ASX Appendix 4E – Preliminary Final Report

under ASX Listing Rule 4.3A

This reporting period	1 July 2025 to 30 June 2026
Prior period	1 July 2024 to 30 June 2025

RESULTS FOR ANNOUNCEMENT TO MARKET

	% Change	This Period	Prior Period
Total revenue and other income	(84%)	297,541	1,820,200
After tax (Loss)/profit attributable to members	8%	(4,510,052)	(4,913,809)
Net (loss)/profit attributable to members	8%	(4,510,052)	(4,913,809)

DETAILS RELATING TO DIVIDENDS

No dividends are proposed and no dividends were declared or paid during the current or prior period.

NET TANGIBLE ASSETS

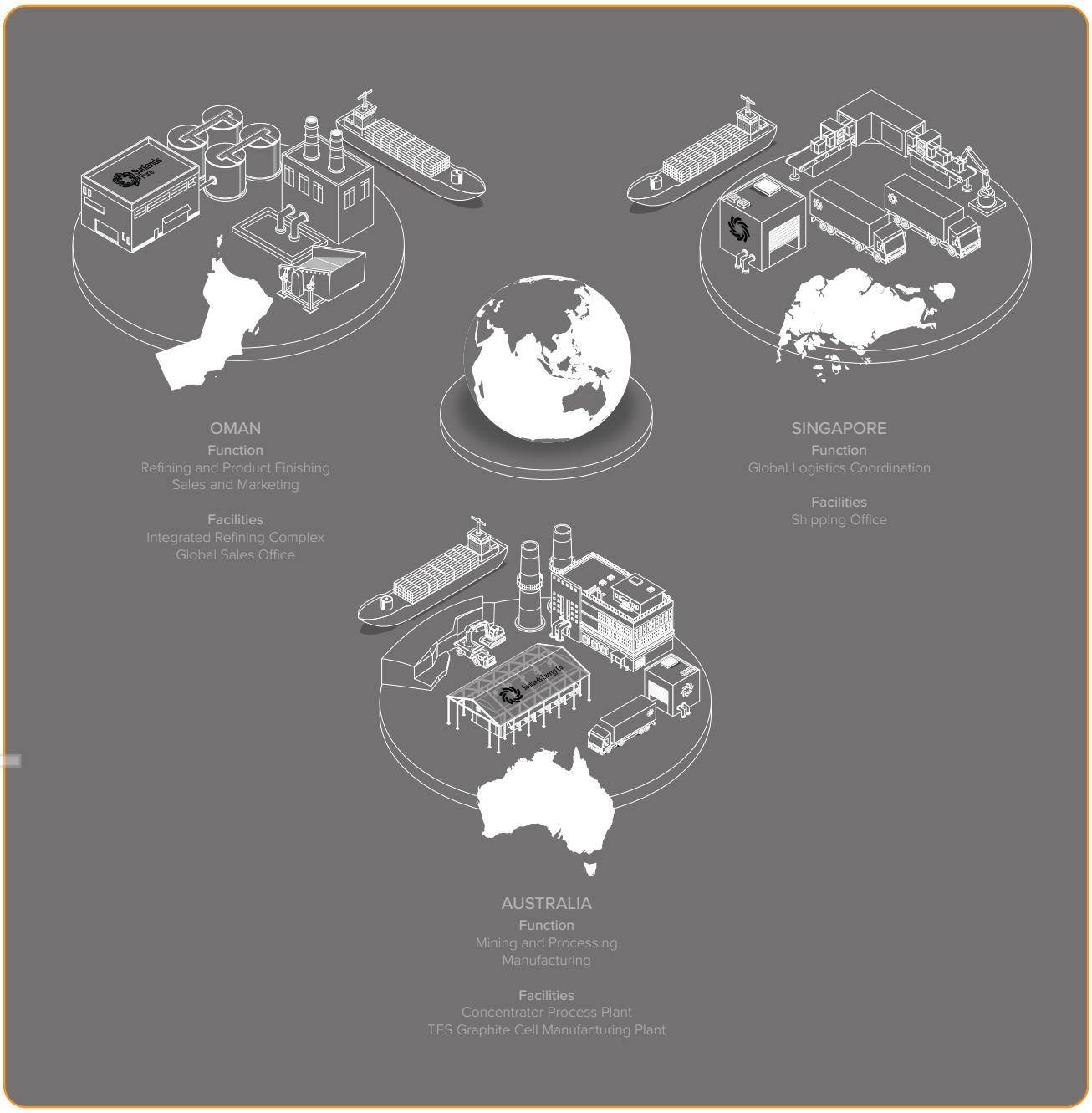
	As at 30 June 2026	As at 30 June 2025
Net tangible asset per ordinary share (cents per share)	3.18	4.22

This report is based upon the consolidated financial statements contained within the Annual Financial Report (attached) for the year ended 30 June 2026, which have been audited by RSM Australia Partners.

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QUANTUM
GRAPHITE



2026 ANNUAL FINANCIAL REPORT

This is the Annual Financial Report of Quantum Graphite Ltd (Quantum, QGL or the Company), a company limited by shares, incorporated and domiciled in Australia and, as a Group, consists of Quantum Graphite Ltd and its subsidiaries (collectively the Group). The financial report is presented in Australian dollars, Quantum's functional and presentation currency.

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CORPORATE DIRECTORY

Directors

Bruno Ruggiero (Chairman)

Sal Catalano (Managing Director)

Michael Wyer

David Trimboli

Company Secretary

Rochelle Pattison

Principal Business Office

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Melbourne VIC

AUSTRALIA 3000

Website

quantumgraphite.com

Home Stock Exchange

Australian Securities Exchange

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Melbourne VIC

AUSTRALIA 3000

ASX Codes

QGL - fully paid ordinary shares

Auditors

RSM Australia Partners

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Melbourne VIC

AUSTRALIA 3000

Solicitors

Holding Redlich

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Link Market Services Ltd

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DIRECTORS' REPORT

The Directors of Quantum Graphite Ltd (Quantum, QGL or the Company) present their report on the Company and its subsidiaries (the Group) for the year ended 30 June 2026. Directors' details, including relevant personal information, are set out in section II and the Remuneration Report.

I. ANNUAL REVIEW

Principal Activities

The Company's principal activities are the exploration and mining of natural flake graphite at its Uley tenements on the Southern Eyre Peninsula, South Australia, and the development of the Uley 2 Project. The Company historically supplied high purity large flake graphite concentrate from its Uley 1 mine to refractories and related markets in Europe and North Asia.

During the year, the Company agreed with Sunlands Pure Group (SPG), to consolidate all downstream processing and refining of Uley 2 flake within integrated facilities to be constructed, owned and managed by SPG. The legal framework of this arrangement consists of the Ore Supply Agreement, concluded in June 2026, and a site management agreement (SMA) being negotiated by the parties governing the Uley 2 site use and management to support the mechanics of ore supply.

The Company's activities are now aimed at:

a. Developing scalable mining and resource development programs for the long term supply of Uley 2 ore to SPG under the long term arrangements encapsulated in the OSA; and

b. The manufacture of TES Graphite Cells by Sunlands Power Pty Ltd, the Company's 50% interest in the joint venture with The Sunlands Energy Company Pty Ltd (SEC).

There were no other significant changes in the nature of the Group's principal activities during the year.

Review of Operations

During the year the Uley 2 Project progressed from planning to pre-execution:

- The OSA with SPG settled both the long term operational and funding structure and creates an independent, integrated flake graphite global supply chain;
- The long-term mining tenure for the Company's mining leases underpinning this global supply chain were renewed for a further 21 years; and
- The Company commenced front-end engineering and design (FEED).

a. Consolidation of Downstream Activities – Meeting Market Challenges

The OSA consolidates all Uley 2 flake processing and refining within SPG, a structure explicitly developed to achieve the scale and cost efficiencies critical to meeting the expected market challenges. Creating discrete development pathways for each of the mining and the processing/refining enterprises unlocks expansion options for each that are not otherwise available if all the operations and activities were combined.

Each of these enterprises offer capital providers the simpler more direct risk profile of a discrete single core activity more easily matched with readily available funding options.

No other flake graphite enterprise outside of China has developed or seeks the development of a very large scale end to end flake graphite processing and refining operation.

The OSA builds a foundation that rests on the key principles of exclusivity, scalable production, extended term and sustainable pricing. These principles are enshrined in the four key factors that underpinned the Board's decision to consolidate the downstream activities within SPG:

- The production pathway that delivers refined production at a cost and scale that matches the Company's forecast growth for natural graphite-based anodes and thermal energy storage media;
- The mineral development and production plan capable of responding aggressively to this growth;
- The corporate structure that offers both the mineral development and the downstream businesses, the speed and superior access to capital markets; and
- The commercial structure that enables the parties to maintain control over the end-to-end purified graphite supply chain.

b. Uley 2 Project – Front-End Engineering and Design

The Company has engaged Lycopodium Minerals to deliver the FEED program. Planning and scoping of relevant workstreams

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has been concluded and work commenced in the June 2026 quarter. The FEED covers the Uley 2 mine site infrastructure and the SPG processing plant that will produce the high purity coarse flake concentrate for refining in Oman. It builds on the December 2023 Definitive Feasibility Study (including the Value Engineering Assessment) and will deliver the detailed design, cost and schedule estimate on which engineering, procurement and construction bids will be sought.

c. Uley 2 Project Financing

Due diligence by prospective financiers continued throughout the year although certain work was deferred until this quarter pending finalisation of the revised structure under the OSA in June 2026. The result of the OSA, specifically the consolidation of the downstream activities within SPG has significantly reduced the capital required by the Company. Activities to be funded are now limited to Uley 2 mine development.

The Board acknowledges that the integration of the downstream operations of processing and refining requires a larger overall funding commitment however the revised structure strengthens the project's competitive profile and expands the financing options for the Company and SPG.

d. Sunlands Power Joint Venture Research and Development

The joint venture completed its three-year research and development (R&D) program on scalable purification of Uley flake, demonstrating three commercially scalable processes (high temperature thermal treatment, alkali roast and acid leach, and HF leaching). This coincided with the end of the 2023 Advance and Overseas Finding concession, which covered the 2023, 2024 and 2025 financial years.

The next stage of the R&D program targets enhancement of the thermal storage media for TES Graphite Cells. An application for an Advance and Overseas Finding has been lodged seeking a further term of three years. If successful, the grant of the concession would cover the 2026, 2027 and 2028 financial years.

Mining Titles

All mining titles are current and in good standing. During the December 2025 quarter, the South Australian Department for Energy and Mining renewed Mining Leases, MLs 5561 and 5562 for a further term of 21 years. The renewal supports an extended project life beyond Uley 2 and Uley 3 to include Uley 3 South, Uley 4, Uley 5 and Uley 6. There were no other changes to the Company's tenement holdings during the year.

Business Strategies and Likely Developments

The Group's strategy is the development of Uley 2 as the foundation of an integrated, independent flake graphite supply chain that integrated mining and processing on the Southern Eyre Peninsula to the large scale refining operations to be conducted in Al Buraimi, Oman.

In the 2027 financial year the Company expects to:

- Complete the FEED program and finalise the SMA with SPG;
- Progress project financing for the integrated Uley 2 structure; and
- Advance the Sunlands Eyre Peninsula Graphite Hub site acquisition and approvals with SPG and regional stakeholders.

Further information on likely developments has been omitted because disclosure would be likely to result in unreasonable prejudice to the Group, including in relation to commercially sensitive financing negotiations

Material Business Risks

The Group's prospects are subject to the following material business risks:

- **Funding and liquidity** - The Group has no operating revenue and relies on related-party debt facilities, equity and, in time, project financing for the Uley 2 Project. Failure to raise capital or close project financing on acceptable terms would delay development and may affect the Group's ability to continue as a going concern. The Group's mitigation of these risks includes a number of measures including debt facilities headroom, significant discretion over the incurring and timing of expenditure and ongoing active engagement with financiers and major shareholders.
- **Geopolitical and sovereign risk** - Refining will take place in Oman, exposing the supply chain to foreign regulatory, geopolitical and global logistics risks. The sovereign and geopolitical risks are mitigated by the Group's investment in a strong and deep relationship with the Sultanate of Oman at all levels including at the governorate and local levels. This relationship has resulted in the Uley 2 Project's designation as an Oman Vision 2040 project. Further the Group has developed a global logistics plan to manage disruptions and delays impacting the Australia-Oman supply chain.

- **Market and price risk.** Flake graphite prices and demand, particularly in the Lithium-ion battery anode supply chain, are volatile and affected by Chinese supply and export policies. The Group's mitigation strategy is based on the structure and operation of the OSA, including the floor-price mechanism contained in this agreement.

Significant Changes In The State Of Affairs

No significant changes in the state of affairs of the Group occurred during the year that are not otherwise disclosed in this report or the financial statements.

Events Arising Since The End Of The Reporting Period

Other than as noted above, no matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect, the Group's operations, the results of those operations or its state of affairs in future financial years.

II. DIRECTORS

Directors' Interests and Responsibilities

The Directors details including special responsibilities and interests in securities are summarised in the table below.

Sal Catalano BJuris., LLB, FITA, Managing Director

Chairman of Audit Committee

Interest in securities: Indirect interest in 68,725,751 shares via an indirect interest in Chimaera Capital Ltd and SC Capital Pty Ltd and indirect interest in 154,835 incentive options.

Experience: Mr Catalano has extensive experience across business, the law and investment banking. He brings strong leadership skills and international business experience to the Board. He was a former Principal of Paloma Partners' securities financing group, Head of Donaldson Lufkin & Jenrette's (Pershing Division) Asian securities business and a Director of Credit Suisse's Alternative Capital Group. He is a Principal of the Chimaera Financial Group.

Bruno Ruggiero BE (Mech), Grad Dip MinSc (Ext. Met), Grad Cert Eng Tech (Struct), Chairman and Independent Chairman, Non-Executive Director

Member of Audit Committee

Interest in securities: Direct interest of 514,286 shares and indirect interest in 20,065,458 shares and indirect interest in 154,835 incentive options.

Experience: Mr Ruggiero has multiple degrees in engineering and over 30 years' global experience in the minerals industry, crossing all facets from scoping to operations, and is a founding partner of the publicly listed Lycopodium Ltd. Currently Technical Director with Lycopodium Minerals, Mr Ruggiero sets the technical direction and standards for new project initiatives that Lycopodium Minerals undertakes globally.

David Trimboli BCom, Independent Non-Executive Director

Interest in securities: Direct interest of 13,012,897 shares and indirect interest in 103,225 incentive options.

Experience: Mr Trimboli is an experienced global investor with significant experience in commodities financing and trading. He was formerly a long serving senior coal trader at the world's largest commodities trading group, Glencore International AG, and was a key member of the Glencore team when the group successfully completed its IPO in London and Hong Kong. Mr Trimboli has undertaken significant investments activities and holds diverse interests in commodities, industrial minerals, real estate and technology in Australia and internationally.

Michael Wyer BCom MAppFin, Independent Non-Executive Director

Interest in securities: Direct interest in 493,700 shares and direct interest in 103,225 incentive options.

Experience: Mr Wyer is a highly credentialed professional with more than 25 years' experience in global banking including resources and commodities financing and has held senior executive roles in finance and operations. This diversity of experience enhances the Board's overall skill set and is an excellent strategic fit as the company moves to the next phase of its plans for Uley 2 and Sunlands Power Pty Ltd.

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DIRECTORS' REPORT (continued)

Directors' Meetings

The number of Directors' meetings held during the reporting period and the number of meetings attended by each Director is as follows:

	Board Meetings		Audit Committee Meetings	
Directors	Attended	Entitled to Attend	Attended	Entitled to Attend
S Catalano	7	7	3	3
B Ruggiero	7	7	3	3
D Trimboli	7	7	-	-
M Wyer	7	7	-	-

The Board has not established any permanent committees other than the Audit Committee. As and when required by the Board, a Nomination and Remuneration Committee will convene in connection with the remuneration of Key Management Personnel.

III. REMUNERATION REPORT (AUDITED)

The Directors of Quantum Graphite Ltd present the Remuneration Report in accordance with the Corporations Act 2001 and the Corporations Regulations 2001.

The Remuneration Report is set out under the following sections:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based remuneration

Principles Used to Determine the Nature and Amount of Remuneration

The Company's remuneration policy has been designed to align objectives of key management personnel with objectives of shareholders and the business, by providing a fixed remuneration component and offering specific long-term incentives through the issue of options and / or performance rights. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best key management personnel and Directors to run and manage the Company. The key management personnel of the Company are the Board of Directors and Executive Officers.

The Board's policy for determining the nature and amount of remuneration for its members and key management personnel of the Company is as follows:

- The remuneration policy, setting the terms and conditions for the executive Directors and key management personnel, is developed by the Board. All key management personnel are remunerated on a consultancy or salary basis based on services provided by each person. The Board annually reviews the packages of key management personnel by reference to the Group's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries.
- The Board may exercise discretion in relation to approving incentives, bonuses, options and performance rights. The policy is designed to attract the highest calibre of key management personnel and reward them for performance that results in long-term growth in shareholder wealth.
- Key management personnel were also entitled to participate in the Company's Performance Rights and Option Plan as approved by shareholders at the 2013 and 2024 Annual General Meetings.
- The Board policy is to remunerate non-executive Directors at market rates for comparable companies for time, commitment and responsibilities. The Board determines payments to the non-executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to non-executive Directors is subject to approval by shareholders at the Annual General Meeting. Fees for non-executive Directors are not linked to the performance of the Company,

except in relation to KPI options. Additionally, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and are able to participate in the Performance Rights and Option Plan.

During the reporting year, performance reviews of senior executives were not conducted.

Performance Based Remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders, directors and other key management personnel. This has been facilitated through the issue of options and/or performance rights to key management personnel to encourage the alignment of personal and shareholder interests. The Company believes this policy will be effective in increasing shareholder wealth.

Details of Remuneration

Details of the nature and amount of each element of the remuneration of the Company's key management personnel ("KMP") are shown in the table below.

Current Year			
Directors	**Salary & Fees (incl. Short Term Benefits)**	**Equity Based Remuneration**	**Salary & Fees Owing at Balance Date**
S Catalano	53,779	100%	-
B Ruggiero	53,779	100%	-
D Trimboli	35,854	100%	-
M Wyer	35,854	100%	-
Total	**179,266**		-
Prior Year			
S Catalano	72,000	100%	36,000
B Ruggiero	72,000	100%	36,000
D Trimboli	48,000	100%	24,000
M Wyer	48,000	100%	24,000
Total	**240,000**		**120,000**

During the year, the Directors were issued options over ordinary shares as payment for salary and fees for the period from 1 January 2025 to 31 December 2025.

In the prior year, the Directors were issued ordinary shares as payment for salary and fees for the period from 1 January 2024 to 31 December 2024.

Transactions with KMP

Transactions with key management personnel are made on normal commercial terms and conditions and at market rates. Outstanding balances are unsecured and are repayable in cash or shares.

Chimaera Capital Limited ("CCL") (an entity related to Sal Catalano) provides corporate, administrative, technical and asset management services to the Company including provision of the registered and main business office. The asset management services include care and maintenance of the Uley mine site, maintenance of the tailings storage facility, the works associated with the rehabilitation of the Uley legacy process plant site and management of the Company's production inventory. An amount of $1,020,000 was charged by CCL during the year (2025: $1,020,000) and as at 30 June 2026 an amount of $2,384

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was outstanding (2025: $2,353,178) in relation to these services.

Chimaera Capital Management Pte Ltd (an entity related to Sal Catalano) provided $Nil in consultancy services in respect of the arrangement of Construction Risk and Liability Risk policies for the Uley 2 Project. The total charge for consultancy services for the year was $Nil (2025: $20,000) and $Nil remains payable as at 30 June 2026 (2025: $Nil) in relation to these services.

SC Capital Pty Ltd (an entity related to Sal Catalano) provides consultancy services to the Company. The amount of $300,000 was charged by SC Capital Pty Ltd during the year (2025: $300,000) and there was $Nil payable as at 30 June 2026 (2025: $Nil) in relation to these services.

WyerPlanVC (an entity related to Michael Wyer) provides consultancy services to the Company. The amount of $240,000 was charged by WyerPlanVC during the year (2025: $240,000) and there was $Nil payable as at 30 June 2026 (2025: $Nil) in relation to these services.

Service Agreements

Remuneration and other terms of employment for key management personnel are subject to individual service agreements. Key details of these agreements are summarised below.

Sal Catalano, Managing Director (no fixed term)

Director fees of $72,000 and Consulting Agreement of $300,000 for year ending 30 June 2026, to be reviewed annually by the Board (or the Nomination and Remuneration Committee if convened by the Board for this purpose).

Bruno Ruggiero, Chairman and Independent Non-Executive Director

Director fees of $72,000 for year ending 30 June 2026, to be reviewed annually by the Board (or the Nomination and Remuneration Committee if convened by the Board for this purpose).

David Trimboli, Independent Non-Executive Director

Director fees of $48,000 for year ending 30 June 2026, to be reviewed annually by Board (or the Nomination and Remuneration Committee if convened by the Board for this purpose).

Michael Wyer, Independent Non-Executive Director

Director fees of $48,000 and Consulting Agreement of $240,000 for year ending 30 June 2026, to be reviewed annually by the Board (or the Nomination and Remuneration Committee if convened by the Board for this purpose).

Rochelle Pattison, Company Secretary

Service fees of $48,000 and Consulting Agreement of $100,000 for year ending 30 June 2026, to be reviewed annually by the Board (or the Nomination and Remuneration Committee if convened by the Board for this purpose).

Additional Information

The earnings of the consolidated entity for the five years to 30 June 2026 are summarised below:

	2026	2025	2024	2023	2022
Total Revenue and Other In-come	297,541	1,820,200	438,878	492,736	121,390
EBITDA	(3,618,609)	(4,457,564)	(4,063,822)	(5,086,914)	(2,167,284)
EBIT	(3,640,784)	(4,483,729)	(4,093,459)	(5,119,717)	(2,223,398)
Profit/(loss) after income tax	(4,510,052)	(4,913,809)	(4,368,833)	(5,159,466)	(2,251,280)

EBITDA and EBIT are non-IFRS financial measures, are not defined under Australian Accounting Standards and have not been subject to audit.

DIRECTORS' REPORT (continued)

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

	2026	2025	2024	2023	2022
Share price at Year End	0.415	0.470	0.500	0.550	0.440
Total dividends declared	-	-	-	-	-
Basic earnings per share	(1.28)	(1.41)	(1.29)	(1.57)	(0.78)

Share-based Remuneration

Unlisted Options - All options refer to options over ordinary shares of the Company, which are exercisable on a one-for-one basis under the terms of the agreements. On 22 December 2025, the Company granted 619,345 share options with a nil exercise price and an expiry date of 22 December 2031, subject to the relevant service conditions being satisfied.

Performance Rights - There were no performance rights over ordinary shares in the Company granted as compensation during the reporting period.

Share Holdings of Key Management Personnel - The number of ordinary shares in the Company held, directly, indirectly or beneficially, by each KMP, including their personally related entities as at the reporting date are set out below.

KMP	Directly/indirectly Held Opening Balance	Issued in Lieu of Director Fees	Acquisition	Disposal	Directly/indirectly Held Closing Balance
S Catalano	68,581,751	144,000	-	-	68,725,751
B Ruggiero	20,435,744	144,000	-	-	20,579,744
D Trimboli	12,916,897	96,000	-	-	13,012,897
M Wyer	397,700	96,000	-	-	493,700
Total	**102,332,092**	**480,000**	**-**	**-**	**102,812,092**

Option holdings of key management personnel

As at 30 June 2026, there were 516,120 options over ordinary shares in Quantum Graphite Limited held by key management personnel or their relatives.

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DIRECTORS' REPORT (continued)

IV. GOVERNANCE

Environmental Legislation

The Directors believe that the Company has, in all material respects, complied with all particular and significant environmental regulations relevant to its operations.

The Company's operations are subject to various environmental regulations under the Commonwealth and State Laws of Australia. Approvals, licences, hearings and other regulatory requirements are performed, as required, by the Company's management for each permit or lease in which the Company has an interest.

Indemnities and Insurance

During the year, the Company did not pay a premium to insure officers of the Group. The Group has not otherwise, during or since the end of the reporting period, except to the extent permitted by law, indemnified or agreed to indemnify any current or former officer or auditor of the Group against a liability incurred as such by an officer or auditor.

Auditor Matters

Non-Audit Services - During the year RSM Australia Partners did not perform services in addition to its statutory duties..

Amounts Paid - Details of the amounts paid to the auditors of the Company and its related practices for audit and non-audit services provided during the reporting period are set out in Note 18 to the Financial Statements.

Independence Declaration - A copy of the Auditor's Independence Declaration as required under s307C of the Corporations Act 2001 is included on page 13 of this Financial Report and forms part of this Directors' Report.

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

Company Proceedings

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave 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.

Rounding Of Amounts

The company is of a kind referred to in Corporations Instrument 2026/183, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

Corporate Governance

The Board has adopted the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations – Fourth Edition" (ASX Recommendations). The Board continually monitors and reviews its existing and required policies, charters and procedures with a view to ensuring its compliance with the ASX Recommendations to the extent deemed appropriate for the size of the Company and its development status.

A summary of the Company's ongoing corporate governance practices is set out annually in the Company's Corporate Governance Statement and can be found on the Company's website at: http://quantumgraphite.com/investors

Signed in accordance with a resolution of the Directors.

Bruno Ruggiero
Director
30 September 2026

Sal Catalano
Director

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RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Quantum Graphite Limited and its controlled entities for the year ended 30 June 2026, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM AUSTRALIA PARTNERS

DEEPAK KESHAVAMURTHY
Partner

Date: 30 September 2026
Melbourne, Victoria

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RSM Australia Partners ABN 36 965 185 036

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Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2026

	Notes	2026 $	2025 $
Revenue			
Other income	3	297,541	1,820,200
Expenses			
Research and development expenses		(684,001)	(850,191)
Professional and consultancy fees	4 (a)	(1,724,676)	(3,999,432)
Depreciation		(22,175)	(26,165)
Rental expenses		(224,400)	(224,400)
Other expenses	4 (b)	(1,283,073)	(1,203,741)
Total operating loss		**(3,640,784)**	**(4,483,729)**
Interest revenue		1	1
Interest expense		(869,269)	(430,081)
Net financing expense		**(869,268)**	**(430,080)**
Loss before tax		**(4,510,052)**	**(4,913,809)**
Income tax benefit / (expense)	5	-	-
Loss for the year attributable to owners of Quantum Graphite Limited		**(4,510,052)**	**(4,913,809)**
Other comprehensive income, net of tax		-	-
Total comprehensive loss for the year attributable to owners of Quantum Graphite Limited		**(4,510,052)**	**(4,913,809)**
Loss per share from continuing operations			
Basic and diluted loss – cents per share	6	**(1.28)**	**(1.41)**

This statement should be read in conjunction with the notes to the consolidated financial statements.

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Consolidated Statement of Financial Position

As at 30 June 2026

ASSETS	Notes	2026 $	2025 $
Current Assets			
Cash and cash equivalents	7	210,710	1,583,575
Receivables	8(a)	429,997	432,732
Total current assets		640,707	2,016,307
Non-current assets			
Receivables	8(b)	250,719	170,195
Security deposit with the Department of State Development	9	1,104,863	1,104,863
Plant and equipment	10	174,917	197,092
Intangible assets		7,189	7,189
Development assets	11(a)	16,493,422	15,986,977
Exploration and evaluation assets	11(b)	3,653,958	3,386,250
Total non-current assets		**21,685,068**	**20,852,566**
TOTAL ASSETS		**22,325,775**	**22,868,873**
LIABILITIES			
Current Liabilities			
Payables	12(a)	467,621	1,769,530
Total current liabilities		467,621	1,769,530
Non-current liabilities			
Payables	12(b)	-	1,000,000
Rehabilitation provisions	13	138,456	135,305
Borrowings	20	10,496,568	5,188,425
Total non-current liabilities		10,635,024	6,323,730
TOTAL LIABILITIES		**11,102,645**	**8,093,260**
NET ASSETS		**11,223,130**	**14,775,613**
EQUITY			
Issued capital	14	75,640,272	74,621,342
Reserves	15	158,903	220,264
Accumulated losses		(64,576,045)	(60,065,993)
TOTAL EQUITY		**11,223,130**	**14,775,613**

This statement should be read in conjunction with the notes to the consolidated financial statements.

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Consolidated Statement of Changes in Equity

For the year ended 30 June 2026

	Share capital $	Share Options / Rights reserve $	Accumulated losses $	Total equity $
Current Year				
Opening Balance	**74,621,342**	**220,264**	**(60,065,993)**	**14,775,613**
Shares issued in lieu of services	320,000	-	-	320,000
Issue of share capital for consultancy fees	422,450	-	-	422,450
Shares issued in lieu of directors' and company secretary fees	276,480	(276,480)		-
Share-based payments	-	215,119	-	215,119
Transactions with owners in their capacity as owners	**1,018,930**	**(61,361)**	**-**	**957,569**
Comprehensive income:				
Loss after income tax for the year	-	-	(4,510,052)	(4,510,052)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	**-**	**-**	**(4,510,052)**	**(4,510,052)**
Balance at year end	**75,640,272**	**158,903**	**(64,576,045)**	**11,223,130**
Prior Year				
Opening Balance	68,767,726	70,000	(55,222,184)	13,615,542
Lapse of unlisted share options	-	(70,000)	70,000	-
Shares issued in lieu of directors' and company secretary fees	254,866	-	-	254,866
Issue of share capital for cash	1,500,000	-	-	1,500,000
Shares issued in lieu of service fees	4,098,750	-	-	4,098,750
Share-based payments	-	220,264	-	220,264
Transactions with owners in their capacity as owners	**5,853,616**	**150,264**	**-**	**6,073,880**
Comprehensive income:				
Loss after income tax for the year	-	-	(4,913,809)	(4,913,809)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	**-**	**-**	**(4,913,809)**	**(4,913,809)**
Balance at year end	**74,621,342**	**220,264**	**(60,065,993)**	**14,775,613**

This statement should be read in conjunction with the notes to the consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 30 June 2026

Cash flows from operating activities	Notes	2026 $	2025 $
Payments to suppliers and employees		(3,364,461)	(2,765,169)
Interest paid		(337,701)	-
Interest received		1	1
Litigation proceeds		-	1,049,745
R&D tax incentive received		369,834	472,550
Net cash used in operating activities	16	**(3,332,327)**	**(1,242,873)**
Cash flows from investing activities			
Payments for development and exploration & evaluation assets		(443,240)	(659,469)
Net cash used in investing activities		**(443,240)**	**(659,469)**
Cash flows from financing activities			
Proceeds from issue of share capital		-	1,500,000
Proceeds from borrowings		11,965,000	550,000
Repayment of borrowings		(9,562,299)	-
Net cash from financing activities		**2,402,701**	**2,050,000**
Net increase/ (decrease) cash & cash equivalents		(1,372,865)	147,658
Cash & cash equivalents opening balance		1,583,575	1,435,917
Cash & cash equivalents closing balance	7	**210,710**	**1,583,575**

This statement should be read in conjunction with the notes to the consolidated financial statements.

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Notes to the Consolidated Financial Statements
For the year ended 30 June 2026

These are the financial statements of Quantum Graphite Ltd ('the company') and its subsidiaries (together 'the Group'), for the year ended 30 June 2026.

1. General Information

a) Nature of Operations

Quantum Graphite Ltd's principal activity is the manufacture of high-grade flake graphite products and the mining of and exploration for graphite deposits in South Australia.

b) Basis of Preparation

The consolidated general purpose financial statements of the Group have 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 (AASB). Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Quantum Graphite Ltd is a listed company, registered and domiciled in Australia. Quantum Graphite Limited is a for-profit entity for the purpose of preparing the financial statements.

The consolidated financial statements for the year ended 30 June 2026 were approved and authorised by the Board of Directors on 30 September 2026.

The financial statements have been prepared under the historical cost convention.

c) Going Concern Basis of Accounting

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

As disclosed in the financial statements, the Group incurred a loss of $4,510,052 and had net cash outflows from operating activities and investing activities of $3,332,327 and $443,240 respectively, for the year ended 30 June 2026.

These factors indicate a material uncertainty which may cast significant doubt as to 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 financial report.

The Directors believe that there are reasonable grounds to believe that the Group will be able to continue as a going concern, after consideration of the following factors:

- As at 30 June 2026, the Group has undrawn facilities of $2.753 million in relation to loans from related parties; and
- The Directors have prepared a cash flow forecast for at least 12 months from the date of this report, incorporating assumptions regarding planned exploration and development expenditure, operating costs, and the timing and availability of additional funding. Based on this forecast, the Directors are of the opinion that the Company will be able to access equity capital markets as required to fund its planned activities, as demonstrated by past share issues.

Accordingly, the Directors believe that the Group will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Group does not continue as a going concern.

2. Material Accounting Policies

The principal accounting policies that are material to the Group are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

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a) Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Quantum Graphite Ltd ("the Company" or "the parent entity") as at 30 June 2026 and the results of all subsidiaries for the year then ended. Quantum Graphite Ltd and its subsidiaries are together referred to in these financial statements as "the Group" or "the consolidated entity".

The Group financial statements consolidate those of the parent entity and all of its subsidiary undertakings drawn up to 30 June 2026. Subsidiaries are all entities (including structured entities) over which the Group has:

- The power to direct the relevant activities;
- Exposure to significant variable returns; and
- The ability to utilise power to affect the Group's own returns.

Subsidiaries are fully consolidated from the date on which control is fully transferred to the Group. They are deconsolidated from the date that control ceases. All subsidiaries have a reporting date of 30 June.

A list of controlled entities is contained in Note 17 to the Financial Statements.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a Group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted, where necessary, to ensure consistency with the accounting policies adopted by the Group.

Joint ventures are accounted for under the equity method. Joint ventures are entities in which the Company exercises joint control by virtue of a contractual agreement.

Under the equity method, on initial recognition the investment in an associate or joint venture is recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit and loss of the investee after the date of acquisition.

b) Parent Entity Information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in Note 23. The financial information of the parent entity has been prepared on the same basis as the consolidated financial statements, other than investments in controlled entities which are carried at cost less impairment.

c) Operating Segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker (CODM) 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.

Operating segments have been identified based on the information provided to the chief operating decision makers – being the Board. The Group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in the nature of the minerals targeted. Operating segments that meet the quantitative criteria, as prescribed by AASB 8 Operating Segments, are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

The Directors have considered the requirements of AASB 8 Operating Segments and the internal reports that are reviewed by the Board in allocating resources have concluded that at this time there are no separately identifiable segments.

d) Finance Income and Expense

Finance income comprises interest income on funds invested, gains on disposal of financial assets and changes in fair value of financial assets held at fair value through profit or loss. Interest income is recognised as it accrues in the profit or loss, using the effective interest rate method.

e) Plant and Equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the items. Repairs and maintenance are charged to the profit or loss during the reporting period in which they were incurred.

Plant and equipment under construction is accumulated until it is installed and ready for use at which time the costs are transferred to plant and equipment and depreciated.

Depreciation is calculated using the diminishing value method to allocate asset costs over their estimated useful lives, i.e., 3-20 years.

The assets residual values and useful lives are reviewed and adjusted at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if its carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the profit or loss.

f) Exploration and Evaluation Expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that right of tenure is current, and those costs are expected to be recouped through the successful development of the area (or, alternatively by its sale) or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and operations in relation to the area are continuing.

Accumulated costs, in relation to an abandoned area, are written off in full against profit in the period in which the decision to abandon the area is made.

g) Development Expenditure

Development expenditure represents the accumulation of all acquired exploration, evaluation and development expenditure incurred by or on behalf of the entity in relation to areas of interest being prepared for mining or in which economic processing of a mineral reserve has commenced. Amortisation of costs is provided on the unit of production method, with separate calculations being made for each mineral resource. The unit of production basis results in an amortisation charge proportional to the depletion of the economically recoverable mineral reserves. The net carrying value is reviewed regularly and, to the extent to which this value exceeds its recoverable amount that excess is fully provided against in the financial year in which this is determined.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

The Group records the present value of the estimated cost of legal and constructive obligations (such as those under the consolidated entity's Environmental Policy) to restore operating locations in the period in which the obligation is incurred. Site restoration costs include the dismantling and removal of plant and equipment, waste removal and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs and current legal requirements and technology.

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Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

h) Financial Instruments

Initial recognition and measurement - Financial assets and financial liabilities are recognised when the entity becomes a party to the provisions to the instrument. For financial assets, this is equivalent to the date that the Group commits itself to either the purchase or sale of the asset.

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified as 'fair value through profit and loss', in which case the costs are expensed to the profit or loss immediately.

Classification and subsequent measurement - Financial instruments are subsequently measured at either fair value or amortised cost using the effective interest method. Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, quoted prices in an active market are used to determine fair value.

The Group does not designate any interest in subsidiaries as being subject to the requirements of accounting standards specifically applicable to financial instruments.

Financial assets at fair value through profit or loss (equity investments) - Financial assets at fair value through profit or loss include financial assets held for trading, e.g., financial assets designated upon initial recognition at fair value through profit or loss, e.g., debt or equity instruments, or financial assets mandatorily required to be measured at fair value, i.e., where they fail the SPPI test. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

Financial assets with cash flows that do not pass the SPPI test are required to be classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial liabilities - Non-derivative financial liabilities are subsequently measured at amortised cost.

Impairment - 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 instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

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

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

i) Impairment of Assets

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of

the asset's carrying value over its recoverable amount is expensed to profit or loss. Where it is not probable to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

j) Trade and Other Receivables

Trade and other receivables are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method, less allowances for expected credit losses.

k) Trade and Other Payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the reporting period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Due to their short-term nature they are measured at amortised cost and are not discounted.

l) Income Tax

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

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

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

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

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

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

To the extent that research and development costs are eligible under the "Research and development tax incentive" programme, a 43.5% refundable tax offset is available for companies with annual turnover of less than $20 million. The Group recognises refundable tax offsets received in the financial year as Other income, in profit or loss.

Tax consolidation - Quantum Graphite Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and the subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

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Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

m) Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

n) Earnings Per Share

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

Diluted earnings per share - Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-tax effect and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

o) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

p) Share-based Payments

The Company operates equity-settled based remuneration plans for its directors. None of the Company plans features any options for a cash settlement.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employee' services are determined indirectly by reference to the fair value of the equity instruments granted. The fair value is appraised at the grant dates and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions.

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to share option reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. Non-adjustment is made to any expense recognised in prior periods if share options ultimately exercised are different to that estimated on vesting.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs are allocated to share capital.

When the share options are forfeited or cancelled after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will continue to be held in share options reserve.

q) Employee Benefits

The Group provides post-employment benefits through various defined contribution plans. A defined contribution plan is a superannuation plan under which the Group pays fixed contributions into an independent entity. The Group has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution. The Group contributes to

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several plans and insurances for individual employees that are considered defined contribution plans. Contributions to the plans are recognised as an expense in the period that relevant employee services are received.

Employee benefits, including annual leave entitlement, are included in employee provisions, measured at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

r) Goods and Services Tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the ATO. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST components of investing and financing activities, which are disclosed as operating cash flows.

s) Rounding of Amounts

The Group is of a kind referred to in Corporations Instrument 2026/183, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

t) Critical Accounting Estimates and Judgements

The Directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends of economic data, obtained both externally and within the Group.

Key Estimates

Impairment - The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined.

Decommissioning provision - Estimates and assumptions of the appropriate discount rate at which to discount the liability, the timing of cash flows, the application of relevant environmental legislation and the future expected costs of decommissioning are all used in determining the carrying value of the decommissioning provision. The carrying amount of the provision is set out in Note 13.

R&D Tax Concession - To the extent that research and development costs are eligible under the 'Research and development tax incentive' programme, a 43.5% refundable offset is available for companies with annual turnover of less than $20 million. Research and development tax incentive income is recognised at fair value when there is a reasonable expectation that the income will be received. The expected future R&D tax incentive for qualifying R&D expenditure has been accrued and is also recognised as other income in the statement of profit or loss. The Company has estimated the amount of future R&D incentive receivable on ongoing projects on the basis that the expected amount of the incentive can be reliably measured and receipted.

Key Judgements

Development expenditure and plant and equipment - The future recoverability of fixed assets and capitalised development expenditure has been assessed by the Directors and is dependent on a number of factors, including commodity prices, the level of reserves and resources, foreign currency rates and future technological changes that could impact the costs of mining and processing and future legal changes. Significant judgements and assumptions are required in making assessments regarding the presence of impairment indicators. This is particularly so in the assessment of long-life assets. After assessing external and internal sources of impairment, the development assets, which are not yet available for use, were tested for impairment as part of the Uley 2 CGU. Based on the assessment of the CGU's recoverable amount, the Directors concluded that no impairment was required at the reporting date.

Exploration and evaluation expenditure - The future recoverability of capitalised exploration and evaluation expenditure is

dependent on a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale. Factors that could impact future recoverability include the level of reserves and resources, future technological changes, which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices. To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which this determination is made. In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent it is determined in the future that this capitalised expenditure should be written off, profits and net assets will be reduced in the period in which this determination is made.

Share-based payment transactions - The Group measures the cost of equity-settled transactions with management and other parties by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by the Board of Directors with reference to quoted market prices or using the Black-Scholes valuation method or the Monte Carlo valuation method as appropriate taking into account the terms and conditions upon which the equity instruments were granted. The assumptions in relation to the valuation of the equity instruments are detailed in Note 21. 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 expenses and equity.

u) Accounting standards issued but not yet effective and not adopted early by the Group

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2026. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

AASB 18 Presentation and Disclosure in Financial Statements - This standard is applicable to annual reporting periods beginning on or after 1 January 2027 and early adoption is permitted. The standard replaces IAS 1 'Presentation of Financial Statements', with many of the original disclosure requirements retained and there will be no impact on the recognition and measurement of items in the financial statements. But the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The standard introduces two mandatory sub-totals in the statement: 'Operating profit' and 'Profit before financing and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on grouping of information (aggregation and disaggregation), including whether to present this information in the primary financial statements or in the notes. The Group will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

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3. OTHER INCOME

	2026 $	2025 $
R&D tax incentive	297,541	369,833
Litigation proceeds	-	1,250,000
Reversal of professional fees	-	202,563
Foreign exchange gain / (loss) - net	-	(2,196)
Total	**297,541**	**1,820,200**

4. EXPENSES

		2026 $	2025 $
a)	**Professional and consultancy fees**		
	Advertising and marketing costs	27,304	37,356
	Consultant fees	1,649,679	3,555,535
	Legal and professional fees	47,693	406,541
	Total	**1,724,676**	**3,999,432**

		2026 $	2025 $
b)	**Other expenses**		
	Data and communication equipment	183,600	183,600
	Corporate administration costs	80,700	78,610
	Loss on issue of shares on settlement of payables	-	(33,134)
	Brokerage costs	215,119	220,264
	Audit and review fee	95,686	73,500
	Miscellaneous expenses	707,968	680,901
	Total	**1,283,073**	**1,203,741**

Professional and consultancy fees of $1,724,676 (2025: $3,759,432) include $27,304 (2025: $37,356) pertaining to transaction and advisory fees towards facilitation of proposed debt funding arrangements.

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5. INCOME TAX EXPENSE

	2026 $	2025 $
The components of income tax expense comprise current income tax benefit / (expense).	-	-
The prima facie tax loss from ordinary activities before income tax is reconciled to the income tax.		
Net loss	(4,510,052)	(4,913,809)
Prima facie tax benefit on loss from ordinary activities before income tax at 25% (2023: 25%)	(1,127,513)	(1,228,452)
Tax effect of temporary differences not brought to account as they do not meet the recognition criteria	184,225	(95,637)
Deferred tax asset not realised as recognition criteria not met	**943,288**	**1,324,089**
Income tax benefit / (expense)	-	-
Deferred tax assets have not been recognised in respect of the following:		
Tax losses	55,114,254	50,993,276
Deferred tax asset not recognised	13,704,179	12,748,319
Capital losses (gross)	1,857,027	1,857,027

Future utilisation of the tax losses will be subject to the satisfaction of continuity of ownership or continuity of business test. The assessment regarding the utilisation has not yet been completed and tax losses are not recognised as deferred tax assets.

6. EARNINGS PER SHARE

	2026 $	2025 $
Loss after income tax attributable to the owners of Quantum Graphite Limited	(4,510,052)	(4,913,809)
Weighted average number of shares used in basic earnings per share	351,361,393	347,542,304
Basic and diluted loss per share (cents)	(1.28)	(1.41)

In accordance with AASB 133 'Earnings per Share', Options issued and outstanding at the end of the reporting period were not included in the calculation of diluted earnings per share as inclusion would be anti-dilutive in nature due to the losses incurred during the current and previous reporting periods.

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7. CASH AND CASH EQUIVALENTS

	2026 $	2025 $
Cash at hand and in bank	210,710	1,583,575
Total Cash and cash equivalents	**210,710**	**1,583,575**

Cash is reconciled at the end of the financial year as set out in the statement of cash flows and includes an amount of $203,239 (2025: $168,389) which is held in custody with Chimaera Capital Limited, a related party

8. RECEIVABLES

	2026 $	2025 $
(a) Current Assets		
GST receivable	111,857	42,299
R&D Tax Incentive receivable	297,540	369,833
Other receivables	20,600	20,600
	429,997	**432,732**
(b) Non-current Assets		
Other receivables	250,719	170,195
Total	**680,716**	**602,927**

9. SECURITY DEPOSIT WITH THE DEPARTMENT ENERGY AND MINING (“DEM”)

	2026 $	2025 $
Opening balance	1,104,863	1,104,863
Additions during the year	-	-
Closing balance	**1,104,863**	**1,104,863**

The security deposit represents funds deposited with the SA DEM as security for remediation and rehabilitation in respect of the Company’s Uley mining project. Details of the provision for remediation and rehabilitation is contained in Note 13.

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10. PLANT AND EQUIPMENT

	Plant & Equipment $	Motor Vehicles $	Office Equipment $	Total $
Current Year Cost				
Opening balance	793,174	39,566	5,475	838,215
Additions	-	-	-	-
Closing Balance	793,174	39,566	5,475	838,215
Depreciation and impairment				
Opening balance	(600,343)	(39,566)	(1,214)	(641,123)
Depreciation	(22,175)	-	-	(22,175)
Closing Balance	(622,518)	(39,566)	(1,214)	(663,298)
Carrying amount at Year End	**170,656**	**-**	**4,261**	**174,917**
Prior Year Cost				
Opening Balance	793,174	39,566	5,475	838,215
Additions/Disposals	-	-	-	-
Closing Balance	793,174	39,566	5,475	838,215
Prior Year Depreciation and impairment				
Opening Balance	(574,178)	(39,566)	(1,214)	(614,958)
Depreciation	(26,165)	-	-	(26,165)
Closing Balance	(600,343)	(39,566)	(1,214)	(641,123)
Carrying amount at Prior Year End	**192,831**	**-**	**4,261**	**197,092**

The carrying amount does not exceed the Directors assessment of the recoverable value of plant and equipment.

11. (a) DEVELOPMENT ASSETS

	2026 $	2025 $
Opening balance	15,986,977	16,027,608
Expenditure on development during the year	503,294	388,018
Rehabilitation provision	3,151	(428,649)
Closing balance	**16,493,422**	**15,986,977**

The closing balance represents the capitalised portion of Uley 2 project expenditure. The directors have assessed that the carrying amount of the Uley 2 project (including all plant and equipment, environmental infrastructure e.g., Tailings Storage Facilities, mining titles, JORC 2012 Reserves and Resources and all project approvals under the South Australian Mining Act 1971) does not exceed the recoverable amount. The carrying value of development assets has been tested for impairment as part of a single cash-generating unit (CGU) represented by the Uley 2 Project. Details of impairment testing are set out below.

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11. (b) EXPLORATION AND EVALUATION ASSETS

	2026 $	2025 $
Opening balance	3,386,250	3,114,800
Expenditure on exploration during the year	267,708	271,450
Closing balance	**3,653,958**	**3,386,250**

Impairment testing - For the purposes of assessing impairment, the Group's assets are grouped and reviewed for impairment at the CGU level (determined by management as equivalent to its operating segments). The Group has determined that it has a single cash-generating unit (CGU) represented by the Uley 2 Project. Accordingly, the associated plant and equipment, development assets, and exploration and evaluation assets ("the Uley 2 Assets") have been allocated to the CGU.

Impairment factors - The Group considers both qualitative and quantitative factors when determining whether an asset or CGU may be impaired. The Directors have reviewed the carrying value and recoverable amount of the Uley 2 Assets and included in their assessment the results of the DFS Update (2023 DFS) that followed the release of the Value Engineering Assessment (VEA) in November 2023. The VEA was prepared as part of the Company's plans to maximise production to meet the forecast increase in demand for natural flake products by the end of 2025. It resulted in a revision of both the capital and operating costs as at the end of Q2 2023 (2023 Costs Estimate), which were then incorporated in the 2023 DFS published by the Company in December 2023.

The 2023 Costs Estimate was prepared:

- at a standard commensurate with a definitive feasibility study (accurate to +/- 20%)
- at a foreign exchange rate of US$1.00/ AU$1.54
- based on an EPCM contract execution strategy

The 2023 DFS economic and financial results are based on:

- maximising mill throughput to 1,200,000 tpa (cf. 550,000 tpa 2019 DFS)
- revised capital costs of A$152.7 million (cf. A$79.8 million 2019 DFS)
- revised production costs (Av LOM) of US$401 dmt (cf. US$368 dmt 2019 DFS)
- increasing the basket price to US$1,225 per tonne of gC (cf. US$919 per tonne 2019 DFS)

All other inputs to the 2019 DFS including the modifying factors forming part of the 2012 JORC Ore Reserve Estimate remain unchanged for the purpose of the 2023 DFS.

Based on the above, the Directors concluded that no impairment was required as at 30 June 2026.

12. PAYABLES

(a) Current Liabilities	2026 $	2025 $
Trade and other payables[1]	380,630	1,556,420
Accrued expenses[2]	86,991	213,110
	467,621	**1,769,530**
(b) Non-current Liabilities		
Trade and other payables[1]	-	1,000,000
Total	**467,621**	**2,769,530**

[1]Trade and other payables includes a total of $2,384 (2025: $2,353,178) payable to Chimaera Capital Limited. On 30 November 2025, the Company revised its credit facility arrangement with Chimaera Capital Limited and entered into new funding arrangements with Pershing Nominees Pty Ltd (collectively, the New Facilities). As at 30 June 2026, the Group had undrawn funding capacity under the New Facilities as follows:

- $1,768,357 under the Pershing Nominees Pty Ltd facility and $985,075 under the Chimaera Capital Limited revised facility; and
- The New Facilities are repayable on the earlier of 31 December 2027 or completion of the Company's next capital raising.

. Further details are included in the Directors' Report.

[2]Accrued expenses includes Directors' fees of $Nil (2025: $120,000) whereby Directors control the timing of payment of Directors' fees, and the Directors will receive payment in shares subject to approval at the AGM.

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13. REHABILITATION

	2026 $	2025 $
Decommissioning provision	138,456	135,305
	138,456	**135,305**

The provision represents the present value of the estimated future decommissioning costs (in the amount of $1,104,863 – see Note 9) of the Uley mine site which at the reporting date was restricted to removal of the original processing plant including associated infrastructure and rehabilitation of a portion of the Uley Pit and water treatment areas.

The estimated provision brought to account is reflective of the stage of development of the Uley project. Management has assessed that the effect of unwinding the discount on the provision is not material.

14. ISSUED CAPITAL

Current Period	Number of Securities	$
Issued and paid-up capital		
Fully paid ordinary shares	**352,600,000**	**75,640,272**
Movement in fully paid ordinary shares		
Opening Balance	350,008,387	74,621,342
Shares issued for service fees[1]	864,866	320,000
Shares issued for consultancy fees[2]	1,150,747	422,450
Shares issued on 22 December 2025 – in lieu of Directors' and company secretary fees	576,000	276,480
Balance at 30 June 2026	**352,600,000**	**75,640,272**

Prior Period		
Issued and paid-up capital		
Fully paid ordinary shares	**350,008,387**	**74,621,342**
Movement in fully paid ordinary shares		
Opening Balance	337,884,169	68,767,726
Issue of share capital towards consultancy fee	3,700,000	1,860,000
Issue of share capital for cash	3,404,450	1,500,000
Issue of share capital towards consultancy fees for capital raising with EXIM	4,477,500	2,238,750
Shares issued on 19 December 2024 – in lieu of Directors' and company secretary fees	542,268	254,866
Balance at 30 June 2025	**350,008,387**	**74,621,342**

[1]On 22 December 2025, the Company issued 864,866 ordinary shares at $0.370 per share as consideration for services received. As the shares were issued fully vested and without future service conditions, the full fair value of the shares issued has been recognised as an expense in profit or loss during the period, with a corresponding increase in equity.

[2]On 23 December 2025, the Company issued 1,150,747 ordinary shares at an issue price of approximately $0.366 per share as consideration for services received. As the shares were issued fully vested and without future service conditions, the full fair value of the shares issued has been recognised as an expense in profit or loss during the period, with a corresponding increase in equity.

The share capital of Quantum Graphite Limited consists of fully paid ordinary shares. All shares are eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of the Company. The shares do not have a par value and the Company does not have a limited amount of authorised capital. In the event of winding up the Group, ordinary shareholders rank after all creditors and are fully entitled to any proceeds of liquidation.

Capital risk management - The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital. Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

Capital Structure - In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment.

The capital risk management policy remains unchanged from the 30 June 2025 Annual Report.

15. RESERVES

Balance of share-based payments reserve	**2026 $**	**2025 $**
Opening balance	220,264	70,000
Unlisted share options lapsed	-	(70,000)
Unlisted share options exercised	(276,480)	-
Share options issued	215,119	220,264
Closing balance	**158,903**	**220,264**

On 22 December 2025, the Company granted 619,345 share options with a nil exercise price and an expiry date of 22 December 2031. The options vest on 30 November 2026, subject to the relevant service conditions being satisfied.

During the year ended 30 June 2026, the Company recognised share-based payment expense of $158,903 in profit or loss, with a corresponding increase to the share options reserve. This amount represents the portion of the grant-date fair value recognised during the period based on services received from 22 December 2025 to 30 June 2026 over the vesting period ending 30 November 2026.

The Company also recognised a share-based payment expense of $56,216 in profit or loss, with a corresponding increase to the share options reserve. This amount represents the portion of the grant-date fair value recognised during the period on services received from 1 July 2025 to 31 December 2025. All share options issued on 20 December 2024 were exercised during the year, with the resulting securities recognised through equity.

In accordance with AASB 2 Share-based Payment paragraph 23, no subsequent adjustment has been made to total equity in respect of the options not exercised. When the share options are forfeited or cancelled after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve have been transferred to retained earnings.

Share based payments are in line with the Quantum Graphite Ltd's remuneration policy, details which are outlined in the director's report.

Share option reserve	**Number of Options**	**2026 $**
Opening balance	576,000	220,264
Share options issued on 20 December 2024	-	56,216
Exercise of share options issued on 20 December 2024	(576,000)	(276,480)
Share options issued on 22 December 2025	619,345	158,903
Balance at year end	**619,345**	**158,903**

Nature and purpose of reserves - The share-based payments reserve is used to recognise the fair value of all equity issued pursuant to share-based payments.

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16. RECONCILIATION OF LOSS AFTER INCOME TAXES TO CASHFLOWS FROM OPERATING ACTIVITIES

Operating Activities	2026 $	2025 $
Loss after income tax expense for the year	(4,510,052)	(4,913,809)
Adjustments for:		
Net share-based payments movement	215,119	220,264
Depreciation expense	22,175	26,165
Interest expense	531,568	430,081
Issue of equity shares towards payment of directors' fees	-	240,000
Issue of equity shares towards payment of company secretary fees	-	48,000
Issue of equity shares towards payment of consultant fees	742,450	4,098,750
(Gain) / Loss on issue of shares at market value	-	(33,134)
Change in operating assets and liabilities:		
Decrease / (Increase) in receivables	(77,789)	88,028
Increase / (decrease) in payables	(255,798)	(1,447,218)
Net cash used in operating activities	**(3,332,327)**	**(1,242,873)**

17. INVESTMENTS IN CONTROLLED ENTITIES

The Company has the following subsidiaries:

			Percentage Held	
Entity Name	Country of Registration	Class of Shares	2026	2025
Quantum Graphite Operations Pty Ltd	Australia	Ordinary	100.00%	100.00%
Quantum Graphite Explorations Pty Ltd	Australia	Ordinary	100.00%	100.00%

18. AUDITOR REMUNERATION

Audit services	2026 $	2025 $
Audit and review of Financial Reports (RSM Australia Partners)	79,400	73,500
Total audit services remuneration	**79,400**	**73,500**

19. COMMITMENTS AND CONTINGENCIES

Exploration commitments - The Group's mining and exploration licenses remain valid as at 30 June 2026. During the period, the Company was notified of the renewal of ML5561 and ML5562 for a term of 21 years. The renewal provides the basis for an extended project life encompassing the Uley 2 and Uley 3 mineralisation. The Company has met all expenditure commitments in respect of EL6224.

Contingent liabilities and assets - The Group has no contingent assets or liabilities as at 30 June 2026 (30 June 2025: $Nil).

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20. (a) RELATED PARTY TRANSACTIONS

The Group's related party transactions include the subsidiaries of the parent entity, i.e., Quantum Graphite Limited, key management personnel and shareholders. Loans between entities in the wholly owned Group are not interest bearing, unsecured and are payable upon reasonable notice having regard to the financial stability of the Company. Key management personnel remuneration comprises the amounts disclosed in detail in the remuneration report and summarised below.

	2026 $	2025 $
Short-term benefits	179,266	240,000
Total remuneration	**179,266**	**240,000**

The outstanding balances with key management personnel comprise accrued expenses (see note 12) and at year end amount to $Nil (2025: $120,000). Transactions with director related parties are summarised below.

Chimaera Capital Limited (substantial shareholder in the Group)		
Expenses towards occupancy costs, IT infrastructure and development services, accounting services, accounts payable services, asset management services and other corporate administration charges. Asset management services include care and maintenance of the Uley mine site, maintenance of the environmental facilities, the works associated with the ongoing rehabilitation of the Uley plant site and its preparedness for mobilisation and management of the Company's production inventory.	1,020,000	1,020,000
Under the Chimera Deed, interest is payable at a rate of 11.75% (lower rate) and 13.75% (higher rate) (2025: 11.75%) per annum, with a repayment date of the earlier of the repayment of the Facility or 31 December 2027.	352,626	430,081
Under the Pershing Deed, interest is payable at a rate of 11.75% (lower rate) and 13.75% (higher rate) per annum, with a repayment date of the earlier of the repayment of the Facility or 31 December 2027.	516,643	-
SC Capital Pty Ltd (director-related entity)		
Consultancy services received in connection with Sal Catalano's position as executive director of the Company.	300,000	300,000
Chimaera Capital Management Pte Ltd (director-related entity)		
Consultancy services in respect of negotiation with Steadfast Group in connection with the Construction Risk and Liability Risk Policies for the Uley 2 Project.	-	20,000
Markets Nominees Pty Ltd (director-related entity)		
Provision of capital market services[1].	-	2,238,750
WyerPlanVC (director-related entity)		
Consultancy services received in connection with Michael Wyer's position as independent non-executive director of the Company.	240,000	240,000
The Sunlands Energy Co. Pty Ltd (SEC) Collaboration		
On 23 June 2021, the Company announced that it had entered into an equal share joint venture with SEC to manufacture Uley Media. On 22 December 2021, Sunlands Power Pty Ltd (formerly known as Quantum-Sunlands Partnership Pty Ltd) was formed for this purpose. The parties have negotiated a Shareholder Deed which governs their relationship as shareholders in Sunlands Power. At year end, there was no financial investment made into Sunlands Power Pty Ltd.		

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20. (b) RELATED PARTY TRANSACTIONS

The following receivables and payables amounts are outstanding at year end in respect of transactions with related parties.

	2026 $	2025 $
Non-current receivables		
Trade receivables from The Sunlands Energy Company Pty Ltd	250,719	170,195
Current payables		
Trade payable to Chimaera Capital Limited	2,384	1,353,178
Trade payable to Cablerand Pty Ltd	46,335	43,023
Trade payable to Ziziphus Pty Ltd	14,855	14,855
Trade payable to St. Jude's Progeny Pty Ltd	15,137	15,137
Trade payable to WyerPlanVC	7,560	26,248
Trade payable to Seefeld Investments Pty ltd	19,995	19,995
Non-current payables		
Trade payables to Chimaera Capital Limited	-	1,000,000
	106,266	**2,472,436**

20. (c) RELATED PARTY TRANSACTIONS (CUSTODY BALANCE)

The following balance at year end represents the group's cash and cash equivalents held in custody by the Custody and Investor Services Division of Chimaera Capital Limited.

	2026 $	2025 $
Cash and cash equivalents	203,239	1,575,889

20. (d) RELATED PARTY TRANSACTIONS (LOANS TO/FROM RELATED PARTIES)

	2026 $	2025 $
Related party loan from Chimaera Capital Limited	264,925	5,188,425
Related party loan from Pershing Nominees Pty Ltd	10,231,643	-
	10,496,568	**5,188,425**

Under the Chimera Deed, interest is payable at a rate of 11.75% (lower rate) and 13.75% (higher rate) (2025: 11.75%) per annum, with a repayment date of the earlier of the repayment of the Facility or 31 December 2027 (2025: 1 October 2026). The loan has been recognised as a non-current liability as at 30 June 2026. The loan has a facility limit of $1,250,000 of which $985,075 remains undrawn as at 30 June 2026.

Under the Pershing Deed, interest is payable at a rate of 11.75% (lower rate) and 13.75% (higher rate) per annum, with a repayment date of the earlier of the repayment of the Facility or 31 December 2027. The loan has been recognised as a non-current liability as at 30 June 2026. The loan has a facility limit of $12,000,000 of which $1,768,357 remains undrawn as at 30 June 2026.

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20. (e) RELATED PARTY TRANSACTIONS (INCENTIVE OPTIONS)

	2026 $	2025 $
Unlisted Incentive Options granted to Directors	179,266	183,553
Unlisted Incentive Options granted to Company Secretary	35,853	36,711
	215,119	**220,264**

21. EMPLOYEE REMUNERATION AND SHARE-BASED PAYMENTS

Share-based payments expense recognised during the year is $215,119 (2025: $220,264). As at 30 June 2026, the Group maintained a performance rights and option plan for employee and director remuneration. There were 516,120 unlisted incentive options granted to Directors and 103,225 unlisted incentive options granted to the Company Secretary as remuneration during the financial year. Share-based payments and performance rights and option plan expenses recognised during the year is summarised below.

	2026 $	2025 $
Ordinary shares		
Contracted payments to Directors made by way of issue of shares	-	240,000

Share options

Current Year	No.	Exercise Price	Value
Opening balance	576,000	-	220,264
Share options exercised	(576,000)	-	(276,480)
Share options expense on options issued in prior year	-	-	56,216
Incentive share options issued	619,345	0.00	158,903
Outstanding at year end	**619,345**		**158,903**

Prior Year	No.	Exercise Price	Value
Opening balance	-	-	70,000
Share options lapsed	-	-	(70,000)
Incentive share options issued	576,000	0.00	220,264
Outstanding at year end	**576,000**		**220,264**

The weighted average share price*during the financial year was $0.415 (2025: $0.47).

*calculated for the period during which the Company's shares were traded.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 5.48 years (2025: 0.47 years)

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22. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT

The Group's financial instruments consist mainly of deposits with banks (or custodians), trade receivables and trade payables.

Financial assets	Note	2026 $	2025 $
Cash and cash equivalents	7	210,710	1,583,575
Receivables – Current	8	429,997	432,732
Receivables – Non-current	8	250,719	170,195
Security deposit with the Department of Energy and Mining	9	1,104,863	1,104,863
		1,996,289	**3,291,365**
Financial liabilities			
Payables - Current	12	467,621	1,769,530
Payables - Non-current	12	-	1,000,000
Borrowings	20	10,496,568	5,188,425
		10,964,189	**7,957,955**

Financial Risk Management Policy

The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk), credit risk and liquidity risk. The Risk management is carried out by the Executive Director under policies approved by the Board of Directors. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate and credit 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 uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and ageing analysis for credit risk.

Liquidity risk - Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate working capital is maintained for the coming months. Upcoming capital needs and the timing of equity and debt raisings are assessed by the Board. Financial liabilities (excluding borrowings) are expected to be settled within 12 months and borrowings are due for settlement by 31 December 2027.

Interest rates risk (Financial assets) - The Group's exposure to interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates. Cash is the only asset affected by interest rate risk as cash is the Group's only financial asset exposed to fluctuating interest rates. The Group is exposed to interest rate risk on cash balances and term deposits held in interest bearing accounts. The Board constantly monitors its interest rate exposure and attempts to maximise interest income by using a mixture of fixed and variable interest rates, whilst ensuring sufficient funds are available for the Group's operating activities. The Group's net exposure to interest rate risk at 30 June 2026 approximates the value of cash and cash equivalents.

Interest rates risk (Financial liabilities) - As at 30 June 2026, the Group has a fixed interest rate of 11.75% (lower rate) and 13.75% (higher rate) p.a. on its unsecured borrowings of $10,496,568 (2025: $5,188,425) from related parties. The Group does not have any variable rate borrowings as at the balance sheet date.

Credit risk - Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is $1,996,289 (2025: $3,291,365) as disclosed in Notes 7, 8 and 9 to the financial statements. The Group does not hold any collateral.

Fair value calculations - The fair values of all financial assets and liabilities of the Group approximate their carrying values. The carrying amounts of all financial assets and liabilities approximate their net fair values due to their short-term nature. Net fair values of financial assets and financial liabilities (AASB 13 *Fair Value Measurement*) require disclosure of fair value

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measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

Sensitivity analysis Interest rate - The Group has performed a sensitivity analysis below relating to its exposure to interest rate risk at reporting date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in these risks.

Current year		
Interest rate sensitivity*	**Profit Impact**	**Equity Impact**
+ 2.43%	+(5,000)	+(5,000)
- 2.43%	-(5,000)	-(5,000)
Prior year		
+ 2.20%	+(79,000)	+(79,000)
- 2.20%	-(79,000)	-(79,000)

*The method used to arrive at the possible change of 243 basis points was based on the analysis of the absolute nominal change of the Reserve Bank of Australia (RBA) monthly issued cash rate. Historical rates indicate that for the past five financial years, interest rate movements ranged between 0 to 243 basis points. It is considered that 243 basis points a 'reasonably possible' estimate as it accommodates for the maximum variations inherent in the interest rate movement over the past five years.

23. PARENT ENTITY INFORMATION

	2026 $	2025 $
Statement of financial position		
Total current assets	2,797,876	2,867,016
Total non-current assets	250,719	170,195
Total assets	**3,048,595**	**3,037,211**
Total current liabilities	293,384	2,741,624
Total non-current liabilities	10,496,568	5,188,425
Total liabilities	**10,789,952**	**7,930,049**
Net Assets	**(7,741,357)**	**(4,892,838)**
Issued capital	75,640,272	74,621,342
Accumulated losses	(83,540,532)	(79,734,444)
Share option reserve	158,903	220,264
Total Equity	**(7,741,357)**	**(4,892,838)**
Statement of profit of loss and other comprehensive income		
Loss after income taxes	(3,806,088)	(4,233,224)
Total comprehensive loss	**(3,806,088)**	**(4,233,224)**

The parent entity has not entered into a deed of cross guarantee with the subsidiaries and at year end (or in the prior year) has no contingent liabilities or capital commitments for property, plant and equipment.

24. OPERATING SEGMENTS

The Directors have considered the requirements of AASB 8 *Operating Segments* and the internal reports that are reviewed by the Chief Operating Decision Maker (the Board) in allocating resources have concluded that at this time there are no separately identifiable segments. The segment details are therefore fully reflected in the body of the financial statements.

25. EVENTS AFTER THE REPORTING PERIOD

No matters or circumstances have arisen since the end of the financial period which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

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CONSOLIDATED ENTITY DISCLOSURE STATEMENT

As at 30 June 2026

Set out below is a list of entities that are consolidated in this set of Consolidated financial statements at the end of the financial year.

Entity name	Body corporate, partnership or trust	Place incorporated/ formed	% of share capital held directly or indirectly by the Company in the body corporate	Australian or Foreign tax resident	Jurisdiction(s) for Foreign tax residency
Quantum Graphite Limited (the Company)	Body corporate	Australia	100%	Australian	N/A
Quantum Graphite Operations Pty Ltd	Body corporate	Australia	100%	Australian	N/A
Quantum Graphite Explorations Pty Ltd	Body corporate	Australia	100%	Australian	N/A

Basis of preparation

Key assumptions and judgements

Determination of Tax Residency

Section 295 (3A) of the Corporation Acts 2001 requires that the tax residency of each entity which is included in the Consolidated Entity Disclosure Statement (CEDS) be disclosed. For the purposes of this section, an entity is an Australian resident at the end of a financial year if the entity is:

a. an Australian resident (within the meaning of the *Income Tax Assessment Act 1997*) at that time; or

b. a partnership, with at least one partner being an Australian resident (within the meaning of the Income Tax Assessment Act 1997) at that time; or

c. a resident trust estate (within the meaning of Division 6 of Part III of the *Income Tax Assessment Act 1936*)

in relation to the year of income (within the meaning of that Act) that corresponds to the financial year.

The determination of tax residency involves judgment as the determination of tax residency is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

- *Australian tax residency*
  The consolidated entity has applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation's public guidance in Tax Ruling TR 2018/5

- *Foreign tax residency*
  The consolidated entity has applied current legislation and where available judicial precedent in the determination of foreign tax residency. Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with

Directors' Declaration

In the opinion of the Directors of Quantum Graphite Limited:

- The attached consolidated financial statements and notes of Quantum Graphite Limited comply with the *Corporations Act 2001*, the Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements;
- The attached consolidated financial statements and notes of Quantum Graphite Limited comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements;
- The attached consolidated financial statements and notes of Quantum Graphite Limited give a true and fair view of the consolidated entity's financial position as at 30 June 2026 and of its performance for the financial year ended on that date;
- There are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and
- The information disclosed in the attached consolidated entity disclosure statement is true and correct.

The Directors have been given the declarations required by section 295A of the *Corporations Act 2001.*

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

On behalf of the Directors



Bruno Ruggiero

Director



Sal Catalano

Director

Melbourne, Victoria

30 September 2026

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INDEPENDENT AUDITOR'S REPORT

To the Members of Quantum Graphite Limited

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Quantum Graphite Limited ('the Company') and its controlled entities (together 'the Group'), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2026 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional & Ethical Standards Board Limited (the Code) that are relevant to our audit of the financial report of public interest entities 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 1 in the financial report, which indicates that the Group incurred a net loss of $4,510,052 and had net cash outflows from operating activities of $3,332,327 during the year ended 30 June 2026. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, 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. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed this matter
Assessment of carrying value of Development assets and Exploration and evaluation assets Refer to Note 11 in the financial statements	
As at 30 June 2026, the Group's Development assets and Exploration and evaluation assets relating to Uley Project ('the Project') had carrying amounts of $16,493,422 and $3,653,958, respectively representing approximately 90% of the Group's total assets. In accordance with AASB 136 *Impairment of Assets* ('AASB 136'), management assessed the development assets for indicators of impairment and assessed the recoverable amount of the Project cash-generating unit. This assessment incorporated assumptions relating to the future development and commercial operation of the Project, including assumptions derived from the 2023 Definitive Feasibility Study update. In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources* ('AASB 6'), management separately assessed the exploration and evaluation assets for facts and circumstances indicating impairment. This included consideration of the Group's rights of tenure, planned and budgeted exploration activities, exploration results and the expected recovery of the carrying amounts through successful development or sale. We determined this to be a Key Audit Matter due to the significance of these assets to the Group's statement of financial position and the significant judgement involved in assessing impairment indicators and the recoverability of the Project assets.	Our audit procedures, including assistance from our Corporate Finance Team, included: • Obtaining an understanding of the status and development plans for the Project through discussions with management, review of Board minutes, budgets, ASX announcements and other available information; • Assessing the Group's right of tenure over the relevant areas by inspecting mining and exploration licenses and considering whether the Group had complied with associated conditions; • Evaluating management's assessment of impairment indicators for the exploration and evaluation assets against the requirements of AASB 6, including planned and budgeted exploration activities and the status and results of exploration programs; • Evaluating management's assessment of impairment indicators for the development assets and the methodology used to assess the recoverable amount of the Project cash-generating unit in accordance with AASB 136; • assessing the reasonableness of key assumptions by comparison with the 2023 Definitive Feasibility Study update and other supporting information, and considering the sensitivity of the assessment to changes in key assumptions; and • Assessing the adequacy of the related disclosures in Note 11 to the financial statements.

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Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2026 but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

a. the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and

b. the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

i. the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii. the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.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 9 to 12 of the Directors' Report for the year ended 30 June 2026.

In our opinion, the Remuneration Report of Quantum Graphite Limited, for the year ended 30 June 2026, 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.



RSM AUSTRALIA PARTNERS



DEEPAK KESHAVAMURTHY
Partner

Date: 30 September 2026
Melbourne, Victoria

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ASX Additional Information

Quantum Graphite Limited is listed on the Australian Securities Exchange. Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. This information is effective as at 24 September 2026.

Business Objectives

The Company has used its cash and assets readily convertible to cash in a way consistent with its business objectives.

Substantial Shareholders

The substantial shareholders who have notified the Company in accordance with Section 671B of the Corporations Act at the date of this report are:

- Chimaera Capital Limited/Sal Catalano – 19.59%
- Rochelle J Pattison – 8.99%
- Ziziphus Pty Ltd - 5.84%

Voting Rights

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. Option holders do not have voting entitlements

Distribution of Equity by Security Holders

The following information was current as at 24 September 2026.

	Ordinary Shares (Quoted)	
Holding	% of Total Shares Issued	Number of Holders
100,001 and over	95.46	225
10,001 - 100,000	3.74	367
5,001 - 10,000	0.49	231
1,001 - 5,000	0.29	368
1 - 1,000	0.02	255
Number of Holders	**100.00**	**1,446**

Unmarketable Parcels

There were 350 holders of less than a marketable parcel of ordinary shares ($500 amounts at 30.0 cents per share).

On-market Buy-back

There is no current on-market buy-back.

Tenements

Number	Type		Interest %
ML5561	Mining Licence	Quantum Graphite Operations Pty Ltd	100%
ML5562	Mining Licence	Quantum Graphite Operations Pty Ltd	100%
RL66	Retention Licence	Quantum Graphite Operations Pty Ltd	100%
RL67	Retention Licence	Quantum Graphite Operations Pty Ltd	100%
EL7019	Exploration Licence	Quantum Graphite Explorations Pty Ltd	100%
EL6224	Exploration Licence	Quantum Graphite Explorations Pty Ltd	100%

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Twenty Largest Holders of All Ordinary Shares on Issue

Rank	Name	A/C Designation		% IC
1	CHIMAERA CAPITAL LIMITED		65,211,519	18.49
2	SC CAPITAL PTY LTD		21,280,992	6.04
3	BNP PARIBAS NOMINEES PTY LTD	<IB AU NOMS RETAILCLIENT>	14,302,649	4.06
4	ACHERON WATERS PTY LTD		14,168,472	4.02
5	DEANNACHY PTY LTD	<DEANNACH GLORMHAR AC>	13,270,740	3.76
6	ZIZIPHUS PTY LTD		12,369,001	3.51
7	SELSO PTY LTD	<OSMETTI FAMILY NO 2 A/C>	10,000,078	2.84
8	BEDRIACUM PTY LTD	<THE INCHTUTHIL A/C>	7,825,000	2.22
9	AXA INVESTMENT MANAGERS PTY L		6,850,000	1.94
9	FAR GAZING INVESTMENTS PTY LT		6,850,000	1.94
10	CABLERAND PTY LTD	<PATTISON A/C>	6,250,000	1.77
11	INVERAREY PTY LTD	<THE KILCHURN A/C>	5,685,318	1.61
12	MR MICHAEL JAMES MADDOX		5,667,646	1.61
13	GOLDER ASSOCIATES PTY LTD		4,830,974	1.37
14	ACN 112 940 057 PTY LTD		4,725,026	1.34
15	MR JIM RAPTIS & MRS FIONA RACHEL RAPTIS	<JIM RAPTIS FAMILY SUPER A/C>	4,127,000	1.17
16	NEXT AUSTRALIA PTY LTD	<NEXT SUPER FUND A/C>	4,098,602	1.16
17	MRS ROCHELLE JANE PATTISON & MS KATHERINE MARGARET FORREST	<SYLVAN S/F A/C>	3,229,987	0.92
18	RAETHAMPTON PTY LTD	<CRAWFORD SUPER FUND A/C>	3,196,245	0.91
19	ST JUDE'S PROGENY PTY LTD		3,166,673	0.90
20	LUALA PTY LTD		3,106,787	0.88
		Total top 20 Holders	**220,212,709**	**62.45**
		Balance of Register	**132,387,291**	**37.55**
		Total	**352,600,000**	**100.00**