

## **CHANGE OF AUDITOR TO MEET NASDAQ REQUIREMENTS**

Chilwa Minerals Limited (ASX: CHW) (“**Chilwa**”, “the **Company**”) announces, in accordance with ASX Listing Rule 3.16.3, that BDO Audit Pty Ltd (“**BDO**”) has been appointed the Company’s Auditors with effect from 30 January 2026.

Australian Securities & Investment Commission (ASIC) has consented to the change in accordance with s329(5) of the *Corporations Act 2001*. As part of the transition process, consent to act has been received from BDO, and a letter of resignation from PKF Perth, the Group’s previous auditor, has also been received.

The change of auditor follows the decision of the Company to undertake an Initial Public Offering in the United States and to apply for listing on the Nasdaq (see ASX Announcement 21 November 2025 “Process for US IPO and dual listing on Nasdaq commenced”). The Board selected BDO based on its strong reputation and extensive experience with the US Securities and Exchange Commission’s Public Company Accounting Oversight Board’s (PCAOB) auditing requirements.

In accordance with s327C of the *Corporations Act 2001*, the Company will table a resolution at its 2026 Annual General Meeting to ratify the appointment of BDO as auditor. The Board would like to acknowledge and thank PKF Perth for its dedicated service and support to the Company during its time as auditors.

### **Chilwa’s Managing Director, Cadell Buss, commented:**

*‘As we move along the pathway towards a Nasdaq listing, the appointment of an auditor registered with the PCAOB is one of the necessary steps. Unfortunately, PKF Perth do not hold this registration.*

*On behalf of the board, I sincerely thank Simon Fermanis and his team at PKF for their professionalism and diligent work as our auditors since our ASX listing. The only reason for this change is the requirement for a PCAOB-registered auditor for Chilwa’s proposed secondary listing on Nasdaq.*

*I am pleased to welcome Matt Taylor and the team from BDO, with whom we have been working for several months in preparation for our Nasdaq IPO. BDO is PCAOB-registered and has significant experience auditing companies seeking Nasdaq listings.*

This Announcement has been authorised by the Managing Director of Chilwa Minerals Limited.



For further information contact:

**Cadell Buss**

Managing Director

[cbuss@chilwaminerals.com.au](mailto:cbuss@chilwaminerals.com.au)

## **NOT AN OFFER OF SECURITIES**

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

## **ADDITIONAL INFORMATION**

The information contained in this announcement does not constitute investment or financial product advice (nor taxation, accounting or legal advice), is not a recommendation to acquire Chilwa shares and is not intended to be used or relied upon as the basis for making any investment decision. This announcement has been prepared without taking into account the investment objectives, financial situation or needs of any individuals. Before making any investment decisions, prospective investors should consider the appropriateness of the information having regard to their own investment objectives, financial situation and needs and should seek legal, accounting and taxation advice appropriate to their jurisdiction. Chilwa is not licensed to provide investment or financial product advice in respect of Chilwa shares.

## **FORWARD LOOKING STATEMENTS**

This announcement may include forward-looking statements. These forward-looking statements are based on Chilwa's expectations and beliefs concerning future events. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of Chilwa, which could cause actual results to differ materially from such statements. Chilwa makes no undertaking to subsequently update or revise the forward-looking statements made in this announcement, to reflect the circumstances or events after the date of this announcement.

**-ENDS-**