financial assets		1,724,008	21,869,699	1,414,571	25,008,278
Financial Liabilities					
Trade and other payables	-	-	-	2,580,243	2,580,243
Interest bearing liabilities	7.17%	-	18,913,273	-	18,913,273
Total financial liabilities		-	18,913,273	2,580,243	21,493,516

30 June 2024	Weighted average interest rate %	Floating Interest Rate $	Fixed Interest $	Non-Interest Bearing $	Total $
Financial Assets					
Cash and cash equivalents	2.81%	2,496,596	5,228,843	528,043	8,253,482
Trade and other receivables	-	-	-	305,187	305,187
Other financial assets	5.05%	-	239,699	-	239,699
Total financial assets		2,496,596	5,468,542	833,230	8,798,368
Financial Liabilities					
Trade and other payables	-	-	-	3,769,366	3,769,366
Interest bearing liabilities	7.21%	-	17,261,961	-	17,261,961
Total financial liabilities		-	17,261,961	3,769,366	21,031,327

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9. Financial Risk Management (continued)

Financial assets are subject to underlying interbank cash rate movements as determined by the Reserve Bank of Australia.

The impact of a material movement of +/- 0.50% in the underlying cash rate will have an impact on revenue and therefore shareholder equity of $69,496. The assumed movement in basis point volatility for the interest rate sensitivity analysis is based on the observable market movements in interest rates in the recent past.

b) Credit Risk

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposure relating to outstanding receivables and committed transactions. The Group has credit risk with regards to its bank held deposits which are all held with reputable institutions to minimsise risk. The Group has minimal credit risk in relation to its receivables.

The maximum exposure to credit risk at the reporting date is the carrying amount of the receivables. Collateral is not held as security. There are no significant concentrations of credit risk within the Group.

A loss allowance as at 30 June 2024 was determined for both trade and other receivables. A loss allowance was calculated for other receivables on a balance due from a third party at 100% based on indicators that there was little reasonable expectation of recovery, however negotiations were still on going for payment. This receivable was written off in 2025 with GST recoverable of $22,343 received and shown as a reversal of the impairment.

c) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Group management aims at maintaining flexibility in funding by keeping committed credit lines available.

Management monitors rolling forecasts of the Group's liquidity reserve and cash and cash equivalents. In addition, the Group's liquidity policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these and monitoring debt financing plans.

The Company:

- continuously monitors forecasts and actual cash flows and the maturity profiles of financial assets and liabilities to manage its liquidity risk;
- manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Surplus funds are invested in short-term bank deposits.

Financing arrangements

The Group has no access to undrawn borrowing facilities at the end of the financial year.

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9. Financial Risk Management (continued)

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities	Less than 6 months $	6-12 months $	Between 1 and 2 years $	Between 2-5 years $	Total contractual cash flows $	Carrying amount $
As at 30 June 2025						
Non-derivatives						
Trade payables	2,580,243	-	-	-	2,580,243	2,580,243
Interest bearing liabilities	18,127,697	49,878	62,348	35,628	18,275,551	18,187,438
Lease liabilities	127,371	129,093	154,167	449,493	860,124	654,564
Total non-derivatives	**20,835,311**	**178,971**	**216,515**	**485,121**	**21,715,918**	**21,422,245**

Contractual maturities of financial liabilities	Less than 6 months $	6-12 months $	Between 1 and 2 years $	Between 2-5 years $	Total contractual cash flows $	Carrying amount $
As at 30 June 2024						
Non-derivatives						
Trade payables	3,769,366	-	-	-	3,769,366	3,769,366
Interest bearing liabilities	32,067	17,494,879	64,133	26,722	17,617,801	16,451,472
Lease liabilities	120,813	122,468	256,464	603,661	1,103,406	810,489
Total non-derivatives	**3,922,246**	**17,617,347**	**320,597**	**630,383**	**22,490,573**	**21,031,327**

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10. Non-financial Assets and Liabilities

(a) Property, plant and equipment

2025	Plant and Equipment $	Bulk earthworks $	Browns Range Buildings $	Right of Use Assets – Office lease $	Total $
Cost					
At beginning of the financial year	10,687,832	2,108,973	4,196,397	924,270	17,917,472
Additions	445,624	-	-	-	445,624
Disposals	(338,638)	-	(40,546)	-	(379,184)
Impairment loss	(824,832)	-	(92,953)	-	(917,785)
At the end of the financial year	**9,969,986**	**2,108,973**	**4,062,898**	**924,270**	**17,066,127**
Accumulated Depreciation					
At beginning of year	8,807,971	2,108,973	2,798,272	175,710	13,890,926
Depreciation charge for the year	318,955	-	148,881	201,965	669,801
Disposals	(313,872)	-	(61,587)	-	(375,459)
Accumulated depreciation at end of year	**8,813,054**	**2,108,973**	**2,885,566**	**377,675**	**14,185,268**
Carrying amount at end of the year	**1,156,932**	**-**	**1,177,332**	**546,595**	**2,880,859**

2024	Plant and Equipment $	Bulk earthworks $	Browns Range Buildings $	Right of Use Assets – Office lease $	Total $
Cost					
At beginning of the financial year	11,056,969	2,108,973	4,196,397	23,344	17,385,683
Additions	510,665	-	-	924,270	1,434,935
Disposals	(4,802)	-	-	(23,344)	(28,146)
Impairment loss	(875,000)	-	-	-	(875,000)
At the end of the financial year	**10,687,832**	**2,108,973**	**4,196,397**	**924,270**	**17,917,472**
Accumulated Depreciation					
At beginning of year	8,506,849	2,108,973	2,603,646	11,672	13,231,140
Depreciation charge for the year	305,924	-	194,626	187,381	687,931
Disposals	(4,802)	-	-	(23,343)	(28,145)
Accumulated depreciation at end of year	**8,807,971**	**2,108,973**	**2,798,272**	**175,710**	**13,890,926**
Carrying amount at end of the year	**1,879,861**	**-**	**1,398,125**	**748,560**	**4,026,546**

10. Non-financial Assets and Liabilities (continued)

(a) Property, plant and equipment (continued)

Property, plant and equipment is stated at cost less accumulated depreciation and impairment charges. Cost is the fair value of consideration given to acquire the asset at the time of its acquisition or construction and includes the direct cost of bringing the asset to the location and condition necessary for operation and its estimated future cost of closure and rehabilitation.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be reliably measured. All other repairs and maintenance are charged to the statement of profit or loss during the reporting period in which they are incurred.

Any item of property, plant and equipment is derecognised upon disposal or when no further economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognising of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss in the year the asset is derecognised.

Depreciation and amortisation

The carrying amounts of property, plant and equipment are depreciated to their estimated residual value over the estimated useful lives of the specific assets concerned, or the estimated life of the associated project, if shorter. Estimates of residual values and useful lives are reassessed annually and any change in estimate is taken into account in the determination of remaining depreciation charges. Depreciation commences on the date the asset is ready and available for use. The major categories of property, plant and equipment are depreciated on a straight-line basis using estimated lives indicated below:

Office Equipment – 3 years

Fixtures and Fittings – 4 years

Exploration Equipment – 3 years

ROU Assets -3-6.5 years

Vehicles – 4 years

Leasehold Improvements – 4 years

Buildings – 3-15 years for fixtures and fittings and portable building structures

Browns Range Site Equipment - 3-10 years and 20 years for mobile equipment

Site Plant Bulk Earthworks – 3-4 years based on life of pilot plant depending on commencement as available for use

Ore sorter based on period of use and had been depreciated to its estimated residual value in 2022. The ore sorter is now fully impaired and held at nil value.

Impairment Losses

The impairment loss relates to the write down of the ore sorter at Browns Range after it was determined that an indication of impairment existed at year end. A subsequent assessment of the recoverable amount determined that this would be $nil and the decision was made to write down the carrying value of this asset to $nil. Some site buildings were also written down to nil value in the period following damage.

Non-current assets pledged as security

Refer to note 8 (f) for information on non-current assets pledged as security by the Group.

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10. Non-financial Assets and Liabilities (continued)

Leases

The Company has purchased items of plant and equipment under hire purchase lease agreements. These are presented as part of property, plant and equipment in the statement of financial position.

Plant and equipment under lease

	2025 $	2024 $
Plant and equipment – hire purchase	282,532	189,145
Less: Accumulated depreciation	(76,591)	(29,305)
	205,941	159,840

Lease liability

Current lease liability	82,896	54,761
Non-current lease liability	97,994	90,856
	180,890	145,617

Interest charged on hire purchase lease liabilities during the year was $6,021 (2024: $4,840). The average interest rate charged is 5.05% (2024:5.05%).

Right of Use Assets

The Company leases office space in West Perth, Western Australia and Sydney, NSW, under non-cancellable leases which expire on 27 August 2027 and has an option to extend for a further 2 years and 6 months for the West Perth lease and expire on 31 July 2026 for the Sydney lease. The lease agreements do not impose any covenants.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in- substance fixed payments), less any lease incentives receivable;
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable by the Group under residual value guarantees;
- The exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- Where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- Uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third-party financing; and
- Makes adjustments specific to the lease, e.g.; term, country, currency and security.

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10. Non-financial Assets and Liabilities (continued)

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which is not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability
- Any lease payments made at or before the commencement date less any lease incentives received
- Any initial direct costs, and
- Restoration costs.

Right-of-use assets are generally depreciated over the shorter of the assets useful life and the lease term on a straight line basis.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

The statement of profit or loss shows the following amounts relating to leases:

	2025 $	2024 $
Interest expense (included in finance costs)	87,481	90,402
Expense relating to variable lease payments not included in lease liabilities (included in occupancy costs)	129,206	120,281

The total cash outflow for leases in 2025 was $243,281 (2024: $218,509).

(b) Inventories

Current	2025 $	2024 $
Diesel fuel and consumables	41,547	73,945

Inventories are valued at the lower of cost and net realisable value. Cost is determined using weighted average costs.

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10. Non-financial Assets and Liabilities (continued)

(c) Provisions

Current	2025 $	2024 $
Employee benefits	721,570	881,275

Non-Current	2025 $	2024 $
Employee benefits	12,481	33,779
Rehabilitation	4,831,314	4,555,416
	4,843,795	4,589,195

(i) Movements in provisions

2025	*Employee benefits* $	*Rehabilitation* $	*Total* $
Balance at the beginning of year	915,054	4,555,416	5,470,470
Additional amounts recognised for the year	547,849	165,152	713,001
Unwinding of discount	-	110,745	110,745
Amounts used during the year	(728,851)	-	(728,851)
Balance at the end of year	**734,052**	**4,831,313**	**5,565,365**

Employee benefits

Current entitlements to annual leave accrued for services up to the reporting date are recognised in the provision for employee benefits and are measured at the amounts expected to be paid. Entitlements to non-accumulating sick leave are recognised when the leave is taken.

The current liability for long service leave (for which settlement within 12 months of the reporting date cannot be deferred) is recognised in the current provision for employee benefits and is measured in accordance with annual leave described above. The non-current liability for long service leave is recognised in the non-current provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to current wage and salary levels to match as closely as possible, the estimated future cash outflows.

Rehabilitation

The mining, exploration and construction activities of the Group give rise to obligations for site closure and rehabilitation. Closure and rehabilitation works can include facility decommissioning and dismantling, removal of waste materials, site and land rehabilitation.

Provisions for the cost of each closure and rehabilitation programme are recognised at the time the environmental disturbance occurs. When the extent of disturbance increases over the life of an operation, the provision is increased accordingly. Costs included in the provision encompass all closure and rehabilitation activity expected to occur progressively over the life of the operation and at, or after, the time of closure, for disturbance existing at the reporting date. Routine operating costs that may impact the ultimate closure and rehabilitation activities, are not included in the provision.

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10. Non-financial Assets and Liabilities (continued)

Costs arising from unforeseen circumstances, are recognised as an expense and liability when the event gives rise to an obligation which is probable and capable of reliable estimation.

The timing of the actual closure and rehabilitation expenditure is dependent upon a number of factors such as the life and nature of the asset, the operating licence conditions and the environment in which they operate. Expenditure may occur before and after closure and can continue for an extended period of time dependent on closure and rehabilitation requirements.

Closure and rehabilitation provisions are measured at the expected value of future cash flows, discounted to their present value. Significant judgements and estimates are involved in forming expectations of future activities and the amount and timing of associated cash flows.

When provisions for closure and rehabilitation are initially recognised, the corresponding cost is capitalised as an asset, representing part of the cost of acquiring the future economic benefits of the operation, to the extent that the activity in which the provision is related to is capitalised. The capitalised cost of rehabilitation and closure activities is recognised in property, plant and equipment accordingly. The value of the provision is progressively increased over time due to the effect of discounting unwinding creating an expense recognised in finance expenses. Where the activity in which the provision relates is expensed in accordance with the exploration and evaluation expenditure, the provision expense is also expensed.

Closure and rehabilitation provisions are also adjusted for changes in costs and estimates. Those adjustments are accounted for as a change in the corresponding capitalised cost, except where a reduction in the provision is greater than the undepreciated capitalised cost of the related assets, in which case the capitalised cost is reduced to nil and the remaining adjustment is recognised first against other items in property, plant and equipment and subsequently to the consolidated statement of profit or loss.

Changes to the capitalised cost result in an adjustment to future depreciation.

Adjustments to the estimated amount and timing of future closure and rehabilitation cash flows are a normal occurrence in light of significant judgements and estimates involved.

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11. Equity

(a) Ordinary Shares

Share Capital	2025 Number	2025 $	2024 Number	2024 $
Ordinary Shares	8,361,509,218	344,167,357	5,915,332,642	301,457,645
Movement in Ordinary Share Capital				
Balance at the beginning of year	5,915,332,642	301,457,645	5,081,999,308	277,985,227
Issue of shares -Placement at $0.03	-	-	833,333,334	25,000,000
Issue of shares -Placement at $0.019 – Tranche 1	887,299,896	16,858,698	-	-
Issue of Shares under Share Purchase Plan at $0.019	202,870,964	3,854,548	-	-
Issue of shares -Placement at $0.019 – Tranche 2	1,297,546,510	24,653,384	-	-
Issue of shares -Placement at $0.019 – Payment of fees	58,459,206	1,110,725	-	-
	8,361,509,218	347,935,000	5,915,332,642	302,985,227
Less: costs of issue	-	(3,767,643)	-	(1,527,582)
	8,361,509,218	344,167,357	5,915,332,642	301,457,645

(i) Ordinary shares

Issued capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

Ordinary shares entitle the holder to participate in dividends, and to share in the proceeds of winding up the Company in proportion to the number of and amounts paid on the shares held.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Share Purchase Plan shares not taken up on termination are dealt with in accordance with the Share Plan rules. For further details on the nature of these shares, refer to note 17.

(b) Share Purchase Plan Shares

Included in ordinary shares are shares issued pursuant to the Share Purchase Plan as follows:

	2025 Number	2024 Number
Balance at beginning of year	4,353,400	4,353,400
Shares reverted to Company and reissued during the year	-	-
Balance at end of year	4,353,400	4,353,400

11. Equity (continued)

(c) Performance Rights over ordinary shares

Performance rights with conditions* with Nil exercise price vesting and exercisable upon a number of conditions (Unquoted)

	2025 Number	2024 Number
Balance at beginning of year	2,666,666	11,816,666
Issued during the year	-	-
Forfeited/lapsed during the year	(2,666,666)	(9,150,000)
Exercised during the year	-	-
Balance at end of year	-	2,666,666

Performance rights with conditions** with Nil exercise price vesting and exercisable upon a number of conditions (Unquoted)

Balance at beginning of year	125,000,000	125,000,000
Issued during the year	-	-
Forfeited/lapsed during the year	(93,750,000)	-
Exercised during the year	-	-
Balance at end of year	31,250,000	125,000,000

* *Performance conditions*

The Performance Rights Plan was approved by shareholders at the 22 July 2021 General Meeting. Under the plan, participants are granted performance rights which only vest if certain performance conditions are met.

Rights are granted under the plan for no consideration and carry no dividend or voting rights. When exercisable, each right is convertible into one ordinary share and can be exercised at any time from and including the vesting date up to and including the date of expiry. The performance rights will expire if not exercised 12 months after they have vested.

The performance rights have been split across numerous tranches and performance conditions:

- Completion of testing of 5,000 tonnes of crushed ore through the Company's ore sorter at Browns Range.
- Successful development and implementation of the Integrated Management System.
- Production of 40 tonnes of rare earth carbonate.
- Processing ore stockpiles through the beneficiation plant to produce 2,000 tonnes of xenotime concentrate.
- Exploration resource upgrade to support a 10-year life of mine.
- Completion of the feasibility study for full scale beneficiation plant.
- Board final investment decision on decision to invest in full scale beneficiation plant.
- Practical completion of the full-scale beneficiation plant.

Vesting periods range from 31 December 2021 to 30 June 2025, with between 100% and 0% vesting between nominated dates.

Included in the total performance rights, a total of 3,000,000 performance rights were issued with the following conditions with 1,000,000 performance rights in each tranche:

Relative Total Shareholder Returns (TSR) for the 12 months to 31 December 2021, 1 January 2022 to 31 December 2022, and 1 January 2023 to 31 December 2023 compared to peers. Rights vesting range from 100% with TSR at or above the 75th percentile to 0% for less than the 25th percentile.

** *Performance conditions*

The Performance Rights were approved by shareholders at the 12 December 2022 General Meeting. Under the plan, participants are granted performance rights which only vest if certain performance conditions are met. The amount of rights that will vest depends on the following conditions.

Rights are granted under the plan for no consideration and carry no dividend or voting rights. When exercisable, each right is convertible into one ordinary share and can be exercised at any time from and including the vesting date up to and including the date of expiry. The Performance Rights will vest upon notification from the Company to the holder of the Performance Rights. Following vesting, the Company will allocate Shares to the holder of Performance Rights. Any Rights that do not vest by the relevant sunset date for the relevant tranche will lapse.

The performance rights have been split across numerous tranches and performance conditions:

***- First Tranche:** 31.25 million Performance Rights are subject to the Company's shares achieving a 60- day volume-weighted average price (VWAP) of at least $0.06 on or before 22 June 2025.*

***- Second Tranche:** 31.25 million Performance Rights are subject to the Company's shares achieving a 60-day VWAP of at least $0.08 on or before 22 June 2025.*

***- Third Tranche:** 31.25 million Performance Rights are subject to the occurrence of the Board making a final investment decision to proceed with the development of a mining and concentration operation at Browns Range in Western Australia and the Company's shares achieving a 60-day VWAP of at least $0.08, both conditions being satisfied on or before 22 June 2025.*

***- Fourth Tranche:** 31.25 million Performance Rights subject to the Company commencing first production of Xenotime concentrate and delivery pursuant to the terms of the Iluka Supply Agreement between the Company and Iluka Rare Earths Pty Ltd on or before 31 December 2026.*

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11. Equity (continued)

(d) Options over ordinary shares

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant Date	Expiry date	Exercise price	Share options 30 June 2025	Share options 30 June 2024
22 February 2021	27 July 2024	$0.074	-	51,020,408
12 December 2022	22 June 2025	$0.060	-	20,000,000
Total			-	71,020,408
Weighted average remaining contractual life of options outstanding at end of period.			0.00 years	0.33 years

The following options expired unexercised during the year ending 30 June 2025, 51,020,408 options expired on 27 July 2024, exercisable at $0.074 and 20,000,000 options expired on 22 June 2025 exercisable at $0.060.

The following options expired unexercised during the year ending 30 June 2024, 26,500,000 options expired on 2 March 2024, exercisable at $0.045 and 153,061,226 options expired on 22 February 2024 exercisable at $0.074.

(e) Capital management

When managing capital, the Board's objective is to ensure the Group continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity.

The Board may in the future adjust the capital structure to take advantage of favourable costs of capital and issue further shares in the market.

Management monitors capital by reviewing the level of cash on hand, future revenue streams and assessing the impact of possible future commitments in respect of the potential capital structure that would be required to meet those potential commitments.

(f) Dividends

No dividends were paid or declared by the Company since the incorporation of the Company.

(g) Nature and purpose of other reserves

The share option reserve is used to recognise the value of options or performance rights issued in lieu of cash payments, issued to employees and Key Management Personnel as remuneration, and to recognise the proceeds received on issue of options and performance rights.

The share-based payments reserve is used to recognise the value of shares issued in lieu of cash payments and is allocated the vested portion of the employee share purchase plan over the vesting period. "AASB 2" Share Based Payments permits entities to transfer an amount from one component of equity to another on the vesting, exercise or lapse of options or performance rights. On exercise or lapse of options or performance rights the Company transfers the balance to retained earnings.

Movement in share-based payments reserve

	2025 Number	2024 Number
Balance at beginning of year	1,852,625	1,953,075
Issued during the year	357,060	576,674
Transfer of reserves to retained losses	(2,209,685)	(677,124)
Balance at end of year	-	1,852,625

The other reserve covers the equity component of the issued convertible notes. The liability component is reflected in financial liabilities. For the year ended 30 June 2025 the equity component of convertible notes issued was $2,183,355 (2024: $2,183,355).

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12. Cash Flow Information

(a) Reconciliation of loss after income tax to net cash outflow from operating activities

	2025 $	2024 $
Net Loss after tax	(27,367,370)	(31,588,360)
Adjustments		
Depreciation expense	669,801	687,931
Amortisation of borrowing costs	553,224	1,100,431
Gain/(loss) on disposal of assets	(5,368)	-
Share-based payments (refer note 17)	357,060	576,674
Unrealised foreign exchange	97,692	11
Reversal of Impairment of receivables	(22,343)	-
Impairment of non-current assets	917,785	875,000
Change in assets and liabilities		
Decrease/(increase) in other receivables	300,345	(44,288)
(Increase)/decrease in inventory	32,396	87,035
Increase in trade and other payables	10,282	2,681,936
(Decrease)/increase in deferred revenue	(1,441,631)	(626,976)
Decrease/(increase) in provisions	94,896	131,328
Net cash flows used in operating activities	(25,803,231)	(26,119,278)

(b) Non-cash investing and financing activities

Acquisition of property, plant and equipment by means of finance leases	93,387	178,188

(c) Reconciliation of liabilities arising from financing activities

			Non-cash changes			
2025	**Opening balance 2024 $**	**Cash flows* $**	**Foreign exchange movements $**	**Conversion of debt to equity $**	**Other non-cash movements $**	**Closing balance 2025 $**
Equipment finance	145,616	(58,113)	-	-	93,387	180,890
Convertible Note	14,446,776	-	-	-	553,224	15,000,000
Total liabilities from financing activities	**14,592,392**	**(58,113)**	**-**	**-**	**646,611**	**15,180,890**

			Non-cash changes			
2024	**Opening balance 2023 $**	**Cash flows* $**	**Foreign exchange movements $**	**Conversion of debt to equity $**	**Other non-cash movements $**	**Closing balance 2024 $**
Equipment finance	-	(32,570)	-	-	178,186	145,616
Convertible Note	13,346,345	-	-	-	1,100,431	14,446,776
Total liabilities from financing activities	**13,346,345**	**(32,570)**	**-**	**-**	**1,278,617**	**14,592,392**

* Interest paid on liabilities has been included in the cash flows above, however, is shown as operating cash flows in the Statement of Cash Flows.

13. Subsidiaries

The following were wholly owned subsidiaries of the Company in 2025 and 2024:

- Northern Uranium Pty Ltd
- Northern Commodities Pty Ltd
- Northern P2O5 Pty Ltd
- Northern Rare Earth Metals Pty Ltd; and
- Northern Xenotime Pty Ltd.

Subsidiaries are entities controlled by the Company. Control exists where the Company is exposed, or has rights to, variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. The Company has power over the subsidiary, when it has existing rights to direct the relevant activities of the subsidiary which are those which significantly affect the subsidiary returns.

14. Contingent Liabilities

Co-Existence Agreement

Under the terms of the Browns Range Co-existence Agreement announced to ASX on 16 June 2014, the Company has an obligation to make certain payments as well as maximising local employment. The majority of payments are subject to the commencement of commercial production at the Company's Browns Range Project and cannot be reliably measured at this time.

During the Pilot Plant Phase, the payment obligations do not apply and are substituted with alternative payment obligations.

Guarantees

The Group has guarantees in the form of security deposits for rent and credit card facilities of $369,699 (2024: $239,699).

Government Grants

On 7 August 2017, as part of a consortium led by the Wunan Foundation, Northern Minerals announced that funding has been awarded under the Federal Government's Building Better Regions Fund (BBRF) to develop an Aboriginal training-to-work (T2W) program at the Browns Range Pilot Plant Project.

If the Company does not comply with an obligation under the agreements and the Commonwealth believes that the non-compliance is incapable of remedy, or if the Company has failed to comply with a notice to remedy, the Commonwealth may by written notice reduce the scope of the Agreements. This can include return of any part of the Grant to the Commonwealth.

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15. Commitments

(i) Exploration Expenditure Commitments

In order to maintain current rights of tenure to exploration tenements, the Company is required to perform minimum exploration work to meet the minimum expenditure requirements specified by various State governments. These obligations can be reduced by selective relinquishment of exploration tenure or renegotiation. Due to the nature of the Company's operations in exploring and evaluating areas of interest, exploration expenditure commitments beyond twelve months cannot be reliably determined. It is anticipated that expenditure commitments in subsequent years will be similar to that for the forthcoming twelve months. These obligations are not provided for in the financial report and are payable:

Exploration Tenements

	2025 $	2024 $
Within one year	1,380,400	1,320,100

16. Related Party Transactions

(a) Key management personnel compensation

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

	2025 $	2024 $
Short-term employee benefits	3,195,441	3,450,586
Post-employment benefits	190,176	159,265
Other long-term benefits	4,266	30,087
Termination payments	-	77,500
Share-based payments	204,795	622,410
Total compensation	3,594,678	4,339,848

Detailed remuneration disclosures are provided in the Remuneration Report.

A Director, Mr Adam Handley is a partner in the firm of HFW. During the prior year Mr Handley was also a partner of MinterEllison. HFW and MinterEllison has provided legal services to the Company on normal commercial terms and conditions.

Amounts recognised as expense

	2025 $	2024 $
Legal fees	145,202	439,411
Amounts recognised in assets and liabilities		
Current liabilities (Trade payables)	-	171,130

There have been no other transactions with key management personnel in the reporting period.

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17. Share-based Payments

Total expenses arising from share-based payment transactions recognised in share-based payments expense during the year:

	2025 $	2024 $
Performance rights and options – refer to (i)	357,060	576,674
Share purchase plan shares – refer to (ii)	-	-
	357,060	**576,674**

Share-based payments

Share-based compensation benefits are provided to employees via the Performance Rights Plan and the Equity Incentive Plan.

The fair value of performance rights granted under the above plans is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the performance rights granted:

- including any market performance conditions (e.g. the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. remaining an employee over a specified time period)
- including the impact of any non-vesting conditions (e.g. the requirement for employees to hold shares for a specific period)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimates of the number of performance rights that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(i) Options and Performance Rights

No performance rights or options were granted in the year ended 30 June 2024 and 2025. Details on the performance rights and options issued are included in note 11(c) and 11(d). Details on the performance rights issues to key management personnel are included in the Remuneration Report section of the Directors' Report.

The number and weighted average exercise price of performance rights granted are as follows:

	2025 Number	Weighted average exercise price	2024 Number	Weighted average exercise price
Outstanding at the beginning of the year	127,666,666	$ nil	136,816,666	$ nil
Performance rights issued during the year	-	$ nil	-	$ nil
Performance rights forfeited / lapsed during the year	(96,416,666)	$ nil	(9,150,000)	$ nil
Performance rights exercised during the year	-	$ nil	-	$ nil
Outstanding at the end of the year	31,250,000	$ nil	127,666,666	$ nil
Vested and exercisable at the end of the year	-		-	

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17. Share-based Payments (continued)

The outstanding balance as at 30 June is represented by:

Grant date	Expiry date	Exercise price	Performance rights as at 30 June 2025	Performance rights as at 30 June 2024
16 August 2021	31 December 2024	$ nil	-	975,000
22 April 2022	31 December 2024	$ nil	-	25,000
16 August 2021	30 June 2025	$ nil	-	1,666,666
12 December 2022	22 June 2025	$ nil	-	62,500,000
12 December 2022	22 June 2025	$ nil	-	31,250,000
12 December 2022	31 December 2026	$ nil	31,250,000	31,250,000
			31,250,000	**127,666,666**

The weighted average remaining contractual life for the performance rights outstanding as at 30 June 2025 is 1.50 years (2024: 1.35 years).

The number and weighted average exercise price of options granted are as follows:

	2025 Number	Weighted average exercise price	2024 Number	Weighted average exercise price
Outstanding at the beginning of the year	20,000,000	$0.06	20,000,000	$ nil
Options issued during the year	-	$ nil	-	$ 0.06
Options forfeited / lapsed during the year	(20,000,000)	$0.06	-	$ nil
Options exercised during the year	-	$ nil	-	$ nil
Outstanding at the end of the year	-	$ nil	20,000,000	$ 0.06
Vested and exercisable at the end of the year	-		-	

The weighted average remaining contractual life for the options outstanding as at 30 June 2025 is 0.00 years. (2024:0.98 years)

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17. Share-based Payments (continued)

(ii) Share Plan Shares

The following shares were issued under the Northern Minerals Share Purchase Plan.

	2025 Number	2024 Number
Opening Balance	4,353,400	4,353,400
Issued during the year	-	-
Shares for which loan has been repaid	-	-
Shares reverted back to the Company reissued in accordance with the Share Plan rules	-	-
Closing Balance	4,353,400	4,353,400

4,353,400 shares have reverted to the Company under the terms of the share plan. The shares are available to be issued by the Company as at 30 June 2025.

(iii) Valuation of Options and Performance Rights

The fair value of the equity-settled share options granted to third parties is estimated as at the date of grant using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options and shares were granted.

The initial undiscounted value of the performance rights issued under the Employee Performance Rights Plan is the value of an underlying share in the Company as traded on ASX at the date of deemed date of grant of the performance right. As the performance conditions are not market based performance conditions, no discount is applied.

The assessed fair value at grant date of the performance rights issued on 21 December 2021 was independently determined using an adjusted form of the Black-Scholes Model which includes a Monte Carlo simulation model that takes into account the exercise price, the vesting period, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk-free interest rate for the term of the right and the correlations and volatilities of the peer group companies.

The assessed fair value at grant date of the performance rights issued on 16 December 2022 was independently determined using the Hoadley Trading and Investment Tools Barrier 1 valuation model for Tranches 1,2 and 3 and detailed in Note 11(c).

For Tranche 4 as detailed in Note 11(c) and the options issued on 16 December 2022 the Hoadley Trading and Investment Tools ESO2 binomial valuation model has been used in the determining the value. The models take into account the exercise price, the vesting period, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk-free interest rate for the term of the right and the correlations and volatilities of the peer group companies.

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

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18. Auditor's Remuneration

Nexia Perth Audit Services Pty Ltd

During the year the following fees were paid or payable for services provided by the auditor:

Audit and Other Assurance Services

	2025 $	2024 $
Audit and review of financial reports under the *Corporations Act 2001*	121,530	100,010
Other assurance services - audit of DEMIRS reporting and grant audits	11,400	1,000
Total remuneration of auditors	132,930	101,010

19. Earnings per share

	2025 Cents per share	2024 Cents per share
a) Basic loss per share		
From continuing operations attributable to the ordinary equity holders of the Company	(0.36)	(0.55)
b) Loss used in calculating loss per share		
Loss attributable to ordinary equity holders of the Company for basic and diluted earnings per share	(27,367,370)	(31,588,360)
	Number	**Number**
c) Weighted average number of shares used as the denominator		
The weighted average number of ordinary shares on issue during the financial year used in the calculation of basic loss per share	7,565,303,897	5,762,364,605

As the Company has incurred a loss, any exercise of options would be antidilutive, therefore the diluted and basic earnings per share are equal.

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

Diluted earnings/(loss) per share is calculated as net profit/(loss) attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after-tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses;
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares, divided by the weighted average number of ordinary shares; and
- dilutive potential ordinary shares, adjusted for any bonus element.

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20. Parent Entity Information

Summary financial information

The individual financial statements for the Company, Northern Minerals Limited, show the following aggregate amounts:

Statement of financial position	2025 $	2024 $
Current assets	25,505,998	9,675,285
Total assets	28,756,556	13,941,530
Current liabilities	21,723,406	22,700,411
Total liabilities	27,063,294	27,947,670
Shareholder's equity		
Share capital	344,167,357	301,457,645
Reserves	2,183,355	4,035,980
Accumulated losses	(344,657,450)	(319,499,765)
	1,693,262	(14,006,140)
Net Loss for the year	(27,367,370)	(31,588,360)
Contingent liabilities	Refer to note 14	

The Company had no guarantees and commitments other than detailed in Notes 14 and 15.

21. Segment Information

The Company operates in only one business and geographical segment, being the mineral exploration industry in Australia.

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker (the Board of Directors) to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

22. Events Occurring After the Reporting Period

No other matters or circumstance has arisen since the reporting date that has significantly affected the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

23. New Accounting Standards and Interpretations

The Group has where applicable, adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the year ended 30 June 2025.

The adoption of these amendments did not have any impact on the current period or any prior period and is not likely to affect future periods.

As at the date of the authorisation of the financial statements, the Standards and Interpretations listed below were in issue but not yet effective and have not been adopted by the Group for the annual reporting year ending 30 June 2025:

Standard	Effective date for annual reporting periods beginning on or after	Application date for the Company
AASB 2023-5 Amendments to Australian Accounting Standards – Lack of Exchangeability	1 January 2025	1 July 2025
AASB 2024-2 Amendments to Australian Accounting Standards – Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7	1 January 2026	1 July 2026
AASB 2024-3 Amendments to Australian Accounting Standards – Annual Improvements Volume 11	1 January 2026	1 July 2026
AASB 18 – Presentation and Disclosure in Financial Statements	1 January 2027	1 July 2027

The Company has decided not to early adopt any of the new and amended pronouncements. Of the above new and amended Standards and Interpretations the Company's assessment of those new and amended pronouncements that are relevant to the Company but applicable in future reporting periods is set out below. The Group does not expect these amendments to have a material impact on its operations or financial statements except where noted below.

AASB 2023-5 *Amendments to Australian Accounting Standards – Lack of Exchangeability*
The Standard amends AASB 121 and AASB 1 to require entities to apply a consistent approach to determining whether a currency is exchangeable into another currency and the spot exchange rate to use when it is not exchangeable.

AASB 2024-2 *Amendments to Australian Accounting Standards – Classification and Measurement of Financial Instruments – Amendments to IFRS9 and IFRS 7*
The standard amends AASB 9 and AASB 7 to clarify:

a) the classification of financial assets with environmental, social and corporate governance (ESG) and similar features; and

b) the date on which a financial asset or financial liability is derecognised where settlement of a financial liability occurs through electronic payment systems.

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23. New Accounting Standards and Interpretations (continued)

AASB 2024-3 *Amendments to Australian Accounting Standards – Annual Improvements Volume 11*
The Standard amends:

a) AASB 1 to improve consistency with the requirements for hedge accounting in AASB 9;

b) AASB 7 to replace a cross-reference with a reference to AASB 13 Fair Value Measurement

c) AASB 9 to clarify how a lessee accounts for the derecognition of a lease liability when it is extinguished; and address an inconsistency between AASB 9 and the requirements in AASB 15 in relation to the term 'transaction price';

d) AASB 10 in relation to determining de facto agents of an entity; and

e) AASB 107 to replace the term 'cost method' with 'at cost' as the term is no longer defined in Australian Accounting Standards.

AASB 18 *Presentation and Disclosure in Financial Statements*

AASB 18 will replace AASB 101 *Presentation of Financial Statements.* AASB 18 will:

a) better align the presentation of the statement of profit or loss to the categories in the statement of cash flows by introducing two new defined subtotals — operating profit and profit before financing and income taxes (EBIT).

b) require disclosure of management-defined performance measures — subtotals of income and expenses not specified by IFRS Accounting Standards that are used in public communications to communicate management's view of an aspect of a company's financial performance (such as funds from operations, cash profit, etc.); and

c) enhance the requirements for aggregation and disaggregation to help a company to provide useful information.

Management is currently assessing the effects of applying the new standards on the Group's financial statements but initial assessments indicate there will be no material impacts. AASB 18 will not impact the recognition or measurement of items in the financial statements, however there will be impacts on presentation and disclosure, in particular to the statement of financial performance. Management are currently assessing the detailed implications of applying AASB 18 and the effects on disclosure in the statement of financial performance.

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CONSOLIDATED ENTITY DISCLOSURE STATEMENT AS AT 30 JUNE 2025

Name of entity	Type of entity	% of share capital	Place of incorporation	Australian resident
Northern Minerals Ltd	Body Corporate	N/A	Australia	Yes
Northern Uranium Pty Ltd	Body Corporate	100	Australia	Yes
Northern Commodities Pty Ltd	Body Corporate	100	Australia	Yes
Northern P2O5 Pty Ltd	Body Corporate	100	Australia	Yes
Northern Rare Earth Metals Pty Ltd	Body Corporate	100	Australia	Yes
Northern Xenotime Pty Ltd	Body Corporate	100	Australia	Yes

Northern Minerals Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime.

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DIRECTORS DECLARATION

In accordance with a resolution of the directors of Northern Minerals Limited I state that:

1. In the opinion of the directors

   (a) The financial statements and notes of Northern Minerals Limited for the financial year ended 30 June 2025 are in accordance with the *Corporations Act 2001*, including:

      (i) giving a true and fair view of the Group's financial position as at 30 June 2025 and of their performance for the year then ended; and

      (ii) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

   (b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable having regard to the matters disclosed in note 2(a); and

   (c) The consolidated entity disclosure statement on page 142 is true and correct; and

   (d) The financial statements and notes also comply with International Financial Reporting Standards as disclosed in note 2; and

2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2025.

On behalf of the Board



Adam Handley

Executive Chairman

11 September 2025

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Nexia Australia

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To the Board of Directors of Northern Minerals Limited

Auditor's Independence Declaration under section 307C of the *Corporations Act 2001*

As lead auditor for the audit of the consolidated financial statements of Northern Minerals Limited for the financial year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(b) any applicable code of professional conduct in relation to the audit.

Yours sincerely

NPAS

Nexia Perth Audit Services Pty Ltd

Michael Fay

Michael Fay
Director

Perth, Western Australia
11 September 2025

Advisory. Tax. Audit.

ACN 145 447 105

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Independent Auditor's Report to the Members of Northern Minerals Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Northern Minerals Limited (the "Company") and its subsidiaries (the "Group"), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the Directors' declaration.

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

i) giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year then ended; and

ii) complying with Australian Accounting Standards and the *Corporations Act 2001*.

Basis for Opinion

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

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the Directors of the Company, would be in the same terms if given to the Directors as at the time of this auditor's report.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 (a) in the financial report, which indicates that the Group incurred a net loss of $27,367,370 (2024: $31,588,360) and a cash outflow from operating activities of $25,803,231 (2024: $26,119,278) during the year ended 30 June 2025 and, as of that date, the Group had $24,287,734 in cash and cash equivalents (2024: $8,253,482) and a working capital surplus of $3,782,592 (2024: $13,025,126 deficit). As stated in Note 2 (a), these events or conditions, along with other matters as set forth in Note 2 (a), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Rehabilitation Provision ***(Refer to note 10(c) to the financial statements.)*** As a consequence of its operations, the Group has an obligation to rehabilitate and restore the disturbances to the environment arising from the construction of the Browns Range Pilot Plant and other disturbances to date. The nature of the rehabilitation activities that will be required are governed by local legislative requirements. This is a key audit matter because estimating the costs associated with these future rehabilitation activities requires judgement and estimation for factors such as the timing of when the rehabilitation works will take place, the extent of the rehabilitation and restoration activities that will be required and inflation rates and discount rates pertinent to the rehabilitation provision calculation.	Our procedures included, amongst others: • Assessing the competency, objectivity and experience of management's internal expert who prepared the rehabilitation provision; • Reconciling the expert's calculations to the basis of the rehabilitation provision in the financial statements; • Assessing the reasonableness of the costs used in the Group's rehabilitation estimates against external sources; • Agreeing the expected timing of the rehabilitation works in the cash flow model to the expected timing of the rehabilitation work; • Testing the mathematical accuracy of management's cash flow model; and • Checking the appropriateness of disclosures of the rehabilitation provision in the financial statements.

Other Information

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

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

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

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

ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at The Australian Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/auditors_responsibilities/ar2.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 80 to 98 of the Directors' Report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of Northern Minerals Limited for the year ended 30 June 2025 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

NPAS

Nexia Perth Audit Services Pty Ltd

Michael Fay

Michael Fay
Director

Perth, Western Australia
11 September 2025

SHAREHOLDER INFORMATION

AS AT 15 SEPTEMBER 2025

Additional information required by the Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows.

1. Ordinary Shares (NTU)

a) Distribution of shares

The number of shareholders by size of holding are:

Category (size of holding)	Number of holders	% Issued Share Capital
1-1,000	298	0.00%
1,001-5,000	484	0.02%
5,001-10,000	944	0.10%
10,001-100,000	5,712	2.83%
100,001-and over	3,164	97.06%
	10,602	**100.00%**

The number of shareholdings held in less than marketable parcels is 2,400.

b) Twenty largest shareholders

The names of the twenty largest holders of quoted shares are:

	Name of Holder	Number of shares held	% Holding
1	Vastness Investment Group Limited	646,250,091	7.73%
2	Hong Kong Ying Tak Limited	626,450,546	7.49%
3	Real International Resources Limited	619,071,000	7.40%
4	Qogir Trading & Service Co Limited	530,714,012	6.35%
5	Ms Jing Liu	426,287,294	5.10%
6	RE Mining Investment Co Limited	353,329,914	4.23%
7	Citicorp Nominees Pty Limited	322,743,589	3.86%
8	Mr Yongquan He	250,000,000	2.99%
9	Ms Yuzhen Ma	225,000,000	2.69%
10	Wang Wei	210,526,316	2.52%
11	BNP Paribas Nominees Pty Ltd <IB AU Noms Retailclient>	207,218,042	2.48%
12	Mr Chuanyou Cong	159,652,251	1.91%
13	Australia Conglin International Investment Group Pty Ltd	156,833,095	1.88%
14	Mr Lin Zhongxiong	151,379,472	1.81%
15	Iluka WA Investments Pty Ltd	125,000,000	1.49%
16	Mr Chen Hui Yun	107,692,308	1.29%
17	RHE Investment Pty Ltd <RHE Investment A/C>	81,927,548	0.98%
18	HSBC Custody Nominees (Australia) Limited	81,517,695	0.97%
19	Tri Global Resources Limited	78,947,368	0.94%
20	BNP Paribas Nominees Pty Ltd < Clearstream>	65,611,052	0.78%
TOTAL		**5,426,151,593**	**64.89%**

As at 15 September 2025 the issued capital comprised 8,357,155,818 ordinary fully paid quoted shares.

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2. Substantial Holders of Equity Securities

The names of substantial shareholders (NTU) are as follows:

Holder	Number of shares
VASTNESS INVESTMENT GROUP LIMITED	646,250,091
HONG KONG YING TAK LIMITED	626,450,546
REAL INTERNATIONAL RESOURCES LIMITED	619,071,000
QOGIR TRADING & SERVICE CO LIMITED	530,714,012
MS JING LIU	426,287,294

3. Voting Rights

The voting rights attaching to each class of equity securities are set out below:

a) Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

b) Options

No voting rights.

4. Stock Exchange Listing

Listing has been granted for ordinary shares (NTU) of the company on all Member Exchanges of the Australian Stock Exchange Limited.

5. Unquoted Securities

	Number	Number of holders
Performance rights	31,250,000	3
Convertible Notes held by Iluka WA Investments Pty Ltd.	1	1
Option expiring 31 December 2025 at $0.06 to Iluka WA Investments Pty Ltd.	1	1

6. Restricted Securities

As at 15 September 2025 there were 4,353,400 restricted securities on issue.

7. On-Market Buyback

The Company is not performing an on-market buyback at the time of this report.

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CORPORATE DIRECTORY

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Directors

Adam Handley
(Executive Chairman)

Shane Hartwig
(Managing Director/CEO)

Bin Cai
(Executive Director)

Liangbing Yu
(Non-executive Director)

Company Secretary

Belinda Pearce

Registered and Principal Office

Ground Floor, 40 Kings Park Road
West Perth WA 6005

PO Box 669
West Perth WA 6872

Telephone: + 61 8 9481 2344

Email: info@northernminerals.com.au

Website: www.northernminerals.com.au

ABN 61 119 966 353

Share Registry

Automic Group

Level 5
191 St Georges Terrace
Perth WA 6000

GPO Box 5193
Sydney NSW 2001

Telephone: 1300 288 664 (Within Australia)

Telephone: +61 2 9698 5414 (Overseas)

Email: hello@automicgroup.com.au

Australian Securities Exchange Listing

Northern Minerals Limited securities are listed on the Australian Securities Exchange (ASX) under the code NTU

Auditors

Nexia Perth Audit Services Pty Ltd
Level 4, 88 William Street
Perth WA 6000 Australia



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