



RBR Group Limited

ABN 38 115 857 988

Annual Report - 30 June 2026

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Directors	Ian Macpherson <i>Executive Chairman</i> Athol Emerton <i>Non-Executive Director</i> Paul Horsfall <i>Non-Executive Director</i>
Company secretary	Cameron O'Brien
Registered office	Suite 6, 245 Churchill Avenue, Subiaco WA 6008 Australia
Postal address	PO Box 534 West Perth WA 6872 Email: info@rbrgroup.com.au
Website	www.rbrgroup.com.au
Auditor	Dry Kirkness (Audit) Pty Ltd Ground Floor, 50 Colin Street West Perth WA 6005, Australia
Share register	Automic Group Level 5, 191 St Georges Terrace, Perth, WA 6000, Australia Telephone: 1300 288 664 Email: hello@automicgroup.com.au
Stock exchange listing	RBR Group Limited shares are listed on the Australian Securities Exchange (ASX code: RBR)

Chairman's letter	3
Review of operations	4
Directors' report	5
Auditor's independence declaration	14
Consolidated statement of profit or loss and other comprehensive income	15
Consolidated statement of financial position	16
Consolidated statement of changes in equity	17
Consolidated statement of cash flows	18
Notes to the consolidated financial statements	19
Consolidated entity disclosure statement	38
Directors' declaration	39
Independent auditor's report to the members of RBR Group Limited	40
Shareholder information	42

Dear Shareholder,

Welcome to the 2026 Annual Report for your Company.

Commercial activities lifted considerably across most aspects of the Mozambique economy during the year under review, however strongly focused on the acceleration of development activities associated directly and indirectly with the significant LNG projects in the north of the Country following the lifting of force majeure by Rovuma LNG Project manager TotalEnergies.

Whilst the group maintained its service offerings in payroll management and general labour services, revenues were down year on year.

Group operations servicing the camp accommodation business, via Projectos Dinamicos, and labour training and placement via Futuro, concentrated almost exclusively on responses to Expressions of Interest and subsequent tender applications for multiple camp accommodation supply and construction and training and labour supply contracts specifically focused on Mozambican citizens for employment in the early construction phase of the projects.

Group revenues were impacted by a lack of contract opportunities outside of the LNG projects. Further, management has adopted a conservative view as the residual value of the former Wentworth camp assets not otherwise deployed at the Temane camp site and booked a significant impairment of the asset carrying value further impacting our operating results and balance sheet position.

Notwithstanding the poor operating results, the Company remains confident of securing one or more significant contracts related to the LNG developments; either in our own right or in conjunction with our partners in the tender process. This confidence is supported by the extensive opportunities currently under tender. The group tender book, representing tenders lodged, under review but not awarded, stood at +US\$180m at year end.

Should we be successful in securing just one of these contract opportunities that will provide a new capital base from which we can move forward with far greater certainty.

In closing I would once again like to thank management and staff for their continuing commitment to our business in Mozambique despite the often-difficult working environment and also our shareholders and debt providers for their continuing support.



Ian Macpherson
Executive Chairman

Review of Operations

During the period the Group maintained its focus on the service and supply opportunities emerging from the restart of the major LNG developments in northern Mozambique. Group activity is delivered through its Mozambique operating subsidiaries, Futuro Skills and Projectos Dinamicos (PD), across camp construction and accommodation, workforce training and development, and labour and administration services to the resources, construction and oil and gas sectors.

Mozambique LNG sector

The resumption of construction on the TotalEnergies led Mozambique LNG project (Area 1) in Cabo Delgado province progressed through the period, following participant confirmation and formal approval by the Government of Mozambique of the revised project budget and timeframe. Construction has restarted onshore and offshore at the Afungi Peninsula, with associated activity building across the Rovuma LNG (Area 4) developments. As Operators and Tier 1 contractors moved to procurement, the Group received a steady flow of expressions of interest and formal tender requests across the full range of its service offerings.

Operations

Camp construction, management and maintenance is delivered through PD, the Group's joint venture with leading African partner Canvas & Tent. During the period PD lodged and progressed a number of tenders for large camp accommodation and training facilities in Maputo and at the Afungi project site, including a camp construction tender lodged with Tier 1 contractor Bonatti Group that has since been shortlisted and advanced to the clarification of bid terms.

Workforce development and training is delivered through the Futuro Skills subsidiary and the Field Ready joint venture. The Group's previously established ECITB* and ANEP accredited capability continues to support its position on labour training tenders with ExxonMobil and other LNG participants, with the timing of certain training engagements dependent on the anticipated final investment decision by ExxonMobil on the Rovuma development.

Labour and administration services, including the deployment of trained Mozambican personnel and payroll management for contractors across the LNG value chain, remained an important part of the Group's offering and were the subject of further tender submissions during the period.

*ECITB accreditation is subject only to renewal by payment of the annual subscription fees

Tender book and outlook

As at the date of this review, the Group, represented through its Mozambique operating subsidiaries is a party to training and accommodation camp contract tenders exceeding US\$180m in value. The tenders are yet to be awarded; however, management advises that the Group is shortlisted for at least two tender awards, both of commercial significance. The assessment process continues and, although the timeline has been frustrating, the opportunity to secure one or more significant commercial services contract is real and has the full focus of the Group's Mozambique based management and staff.

Capital management

Until there is a positive outcome from this process the Board is managing a tight working capital position. During the period the Group completed a strategic placement with the support of major shareholders and continues to progress the restructure of its convertible note facilities with the ongoing support of its debt providers as holders of the convertible notes.

Ian Macpherson
Executive Chairman

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of RBR Group Limited (referred to hereafter as the 'Company' or 'parent entity' or 'RBR') and the entities it controlled at the end of, or during, the year ended 30 June 2026.

Directors

The following persons were Directors of RBR Group Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Ian Macpherson - Executive Chairman
 Athol Emerton - Non-Executive Director
 Paul Horsfall - Non-Executive Director
 Florence Drummond - Non-Executive Director (appointed 31 July 2025, resigned 5 December 2025)
 Matthew Worner - Non-Executive Director (resigned 30 July 2025)

Information on Directors

Name:	Ian Macpherson
Position:	Executive Chairman
Appointed:	18 October 2010
Qualifications:	B.Comm., CA
Experience and expertise:	Mr Macpherson is a Chartered Accountant with over forty years' experience in the provision of financial and corporate advisory services. Mr Macpherson was formerly a partner at an International Chartered Accounting firm managing a specialist practice providing corporate and capital markets compliance advice to the mining and mineral exploration industry.

In 1990, Mr Macpherson established Ord Partners (later to become Ord Nexia) and has specialised in the area of corporate advice with particular emphasis on capital structuring, equity and debt raising, corporate affairs and Stock Exchange compliance for public companies in the mining and industrial areas. He has further been involved in numerous asset acquisitions and disposal engagements.

He has previously acted in the role of Director and Company Secretary for a number of entities.

Mr Macpherson is a Member of the Chartered Accountants Australia and New Zealand (CA ANZ) and past member of the Executive Council of the Association of Mining Exploration Companies (WA) Inc.

Other current directorships:	-
Former directorships (last 3 years):	Vault Minerals Limited
Interests in shares:	9,817,872
Interests in options:	-

Name:	Athol Emerton
Title:	Non-Executive Director
Appointed:	19 August 2019
Qualifications:	MICS
Experience and expertise:	Mr Emerton has over 31 years of experience in commerce in Southern Africa, including Mozambique and has chaired the South African Shipping Association (SAASOA) training committee for 10 years, including the scoping panel that developed the TETA shipping qualification and headed the establishment of an industry wide shipping learnership programme.

He is a self-motivated leader in the maritime and transport logistics industries, with a particular interest in building business capacity and opportunities through entrepreneurial thought, and a passion for skills development and upliftment of indigenous populations. Mr Emerton's wealth of experience and unique skills set has been gained through working with many of the large, well known, international resource and shipping companies around the world, and he is considered a specialist in developing landside, marine and transport solutions in inhospitable (due to political, economic, or geographical reasons) regions or ports.

Mr Emerton is the Managing Partner of the African operations of global logistics company LBH. After establishing the LBH operations in South Africa and Mozambique 39 years ago, Mr Emerton has grown the business into one of the premier logistics and ships agency enterprises in the region.

Other current directorships:	-
Former directorships (last 3 years):	-
Interests in shares:	10,690,560
Interests in options:	-

Name: **Paul Horsfall**
Title: **Non-Executive Director**
Appointed: 14 May 2020
Qualifications: Hons.B.Compt C.A.(S.A.) F.Inst.Dir.
Experience and expertise: Mr Horsfall has been in the logistics industry for over thirty years. He has an in depth understanding of the logistics industry in the three facets of Supply Chain, namely International Freight Forwarding and Customs Brokerage, International Express and Courier, and Warehousing and Distribution. He started a company in South Africa on behalf of an American Listed group, Fritz Companies Inc, which developed into one of the top five logistics service providers in South Africa under the brand, UPS South Africa.

Mr Horsfall was President of Africa for UPS Inc. and as such has extensive experience in logistics across the African continent. UPS owns or has agency operations across 51 countries in Africa. Nigeria is its largest operation in Africa.

Mr Horsfall has been on the board of or acted as an advisor to many companies over the past 9 years across diversified businesses. Mr Horsfall has strong leadership and mentorship skills in developing and training people. Mr Horsfall is an Honorary Life Member & Board Director of the American Chamber of Commerce in South Africa.

Mr Horsfall is currently Group Chief Executive Officer and shareholder within the Tennant Group.

Other current directorships: -
Former directorships (last 3 years): -
Interests in shares: 5,815,915
Interests in options: -

Name: **Florence Drummond**
Title: **Former Non-Executive Director**
Appointed: Appointed 31 July 2025, resigned 5 December 2025
Qualifications: Dip (Quality Auditing), Dip (Bus Mgmt)
Experience and expertise: Ms Drummond is a strategic executive leader with extensive experience in the minerals sector, regional development, and Indigenous stakeholder engagement. She is Executive Director of the Development Partner Institute and holds advisory board roles with the Centre for Australia-India Relations and The Mabo Centre. She brings strong expertise in ESG strategy, policy advocacy, and cross-cultural governance.

Other current directorships: -
Former directorships (last 3 years): -
Interests in shares: -
Interests in options: -

Name: **Matthew Worner**
Title: **Former Non-Executive Director**
Appointed: Appointed 25 October 2021, resigned 30 July 2025
Qualifications: LLB; B.Bus
Experience and expertise: Mr Worner is a former lawyer with more than 21 years' experience in the mining and energy sector having worked with a number of ASX companies as a Company Secretary and Director. Mr Worner has a strong understanding of the ASX Listing Rules, the Corporations Act, IPO's, and Capital Raisings. Mr Worner has overseen the completion of multiple asset acquisitions and divestments across the globe, including the USA, and maintains strong connections with regulatory bodies, governments and capital markets.

Other current directorships: D3 Energy Limited
Former directorships (last 3 years): Talon Energy Limited, Lykos Metals Limited, Patriot Lithium Limited
Interests in shares: 1,170,000
Interests in options: -

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company Secretary

Cameron O'Brien

Appointed 12 April 2023

Mr O'Brien is a corporate finance and company secretarial executive with broad experience across the resources and industrial sector. He is a qualified Chartered Accountant with experience at leading international audit and tax advisory firms and has also provided services and advice relating to due diligence, expert reports, valuations and ASX listings. He previously worked as a Corporate Adviser at Grange Consulting Group Pty Ltd and provides company secretarial and financial services to several ASX listed companies.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2026, and the number of meetings attended by each Director were:

	Full Board	
	Attended	Held
I Macpherson	3	3
A Emerton	3	3
P Horsfall	1	3
F Drummond (appointed 31 July 2025, resigned 5 December 2025)	1	2
M Worner (resigned 30 July 2025)	-	-

Held: represents the number of meetings held during the time the Director held office.

Due to the domicile of Mr Horsfall in South Africa and extensive travel of Mr Emerton due to his international LBH commitments the Board has conducted the majority of its work through telecommunications, Microsoft Teams and electronic communications in addition to the above formal Board meetings.

Corporate Structure

RBR Group Limited (ACN 115 857 988) is a Company limited by shares that was incorporated on 19 August 2005 and is domiciled in Australia.

Principal activities

The principal activities of the Group during the financial year focused on the provision of camp accommodation, workforce supply and associated labour services in Mozambique. The Group operates via wholly owned subsidiaries Futuro Skills Mozambique, Lda ("Futuro Skills"), Futuro People, Lda and Futuro Business Services, Lda in the provision of training, labour, and professional services in Mozambique. The Company also owns 50% of accommodation camp construction and services business Projectos Dinamicos, Lda ("PD"), held through an investment by Futuro Skills.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations

Information on the operations of the Group and its business strategies and prospects is set out in the review of operations and activities on page 4 of this annual report.

Corporate and Financial Position

The loss for the Group after providing for income tax and non-controlling interest amounted to \$1,495,027 (30 June 2025: \$1,361,974).

Revenue for the year is \$769,791 (30 June 2025: \$948,353).

As at 30 June 2026, the Group had cash reserves of \$141,318 (2025: \$429,560). The net loss after tax, for the year was \$2,166,909 (2025: loss of \$1,614,962), including a material impairment of \$687,286 (2025: \$913).

Risk Management

The Board is responsible for the oversight of the Group's risk management and control framework. Responsibility for control and risk management is delegated to the appropriate level of management, with ultimate responsibility to the Board for the risk management and control framework.

Arrangements put in place by the Board to monitor risk management include regular reporting to the Board in respect of operations and the financial position of the Group.

Environmental regulation

The Group's principal activities of training, labour broking and business services have minimal environmental impact. During the current financial year, activity has predominantly been attributable to the camp accommodation projects managed by operating entity and 50% owned subsidiary, PD. Where there are potential environmental impacts the organisation has policies and procedures for the safe handling of materials and for the minimisation of its impact on the environment.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Group during the financial year other than as detailed herein.

Shares under option

Unissued ordinary shares of RBR Group Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
31 January 2025	30 November 2027	\$0.06	19,583,339
7 May 2026	7 November 2027	\$0.03	10,626,996
			<u>30,210,335</u>

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

Shares issued on the exercise of options

There were no ordinary shares of RBR Group Limited issued on the exercise of options during the year ended 30 June 2026 and up to the date of this report.

Shares under performance rights

There were no unissued ordinary shares of RBR Group Limited under performance rights outstanding at the date of this report.

Shares issued on the exercise of performance rights

There were no ordinary shares of RBR Group Limited issued on the exercise of performance rights during the year ended 30 June 2026 and up to the date of this report.

Matters subsequent to the end of the financial year

Subsequent to year end, shareholders approved the conversion of \$75,000 of the Company's outstanding convertible notes into 4,166,667 ordinary shares and 2,083,333 options, which have since been issued.

Both tranches of convertible notes reached their contractual maturity dates subsequent to year end. The Company has maintained close dialogue with the Note Holders and continues those discussions with a view to agreeing a further extension of the Notes and/or a potential restructuring by way of a conversion to equity. The Company has received verbal agreement to an extension of the Notes on the understanding that the focus remains on the early settlement of the balance of the debt as soon as sufficient surplus funds are generated, either from operating surpluses or from future capital raisings.

No other 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 the Group's state of affairs in future financial years.

Likely developments and expected results of operations

Other than as referred to herein in the review of operations and further in the notes to accounts, information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The Board of Directors is responsible for determining and reviewing compensation arrangements for the Directors and the Executive Team. The broad remuneration policy is to ensure that remuneration properly reflects the relevant person's duties and responsibilities, and that the remuneration is competitive in attracting, retaining, and motivating people of the highest quality. The Board believes that the best way to achieve this objective is to provide the Managing Director (or equivalent) and the Executive Team with a remuneration package consisting of a fixed and variable component that together reflects the person's responsibilities, duties, and personal performance. An equity-based remuneration arrangement for the Board and the Executive Team is in place. The remuneration policy is to provide a fixed remuneration component and a specific equity related component, with performance conditions. The Board believes that this remuneration policy is appropriate given the stage of development of the Group and the activities which it undertakes and is appropriate in aligning Director and Executive objectives with shareholder and business objectives.

Directors receive a superannuation guarantee contribution required by the government, which is currently 12% per annum (11.5% for the financial year 2025) and do not receive any other retirement benefits. Some individuals, however, can choose to sacrifice part or all of their salary to increase payments towards superannuation.

All remuneration paid to Directors is valued at cost to the Group and expensed. Options are valued using either the Black-Scholes methodology or the Binomial model. In accordance with current accounting policy the value of these options is expensed over the relevant vesting period.

Non-executive Directors remuneration

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 a General Meeting. The annual aggregate amount of remuneration paid to Non-Executive Directors was approved by shareholders on 7 November 2006 and is not to exceed \$200,000 per annum and as subsequently re-adopted in the new Constitution approved at the Annual General Meeting on 30 October 2019. Actual remuneration paid to the Consolidated Group's Non-Executive Directors is disclosed below notwithstanding the approved maximum of \$200,000 and the policy of fair remuneration. Remuneration fees for Non-Executive Directors are not linked to the performance of the Consolidated Group. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Group.

Senior Executives and Management

The Group aims to reward executives with a level of remuneration commensurate with their position and responsibilities within the Group so as to:

- Reward executives of the Group and individual performance against targets set by reference to appropriate benchmarks;
- Reward executives in line with the strategic goals and performance of the Group;
- Ensure that total remuneration is competitive by market standards.

Remuneration consists of the following key elements:

- Fixed remuneration
- Share-based payments

The combination of these comprises the executive's total remuneration.

Fixed remuneration consists of base remuneration (which is calculated on a total cost basis including any employee benefits e.g. motor vehicles) as well as employer contributions to superannuation funds.

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Remuneration packages for the staff who report directly to the Managing Director (or equivalent) are based on the recommendation of the Managing Director (or equivalent), subject to the approval of the Board in the annual budget setting process.

Use of remuneration consultants

The Group did not engage with remuneration consultants during the current or prior financial years.

Voting and comments made at the Company's Annual General Meeting ('AGM')

At the 26 November 2025 AGM, 88.53% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2025. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration

Details of the remuneration of key management personnel of the Group are set out in the following tables.

	Short-term benefits		Post-employment benefits	Share-based payments	
	Cash salary and fees	Director fee waiver ³	Super-annuation	Equity-settled	Total
	\$	\$	\$	\$	\$
2026					
<i>Non-Executive Directors:</i>					
A Emerton	108,000	(4,500)	-	-	103,500
P Horsfall	36,000	(4,500)	-	-	31,500
M Worner ¹	3,000	(1,500)	-	-	1,500
F Drummond ²	-	-	-	-	-
<i>Executive Directors:</i>					
I Macpherson	125,455	(11,000)	5,454	-	119,909
	272,455	(21,500)	5,454	-	256,409

¹ Resigned 30 July 2025

² Appointed 31 July 2025 and resigned 5 December 2025.

³ During the year, Directors and former Directors agreed to waive 50% of director and consulting fees owing as at 30 September 2025, with the remaining 50% settled through the issue of 7,814,017 shares at \$0.03 per share. The waiver of \$234,421 has been recognised as a gain on waiver of amounts payable to Directors.

	Short-term benefits		Post-employment benefits	Share-based payments	
	Cash salary and fees	Director fee waiver	Super-annuation	Equity-settled	Total
	\$	\$	\$	\$	\$
2025					
<i>Non-Executive Directors:</i>					
A Emerton	93,600	-	-	2,006	95,606
P Horsfall	36,000	-	-	1,337	37,337
M Worner ¹	36,000	-	-	1,337	37,337
<i>Executive Directors:</i>					
I Macpherson	125,455	-	5,227	2,006	132,688
	291,055	-	5,227	6,686	302,968

¹ Resigned 30 July 2025

Other than the Directors and Executive Officers disclosed above there were no other Executive or Non-Executive Officers who received emoluments during the financial year ended 30 June 2026.

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name: Ian Macpherson
Title: Executive Chairman
Agreement commenced: 18 October 2010
Term of agreement: Director fees of \$80,000 and salary of \$50,000 per annum inclusive of statutory superannuation with no termination date and a 3-month notice period.

Name: Athol Emerton
Title: Non-Executive Director
Agreement commenced: 19 August 2019
Term of agreement: Director fees of \$36,000 per annum with no termination date, benefits or notice period noted.

Name: Paul Horsfall
Title: Non-Executive Director
Agreement commenced: 14 May 2020
Term of agreement: Director fees of \$36,000 per annum with no termination date, benefits or notice period noted.

Name: Florence Drummond
Title: Former Non-Executive Director
Agreement commenced: 31 July 2025 (Resigned 5 December 2025)
Term of agreement: Director fees of \$30,000 per annum with no termination date, benefits or notice period noted.

Name: Matthew Worner
Title: Former Non-Executive Director
Agreement commenced: 25 October 2021 (Resigned 30 July 2025)
Term of agreement: Director fees of \$36,000 per annum with no termination date, benefits or notice period noted.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares

During the year, 7,814,017 shares at \$0.03 per share were issued in satisfaction of 50% of outstanding director fees and consulting fees owing up to 30 September 2025. Accordingly, \$234,421 has been recognised against the outstanding payable, with the remaining outstanding amount forgiven.

Details of shares issued to Directors and other key management personnel during the year ended 30 June 2026 are set out below:

Name	Shares	Issue price	\$
I Macpherson	2,551,417	\$0.03	76,543
A Emerton	3,120,100	\$0.03	93,603
P Horsfall	1,057,500	\$0.03	31,725
M Worner	1,085,000	\$0.03	32,550

Options

There were no options over ordinary shares granted to or vested by Directors and other key management personnel as part of compensation during the year ended 30 June 2026.

Performance rights

There were no performance rights over ordinary shares granted to or vested by Directors and other key management personnel as part of compensation during the year ended 30 June 2026.

Additional disclosures relating to key management personnel

During the year, the Group completed a 30-for-1 consolidation of its ordinary shares effective 28 November 2025. Holdings disclosed in this Remuneration Report have been retrospectively adjusted to reflect the consolidation.

Shareholding

The number of shares in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions ¹	Disposals/ other ²	Balance at the end of the year
Ordinary shares					
I Macpherson	7,266,455	2,551,417	-	-	9,817,872
A Emerton	7,570,460	3,120,100	-	-	10,690,560
P Horsfall	3,925,082	1,057,500	833,333	-	5,815,915
M Worner ³	1,170,000	-	-	(1,170,000)	-
F Drummond ⁴	-	-	-	-	-
	19,931,997	6,729,017	833,333	(1,170,000)	26,324,347

¹ Additions includes on market purchase or participation of share placement

² 'Other' includes shares held on day of resignation

³ Resigned 30 July 2025

⁴ Appointed 31 July 2025, resigned 5 December 2025

Options holding

No options were issued or held during the year by Directors and other key management personnel of the Group, including their personally related parties.

Performance rights holding

No performance rights were issued or held during the year by Directors and other key management personnel of the Group, including their personally related parties.

Loans to/from key management personnel and their related parties

During the year, Mr Emerton and an entity controlled by Mr Emerton provided short-term advances totalling \$14,124 to support operational activities. These advances were fully repaid during the reporting period. As at 30 June 2026, the balance of advances payable to Mr Emerton of \$17,214 (2025: \$18,116), the movement reflecting foreign exchange movements.

Other transactions with key management personnel and their related parties

During the year, Directors and former Directors agreed to waive 50% of director and consulting fees owing as at 30 September 2025. The remaining 50% was settled through the issue of 7,814,017 ordinary shares at \$0.03 per share. The fees waived amounted to \$234,421.

Mr Emerton controls a number of organisations that are customers of RBR's African subsidiaries and include the following entities.

ALMAR CONSTRUÇÕES MOÇAMBIQUE LDA	LBH XPRESS LDA
EAST COAST MARINE LDA	Maputo Container Freight Station LDA
JUMBO PROJECTS LDA	SB2 LOGISTICA LDA
LBH MOÇAMBIQUE LDA	SNS LINES LDA

Included in the accounts to 30 June 2026 are sales \$5,155 (2025: \$64,307) and payments \$nil (2025: \$53,356) with the above entities relating to logistical and associated services provided in Mozambique by those companies for RBR Group entities.

Receivables/payables with key management personnel and their related parties

As at 30 June 2026, included in accounts are trade receivables \$14,618 (2025: \$109,736) and trade creditors \$nil (2025: \$4,382) relating to entities controlled by Mr Emerton, and director and consulting fees payable to directors of \$191,333 (2025: \$327,982).

This concludes the remuneration report, which has been audited.

Indemnity and insurance of officers

The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this Directors' report.

Non-audit services

There were no non-audit services provided during the financial year by the auditor.

Proceedings on behalf of the Company

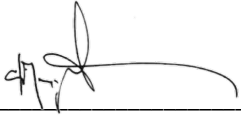
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

Corporate Governance

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of the Group support and have adhered to the principles of corporate governance. The Group's corporate governance practices have been disclosed in Appendix 4G in accordance with ASX listing rule 4.7.3 at the same time as the annual report is lodged with the ASX. Further information about the Company's corporate governance practices is set out on the Company's web site at www.rbrgroup.com.au. In accordance with the recommendations of the ASX, information published on the web site includes codes of conduct and other policies and procedures relating to the Board and its responsibilities.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors



Ian Macpherson
Executive Chairman

30 September 2026

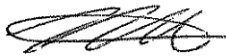
AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of RBR Group Limited for the year ended 30 June 2026, I declare that, to the best of my knowledge and belief, there have been:

- a) No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b) No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of RBR Group Limited and the entities it controlled during the year.

DRY KIRKNESS (AUDIT) PTY LTD



ROBERT HALL CA
Principal
Registered Company Auditor

Perth
Date: 30 September 2026

RBR Group Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2026



		Consolidated	
	Note	2026	2025
		\$	\$
Revenue	5	769,791	948,353
Cost of sales		(27,967)	(106,533)
Gross profit		741,824	841,820
Expenses			
Employee expenses		(374,985)	(648,914)
Directors' fees		(125,909)	(158,682)
Consultants' fees		(374,144)	(306,748)
Depreciation and amortisation expense		(257,901)	(287,954)
Other administration	6	(945,593)	(855,050)
Share-based payments expense		-	(6,685)
Finance costs		(142,915)	(191,836)
Impairment of assets	13	(687,286)	(913)
Loss before income tax expense		(2,166,909)	(1,614,962)
Income tax expense	7	-	-
Loss after income tax expense for the year		(2,166,909)	(1,614,962)
Other comprehensive income loss/profit			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		(21,784)	13,548
Other comprehensive income loss/profit for the year, net of tax		(21,784)	13,548
Total comprehensive loss for the year		(2,188,693)	(1,601,414)
Loss for the year is attributable to:			
Non-controlling interest		(671,882)	(252,988)
Equity holders of RBR Group Limited		(1,495,027)	(1,361,974)
		(2,166,909)	(1,614,962)
Total comprehensive loss for the year is attributable to:			
Non-controlling interest		(684,396)	(232,887)
Equity holders of RBR Group Limited		(1,504,297)	(1,368,527)
		(2,188,693)	(1,601,414)
		Cents	Cents
Basic loss per share	8	(1.204)	(1.710)
Diluted loss per share	8	(1.204)	(1.710)

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

	Note	Consolidated 2026 \$	2025 \$
Assets			
Current assets			
Cash and cash equivalents	9	141,318	429,560
Trade and other receivables	11	924,788	1,225,173
Prepayments		48,169	14,727
Total current assets		1,114,275	1,669,460
Non-current assets			
Investment properties	12	800,800	981,863
Property, plant and equipment	13	505,551	1,386,320
Total non-current assets		1,306,351	2,368,183
Total assets		2,420,626	4,037,643
Liabilities			
Current liabilities			
Trade and other payables	14	841,276	1,079,303
Provisions		22,638	23,484
Loans	15	36,691	39,096
Convertible notes	16	1,225,761	450,761
Total current liabilities		2,126,366	1,592,644
Non-current liabilities			
Loans	15	31,448	33,096
Convertible notes	16	-	1,000,000
Total non-current liabilities		31,448	1,033,096
Total liabilities		2,157,814	2,625,740
Net assets		262,812	1,411,903
Equity			
Contributed equity	17	27,571,634	26,536,057
Reserves	18	1,039,260	1,044,505
Accumulated losses		(29,349,544)	(27,854,517)
Deficiency in equity attributable to the equity holders of RBR Group Limited		(738,650)	(273,955)
Non-controlling interest		1,001,462	1,685,858
Total equity		262,812	1,411,903

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

RBR Group Limited
Consolidated statement of changes in equity
For the year ended 30 June 2026



	Contributed equity \$	Share based payment reserves \$	Foreign currency translation reserves \$	Accumulated losses \$	Non-controlling interest \$	Total equity \$
Consolidated						
Balance at 1 July 2024	25,293,326	974,897	(64,578)	(26,492,543)	1,918,745	1,629,847
Loss after income tax expense for the year	-	-	-	(1,361,974)	(252,988)	(1,614,962)
Other comprehensive (loss)/profit for the year, net of tax	-	-	(6,553)	-	20,101	13,548
Total comprehensive loss for the year	-	-	(6,553)	(1,361,974)	(232,887)	(1,601,414)
<i>Transactions with equity holders in their capacity as equity holders:</i>						
Shares issued (note 17)	1,297,865	-	-	-	-	1,297,865
Share issue costs (note 17)	(246,213)	134,054	-	-	-	(112,159)
Share based payment (note 19)	191,079	6,685	-	-	-	197,764
Balance at 30 June 2025	26,536,057	1,115,636	(71,131)	(27,854,517)	1,685,858	1,411,903

	Contributed equity \$	Share based payment reserves \$	Foreign currency translation reserves \$	Accumulated losses \$	Non-controlling interest \$	Total equity \$
Consolidated						
Balance at 1 July 2025	26,536,057	1,115,636	(71,131)	(27,854,517)	1,685,858	1,411,903
Loss after income tax expense for the year	-	-	-	(1,495,027)	(671,882)	(2,166,909)
Other comprehensive loss for the year, net of tax	-	-	(9,270)	-	(12,514)	(21,784)
Total comprehensive (loss) for the year	-	-	(9,270)	(1,495,027)	(684,396)	(2,188,693)
<i>Transactions with equity holders in their capacity as equity holders:</i>						
Shares issued (note 17)	835,571	-	-	-	-	835,571
Share issue costs (note 17)	(55,415)	4,025	-	-	-	(51,390)
Share-based payments (note 19)	255,421	-	-	-	-	255,421
Balance at 30 June 2026	27,571,634	1,119,661	(80,401)	(29,349,544)	1,001,462	262,812

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

		Consolidated	
	Note	2026	2025
		\$	\$
Cash flows from operating activities			
Receipts from customers		467,729	1,372,195
Payments to suppliers and employees (inclusive of GST)		(1,278,784)	(1,906,828)
Interest received		1,013	2,381
Convertible note interest paid		(144,769)	(172,907)
Other interest paid		(3,360)	(195)
Net cash used in operating activities	10	(958,171)	(705,354)
Cash flows from investing activities			
Payments for property, plant and equipment	13	(4,694)	(176,498)
Proceeds from disposal of property, plant and equipment		99,493	-
Proceeds from insurance compensation on asset loss		2,373	233,289
Net cash from investing activities		97,172	56,791
Cash flows from financing activities			
Proceeds from issue of shares	17	835,571	1,297,866
Repayment of convertible notes		(225,000)	(375,000)
Share issue transaction costs		(30,390)	(112,159)
Proceeds from related party loans		-	18,016
Repayment of lease liabilities		-	(3,606)
Net cash from financing activities		580,181	825,117
Net increase/(decrease) in cash and cash equivalents		(280,818)	176,554
Cash and cash equivalents at the beginning of the financial year		429,560	250,453
Effects of exchange rate changes on cash and cash equivalents		(7,424)	2,553
Cash and cash equivalents at the end of the financial year	9	141,318	429,560

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

Note 1. General information

The financial statements ending 30 June 2026 cover RBR Group Limited as a Group consisting of RBR Group Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is RBR Group Limited's presentation currency.

RBR Group Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Suite 6, 245 Churchill Avenue,
Subiaco WA 6008
Australia

A description of the nature of the Group's operations and its principal activities are included in the Directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 30 September 2026. The Directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

The accounting policies that are material to the Group are set out either in the respective notes or below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

Going concern

The Group remained focused on Mozambique, investing in upgrades to its Temane facilities and training infrastructure. The Company continues to pursue new contract opportunities following the resumption of the TotalEnergies LNG Project in Cabo Delgado and the continued development of the ExxonMobil-led LNG Project.

The Company maintains its focus on further contract opportunities aligned with both the Temane project developments and the world-scale TotalEnergies-led LNG development project in Cabo del Gado province in the North.

The Group made a loss after income tax expense for the year of \$2,166,909 (30 June 2025: \$1,614,962). At 30 June 2026 the Group had cash balance of \$141,318 (2025: \$429,560) and a net operating cash outflow of \$958,171 (2025: outflow of \$705,354). At 30 June 2026 the Group has current liabilities of \$2,126,366 (2025: \$1,592,644) due to be settled or re-negotiated in the near term. This condition is indicative of the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.

The ability of the Group to continue as a going concern is dependent on securing additional funding, either through raising equity or securing additional debt financing.

The Directors are satisfied they will be able to raise additional working capital as required and thus it is appropriate to prepare the financial statements on a going concern basis. In arriving at this position, the Directors have considered the following matters:

- The Group maintains close discussions with convertible note holders in relation to re-negotiating the terms of the convertible notes now overdue
- The Group has the ability to implement cost-cutting measures to reduce working capital requirement over the next 12 months
- Key shareholders have confirmed willingness to financially support the Group via a debt or equity event
- A history of successfully completing capital raisings over the preceding financial periods.

Should the entity not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements and that the financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities.

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Note 2. Material accounting policy information (continued)

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's material accounting policy information. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Reclassification and grouping of comparative figures

Certain income and expense items in the statement of profit or loss have been reclassified and grouped under broader categories in the current year to simplify the financial statements and enhance clarity. Comparative figures have been remapped to align with the current year's presentation. These changes in presentation do not affect the reported profit or net assets for either the current or prior year.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 24.

Principles of consolidation

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

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

The financial statements are presented in Australian dollars, which is RBR Group Limited's functional and presentation currency.

Revenue recognition

The Group recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Rendering of services

Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

New Accounting Standards and Interpretations not yet mandatory or early adopted

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 has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 2. Material accounting policy information (continued)

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.

Note 3. Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions

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

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Recovery of deferred tax assets

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

Note 4. Operating segments

Identification of reportable operating segments

The Group is organised into two operating segments are recognised according to the geographical location in which the business operates in: Asia Pacific and Africa. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

Note 4. Operating segments (continued)

Operating segment information

	Asia-Pacific \$	Africa \$	Total \$
Consolidated - 2026			
Revenue	234,718	535,073	769,791
Loss before income tax expense	(517,160)	(1,649,749)	(2,166,909)
Income tax expense			-
Loss after income tax expense			(2,166,909)
Assets			
Segment assets	141,032	2,279,594	2,420,626
Total assets			2,420,626
Liabilities			
Segment liabilities	1,564,296	593,518	2,157,814
Total liabilities			2,157,814
Consolidated - 2025			
Revenue			
Revenue	1,724	946,629	948,353
Loss before income tax expense	(961,489)	(653,473)	(1,614,962)
Income tax expense			-
Loss after income tax expense			(1,614,962)
Assets			
Segment assets	191,802	3,845,841	4,037,643
Total assets			4,037,643
Liabilities			
Segment liabilities	2,028,960	596,780	2,625,740
Total liabilities			2,625,740

Accounting policy for operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Note 5. Revenue

	Consolidated	
	2026 \$	2025 \$
Revenue from business services	8,169	16,095
Revenue from payroll services	63,331	362,131
Revenue from training services	7,115	12,804
Revenue from Projectos Dinamicos Lda	360,513	263,908
Other income from Insurance recoveries	2,373	233,289
Other income from gain on waiver of amounts payable to Directors	234,421	-
Other income	92,856	57,745
Interest income	1,013	2,381
	<u>769,791</u>	<u>948,353</u>

Note 5. Revenue (continued)

Revenue from training services

The Group delivers training services to clients and recognises revenue based on completion of training by students. Pricing is based on each training program and student enrolment for the program. A program is considered delivered following a final report on training sent to the client.

Revenue from payroll services

Payroll and HR services are based on a percentage of the total payroll and billed following completion of the payroll service.

Revenue from business services

The Group delivers a range of business services to clients and recognises revenue on successful delivery of those services. There is a schedule of fixed prices for services.

Revenue from Projectos Dinamicos, Lda

Revenue in PD includes revenue from camp construction contracts in Mozambique and rental revenue from leasing accommodation and facilities. Revenue is recognised when the performance obligations of the project or contracts have been met.

Gain on waiver of amounts payable to Directors

During the year, Directors and former Directors agreed to waive 50% of director and consulting fees owing as at 30 September 2025, with the remaining 50% settled through the issue of 7,814,017 shares at \$0.03 per share. The waiver of \$234,421 has been recognised as a gain on waiver of amounts payable to Directors.

Note 6. Other administration

	Consolidated	
	2026	2025
	\$	\$
Insurance costs	37,162	48,669
Staff costs	82,984	109,385
Corporate costs	203,922	266,715
Bad debt expense	83,984	199,101
Legal costs	32,829	23,464
Travel costs	23,871	27,204
Management fee	79,730	188,096
Foreign currency (gains)/losses	127,084	(17,708)
Other administration	274,027	10,124
	<u>945,593</u>	<u>855,050</u>

Note 7. Income tax

	Consolidated	
	2026	2025
	\$	\$
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(2,166,909)	(1,614,962)
Tax at the statutory tax rate of 25%	(541,727)	(403,741)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Impairment of assets	171,821	-
Non-deductible expenses	15,423	51,266
Overseas projects income and expenses	228,298	123,181
Other allowable expenditure	(8,963)	(19,947)
Deferred tax asset not brought to account	135,148	249,241
Income tax expense	<u>-</u>	<u>-</u>

Note 7. Income tax (continued)

	Consolidated	
	2026	2025
	\$	\$
<i>Tax losses not recognised</i>		
Unused tax losses for which no deferred tax asset has been recognised	24,946,932	24,380,513
Potential tax benefit @ 25%	6,236,733	6,095,128

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

	Consolidated	
	2026	2025
	\$	\$
<i>Deferred tax assets not recognised</i>		
Deferred tax assets not recognised comprises temporary differences attributable to:		
Provisions	(6,455)	10,472
Blackhole expenditure	21,608	15,844
Carry forward tax losses	6,236,733	6,095,128
Total deferred tax assets not recognised	6,251,886	6,121,444

The above potential tax benefit, which excludes tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

Note 8. Earnings per share

During the year, the Group completed a 30-for-1 consolidation of its ordinary shares effective 28 November 2025. Accordingly, the weighted average number of ordinary shares and earnings per share for the comparative period have been retrospectively adjusted as if the consolidation had occurred at the beginning of the earliest period presented.

	Consolidated	
	2026	2025
	\$	\$
Loss after income tax	(2,166,909)	(1,614,962)
Non-controlling interest	671,882	252,988
Loss after income tax attributable to the equity holders of RBR Group Limited	(1,495,027)	(1,361,974)
	2026	2025
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	124,147,338	79,643,762
Weighted average number of ordinary shares used in calculating diluted earnings per share	124,147,338	79,643,762
	2026	2025
	Cents	Cents
Basic loss per share	(1.204)	(1.710)
Diluted loss per share	(1.204)	(1.710)

Non dilutive securities

As at balance date there were 30,210,335 options (2025: 19,583,334 options) which represent potential ordinary shares. These options are not considered to be dilutive in the 30 June 2026 year as their inclusion reduces the loss per share.

Note 9. Cash and cash equivalents

Current assets

Cash on hand
Cash at bank

Consolidated	
2026	2025
\$	\$
1,207	1,500
140,111	428,060
141,318	429,560

Note 10. Cash flow information

Reconciliation of loss after income tax to net cash used in operating activities

Consolidated	
2026	2025
\$	\$
Loss after income tax expense for the year	(2,166,909)
Adjustments for:	
Depreciation and amortisation	257,901
Foreign currency translation	128,414
Impairment of property, plant and equipment	687,286
Net gain on disposal of property, plant and equipment	(89,531)
Bad debt expense	83,984
Gain on waiver of amounts payable to Directors	(234,421)
Insurance compensation recognised as investing cash flow	(2,373)
Share based payments expense	-
Change in operating assets and liabilities:	
Decrease in trade and other receivables	230,061
(Increase)/decrease prepayments	(33,962)
Increase in trade and other payables	181,876
Decrease in provisions	(497)
Net cash used in operating activities	(958,171)

Non-cash investing and financing activities

Consolidated	
2026	2025
\$	\$
Shares issued on payment of amounts payable to Directors	234,421
191,079	

Note 11. Trade and other receivables

Current assets

Trade Receivables
Other receivables
Income tax receivable

Consolidated	
2026	2025
\$	\$
853,492	1,045,175
56,994	165,457
14,302	14,541
924,788	1,225,173

Trade receivables include accrued revenue relating to retention amounts on completed contract that have not yet been invoiced.

Note 11. Trade and other receivables (continued)

Accounting policy for trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are non-interest bearing and are generally subject to normal commercial term.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Note 12. Investment properties

Investment property comprises of the Relocatable Prefabricated Buildings rental fleet, Temane training centre and camp accommodation facilities. These assets are currently leased or will be leased out in the future to generate rental income.

Non-current assets

Land and buildings - at cost

Consolidated	
2026	2025
\$	\$
800,800	981,863

Reconciliation

Reconciliation of the carrying values at the beginning and end of the current and previous financial year are set out below:

Opening balance	981,863	938,453
Transfer from property, plant and equipment	-	171,627
Depreciation expense	(135,553)	(138,826)
Exchange translation	(45,510)	10,609
Closing balance	800,800	981,863

Valuations of investment properties

Due to the limited availability of comparable market transactions and observable market data in the region, an independent valuation of the investment property has not been obtained. Based on management's assessment of available market information, the fair value of the investment property is estimated to be approximately US\$1.2 million. The property continues to be carried under the cost model in accordance with the Group's accounting policy.

Accounting policy for investment properties

Investment properties principally comprise of land and buildings held for long-term rental and capital appreciation that are not occupied by the Group. Investment properties are initially recognised at cost, including transaction costs. Subsequently, investment properties are remeasured using the cost model. Accordingly the carrying value of investment property is stated at cost less accumulated depreciation and impairment. Depreciation is calculated on a straight line basis to write off the net cost of the assets over their expected useful lives of 5 to 10 years.

Investment properties are derecognised when disposed of or when there is no future economic benefit expected.

Transfers to and from investment properties to property, plant and equipment are determined by a change in use of owner-occupation. The fair value on the date of change of use from investment properties to property, plant and equipment are used as deemed cost for the subsequent accounting. The existing carrying amount of property, plant and equipment is used for the subsequent accounting cost of investment properties on the date of change of use.

Investment properties also include properties under construction for future use as investment properties. These are carried at fair value, or at cost where fair value cannot be reliably determined and the construction is incomplete.

Note 13. Property, plant and equipment

	Consolidated	
	2026	2025
	\$	\$
<i>Non-current assets</i>		
Plant and office equipment	1,242,901	2,114,150
Less: Accumulated depreciation	(737,350)	(727,830)
	<u>505,551</u>	<u>1,386,320</u>

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Plant and equipment	Work-in-progress	Total
	\$	\$	\$
Consolidated			
Balance at 1 July 2024	1,512,375	-	1,512,375
Additions	4,871	171,627	176,498
Transfers to investment properties	-	(171,627)	(171,627)
Depreciation expense	(146,019)	-	(146,019)
Exchange differences	15,093	-	15,093
	<u>1,386,320</u>	<u>-</u>	<u>1,386,320</u>
Balance at 30 June 2025	1,386,320	-	1,386,320
Additions	4,694	-	4,694
Disposals	(9,962)	-	(9,962)
Depreciation expense	(122,348)	-	(122,348)
Impairment of assets	(687,286)	-	(687,286)
Exchange differences	(65,867)	-	(65,867)
	<u>505,551</u>	<u>-</u>	<u>505,551</u>
Balance at 30 June 2026	505,551	-	505,551

During the year ended 30 June 2026, the Group reassessed property, plant and equipment held by Proyectos Dinamicos. As part of this review, management considered current market conditions and the recoverable value of the underlying assets. Based on this assessment, management concluded that the recoverable amount of certain assets was lower than their carrying value and that impairment indicators existed under AASB 136 Impairment of Assets. As a result, the Group recognised an impairment loss of \$687,286 during the year ended 30 June 2026.

Accounting policy for property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment	3-7 years
---------------------	-----------

Note 14. Trade and other payables

	Consolidated	
	2026	2025
	\$	\$
<i>Current liabilities</i>		
Trade payables	641,623	830,307
Other creditors and accruals	199,653	248,996
	<u>841,276</u>	<u>1,079,303</u>

Refer to note 21 for further information on financial risk management.

Accounting policy for trade and other payables

Trade and other payables are non-interest bearing and are normally settled by the Group within commercial terms.

Note 14. Trade and other payables (continued)

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted.

Note 15. Loans

	Consolidated	
	2026	2025
	\$	\$
<i>Current liabilities</i>		
PD partner loan	19,374	20,387
Insurance funding	17,317	18,709
	<u>36,691</u>	<u>39,096</u>
<i>Non-current liabilities</i>		
Loan	<u>31,448</u>	<u>33,096</u>

Refer to note 21 for further information on financial risk management.

Note 16. Convertible notes

	Consolidated	
	2026	2025
	\$	\$
<i>Current liabilities</i>		
Convertible note	<u>1,225,761</u>	<u>450,761</u>
<i>Non-current liabilities</i>		
Convertible note	<u>-</u>	<u>1,000,000</u>

Reconciliation

Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

Opening balance	1,450,761	1,825,761
Amount repaid during the year	<u>(225,000)</u>	<u>(375,000)</u>
Closing balance	<u>1,225,761</u>	<u>1,450,761</u>

At 30 June 2026, the following convertible notes remain on issue:

(a) RBRCN1 Convertible Notes

During the year, 100,000, 50,000 and 75,000 of the RBRCN1 Convertible Notes were repaid on 21 July 2025, 13 October 2025 and 12 May 2026 respectively. The Convertible Notes are unsecured with an interest rate of 11% per annum. 325,000 of the remaining convertible note matured on 30 June 2025. Whilst the agreed repayment dates have passed, no default notice has been issued. The Convertible Notes remain at call and the parties are continuing discussions as to how to achieve earliest settlement.

(b) RBRCN2 Convertible Notes

As at 30 June 2026, 1,000,000 of the RBRCN2 Convertible Notes with a value of \$1,000,000 remained outstanding. The Convertible Notes are unsecured with an interest rate of 10% per annum and matured on 21 September 2026. The Convertible Notes remain at call and the parties are continuing discussions as to how to achieve earliest settlement.

Note 17. Contributed equity

During the year, the Group completed a 30-for-1 consolidation of its ordinary shares effective 28 November 2025. The consolidation resulted in a proportional adjustment to the number of ordinary shares on issue and to the number and exercise prices of options outstanding. Comparative information has been retrospectively adjusted as if the consolidation had occurred at the beginning of the earliest comparative period presented.

Note 17. Contributed equity (continued)

Ordinary shares

	Consolidated			
	2026	2025	2026	2025
	Shares	Shares	\$	\$
Ordinary shares - fully paid	148,777,951	104,009,492	27,571,634	26,536,057

Movements in ordinary share capital

Details	Date	Shares	\$
Balance	1 July 2024	54,480,155	25,293,326
Placement Tranche 1	1 November 2024	7,500,000	225,000
Entitlement offer	17 December 2024	14,357,079	430,712
Private placement (shares unallotted)		-	3,064
Shortfall placement	22 December 2024	3,302,973	99,089
Share based payment ¹	23 December 2024	6,369,285	191,079
Placement Tranche 2	31 January 2025	18,000,000	540,000
Share issue transaction cost		-	(246,213)
Balance		104,009,492	26,536,057
Share purchase plan	14 August 2025	8,700,000	261,000
Shortfall placement	14 August 2025	2,000,000	60,000
Shortfall placement	31 October 2025	5,000,000	150,000
Share consolidation ²	28 November 2025	450	-
Share based payment ¹	17 December 2025	7,814,017	234,421
Share placement	7 May 2026	20,253,992	364,571
Share based payment ³	7 May 2026	1,000,000	21,000
Share issue transaction cost		-	(55,415)
Balance	30 June 2026	148,777,951	27,571,634

¹ Share based payment made in lieu of cash payment to settle 50% of the outstanding Director fees (see note 19).

² This adjustment relates to the share consolidation completed on 28 November 2025 (30 for 1 basis) to reflect the post-consolidation issued share capital of 119,709,942 shares.

³ Share based payment made for corporate advisory work relating to share placement (see note 19).

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value.

The Company's shares are limited whereby the liability of its members is limited to the amount (if any) unpaid on the shares respectively held by them.

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they may continue to provide returns for shareholders and benefits for other stakeholders.

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.

Options

	Consolidated	
	2026	2025
	Number	Number
Unlisted options	30,210,335	19,583,334
Listed options	-	-
	30,210,335	19,583,334

Note 17. Contributed equity (continued)

Movements in options

In May 2026, the Company issued 10,626,996 unlisted free-attaching options in connection with the successful share placements completed in May 2026. These options are exercisable at \$0.03 each and will expire on 7 November 2027. One option was granted for every two placement shares issued.

Details	Date	Number
Balance	1 July 2024	3,194,445
Granted		19,583,334
Lapsed		(3,194,445)
Balance	30 June 2025	19,583,334
Granted		10,626,996
Consolidation adjustment ¹		5
Balance	30 June 2026	30,210,335

¹ This adjustment relates to the share consolidation completed on 28 November 2025 (30 for 1 basis) to reflect the post-consolidation issued options of 19,583,339 options.

Performance rights

All 666,667 performance rights outstanding at 1 July 2024 lapsed during the year ended 30 June 2025. Accordingly, no performance rights were outstanding at 30 June 2025 or 30 June 2026. No performance rights were granted, exercised or lapsed during the year ended 30 June 2026.

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. Due to the nature of the Group's activities, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Group's capital risk management is the current working capital position against the requirements to meet the costs of development of the group's business units and corporate overheads. The Group's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

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

Note 18. Reserves

	Consolidated	
	2026	2025
	\$	\$
Foreign currency reserve	(80,401)	(71,131)
Share-based payments reserve	1,119,661	1,115,636
	1,039,260	1,044,505

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration, and other parties as part of their compensation for services.

Note 19. Share-based payments

During the year, the following share-based payments were made:

- 7,814,017 ordinary shares at \$0.03 per share were issued in satisfaction of 50% of outstanding director fees and consulting fees owing up to 30 September 2025. The shares were measured at fair value based on the issue price of \$0.03 per share, resulting in a value of \$234,421. Accordingly, \$234,421 was recognised against the outstanding payable during the year.
- 1,000,000 ordinary shares were issued as consideration for corporate advisory services provided to the Company. The shares were issued on 7 May 2026 and were measured at fair value based on the market price of the Company's shares on that date of \$0.021 per share, resulting in a value of \$21,000. The shares were issued together with 500,000 free-attaching options, granted on 7 May 2026, exercisable at \$0.03 per option and expiring on 7 November 2027. The options were valued at \$4,025 using an option pricing methodology. Accordingly, a total amount of \$25,025 was recognised in equity as a share issue cost during the year.

Accounting policy for share-based payments

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using the Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

Note 20. Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 21. Financial risk management

Financial risk management objectives

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

Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The carrying amount of the Group's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2026	2025	2026	2025
Consolidated	\$	\$	\$	\$
Mozambique Metical	2,300,875	3,973,850	(500,869)	570,148
Guinean Franc	4,363	4,648	(5,420)	5,589
	2,305,238	3,978,498	(506,289)	575,737

The Group is exposed to Mozambique Metical (MZN) and Guinea Franc (GNF) currency fluctuations.

The following table details the Group's sensitivity to a 10% increase and decrease in the Australian Dollar (AUD) against the relevant currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates.

The sensitivity analysis includes cash balances held in MZN/GNF and trade creditors and other payables held in MZN/GNF. A positive number indicates an increase in profit and other equity where the AUD weakens against the relevant currency. For a strengthening Australian Dollar against the relevant currency there would be an equal and opposite impact on the profit and other equity and the balances would be negative.

Note 21. Financial risk management (continued)

	% change	AUD strengthened Effect on profit		% change	% change	AUD weakened Effect on profit	
		before tax	Effect on equity			before tax	Effect on equity
Consolidated - 2026							
Mozambique Metical	10%	(180,001)	(180,001)	10%		180,001	180,001
Guinean Franc	10%	106	106	10%		(106)	(106)
		<u>(179,895)</u>	<u>(179,895)</u>			<u>179,895</u>	<u>179,895</u>
Consolidated - 2025							
Mozambique Metical	10%	(340,370)	(340,370)	-		340,370	340,370
Guinean Franc	10%	94	94	-		94	94
		<u>(340,276)</u>	<u>(340,276)</u>			<u>340,464</u>	<u>340,464</u>

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

The Group's main interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to interest rate risk. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk.

As at the reporting date, the Group had only fixed rate borrowings outstanding on the convertible note.

	Weighted average effective interest rate %	Floating interest rate \$	Fixed interest rate \$	Total
30 June 2026				
Cash and cash equivalents	0.35%	140,111	-	140,111
Convertible notes	10.43%	-	(1,225,761)	(1,225,761)
		<u>140,111</u>	<u>(1,225,761)</u>	<u>(1,085,650)</u>
30 June 2025				
Cash and cash equivalents	0.70%	428,060	-	428,060
Convertible notes	11.70%	-	(1,450,761)	(1,450,761)
		<u>428,060</u>	<u>(1,450,761)</u>	<u>(1,022,701)</u>

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 obtaining agency credit information, 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 the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date, is the carrying amount, net of any provisions for doubtful debts, as disclosed in the balance sheet and in the notes to the financial statements.

As at the year end, the Group had trade receivables of \$853,492 (2025: \$1,045,175) as detailed in note 11, due within 12 months. Of the trade receivables balance at the end of the year, \$836,311 is due from Fenix Construction Services Limitada, arising from the camp construction project with PD. Apart from this, the Group does not have significant credit risk exposure to any single debtor or group of debtors.

Liquidity risk

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Note 21. Financial risk management (continued)

The contractual maturities of the financial liabilities referred to in note 14 at the reporting date are less than 12 months.

Fair value of financial instruments

For assets and other liabilities, the net fair value approximates their carrying value. No financial assets and financial liabilities are readily traded on organised markets in standardised form. The Group has no financial assets where the carrying amount exceeds net fair values at balance date.

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 22. Key management personnel disclosures

Compensation

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

	Consolidated	
	2026	2025
	\$	\$
Short-term employee benefits	250,955	291,055
Post-employment benefits	5,454	5,227
Share-based payments	-	6,686
	<u>256,409</u>	<u>302,968</u>

Refer to note 23 on other transactions and amount receivable or payable to Directors and other member of key management personnel of the Group.

Note 23. Related party transactions

Parent entity

RBR Group Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 25.

Key management personnel

Disclosures relating to key management personnel are set out in note 22 and the remuneration report included in the Directors' report.

Other transactions with related parties

The following transactions occurred with related parties:

	Consolidated	
	2026	2025
	\$	\$
Sale of goods and services:		
Sales of goods and services to entities controlled by Mr A Emerton ¹	5,155	64,307
Other income:		
Amount payable waived by key management personnel ²	234,421	-
Payment for goods and services:		
Payment for goods and services to entities controlled by Mr A Emerton ¹	-	(53,356)

Note 23. Related party transactions (continued)

¹ Mr Emerton controls a number of organisations that are customers and suppliers of RBR's African subsidiaries and include the following entities:

- ALMAR CONSTRUÇÕES MOÇAMBIQUE LDA
- LBH XPRESS LDA
- EAST COAST MARINE LDA
- Maputo Container Freight Station LDA
- JUMBO PROJECTS LDA
- SB2 LOGISTICA LDA
- LBH MOÇAMBIQUE LDA
- SNS LINES LDA

² During the year, 7,814,017 shares were issued at \$0.03 per share to Directors and former Directors in lieu of cash, in satisfaction of 50% of director and consulting fees owing as at 30 September 2025, with the remaining 50% of the amount owing forgiven (\$234,421).

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated	
	2026	2025
	\$	\$
Current receivables:		
Receivables from entities related to Mr Emerton	14,618	109,736
Current payables:		
Payables to Directors for director and consulting fees	(191,333)	(327,982)
Payables to entities related to Mr Emerton for services provided	-	(4,382)

Loans to/from related parties

The following balances are outstanding at the reporting date in relation to loans with related parties:

	Consolidated	
	2026	2025
	\$	\$
Current borrowings:		
Advances payable to Mr A Emerton	(17,214)	(18,116)

During the year, Mr Emerton and an entity controlled by Mr Emerton provided short-term advances totalling \$14,124 to support operational activities. These advances were fully repaid during the reporting period.

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Note 24. Parent entity information

Set out below is the information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2026	2025
	\$	\$
Loss after income tax	(516,538)	(1,219,196)
Total comprehensive loss	(516,538)	(1,219,196)

Note 24. Parent entity information (continued)

Statement of financial position

	Parent	
	2026	2025
	\$	\$
Total current assets	2,683,077	2,624,676
Total non-current assets	411,596	411,596
Total assets	3,094,673	3,036,272
Total current liabilities	1,564,298	1,028,962
Total non-current liabilities	-	1,000,000
Total liabilities	1,564,298	2,028,962
Net assets	1,530,375	1,007,310
Equity		
Contributed equity	27,571,991	26,536,414
Share-based payments reserve	1,119,661	1,115,636
Accumulated losses	(27,161,277)	(26,644,740)
Total equity	1,530,375	1,007,310

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2026 and 30 June 2025.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2026 and 30 June 2025.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2026 and 30 June 2025.

Material accounting policy information

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 25. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2026	2025
		%	%
PacMoz, Lda	Mozambique	100.00%	100.00%
Futuro Skills Mozambique, Lda	Mozambique	100.00%	100.00%
Futuro Business Services, Lda	Mozambique	100.00%	100.00%
Rubicon Resources & Mining, Lda	Mozambique	59.40%	59.40%
Morson Mozambique, Lda	Mozambique	59.40%	59.40%
Futuro Skills Guinee SARL	Guinea	60.00%	60.00%
Projectos Dinamicos, Lda	Mozambique	50.00%	50.00%

Note 25. Interests in subsidiaries (continued)

Summarised financial information

Summarised financial information of the subsidiary with non-controlling interests that are material to the Group are set out below:

	Project Dinamicos. Lda	
	2026	2025
	\$	\$
<i>Summarised statement of financial position</i>		
Current assets	1,160,903	1,465,155
Non-current assets	1,290,819	2,332,908
Total assets	2,451,722	3,798,063
Current liabilities	398,674	370,894
Non-current liabilities	(18,112)	-
Total liabilities	380,562	370,894
Net assets	2,071,160	3,427,169
<i>Summarised statement of profit or loss and other comprehensive income</i>		
Revenue	454,656	497,636
Expenses	(1,800,179)	(1,003,423)
Loss before income tax expense	(1,345,523)	(505,787)
Income tax expense	-	-
Loss after income tax expense	(1,345,523)	(505,787)
Other comprehensive income loss/profit	(23,361)	40,952
Total comprehensive loss	(1,368,884)	(464,835)
<i>Statement of cash flows</i>		
Net cash from/(used in) operating activities	(160,530)	51,692
Net cash from/(used in) investing activities	97,412	(172,813)
Net decrease in cash and cash equivalents	(63,118)	(121,121)
<i>Other financial information</i>		
Comprehensive loss attributable to non-controlling interests	(684,442)	(232,673)
Accumulated non-controlling interests at the end of reporting period	1,024,157	1,708,599

Note 26. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Dry Kirkness (Audit) Pty Ltd, the auditor of the Company:

	Consolidated	
	2026	2025
	\$	\$
<i>Audit services - Dry Kirkness (Audit) Pty Ltd</i>		
Audit or review of the financial statements	60,653	59,500

Note 27. Contingent liabilities

The Group is evaluating a potential tax matter in Mozambique, brought by the Mozambique Tax Authority against its subsidiary, Futuro Skills Mozambique, Lda following unpaid VAT and Corporate Income Tax assessments for the 2016–2017 fiscal years and a subsequent default on an agreed instalment settlement. The potential exposure is estimated at approximately USD\$50,000. As the matter remains under review and the outcome is uncertain, no provision has been recognised.

Note 27. Contingent liabilities (continued)

There were no other material contingent liabilities not provided for in the financial statements of the Group as at 30 June 2026.

Note 28. Commitments

Operating commitments

There are no operating lease commitments.

Capital commitments

The Group had no capital commitments at 30 June 2026 (2025: Nil).

Note 29. Events after the reporting period

Subsequent to year end, shareholders approved the conversion of \$75,000 of the Company's outstanding convertible notes into 4,166,667 ordinary shares and 2,083,333 options, which have since been issued.

Both tranches of convertible notes reached their contractual maturity dates subsequent to year end. The Company has maintained close dialogue with the Note Holders and continues those discussions with a view to agreeing a further extension of the Notes and/or a potential restructuring by way of a conversion to equity. The Company has received verbal agreement to an extension of the Notes on the understanding that the focus remains on the early settlement of the balance of the debt as soon as sufficient surplus funds are generated, either from operating surpluses or from future capital raisings.

No other 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 the Group's state of affairs in future financial years.

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
PacMoz, Lda	Body Corporate	Mozambique	100.00%	Mozambique
Futuro Skills Mozambique, Lda	Body Corporate	Mozambique	100.00%	Mozambique
Futuro Business Services, Lda	Body Corporate	Mozambique	100.00%	Mozambique
Rubicon Resources & Mining, Lda	Body Corporate	Mozambique	59.40%	Mozambique
Morson Mozambique, Lda	Body Corporate	Mozambique	59.40%	Mozambique
Futuro Skills Guinee SARL	Body Corporate	Guinea	60.00%	Guinea
Projectos Dinamicos, Lda	Body Corporate	Mozambique	50.00%	Mozambique

This consolidated entity disclosure statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes information for each entity that was part of the Group as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

The percentage of share capital disclosed for bodies corporate included in the statement represents the interest held by the Group in the subsidiary.

In developing the disclosures in the statement, the directors have considered the guidance in Taxation Ruling TR 2018/5 to determine the tax residency of each subsidiary. This determination considers factors such as the country of incorporation, the location of central management and control, the residency of directors, the location of board meetings, and the jurisdiction where day-to-day operations are conducted.

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards in Australia, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Group'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 Company 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 as at 30 June 2026 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 Directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the Directors



Ian Macpherson
Executive Chairman

30 September 2026

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RBR GROUP LIMITED

Report on the financial report

Opinion

We have audited the financial report of RBR Group Limited ("the Company") and its controlled entities ("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 a 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 have 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 Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our ethical requirements in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the financial report "Going Concern" which indicates that the Group made a loss after income tax expense for the year of \$2,166,909 (30 June 2025: \$1,614,962). At 30 June 2026 the Group had cash balance of \$141,318 (2025: \$429,560) and a net operating cash outflow of \$958,171 (2025: outflow of \$705,354). At 30 June 2026 the Group has current liabilities of \$2,126,366 (2025: \$1,592,644) due to be settled or re-negotiated in the near term.

As stated in Note 2, these conditions, along with other matters as set forth in Note 2, 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period.

These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
Equity and Capital Structure <i>Refer note 17</i> During the year, the Group successfully issued fully paid ordinary shares as well as unlisted free attaching options and unlisted broker options and undertook a share consolidation exercise.	Our audit procedures included: • examined share issues; • reconciled movements in the share-based payments reserve; • reviewed the share consolidation exercise; • assessed the accounting treatment and valuation of the equity-settled share-based payment; • reconciled the share registry to public announcements and disclosures; and • evaluated the impact of the share consolidation on the issued capital and earnings per share calculation, including retrospective adjustment of comparative EPS disclosures.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the period 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.

Directors' responsibilities 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 the 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

- c) 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 from misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company 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 the financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the

direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significant in the audit of the financial report of the current period and are therefore key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh public interest benefits of such communication.

Report on the remuneration report

Opinion

We have audited the remuneration report included on pages 8 to 12 of the directors' report for the year ended 30 June 2026.

In our opinion the remuneration report of RBR Group 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.

DRY KIRKNESS (AUDIT) PTY LTD



ROBERT HALL CA
Principal
Registered Company Auditor

Perth

Date: 30 September 2026

The shareholder information set out below was applicable as at 29 September 2026.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Ordinary shares		Options		Convertible note	
	Number of holders	% of total shares issued	Number of holders	% of total options issued	Number of holders	% of total convertible issued
1 to 1,000	300	0.05	-	-	-	-
1,001 to 5,000	223	0.37	-	-	-	-
5,001 to 10,000	76	0.36	-	-	-	-
10,001 to 100,000	219	5.83	6	1.81	-	-
100,001 and over	152	93.40	32	98.19	2	100.00
	970	100.00	38	100.00	2	100.00
Holding less than a marketable parcel	696	1.90	-	-	-	-

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
ENNV PTY LTD <THE PN A/C>	19,636,306	12.84
MR ATHOL EMERTON	9,640,019	6.30
FATS PTY LTD <MACIB SUPER FUND A/C>	7,214,799	4.72
MR RICHARD PAUL HORSFALL	5,815,915	3.80
MS NICOLE GALLIN & MR KYLE HAYNES <GH SUPER FUND A/C>	5,000,000	3.27
MS NICOLE GALLIN & MR KYLE HAYNES <GH SUPER FUND A/C>	4,166,667	2.72
BERNE NO 132 NOMINEES PTY LTD <798653 A/C>	3,603,990	2.36
RISINGTIDE SMSF PTY LTD <RISING SF A/C>	3,000,000	1.96
MR NICK MILENKOVSKI	3,000,000	1.96
TENNANT CONSOLIDATED (PTY) LTD	2,941,177	1.92
MR KEVIN JOHN HENDERSON	2,829,059	1.85
BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	2,647,701	1.73
DR LASZLO MIKLOS IRINYI	2,415,000	1.58
MR PATRICK JOSEPH FRAYNE	2,073,537	1.36
MR MATTHEW ANTHONY JOHNSON & MRS AMITY BROOKE JOHNSON <TAIL SUPERFUND A/C>	2,000,000	1.31
MR SIMON LILL	2,000,000	1.31
RANGWELL BOYS PTY LTD <RANGA FAMILY A/C>	2,000,000	1.31
RISING UPSTARTS PTY LTD	1,750,000	1.14
MR ASHLEY ROBERT BROWN	1,733,334	1.13
MR SAMUEL LUKE DYSON	1,663,334	1.09
	88,316,570	57.74

Unquoted equity securities

	Number on issue	Number of holders
Options	32,293,668	38
Convertible note	1,250,000	2

The following persons hold 20% or more of unquoted equity securities:

Name	Class	Number held
MS NICOLE GALLIN & MR KYLE HAYNES (GH SUPER FUND A/C)	Convertible Note	250,000
FNBIT (THE JEMA INTERNATIONAL A/C)	Convertible Note	1,000,000

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
ENNV PTY LTD (THE PN A/C)	19,636,306	12.84
ATHOL EMERTON AND ASSOCIATED ENTITIES	9,640,019	6.30

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.