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VICTORY METALS LIMITED

ABN 12 124 279 750

FINANCIAL REPORT

HALF YEAR ENDED 31 December 2025

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This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2025 and any public announcements made by Victory Metals Limited during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

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Directors Report

Your directors present their report on the Group consisting of Victory Metals Limited (the 'Company') and controlled entities at the end of, or during, the period under review from 1 July 2025 to 31 December 2025.

Directors

The following persons were directors of the Company during the period under review and up to the date of this report:

Mr Brendan Clark Executive Director
Mr James Bahen Non-Executive Chair
Prof Ken Collerson Non-Executive Director

Operating Results

The Company has incurred a net loss after tax for the half-year ended 31 December 2025 of $2,140,845 (2024: $262,770).

Principal activities

Victory Metals Ltd has made significant progress in advancing the North Stanmore Project, strengthening its strategic partnerships, and enhancing its financial position during the period.

The Company has focused on the exploration and development of its North Stanmore Rare Earth Element (REE) Project in the Cue region in Western Australia. The North Stanmore Project is rapidly evolving with the system demonstrating high ratios of Heavy Rare Earth Oxides and Critical Magnet Metals NdPr + DyTb.

Review Of Operations

As one of the largest heavy rare earth clay projects globally, the North Stanmore Project (North Stanmore or the Project) presents a unique opportunity to establish a long-term, low-cost supply of critical minerals essential for high-growth industries including renewable energy, electric vehicles and defence.

North Stanmore, is located in the Tier-1 mining jurisdiction of Western Australia, where both Federal and State Governments have committed billions of dollars of support for rare earth projects. The Project is strategically positioned to become a potential producer of heavy rare earth elements and critical minerals which are subject to export restrictions from China, including dysprosium, terbium and yttrium.

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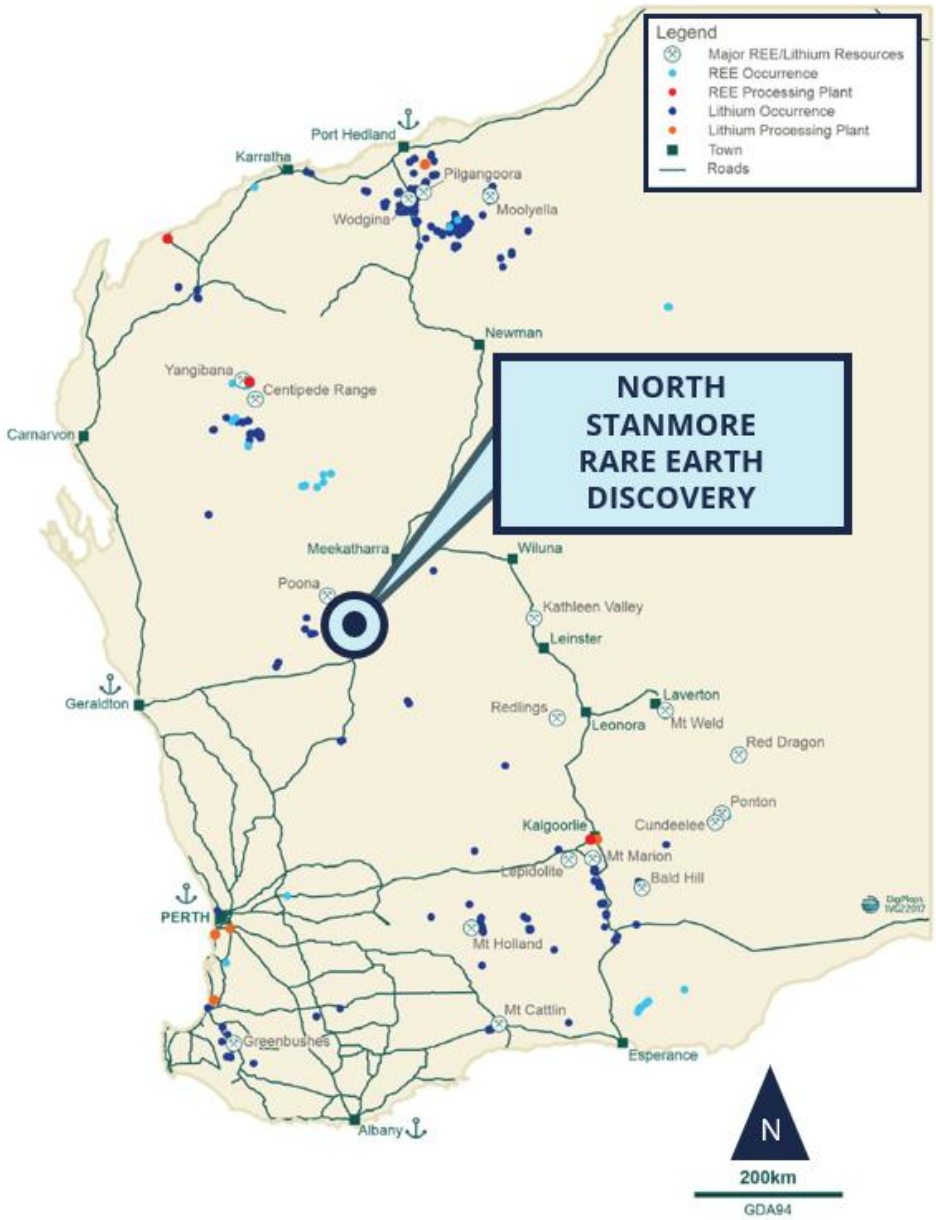


Figure 1: *Location of Victory Metals' North Stanmore Project*

UPDATED MRE IDENTIFIES HREO/TREO RATIOS UP TO 83%

In August, Victory announced a significant upgrade to the Mineral Resource Estimate (MRE) at its North Stanmore Heavy Rare Earth Element Project. The upgraded MRE will be used for the North Stanmore Prefeasibility Study planned for release in 2026.

The MRE incorporated results from a targeted 79-drillhole, 3,221m air-core drilling campaign, delivering a 29.5% increase in contained tonnage to 320.6Mt @ 510 ppm TREO and high HREO/TREO of 39%. Additionally, a high-grade shallow zone of 50Mt was identified @ 1,050ppm TREOSc_2O_3 (Inferred and Indicated).

With leading concentrations of heavy rare earth elements, specifically Dysprosium and Terbium, compared with other Australian clay hosted project at this scale, Victory continues to emerge as an Australian low-cost heavy rare earth element producer.

The August 2025 MRE is shown in Table 1.

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Table 1: North Stanmore August 2025 MRE (≥330ppm TREO + Sc_2O_3 cut-off grade)

CLASSIFICATION	MRE TONNES (t)	TREOSc (ppm)	TREO (ppm)	HREO (ppm)	LREO (ppm)	HREO/TREO (%)	Sc_2O_3 (ppm)	Ga_2O_3 (ppm)
INDICATED	176,522,000	532	505	190	316	39	26	26
INFERRED	144,118,000	484	463	166	297	37	21	25
TOTAL	**320,640,000**	**510**	**486**	**179**	**307**	**38**	**24**	**26**

Numbers are rounded to reflect they are an estimate. Numbers may not sum due to rounding.

NORTH STANMORE AMONG HIGHEST DY-TB CLAY-HOSTED RARE EARTH GRADES GLOBALLY

In September, Victory advised that recent infill AC drilling at North Stanmore had returned some of the highest grades of dysprosium ever reported from a clay-hosted system globally.

With assay results confirming up to 218ppm Dy_2O_3, North Stanmore is emerging as one of the most unique and strategically important heavy rare earth clay deposits worldwide. By comparison, the average upper continental crustal abundances of dysprosium and terbium are 3.5ppm (4.02 ppm Dy_2O_3), and 0.64ppm (0.74 ppm Tb_4O_7), respectively.

Victory's Dysprosium (Dy_2O_3) assays are ~54x higher than the Upper Crustal abundances, representing an extraordinary enrichment rarely documented in natural systems and virtually unprecedented in regolith hosted ionic-clay style mineralisation. This enrichment reflects the unique geochemistry of the underlying source intrusion, as well as the effect of oxidation on the mobility of the REEs during intense chemical weathering.

Figures 2 and 3 show the North Stanmore deposit's mixed rare earth carbonate (MREC) %Dy and %Tb endowment plotted against resource size (Mt) and percentage HREO/TREO ratio[1]. Note, the VTM MRE ~320Mt, is based on drilling and assays from only ~10% of the exploration target. These figures also show comparative data for several peer entities.

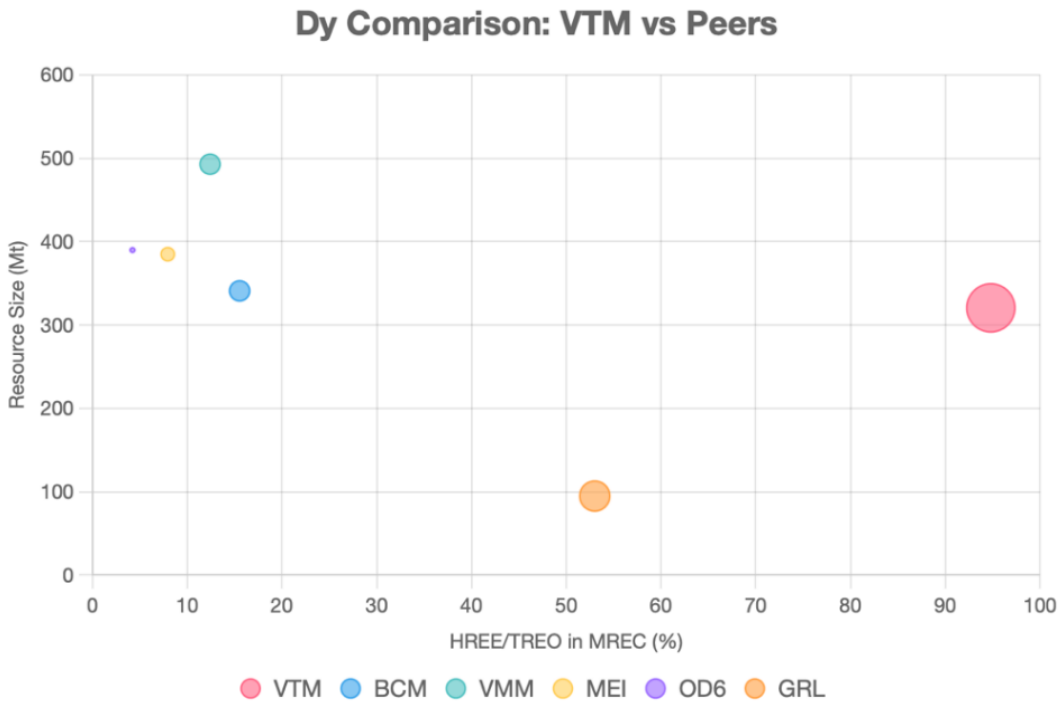


Figure 2: *Bubble size represents Dysprosium (Dy) percentage in Mineral Resource Estimate (MREC) Total Rare Earth Oxide (TREO); horizontal axis shows Heavy Rare Earth Elements (HREE) to TREO ratio (%); vertical axis shows resource size (Million tonnes, Mt) comparing Victory Metals initial MREC with MREC data for peer entities.*

[1] Initial VTM's MREC produced Ref. ASX Announcement "High Value Mixed Rare Earth Carbonate Produced" 6 Nov. 2023.

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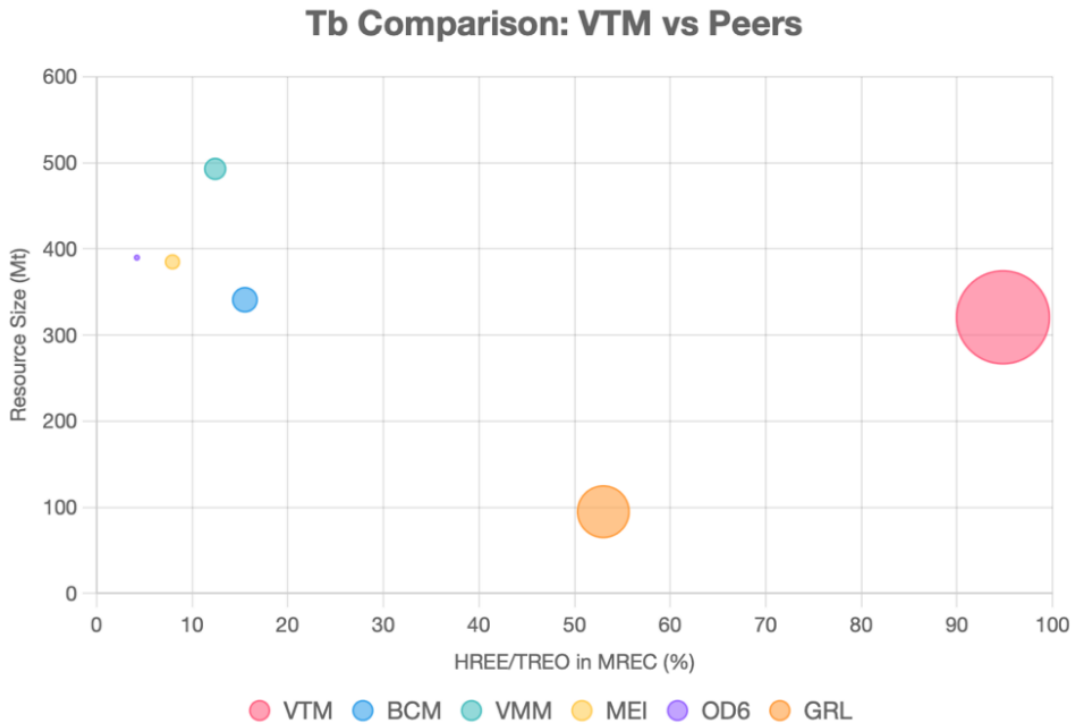


Figure 3: *Bubble size represents Terbium (Tb) percentage in Mineral Resource Estimate (MREC) Total Rare Earth Oxide (TREO); horizontal axis shows Heavy Rare Earth Elements (HREE) to TREO ratio (%); vertical axis shows resource size (Million tonnes, Mt), comparing Victory Metals initial MREC with MREC data for peer entities.*

BREAKTHROUGH AT NORTH STANMORE WITH MREO PRODUCED

Victory announced the successful production of a MREO, containing 94% TREO, from its North Stanmore Project.

To the Company's knowledge, this represented the **highest grade heavy rare earth enriched MREO produced in Australia directly from an Australian clay-hosted rare earth project**. It further demonstrates the technical viability of Victory's proprietary processing flowsheet and its ability to produce market ready, high value MREO product without the need for additional CAPEX concentration and cracking processes.



Figure 4: *A Photo of Victory's high purity heavy rare earth enriched MREO product*

A HREO-rich composition, such as the North Stanmore Project, is highly attractive to downstream off-takers and processors due to the scarcity, high unit value and the strategic importance of heavy rare earths in high-temperature permanent magnets and defence grade alloys especially terbium.

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The MREO was produced from a 104kg composite sample derived from 453 assayed samples. The TREO content of the bulk sample based on the average of 453 assayed samples was 525 ppm. This TREO content aligned with Victory's August 2025 MRE, demonstrating uniform grade distribution across the North Stanmore Project, thus validating process scalability. The Company's proprietary hydrometallurgical process eliminates the need for a concentration and cracking stage, thereby reducing capex and environmental impact.

VTM's MREO product is directly compatible with solvent extraction techniques and separation facilities globally. Thus the product's high heavy rare earth content positions Victory as a strategic supplier of high purity feedstock into the rare earth supply chain, particularly for non-Chinese processors seeking secure and ESG-compliant sources.

NORTH STANMORE CLEARS ENVIRONMENTAL MILESTONE

Victory advised it had completed baseline environmental and biological studies at the North Stanmore Project. The results reinforced North Stanmore's strong development credentials and provided a high level of confidence for stakeholders, with studies to date confirming no environmental impediments that impact advancing the Project.

The positive findings demonstrated that North Stanmore could progress responsibly and sustainably, strengthening Victory's potential as a future supplier of heavy rare earths outside of China, aligning with Western supply chain security and global demand for ethical, low-impact resources.

Victory commissioned multiple expert consultancy firms to provide comprehensive baseline biological (flora, fauna, subterranean) and biophysical studies (surface water, groundwater, soils, and waste characterisation) across the North Stanmore Project area. Results were highly encouraging with no threatened flora or Ecological Communities recorded.

Surface water flows have also been identified as being consistent with regional norms and can be successfully managed and groundwater studies indicate no surplus water generation, with the project outside of the Cue township's drinking water supply area.

CORPORATE

VICTORY & SUMITOMO ADVANCE RARE EARTH PARTNERSHIP

Victory announced it had entered into a non-binding Letter of Intent (LOI) with Sumitomo Corporation, one of Japan's most powerful and globally recognised trading houses, to advance offtake and strategic cooperation for the North Stanmore Project.

This LOI marked a transformational step in Victory's journey, building on the non-binding Memorandum of Understanding (MOU) signed in December 2024 and taking the relationship with Sumitomo to a more defined level. The LOI signing sets the stage for binding offtake negotiations.

The LOI outlines the offtake framework for North Stanmore's Mixed Rare Earth Product, with Victory to supply up to 30% of annual production, or 1,000 tonnes per year of MREC, including up to 50 tonnes DyTb product for an initial five-year term. Sales to Sumitomo from pilot plant operations are expected to commence in 2027 ahead of commercial production.

The December 2024 MOU, which expires on 31 October 2025, represented the first stage of engagement. Entering into an LOI is the natural and critical next step in such transactions. Sumitomo's decision to formalise this LOI instead demonstrates a clear vote of confidence in Victory's North Stanmore Project and highlights a continued interest in working towards long-term strategic cooperation.

VICTORY ENGAGED PRESIDENT DONALD TRUMP'S FORMER DEPUTY CHIEF OF STAFF

Victory announced the appointment of Emma Doyle as Senior Advisor for U.S. Strategic Engagement, providing the Company with direct insight into U.S. policy and government affairs at a pivotal time for the rare earths sector.

Emma Doyle served as Principal Deputy Chief of Staff to the President of the United States where she directed core West Wing functions and advised the President and his senior leadership team. She also held senior roles at the White House Office of Management and Budget and in the Office of First Lady Melania Trump.

Her engagement followed the landmark agreement between President Donald J. Trump and Prime Minister Anthony Albanese, where the U.S. and Australia announced billions of dollars in joint investment to build allied rare earth and critical minerals supply chains. Victory's position as Australia's largest clay-hosted heavy rare earth project aligns directly with this new geopolitical framework.

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$11.5M INSTITUTIONAL PLACEMENT

In August, Victory completed a strongly supported $11.5 million placement of new fully paid ordinary shares in the Company to institutional, professional and sophisticated investors. The now-completed Placement comprised 8.5 million shares, with the issue price of $1.35 representing a 15% discount to the 15-day VWAP prior to 25 August 2025.

VICTORY SECURES PRESTIGIOUS MRIWA GRANT

Victory secured a highly regarded Minerals Research Institute of Western Australia (MRIWA) research grant totalling $250,000, validating its innovative approach to producing high-purity scandium oxide at the North Stanmore Project.

MRIWA awarded the grant following stringent technical evaluation, affirming the North Stanmore Project's strategic merit. The Project contains 7.7 million kilograms of scandium, a valuable by-product vital for defence and renewable energy.

Victory has separated scandium from its high value Heavy Rare Earth MREC, demonstrating North Stanmore's potential to become a leader in scandium oxide production.

ASX Announcements

This Report contains information extracted from ASX market announcements reported in accordance with the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (2012 JORC Code). Further details (including 2012 JORC Code reporting tables where applicable) of exploration results referred to in this Interim Report can be found in the following announcements lodged on the ASX:

01/12/2025	Victory Delivers Global Outstanding Leach Results
19/11/2025	Results of Annual General Meeting
28/10/2025	Victory Engages President Donald Trump's Former Deputy Chief of Staff
21/10/2025	Significant North Stanmore Grade Increases in Heavy Rare Earths
06/10/2025	North Stanmore Clears Environmental Milestone
01/10/2025	Victory & Sumitomo Advance Rare Earth Partnership
22/09/2025	Scandium Breakthrough Highlights VTM's Strategic By Product
18/09/2025	Date of AGM and Closing Date for Director Nominations
16/09/2025	North Stanmore Among Highest DyTb Clay-Hosted REE Results
08/09/2025	Victory Targets Accelerated Value from Heavy Rare Earths
26/08/2025	$11.5M Insto Placement to Target Ultra-High HREO Zones
18/08/2025	Victory Secures Prestigious MRIWA Grant
11/08/2025	Updated MRE Identifies HREO/TREO Ratios Up To 83%
29/07/2025	Breakthrough for VTM with MREO Produced at North Stanmore
14/07/2025	Victory Secures U.S. Gov Approval for Engagement is located"
22/09/2025	Scandium Breakthrough Highlights VTM's Strategic By Product

Events After the Reporting Date

The Company issued 164,250 shares on the conversion of option exercise with an exercise price of $1.30.

Other than the above, No matter of circumstance has arisen since the reporting date that has significantly affected the Consolidated entity's operations, results or state of affairs.

Auditor's Independence Declaration

In accordance with the Audit Independence requirements of the Corporations Act 2001, the Directors have received and are satisfied with the "Audit Independence Declaration" provided by the Company's external auditors Hall Chadwick WA Audit Pty Ltd. The Audit Independence Declaration is attached to this financial report.

Signed in accordance with a resolution of the Directors made pursuant to s.298(2) of the Corporations Act 2001.

For and on behalf of the Directors



James Bahen
Non-Executive Chair
Perth, 16 March 2026

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HALL CHADWICK

To the Board of Directors,

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit director for the review of the financial statements of Victory Metals Limited for the period ended 31 December 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- any applicable code of professional conduct in relation to the review.

Yours Faithfully

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis

MARK DELAURENTIS, CA
Director

Dated this 16th day of March 2026
Perth, Western Australia

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 December 2025

		Consolidated 31 Dec 2025	Consolidated 31 Dec 2024
Revenue			
Interest Income		179,292	63,247
R&D Income		509,760	751,909
Expenses			
General and administrative expenses		(937,174)	(348,049)
Consulting fees		(377,127)	(74,683)
Director fees		(312,381)	(185,267)
Amortisation and depreciation expenses		(131,193)	(111,444)
Share-based payment expense	7	(1,072,022)	(358,483)
Exploration expenditure written off	4	-	-
Other expense		-	-
Loss before income tax		**(2,140,845)**	**(262,770)**
Income tax (expense)/benefit		-	-
Loss from continuing operations after related income tax expense for the half year attributable to members of Victory Metals Limited		**(2,140,845)**	**(262,770)**
Other comprehensive income		-	-
Total comprehensive loss for the period attributable to members of Victory Metals Limited		**(2,140,845)**	**(262,770)**
Earnings per share for loss attributable to ordinary equity holders of the company – cents/share			
- Basic loss per share		**(1.70)**	**(0.26)**
- Diluted loss per share		**(1.70)**	**(0.26)**

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

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 December 2025

	Note	Consolidated 31 Dec 2025	Consolidated 30 June 2025
CURRENT ASSETS			
Cash and cash equivalents		13,563,450	6,462,666
Prepayments		22,952	31,183
Other receivables		195,639	224,946
Other current assets	3	521,872	48,151
TOTAL CURRENT ASSETS		**14,303,913**	6,766,946
NON-CURRENT ASSETS			
Capitalised exploration and evaluation	4	12,296,330	10,237,620
Property, plant & equipment		59,357	149,679
Right of Use-Assets		156,302	192,372
Other non-current assets		55,000	55,000
TOTAL NON-CURRENT ASSETS		**12,566,989**	10,634,671
TOTAL ASSETS		**26,870,902**	17,401,617
CURRENT LIABILITIES			
Trade and other payables	5	656,992	1,083,066
Lease Liability		82,000	82,311
TOTAL CURRENT LIABILITIES		**738,992**	**1,165,377**
NON-CURRENT LIABILITIES			
Lease Liability		75,958	113,529
TOTAL NON-CURRENT LIABILITIES		**75,958**	**113,529**
TOTAL LIABILITIES		**814,950**	**1,278,906**
NET ASSETS		**26,055,952**	**16,122,711**
EQUITY			
Contributed equity	6	38,428,097	25,747,542
Reserves	7	709,444	1,315,913
Accumulated losses		(13,081,589)	(10,940,744)
TOTAL EQUITY		**26,055,952**	**16,122,711**

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

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF-YEAR ENDED 31 December 2025

	Contributed equity	Reserves	Accumulated losses	Total
Balance 1 July 2024	**16,917,527**	**1,296,905**	**(7,728,732)**	**10,485,700**
Loss for the period	-	-	(262,770)	(262,770)
Other Comprehensive Income	-	-	-	-
Total Comprehensive Loss for the year	-	-	(262,770)	(262,770)
Proceed from share issue	**3,973,190**	**-**	**-**	**3,973,190**
Share issue costs	**(58,243)**	**-**	**-**	**(58,243)**
Issue of options and performance rights	**-**	**-**	**-**	**-**
Share based payments	**276,000**	**82,482**	**-**	**358,482**
Conversion of performance rights	**538,021**	**(538,021)**	**-**	**-**
Expiry of options	**-**	**(488,419)**	**488,419**	**-**
Balance at 31 December 2024	**21,646,495**	**352,947**	**(7,503,083)**	**14,496,359**
Balance 1 July 2025	**25,747,542**	**1,315,913**	**(10,940,744)**	**16,122,711**
Loss for the period	-	-	(2,140,845)	(2,140,845)
Other Comprehensive Income	-	-	-	-
Total Comprehensive Loss for the year	-	-	(2,140,845)	(2,140,845)
Proceed from share issue	**11,750,001**	**-**	**-**	**11,750,001**
Share issue costs	**(1,246,715)**	**-**	**-**	**(1,246,715)**
Issue of options and performance rights	**-**	**-**	**-**	**-**
Share based payments	**-**	**1,570,800**	**-**	**1,570,800**
Conversion of performance rights	**2,177,269**	**(2,177,269)**	**-**	**-**
Expiry of options	**-**	**-**	**-**	**-**
Balance at 31 December 2025	**38,428,097**	**709,444**	**(13,081,589)**	**26,055,952**

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

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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF-YEAR ENDED 31 December 2025

	Note	Consolidated 31 Dec 2025	Consolidated 31 Dec 2024
CASH FLOW FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(1,272,993)	(1,447,014)
Receipts from customers		-	751,909
Interest received/(paid)		179,292	63,247
Net cash used in operating activities		**(1,093,701)**	**(631,858)**
CASH FLOW FROM INVESTING ACTIVITIES			
Payments for property, plant and equipment		(30,000)	(36,291)
Payments for exploration expenditure		(2,772,589)	(1,278,575)
Net cash used in investing activities		**(2,802,589)**	**(1,314,866)**
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from share issue		11,750,001	3,973,190
Payments for share issue expenses		(752,927)	(58,243)
Net cash generated by financing activities		**10,997,074**	**3,914,947**
Net (decrease)/increase in cash and cash equivalents		**7,100,784**	**1,968,223**
CASH AT THE BEGINNING OF THE HALF YEAR		6,462,666	2,888,746
CASH AT THE END OF THE HALF YEAR		**13,563,450**	**4,856,969**

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

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1. BASIS OF PREPARATION OF HALF-YEAR REPORT

This condensed financial report for the half-year reporting period ended 31 December 2025 has been prepared in accordance with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Act 2001.

This condensed half-year financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2025 and any public announcements made by Victory Metals Limited during the half-year reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period.

a) Going Concern

For the half-year ended 31 December 2025, the Consolidated entity made a loss of $2,140,845 (31 December 2024: $262,770) and incurred operating cash outflows of $1,093,701 (31 December 2024: $631,858). As at 31 December 2025 the Consolidated entity has a net current asset position of $13,564,921 (30 June 2025: $5,601,569).

The ability of the Consolidated entity to continue as a going concern is dependent on securing additional funding through debt or equity issues as and when the need to raise working capital arises. The financial statements have been prepared on the basis that the Consolidated entity is a going concern, which contemplates the continuity of normal business activity, realisation of assets and settlement of liabilities in the normal course of business.

b) New and amended standards adopted by the consolidated entity

In the half-year ended 31 December 2025, the Consolidated entity has reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for reporting periods beginning on or after 1 July 2025. There is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business.

c) Impact of standards issued but not yet applied

Standards issued but not applied by the Consolidated entity will not have any significant impact on the financial statements of the Consolidated entity.

2. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

Share-based payment transactions
The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. Refer to note 10 for further information.

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3. Other Current Assets

	31 Dec 2025	30 June 2025
R&D Receivable	481,871	-
Other Deposit	40,000	48,151
	521,871	48,151

4. CAPITALISED EXPLORATION AND EVALUATION EXPENDITURE

	31 Dec 2025	30 June 2025
Capitalised Exploration and Evaluation Expenditure – at cost	**12,296,330**	10,237,620
Opening balance	**10,237,620**	7,656,679
Expenditure written-off[1]	-	(954,498)
Exploration and evaluation expenditure capitalised	2,058,710	3,535,439
Total	**12,296,330**	10,237,620

[1] Exploration assets were written off due to tenements being relinquished during the period.

5. TRADE AND OTHER PAYABLES

	31 Dec 2025	30 June 2025
Trade and other payables	606,992	1,033,066
Accrued expenses	50,000	50,000
	656,992	1,083,066

6. CONTRIBUTED EQUITY

	Number of shares	**Value**	**Attributable Costs**	**Net**
Opening balance	115,089,700	26,877,589	(1,130,047)	25,747,542
Share issued in lieu of creditors	-	-	-	-
Option Exercised	-	-	-	-
Issuance of shares	8,860,985	11,750,001		11,750,001
Conversion of Performance Rights	7,190,000	2,177,269	-	2,177,269
Share issue costs	-	-	(1,246,715)	(1,246,715)
Total	**131,140,685**	**40,804,859**	**(2,376,762)**	**38,428,097**

7. EQUITY BASED PAYMENTS

Equity based payments expensed are detailed below: -

	31 Dec 2025 $	30 June 2025 $
Opening balance	**1,315,913**	1,296,905
Performance Rights - Directors	**536,646**	**992,745**
Performance Rights - Consultant	**535,376**	**384,284**
Broker Options – Capital Raising	**498,778**	**-**
Conversion of Performance Rights	**(2,177,269)**	**(869,602)**
Expiry of Options	**-**	**(488,419)**
Total	**709,444**	**1,315,913**

Options	31 Dec 2025 No. of Options	30 June 2025 No. of Options
Opening balance	1,800,000	13,833,333
Option Exercised during the period	-	(8,243,967)
Option Expired during the period	-	(5,589,366)
Placement Options – Free attaching	1,000,000	1,800,000
Balance at end of reporting date	**2,800,000**	**1,800,000**

Performance right reconciliation	31 Dec 2025 No.	30 June 2025 No.
Opening balance	**6,800,000**	**3,500,000**
Performance Rights issued during the period	**3,050,000**	**6,800,000**
Options Issued for Acquisition	**-**	**-**
Conversion of Performance Rights	**(7,190,000)**	**(3,500,000)**
Performance rights cancelled/expired	**(10,000)**	**-**
Total	**2,650,000**	**6,800,000**

Performance Rights 1 – Market Condition (Directors)

	Class A	Class B	Class C
Valuation date	14 November 2024	14 November 2024	14 November 2024
Market price of Shares	$0.3850	$0.3850	$0.3850
Exercise price	Nil	Nil	Nil
Expiry date	5 years	5 years	5 years
Share Price Target	$0.77	$1.28	$1.53
Risk free interest rate	3.44%	3.44%	3.44%
Expected volatility	97.8%	97.8%	97.8%
Value	$0.2879	$0.2628	$0.22522
Amount Issued	1,650,000	1,650,000	1,650,000

Total Vested from the above was $364,124.

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Performance Rights 1 – Market Condition (Consultant)

	Class B	Class C
Valuation date	18 July 2025	18 July 2025
Market price of Shares	$1.21	$1.21
Exercise price	Nil	Nil
Expiry date	5 years	5 years
Share Price Target	$1.09	$1.31
Risk free interest rate	4.00%	3.44%
Expected volatility	100%	100%
Value	$0.8608	$0.7643
Amount Issued	200,000	200,000

Total Vested from the above was $323,580 from the above and another $167,541 from other consultants issued in the previous period.

Vesting Condition - Market

Performance Rights will vest on the achievement of the following milestones (Vesting Conditions):

Name	Performance Milestone	Expiry Date
Class A Performance Right	The Company's market capitalisation reaching $75 million.	5 years from the date of grant
Class B Performance Right	The Company's market capitalisation reaching $125 million.	5 years from the date of grant
Class C Performance Right	The Company's market capitalisation reaching $150 million.	5 years from the date of grant

Performance Rights 2 – Market Condition (Directors)

	Class A	Class B	Class C	Class D	Class E
Valuation date	19 November 2025	19 November 2025	19 November 2025	19 November 2025	19 November 2025
Market price of Shares	$1.23	$1.23	$1.23	$1.23	$1.23
Exercise price	Nil	Nil	Nil	Nil	Nil
Expiry date	5 years	5 years	5 years	5 years	5 years
Share Price Target	$2.30	$3.06	$3.83	N/A	N/A
Risk free interest rate	3.82%	3.82%	3.82%	3.82%	3.82%
Expected volatility	94%	94%	94%	94%	94%
Value	$0.9808	$0.9319	$0.8946	1.23	1.23
Amount Issued	450,000	450,000	450,000	450,000	450,000

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Total amount vested was $156,453 during the period.

Performance Rights 2 – Market Condition (Consultants)

	Class A	Class B	Class C	Class D	Class E
Valuation date	22 October 2025	22 October 2025	22 October 2025	22 October 2025	22 October 2025
Market price of Shares	$1.16	$1.16	$1.16	$1.16	$1.16
Exercise price	Nil	Nil	Nil	Nil	Nil
Expiry date	5 years	5 years	5 years	5 years	5 years
Share Price Target	$2.30	$3.06	$3.83	N/A	N/A
Risk free interest rate	4.00%	4.00%	4.00%	4.00%	4.00%
Expected volatility	100%	100%	100%	100%	100%
Value	$0.397	$0.291	$0.227	$1.16	$1.16
Amount Issued	80,000	80,000	80,000	80,000	80,000

Total amount vested was $38,403 during the period.

Vesting Condition – Market and non-market

Performance Rights will vest on the achievement of the following milestones (Vesting Conditions):

Name	Performance Milestone	Expiry Date
Class A Performance Right	The Company's market capitalisation reaching $300 million.	5 years from the date of grant
Class B Performance Right	The Company's market capitalisation reaching $400 million.	5 years from the date of grant
Class C Performance Right	The Company's market capitalisation reaching $500 million.	5 years from the date of grant
Class D Performance Right	12 months continued employment	5 years from the date of grant
Class C Performance Right	Completion of Definitive Feasibility Study(DFS)	5 years from the date of grant

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Performance Rights 1 – Non-Market Condition

	Class A
Valuation date	19 September 2024
Market price of Shares	$0.4800
Exercise price	Nil
Expiry date	1 years
Share Price Target	N/A
Risk free interest rate	3.44%
Expected volatility	97.8%
Value	$0.48

Total Vested from the above was $16,059.

Vesting Conditions	The Performance Rights are to be issued in two (2) tranches and will only vest upon the satisfaction of each of the following Vesting Conditions: (1) Upon completion of initial 12-month term; (2) Upon 100% safety record for the site and project for a 12 month period The Company has assumed a 100% probability on the vesting conditions.

Options Issued -

	Class A
Valuation date	19 November 2025
Market price of Shares	$1.23
Exercise price	2.70
Expiry date	3 years
Share Price Target	N/A
Risk free interest rate	3.65%
Expected volatility	88.88%
Value	$0.4988
No. Issued	1,000,000

Total value of the options issued during the period was $498,778

8. COMMITMENTS

There has been no significant changes to the commitments disclosed in the most recent financial report.

9. CONTINGENCIES

The Directors are not aware of any material contingent assets or liabilities that would require disclosure.

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10. RELATED PARTIES

The Consolidated entity has not entered into any new related party transactions during the reporting period.

11. SEGMENT REPORTING

Reportable segments
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance. The Consolidated entity currently operates predominantly in one segment. The primary financial statements reflect this segment.

12. EVENTS OCURRING AFTER THE REPORTING DATE

The Company issued 164,250 shares on the conversion of option exercise with an exercise price of $1.30.

Other than the above, no other matter of circumstance has arisen since reporting date that has significantly affected the Consolidated entity's operations, results or state of affairs.

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Directors' Declaration

The directors of Victory Metals Limited declare that:

(a) in the directors' opinion the financial statements and notes set out on pages 11 to 21, are in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the consolidated entity's financial position as at 31 December 2025 and of its performance, for the financial half-year ended on that date, and

(ii) Complying with Accounting Standard AASB 134: Interim Financial Reporting, The Corporations Regulations 2001 and other mandatory professional reporting requirements.

(b) subject to note 1(a), there are reasonable grounds to believe that the Consolidated entity will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the directors.



James Bahen
Non-Executive Chair
Perth, 16 March 2026

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HALL CHADWICK

INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF VICTORY METALS LIMITED

Conclusion

We have reviewed the accompanying half-year financial report of Victory Metals Limited ("the Company") and Controlled Entities ("the Consolidated Entity") which comprises the condensed consolidated statement of financial position as at 31 December 2025, the condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half-year ended on that date, a summary of material accounting policies and other selected explanatory notes, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Victory Metals Limited and Controlled Entities does not comply with the *Corporations Act 2001* including:

a. Giving a true and fair view of the Consolidated Entity's financial position as at 31 December 2025 and of its performance for the half-year ended on that date; and

b. Complying with Accounting Standard AASB 134: *Interim Financial Reporting* and *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity.* Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* that are relevant to our audit of the annual 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 review report.

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Responsibility of the Directors for the Financial Report

The directors of the Victory Metals Limited are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Consolidated Entity's financial position as at 31 December 2025 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB *134 Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis

MARK DELAURENTIS CA
Director

Dated this 16th day of March 2026
Perth, Western Australia