

Clara Resources Australia Ltd
ABN 84 122 957 322

Annual Financial Report
for the year ended
30 June 2026



Contents

Corporate Information.....	2
Directors Report.....	9
Auditor's Independence Declaration.....	24
Statement of Profit or Loss and Other Comprehensive Income.....	25
for the Year Ended 30 June 2026.....	25
Statement of Financial Position as at 30 June 2026	26
Statement of Changes in Equity for the Year Ended 30 June 2026.....	27
Statement of Cash Flows for the Year Ended 31 June 2026	28
Notes to the Consolidated Financial Statements for the Year Ended 30 June 2026	29
Consolidated Entity Disclosure Statement as at 30 June 2026.....	55
Directors' Declaration	56
Independent Auditor's Report.....	57
ASX Additional Information.....	61

Corporate Information

Directors and Company Secretary

Richard Willson - Non-executive Chairman
Duncan Gordon - Executive Director
Angus Middleton - Non-executive Director
Peter Harding-Smith - Company Secretary

Registered office and principal place of business

Level 12, 10 Market Street
Brisbane QLD 4000
Phone: +61 451 976 285

Auditors

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Level 6, 10 Eagle Street
Brisbane QLD 4000
Phone: +61 7 3340 3800
www.moore-australia.com.au

Share Registry

MUFG
10 Eagle Street
Brisbane
QLD 4000
Phone: 1300 554 474

Australian Company Number

122 957 322

Solicitor

HopgoodGanim
Level 10, 360 Queen Street
Brisbane QLD 4000

Stock exchange listing

Clara Resources Australia Ltd shares are listed on the Australian Securities Exchange (ASX code: C7A)

Website

www.clararesources.com.au

Corporate Governance Statement

www.clararesources.com.au/corporate-governance

Chairmans' Letter

Dear Fellow Shareholders,

On behalf of the Board, I am pleased to present Clara Resources Australia Ltd's 2026 Annual Report.

2026 was a transformational year for Clara. The year saw Clara's strategic shift to a focus on our newly acquired flagship Mareeba Gold Project in North Queensland's Hodgkinson Province, Board renewal, and an enormous amount of work to set the foundations for a significant year of exploration work in 2027.

During the year, Clara acquired a significant package of highly prospective tenure in the historically productive Far North Queensland Hodgkinson Basin gold district, a geological terrane that has produced over 300,000 ounces of gold during the late 1800s and early 1900s. This gave Clara a genuine district-scale position over a structurally controlled gold system containing more than 50 historical workings, largely untested by modern exploration. We moved quickly to unlock that potential. A high-resolution LiDAR survey completed during the year provided 39 km² of high-resolution LiDAR imagery and revealed new structural targets across the tenure, and a subsequent surface sampling program found gold at every one of the five historic workings tested — including rock chip results of up to 27.3 g/t gold at the Lady Burdett Coutts prospect, with accompanying silver, lead and zinc suggesting a broader polymetallic system. These results, together with validation of 1980s-era Western Mining Corporation drill collars, give us confidence in the design of our maiden drilling program which will be the first drilling at Mareeba since WMC withdrew at the end of the 1980s, and we look forward to reporting results as they come to hand.

Work at the Group's Ashford Coal project has been paused while Clara seeks clarity on the government's position on emerging coal projects.

We refreshed the leadership team to match the refreshed strategy. Peter Westerhuis stepped down as Managing Director and transitioned into a consulting role, continuing to support the Group with his deep knowledge of our Ashford Coal Project, while Duncan Gordon, a qualified mining engineer and corporate advisor with more than 20 years' experience in the ASX gold sector, joined the Board as Executive Director. On behalf of the Board, I thank Peter for his significant contribution to Clara as Managing Director.

The year ahead is set to be the most active in Clara's recent history. At Mareeba, we expect to complete the maiden drilling program with the aim of establishing a maiden JORC Mineral Resource Estimate.

The Board will continue to manage the Group's capital carefully, ensuring the projects are funded to deliver the milestones that matter most to shareholders.

I thank our small team, Executive Director Duncan Gordon, Non-Executive Director Angus Middleton, CFO & Company Secretary Peter Harding-Smith for their tireless efforts and support during the transformative year, and shareholders for your continued support through a year of significant change,

We enter FY2027 with a clear strategy, a strengthened board, and projects with genuine scope to create value for shareholders. We look forward to updating you as the drilling program at Mareeba deliver results.

Yours faithfully,



Richard Willson
Non-Executive Chairman
Clara Resources Australia Ltd

Review of Operations

Mareeba Gold Project

The 2026 financial year was transformational for Clara Resources Australia Limited ("Clara" or "the Group"), marked by the completion of the acquisition of AU SB Minerals Pty Ltd ("AUSB") and the establishment of the Mareeba Gold Project as the Group's flagship exploration asset. Through this transaction and subsequent tenure consolidation initiatives, Clara repositioned itself as a focused gold exploration company with a district-scale landholding in the highly prospective Hodgkinson Province of Far North Queensland.

The acquisition of AUSB was completed during the March 2026 quarter following shareholder approval received on 6 February 2026. AUSB held option agreements over three granted Exploration Permits for Minerals (EPMs) comprising the core Mareeba Gold Project. Completion of the transaction provided Clara with a 100% interest in the project and control of a substantial tenure position covering a historically productive gold district centred on the Kingsborough Fault and Eastern Bounding Fault structural corridors.

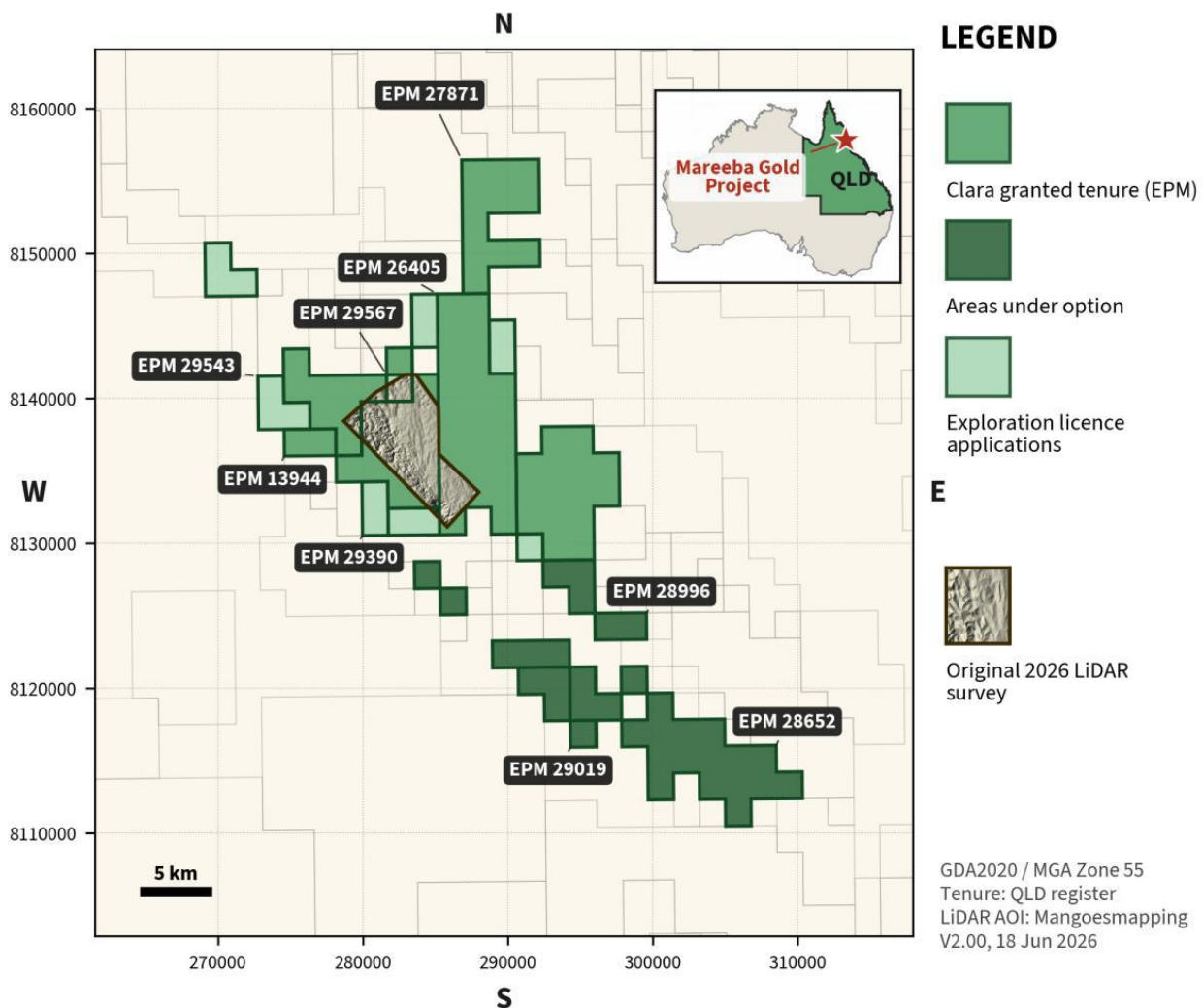


Figure 1 Mareeba Gold Project tenure and location, Hodgkinson Province, Far North Queensland

District-Scale Gold Opportunity

The Mareeba Gold Project is located approximately 40 kilometres north-west of Mareeba within the Hodgkinson Province, one of Queensland's earliest and historically most productive gold-producing regions. Historical records indicate that more than 30 mines operated within the broader district during the late nineteenth and early twentieth centuries, collectively producing in excess of 300,000 ounces of gold. Several historic mines situated on or adjacent to the Company's tenure reported exceptionally high grades, highlighting the fertility of the mineral system.

An independent technical review completed during the year supported Clara's view that the project hosts a large-scale, structurally controlled gold system associated with the regional fault architecture. The review identified multiple mineralised quartz lodes developed along a fault corridor extending for more than 20 kilometres and interpreted the project area as containing both high-grade vein-hosted mineralisation and broader fault-related mineralised systems amenable to systematic exploration and potential future resource development. Historical drilling completed by Freeport-McMoRan and Western Mining Corporation intersected significant gold mineralisation, including results such as 4 metres at 15.2 g/t gold, including 1 metre at 45.6 g/t gold, confirming the presence of high-grade mineralisation within the project area.

Importantly, much of the historical drilling was shallow in nature, generally testing only the upper 20 to 40 metres below surface. Clara believes this provides considerable upside potential, as many prospects remain effectively untested at depth and have never been evaluated using modern exploration techniques, geological modelling, LiDAR interpretation or integrated geochemical analysis.

Expansion of the Land Position

A key achievement during the year was the significant expansion of Clara's tenure position surrounding the core Mareeba Gold Project. The Company's exploration strategy has focused on securing control of prospective ground along the major fault corridors interpreted to control gold mineralisation throughout the district.

During the March 2026 quarter, Clara lodged exploration permit application EPM29390, adding approximately 6.5 km² immediately south of the existing project area. Upon grant, this application increased the Company's Mareeba land package to approximately 247 km², strengthening its control over the broader gold system.

Further expansion was achieved during the June 2026 quarter through the execution of option agreements over EPM28996, EPM28652 and EPM29019, representing approximately 111 km² of additional highly prospective tenure. These tenements were strategically selected as they extend the Company's footprint along the Kingsborough Fault corridor and incorporate areas with known historical gold, antimony, tungsten and molybdenum occurrences.

The option agreements provide Clara with a pathway to secure control of these prospective exploration areas while preserving capital for exploration activities. From an exploration perspective, the additional tenure is highly significant because it transforms Clara's position from a project-scale holding into a district-scale land package capable of testing the full extent of the controlling mineralised structures. The expanded tenure consolidates ownership along the interpreted mineral corridor, reduces the risk of fragmented exploration outcomes, and allows the Company to apply consistent exploration methodologies over a substantially larger geological system.

The larger landholding also enhances the potential for discovery by capturing multiple styles of mineralisation and providing opportunities to identify extensions of known prospects, parallel structures and previously unrecognised targets. Historical sampling records on the optioned ground have identified anomalous gold, antimony, tungsten and molybdenum values, further supporting the prospectivity of the broader tenure package.

Modern Exploration Delivers New Targets

During the year Clara commenced the first systematic modern exploration program undertaken across much of the Mareeba Gold Project. The Company completed compilation and digitisation of extensive historical datasets, including 4,989 soil samples, 1,804 stream sediment samples and 535 rock chip samples generated primarily by Western Mining Corporation. This work established a comprehensive exploration database from which future targeting can be developed.

The Company also completed a high-resolution airborne LiDAR survey over priority areas of the project. Interpretation of the survey identified seven priority exploration targets along approximately seven kilometres of the Kingsborough Fault corridor. Significantly, the survey highlighted several previously undocumented features exhibiting characteristics consistent with historical mining activity, providing compelling new exploration opportunities.

Outlook

With the successful acquisition of AUSB, consolidation of a substantial district-scale land position through permit applications and option agreements, and the completion of key geological and geospatial datasets, Clara has established a strong foundation for future exploration success at Mareeba.

The Company believes the expanded tenure position now captures a significant portion of the prospective Kingsborough Fault and Eastern Bounding Fault systems within the Hodgkinson Province. This provides Clara with the ability to systematically evaluate a large, historically productive but underexplored gold district using modern exploration techniques. Future work will focus on target verification, integrated geological interpretation, geochemical follow-up and drilling designed to advance the project toward a maiden JORC-compliant Mineral Resource Estimate.

The Board considers the Mareeba Gold Project to be a highly prospective exploration asset with the scale, geological setting and historical production pedigree capable of delivering significant shareholder value through discovery and resource growth.

Kildanga Project

The Group announced the divestment of its Kildanga Nickel Cobalt Project, comprising EPM 19366 in the Gympie region of South-East Queensland, on 20 March 2026, for \$1.25m consideration and a further \$500,000 deferred Consideration.

Subsequent to the end of the Financial Year, the Group signed an Asset Sale Agreement with Gympie Goldfields Pty Ltd for an updated consideration of \$2.0 million to be settled on 30 September 2026.

Ashford Coking Coal Project

In March 2026, the NSW Government released NSW Coal Industry 2026-50 (Policy), which relevantly states that applications for new 'greenfield' coal mines will not be considered. Following the release of the Policy, NSW Resources (Department) gave Clara an indication that the Ashford Project would be treated as a new greenfield development. On the basis that Ashford could never be developed under the current NSW policy, the Group has impaired the full capitalised costs for Ashford at 30 June 2026 of \$7,621,026.

Clara wrote to the counterparty to the options agreement advising them of the change in Policy from the NSW Government and that it was the Group's view that the change has made it impossible for the Conditions Precedent to be satisfied for the put option and no commercial reason for the Group to exercise the call option. The Group considers that the commercial purpose of the Agreement no longer exists and that the basis on which it was entered into has materially changed, with the effect that the Agreement would be frustrated as a matter of law. The Land Options Right asset held under the option agreement was impaired at 30 June.

Tenement Position

Clara Resources Australia Limited held the following interests in tenements as at the date of this report:

Country	Location	Project	Tenement	Status
Australia	Queensland	Mareeba	EPM 13944	Granted
Australia	Queensland	Mareeba	EPM 26405	Granted
Australia	Queensland	Mareeba	EPM 27871	Granted
Australia	Queensland	Hodgkinson	EPM 29567	Granted
Australia	Queensland	Dimbulah	EPM 29390	Application
Australia	Queensland	Hodgkinson	EPM 29543	Application
Australia	Queensland	Hodgkinson	EPM 29625	Application
Australia	Queensland	Hodgkinson	EPM 28996	Under option
Australia	Queensland	Hodgkinson	EPM 28652	Under option
Australia	Queensland	Hodgkinson	EPM 29019	Under option
Australia	Queensland	Kilkivan	EPM 19366	Granted
Australia	New South Wales	Ashford	EL 6234	Granted
Australia	New South Wales	Ashford	EL 6428	Granted

Corporate Information

Forward-looking statements

Certain statements made during or in connection with this statement contain or comprise certain forward looking statements regarding the Group's exploration operations and other economic performance and financial conditions as well as general market outlook. Although the Group believes that the expectations reflected in such forward-looking statements are reasonable, such expectations are only predictions and are subject to inherent risks and uncertainties which could cause actual values, results, performance or achievements to differ materially from those expressed, implied or projected in any forward looking statements and no assurance can be given that such expectations will prove to have been correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, delays or changes in project development, success of business and operating initiatives, changes in the regulatory environment and other government actions, fluctuations in commodity prices and exchange rates and business and operational risk management. Except for statutory liability which cannot be excluded, each of the Group, its officers, employees and advisors expressly disclaim any responsibility for the accuracy or completeness of the material contained in this statement and excludes all liability whatsoever (including in negligence) for any loss or damage which may be suffered by any person as a consequence of any information in this statement or any error or omission. The Group undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events other than required by the Corporations Act and ASX Listing Rules. Accordingly, you should not place undue reliance on any forward-looking statement.

Competent Person Statement

The information relating to exploration results at Mareeba Gold Project is based on, and fairly represents, information compiled by Ms Emily Henry, Principal Geologist of Exora Consulting Pty Ltd, who is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Ms Henry is a consultant geologist engaged by Clara Resources Australia Limited. Exora Consulting Pty Ltd holds securities in Clara Resources Australia Limited. Ms Henry has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code). Ms Henry consents to the inclusion in this announcement of the matters based on her information in the form and context in which they appear.

Exploration Results & Exploration Targets

The Group confirms that Exploration Results used in this document were estimated, reported and reviewed in accordance with the guidelines of the Australian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) 2012 edition. Clara Resources Australia Limited confirms that it is not aware of any new information or data that materially affects the Exploration Results or Exploration Target information included in the following announcements:

1. Clara Resources to Acquire Hodgkinson Basin Gold Project
2. Clara Gold Project Review Confirms Major Mineralised System
3. Clara Expands Mareeba Gold Project
4. Geochem review highlights extensive Gold System
5. LiDAR Survey Identifies Additional Targets at Mareeba
6. Clara Expands Strategic Gold Tenure in Hodgkinson Province
7. Expanded LiDAR Survey at Mareeba Gold Project
8. Maiden field program returns up to 27.3g/t Mareeba Gold
9. Maiden Drilling Program to commence at Mareeba Gold Project

Directors Report

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity' or the 'Group') consisting of Clara Resources Australia Ltd and the entities it controlled at the end of, or during, the year ended 30 June 2026.

Directors

The following persons were directors of Clara Resources Australia Ltd during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Current:

Richard Willson – Non-executive Chairman (11 October 2024), Non-executive Director (18 January 2013)

Angus Middleton – Non-executive Director (Appointed 10 November 2025)

Duncan Gordon – Executive Director (Appointed 13 April 2026)

Peter Westerhuis – Managing Director (Resigned 13 April 2026)

Alex Fitzgerald - Non-executive Director (Resigned 10 November 2025)

Principal activities

During the year, the principal activities of the consolidated entity involved exploration for gold, coal, nickel and other commodities.

Dividends

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

Review of operations

The loss for the Group after providing for income tax amounted to \$7,357,951 (30 June 2025: \$3,370,351).

Safety/ Environment/ Community

During the reporting period the Group reported no safety or environmental incidents, or community complaints at any of its sites.

Significant changes in the state of affairs

In August 2025, Tranche 2 of a placement approved at a general meeting on 5 August 2025 was completed, issuing 123,333,333 shares at \$0.003 per share. From the same meeting 18,402,170 shares were issued to Peter Westerhuis, 5,451,107 shares to Richard Willson and 7,837,500 to an executive, all at \$0.003 per share, in lieu of remuneration and fees.

In August 2025, the Group issued 35,580,214 Broker unlisted options at \$0.0075 with an expiry of 31 May 2027 and 13,808,582 Broker unlisted options at \$0.012 with an expiry of 31 December 2027.

In October 2025, the Group placed 105,000,000 shares at \$0.003 to raise \$315,000 for working capital and announced a fully underwritten 1 for 2 Non-Renounceable Rights Issue to raise \$1.3 million at \$0.003 per share.

On 14 November 2025 121,842,608 shares were issued under the rights issue and on 1 December 2025, a further 302,304,919 short fall shares were issued. As part of this raise, 160,448,852 unlisted options at \$0.0045, expiry of 28 November 2029 were issued to the underwriter and lead manager.

On the 4 December 2026, the Group issued 18,402,170 shares at \$0.003 to Peter Westerhuis in lieu of remuneration.

In December 2025, the Group announced it has entered into a binding agreement to acquire 100% of the Hodgkinson Basin Gold Project. In consideration, Clara agreed to issue 533,333,333 acquisition shares plus staged cash consideration of \$1.25m to acquire the Project. The transaction is subject to shareholder approval and other customary conditions, which were obtained at a general meeting on 6 February.

At the general meeting on 6 February 2026, shareholder approval was obtained to issue 13,333,333 shares at \$0.003 to Richard Willson in lieu of remuneration and 90,000,000 unlisted options to the Board as longer term incentives, at \$0.0045 and expiry 10 February 2030. On 13 April 2026, 27,000,000 Board options lapsed when Peter Westerhuis resigned as managing director.

In March 2026, 20,000,000 unlisted options at \$0.0045, expiring 10 February 2030, were issued under the ESOP.

In March 2026, the Group announced it had signed an options agreement with Gympie Goldfields Pty Ltd for the sale of Kildanga, for \$1.25 million plus a \$500,000 Deferred Milestone Payment. The Option Agreement was extended in April 2026, with a further non-refundable option payment of \$50,000. Post year end, the Group signed an Asset Sale Agreement with Gympie Goldfields Pty Ltd for \$2.0 million with no deferred payment. At 30 June 2026, the Group has reversed the impairment on Kildanga for the \$2.0 million consideration. Refer Note 25: Events after the reporting date and Note 8: Assets Classified as Held for Sale.

In March 2026, the NSW Government released NSW Coal Industry 2026-50 (Policy), which relevantly states that applications for new 'greenfield' coal mines will not be considered. Following the release of the Policy, NSW Resources (Department) gave Clara an indication that the Ashford Project would be treated as a new greenfield development. On the basis that Ashford could never be developed under the current NSW policy, the Group has impaired the full capitalised costs for Ashford at 30 June 2026 of \$7,621,026. Refer Note 9, Exploration and Evaluation.

The Policy released by the NSW Government also meant the Clara would not be in a position where it would exercise its Call Option on the Strathnairn option agreement (refer Note 10). As a result, the Land Options Right asset was fully impaired for \$208,443 at 30 June 2026.

In April 2026, the Group announced a two tranche placement with the first tranche of 250,000,000 shares issued at \$0.004 per share and an attached unlisted option at \$0.006 and expiry 15 March 2026. At a general meeting on 19 June 2026, the tranche 1 unlisted options and 20,000,000 lead manager options, on the same terms, were approved. At the same meeting, shareholder approval was obtained to use up to 187,500,000 shares, including 48,694,000 to related parties, under tranche 2. On 30 June 2026, the Group issued 55,487,250 shares under tranche 2.

Director Loans

In January 2026, the \$91,330 loan and all outstanding interest was fully repaid to Alex Fitzgerald on his resignation as a director.

On Peter Westerhuis resignation as a director, the Group repaid \$56,798 on the loan and the remaining \$30,000 has agreed to be repaid in October 2026.

The \$109,298 loan with Richard Willson remains in place on the following terms.

Maturity	31/12/2026
Interest	15% p/a, paid monthly

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

Matters subsequent to the end of the financial year

- On 17 July 2026, the Group raised a further \$358,512 at \$0.004 per share as part of the tranche 2 placement approved at the general meeting on 19 June 2026.
- On 17 July 2026, the Group issued 145,000,000 \$0.006 unlisted options, with an expiry date of 15 March 2030 on a 1 option for every two placement shares subscribed. Also on that day, 65,000,000 REM options were issued to Mr Duncan Gordan as part of his executive remuneration.
- On 5 September 2026, Clara signed an Asset Sales Agreement with Gympie Goldfields Pty Ltd, for the sale of EPM19366, Kildanga, for \$2,000,000 consideration. \$50,000 on the consideration was paid on 5 September with the remaining funds due to be paid on 30 September 2026.
- On 4 September 2026, the Group announced the maiden drilling campaign at Mareeba Gold Project with the Group targeting an initial 25 RC holes. At the same time the Group announced a two tranche placement for \$1.165m, with Tranche 1 settling on 11 September and Tranche 2 in late October once approval is obtained at a General Meeting.
- On 10 September 2026, the Group issued 25,000,000 shares at \$0.003 per share to Tom Saunders as part of the exercised options agreement. On the same date, 16,666,666 shares at \$0.003 per share were issued to Brian and Ray Wallace, for site service and logistics support. Also, the Group issued 10,000,000 unlisted options at an exercise price of \$0.006 and expiry of 15/03/2030 to Rob Wallace for site service and logistics support.
- On 14 September 2026, the Group issued 230,000,000 shares at \$0.003 per share raising \$690,000, from Tranche 1 of the placement announced on 4 September 2026.

No other matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Material business risks

Ongoing funding requirements

The Group's ability to raise further funding to meet both its operating and capital expenditure requirements depend upon a number of different factors. It is unlikely that the Group will be able to obtain debt financing. Were it able to secure such debt financing, the Group would likely be required to accept restrictions on its operating activities. The Group's operations are unlikely to generate any or sufficient cash flow to meet the Group's operating and capital expenditure needs in the near or medium terms.

Meanwhile the Group's ability to raise further equity financing is very sensitive to negative market sentiment, and the recent global economic outlook may make it challenging for the Group to raise new equity capital in the near future (particularly in light of the disruption to international trade and travel, and likely global economic contraction as a result of government and private sector reactions to the Russia/Ukraine conflict). Accordingly, there is no guarantee that the Group will be able to secure additional funding on terms favourable to the Group. Further the Group notes that to the extent that the Group can raise further additional equity, that financing will dilute existing Shareholders. If the Group is unable to obtain additional financing as required, it may not have sufficient working capital to be able to meet its financial commitments as and when they arise, and will be unable to further progress its exploration programs.

The Group monitors its funding requirements with monthly updated budgets and discussion. The Group attempts to maintain sufficient funds by raising further funds in advance of requirements, and is able to reduce its expenditure if such funding is not available.

Operational risks	Prosperity for the Group and its subsidiaries will depend largely upon an efficient and successful implementation of all the aspects of exploration, developments, business activities and management of commercial factors. The operations of the Group and its subsidiaries may be disrupted by a variety of risks and hazards which are beyond the control of the Group. Exploration has been and will continue to be hampered on occasions by accidents, unforeseen cost changes, environmental considerations, unforeseen weather events, and other natural events. If necessary, exploration programs are delayed in order to avoid or minimise this risk.
Government policy and taxation	Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Australia (at Federal and State level), may have an adverse effect on the assets, operations and ultimately the financial performance of the Group. The Group notes recent announcements by the Queensland State Government to significantly increase state coal royalties. The New South Wales State Government recently announced more modest royalty increases, which do not affect the viability of the Group's Ashford project (given current coking coal prices). The Group is a member of the Association of Mining and Exploration Companies (AMEC) and monitors possible policy changes through AMEC and the media, and supports AMEC lobbying on relevant issues.
Commodity prices	The Group's prospects and perceived value will be influenced from time to time by the prevailing short-term prices of the commodities targeted in exploration programs of the Group. Commodity prices fluctuate and are affected by factors including supply and demand for mineral products, hedge activities associated with commodity markets, the costs of production and general global economic and financial market conditions. These factors may cause volatility which in turn, may affect the Group's ability to finance its future exploration and/or bring the Group's projects to market. As noted elsewhere above, the events relating to the Russia/Ukraine war have had an impact on global demand for the Group's target commodities. It is difficult if not impossible to accurately predict the direction of those markets in the short or medium terms. The Group will consider longer term contracts and/or hedging to reduce these risks.
Tenement risks	All exploration permits in which Group has an interest (directly or indirectly) will require compliance with certain levels of expenditure and renewal from time to time. If for any reason expenditure requirements are not met or a licence or permit is not renewed, then Group may suffer damage and as a result may be denied the opportunity to develop certain mineral resources. The Group and its tenement consultants monitor reporting requirements and fees to ensure reports are lodged and fees paid as required.
Land access risks	Land access is critical for exploration and evaluation to succeed. Access to land for exploration purposes can be affected by factors such as land ownership and Native title claims. The Group meets and communicates regularly with landowners and Native Title groups.

Environmental risks	The various tenements which the Group has interests in (whether directly or indirectly) are subject to laws and regulations regarding environmental matters, which mean there are potential liability risks. The Group and its tenement consultants monitor environmental laws and regulations, and reporting requirements.
Exploration and production	Tenements in which the Group or its Related Bodies Corporate has an interest are at various stages of exploration. There can be no assurance that exploration of the project areas will result in the discovery of an economic reserve. The Group plans and resources its exploration programs, including the use of consultants, to maximise as far as possible, the likelihood of successful exploration.
Contractual risk	The Group's ability to efficiently conduct its operations in a number of respects depends upon a third-party product and service providers and contracts have, in some circumstances, been entered into by the Group and its subsidiaries in this regard. Any default under such contracts by a third party may adversely affect the Group. The Group attempts to only engage with reputable contractors who have the resources to meet their commitments.

Climate change risks and opportunities

The consolidated entity does not consider that it currently has a material exposure to the risks associated with Climate Change. Accordingly, the consolidated entity does not consider it necessary to reflect any impact associated with Climate Change risks (e.g. impairments, provisions) in its financial statements for the year ended 30 June 2026. The consolidated entity considers the following matters to be relevant to this conclusion:

- (i) the consolidated entity's activities are predominantly focused on the discovery and definition phase of natural resource projects. The consolidated entity is not yet in a mine planning, development, construction or operational phase. Accordingly, having a predominantly greenfields exploration focus means that the consolidated entity currently has no significant man-made infrastructure that would be subject to the potential physical risks associated with Climate Change. Furthermore, the consolidated entity has a minimal carbon footprint and negligible emissions;
- (ii) the consolidated entity is not currently aware of any pending or proposed Climate Change related regulatory or legislative changes that would materially impact it, or its assets, at this time;
- (iii) the consolidated entity's exploration interests are predominantly focused on minerals and metals that are not expected to be significantly impacted by the various categories of risk associated with Climate Change. These minerals and metals include coking coal and nickel;
- (iv) the consolidated entity's tenements are in southern Queensland and northern New South Wales. It is considered that bushfires, flooding, and extreme temperatures events are unlikely to cause anything more than temporary delays in exploration work.
- (v) other than as outlined above, the consolidated entity considers that it currently has limited exposure to the technological market and reputational risks associated with Climate Change.

Information on directors

Name:	Richard Willson (appointed 18 January 2013, Chairman 11 October 2024)
Title:	Non-Executive Director
Qualifications:	BAc, FCPA, FAICD
Experience and expertise:	Richard is an experienced Non-Executive Director, Company Secretary and Chief Financial Officer with more than 20 years' experience predominantly with ASX listed companies within the mining, technology and agricultural sectors. Richard is a Non-Executive Director of Orbminco Ltd (ASX:OB1), Unity Housing Company Ltd, and Amplify Equity Solutions Pty Ltd, and is Company Secretary of a number of ASX listed Companies.
Other current directorships:	Unity Housing Company Ltd Amplify Equity Solutions Pty Ltd Orbminco Ltd
Former directorships (last 3 years):	Titomic Limited (from 17 May 2017 to 1 July 2025) Orpheus Uranium Limited (from 25 October 2023 to 1 July 2025) Thomson Resources Limited (from 31 July 2019 to 13 October 2023)
Interests in shares:	27,094,407
Interests in options:	25,000,000 \$0.0045, exp 10/02/2030, 4,181,250 \$0.006, exp 15/03/2030

Name:	Angus Middleton (appointed 10 November 2025)
Title:	Non-Executive Director
Qualifications:	SA Fin, MSAA
Experience and expertise:	Angus is a fund manager and former stockbroker who has extensive experience in the Australian resources sector and in particular with capital raisings for exploration companies. He is currently a Director of SA Capital Pty Ltd, a corporate advisory firm specialising in equity raisings and underwriting, and the Managing Director of SA Capital Funds Management Limited, an Adelaide based investment fund. He is also a Non-Executive Director of Kalamazoo (ASX: KZR) and Orbminco (ASX: OB1)
Other current directorships:	Orbminco Ltd (29 September 2025) Kalamazoo Resources Ltd (5 February 2014)
Former directorships (last 3 years):	
Interests in shares:	86,267,502
Interests in options:	67,500,000 \$0.0045, exp 28/11/2029, 20,000,000 \$0.0045, exp 10/02/2030, 25,000,000 \$0.006, exp 15/03/2030

Name:	Duncan Gordon (appointed 13 April 2026)
Title:	Executive Director
Qualifications:	B.Eng (Mech)
Experience and expertise:	Duncan is a qualified engineer and corporate advisor with more than 20 years' experience assisting ASX-listed resource companies across exploration, development and production stages. He also serves as Chairman of Orbminco Limited (ASX: OB1) and Non-Executive Director of FortifAI Limited (ASX: FTI).
Other current directorships:	Orbminco Ltd (29 September 2025)
Former directorships (last 3 years):	FortifAI Ltd (resigned 26 June 2026) Whitebark Energy Ltd (12 January 2024)
Interests in shares:	19,512,750
Interests in options:	12,808,878 \$0.0075, exp 31/07/2027, 2,761,316 \$0.012, exp 31/12/2027, 22,948,852 \$0.0045, exp 28/11/2029, 104,512,750 \$0.006, exp 15/03/2030,

Name:	Alex Fitzgerald (appointed 19 December 2024, resigned 10 November 2025)
Title:	Non-Executive Director
Qualifications:	BComm Finance
Experience and expertise:	Alex has a deep understanding of the funds management industry, having been in the funds management role for 3 years, and having worked for the Myer Family office and Yarranabbe Capital. Alex is focused on deep value investing across debt and equity securities and M&A transactions within the Australian and New Zealand Markets.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	Nil
Interests in options:	Nil

Name:	Peter Westerhuis (appointed 11 October 2024, resigned 13 April 2026)
Title:	Managing Director
Qualifications:	B.Eng (Mech), MBA
Experience and expertise:	Peter is a professional engineer with post-graduate business qualifications and over 30 years of Australian and international resources experience in the iron ore, gold and coal industries; the last 17 years at CEO and MD level. He has successfully developed and managed large mining and processing operations including overseeing the transition from explorer to producer, and has undertaken many complex commercial negotiations.
Other current directorships:	Bathurst Resources Limited (since April 2015)
Former directorships (last 3 years):	None
Special responsibilities:	Chief Executive Officer
Interests in shares:	70,756,240 (at the date of his resignation)
Interests in options:	18,000,000 \$0.0045, exp 10/02/2030 3,930,969 \$0.006, exp 15/03/2030 (at the date of his resignation)

'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

Peter Harding-Smith was appointed Company Secretary on 1 December 2024. Peter is a Chartered Accountant and has 30 years of extensive Board, company secretarial and corporate finance experience, predominantly within the mining and resources industry. Peter also acts as the Company Secretary for ASX-listed Litchfield Resources Limited.

Meetings of directors

The number of meetings of the Group'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
Richard Willson	9	9
Angus Middleton (appointed 10 November 2025)	4	4
Duncan Gordon (appointed 13 April 2026)	1	1
Alex Fitzgerald (resigned 10 November 2025)	4	5
Peter Westerhuis (resigned 13 April 2026)	8	8

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

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 Group, 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 information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The performance of the Group depends upon the quality of its Directors and Executives. To prosper, the Group must attract, motivate and retain highly skilled Directors and Executives.

The Board of Directors is responsible for determining and reviewing compensation arrangements for the Directors and the Executive team. The Board assesses the appropriateness of the nature and amount of remuneration of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and Executive team. Such officers are given the opportunity to receive their base remuneration in a variety of forms including cash and fringe benefits. It is intended that the manner of payments chosen will be optimal for the recipient without creating undue cost for the Group. Further details on the remuneration of Directors and Executives are set out in this Remuneration Report.

The Group aims to reward the Executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group. The Board's policy is to align Director and Executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering long-term incentives.

In accordance with best practice corporate governance, the structure of Non-Executive Director and Executive remuneration is separate and distinct.

Non-executive directors' remuneration

The Board seeks to set aggregate remuneration at a level which provides the Group with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders. The Group's specific policy for determining the nature and amount of remuneration of Board members of the Group is as follows.

The Constitution of the Group provides that the Non-executive Directors are entitled to remuneration as determined by the Group in general meeting to be apportioned among them in such manner as the Directors agree and, in default of agreement, equally. The aggregate remuneration currently determined by the Group is \$350,000 per annum. Additionally, Non-executive Directors are entitled to be reimbursed for properly incurred expenses.

If a Non-executive Director performs extra services, which in the opinion of the Directors are outside the scope of the ordinary duties of the Director, the Group may remunerate that Director by payment of a fixed sum determined by the Directors in addition to or instead of the remuneration referred to above. However, no payment can be made if the effect would be to exceed the maximum aggregate amount payable to Non-executive Directors. A Non-executive Director is entitled to be paid travelling and other expenses properly incurred by them in attending Director's or general meetings of the Group or otherwise in connection with the business of the Group.

Directors may have the opportunity to qualify for participation in the Group's option plan, subject to corporate governance considerations and the approval of shareholders.

The remuneration of Non-Executive Directors for the year ended 30 June 2026 is detailed in this Remuneration Report.

Executive remuneration

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

- align the interests of Executives with those of shareholders;
- link reward with the strategic goals and performance of the Group; and
- ensure total remuneration is competitive by market standards.

The remuneration of the Executives may from time to time be fixed by the Board. The remuneration will comprise a fixed remuneration component and also may include offering specific short and long-term incentives, in the form of:

- performance based salary increases and/or bonuses; and/or
- the issue of options.

The remuneration of the Executives employed by the Group for the year ended 30 June 2026 is detailed in this Remuneration Report.

Consolidated entity performance and link to remuneration

During the financial year, the Group generated a loss. The Group's principal activity is mineral and metals exploration.

As at 30 June 2026, the market price of the Group's ordinary shares was \$0.004 per share (30 June 2025: \$0.003 per share). No dividends were paid during the year ended 30 June 2026.

As the Group is still in the exploration and development stage, the link between remuneration, Group's performance and shareholder wealth is tenuous. Share prices are subject to the influence of mineral and metals prices and market sentiment toward the sector, and as such increases or decreases may occur quite independent of Executive performance or remuneration.

Use of remuneration consultants

The Group did not engage remuneration consultants to prepare a formal remuneration report during the financial year ended 30 June 2026.

Details of remuneration

Amounts of remuneration

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

The key management personnel of the Group consisted of the following directors of Clara Resources Australia Ltd:

- Richard Willson (Non-executive Director appointed 18 January 2013; Non-Executive Chairman appointed 11 October 2024)
- Angus Middleton (Non-executive Director appointed 10 November 2025)
- Duncan Gordon (Non-executive Director appointed 13 April 2026)
- Alex Fitzgerald (Non-executive Director appointed 19 December 2024, resigned 10 November 2025)
- Peter Westerhuis (Managing Director appointed 11 October 2024, resigned 13 April 2026) (Chief Executive Officer 17 May 2022)

	Short-term benefits		Post-employment benefits	Share-based payments	
	Cash salary and fees	Cash bonus	Super-annuation	Equity-settled	Total
	\$	\$	\$	\$	\$
2026					
<i>Non-Executive Directors:</i>					
Richard Willson	50,225	-	-	33,182	83,407
Angus Middleton	27,956	-	-	13,166	41,122
Alex Fitzgerald (resigned 10 November 2025)	16,106	-	-	-	16,106
<i>Executive Directors:</i>					
Duncan Gordon	60,000	-	-	104,000	164,000
Peter Westerhuis (resigned 13 April 2026)	395,127	-	30,000	61,311	486,438
	<u>549,414</u>	<u>-</u>	<u>30,000</u>	<u>211,659</u>	<u>791,073</u>

	Short-term benefits		Post-employment benefits	Share-based payments	
	Cash salary and fees	Cash bonus	Super-annuation	Equity-settled	Total
	\$	\$	\$	\$	\$
2025					
<i>Non-Executive Directors:</i>					
Richard Willson	79,444	-	-	-	79,444
Alex Fitzgerald	29,497	-	-	-	29,497
Nicholas Mather (resigned 11 March 2025)	69,057	-	-	-	69,057
Brian Moller (resigned 10 March 2025)	42,854	-	-	-	42,854
<i>Executive Directors:</i>					
Peter Westerhuis	247,467	-	33,898	-	281,365
<i>Other Key Management Personnel:</i>					
John Haley (resigned 1 December 2024)	16,200	-	-	-	16,200
	<u>484,519</u>	<u>-</u>	<u>33,898</u>	<u>-</u>	<u>518,417</u>

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2026	2025	2026	2025	2026	2025
<i>Directors:</i>						
Richard Willson	60.2%	100%	39.8%	-	-	-
Angus Middleton	68.0%	-	32.0%	-	-	-
Duncan Gordon	36.6%	-	63.4%	-	-	-
Alex Fitzgerald	100%	100%	-	-	-	-
Peter Westerhuis	90.6%	100%	9.4%	-	-	-
Brian Moller	-	100%	-	-	-	-
Nicholas Mather	-	100%	-	-	-	-
John Haley	-	100%	-	-	-	-

Service agreements

It is the Board's policy that employment agreements are entered into with all Executives and employees. All employment agreements have one month (or less) notice periods.

The terms of appointment for Non-Executive Directors are set out in letters of appointment.

Salaried Executives are entitled to their statutory entitlements of accrued annual leave and long service leave together with any superannuation on termination. No other termination payments are payable.

Duncan Gordon – Executive Agreement

The Group has an agreement with Cerberus Advisory for the provision of Executive Director services, to be provided by Duncan Gordon, at a rate of \$20,000 per month (ex GST), with one month's notice from either party.

Share-based compensation

Issue of shares

There were shares issued to directors as part of compensation during the year ended 30 June 2026, which were approved by shareholders at General Meetings.

Options

30 June 2026

The following options were granted to key management personnel as part of remuneration during the year ended 30 June 2026.

Name	Number of options		Vesting date and		Expired	Expiry date	Exercise price	Fair value per option at grant date
	granted	Grant date	exercisable date					
Richard Willson	25,000,000	6/02/2026	Tranche 1 - 40% - 10/02/2027					
			Tranche 2 - 40% - 10/02/2028					
			Tranche 3 - 40% - 10/02/2029					
			Tranche 1 - 40% - 10/02/2027		-	10/02/2030	\$0.0045	\$0.0025
Angus Middleton	20,000,000	6/02/2026	Tranche 2 - 40% - 10/02/2028					
			Tranche 3 - 40% - 10/02/2029		-	10/02/2030	\$0.0045	\$0.0025
Peter Westerhuis	45,000,000	6/02/2026	10/02/2027	(27,000,000)		10/02/2030	\$0.0045	\$0.0025
Peter Westerhuis	3,930,969	2/04/2026	2/04/2026		-	15/03/2030	\$0.0060	\$0.0025
Duncan Gordon	65,000,000	19/06/2026	16/06/2026		-	15/03/2030	\$0.0060	\$0.0025

Options granted carry no dividend or voting rights.

30 June 2025

There were no options granted to key management personnel during the year ended 30 June 2025.

Performance rights

There was no performance rights over ordinary shares granted to or vested by key management personnel as part of compensation during the year ended 30 June 2026 and 30 June 2025.

Additional information

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

	2026	2025	2024	2023	2022
Profit /(Loss) for the year	(7,357,951)	(3,370,351)	(5,302,036)	(10,120,804)	4,197,856
Share price at financial year end (cents)	0.4	0.3	1.4	4.0	10.0
Basic earnings per share (cents per share)	(0.56)	(0.91)	(2.8)	(7.1)	3.2

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the Group 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	Received on exercise of options	Net change other*	Balance at the end of the year
<i>Ordinary shares</i>					
<i>Directors</i>					
Richard Willson	4,128,717	18,784,440	-	4,181,250	27,094,407
Angus Middleton (Appointed 10 November 2025)	-	-	-	86,267,502	86,267,502
Duncan Gordon (Appointed 13 April 2026)	-	-	-	-	-
Peter Westerhuis (Resigned 13 April 2026)	30,020,931	40,735,309	-	(70,756,240)	-
Alex Fitzgerald (Resigned 10 November 2025)	51,531,561	-	-	(51,531,561)	-
	<u>85,681,209</u>	<u>59,519,749</u>	<u>-</u>	<u>(31,839,049)</u>	<u>113,361,909</u>

* Includes the net balance of shares held on appointment/resignation, and shares purchased during a share placement.

Option holding

The number of options over ordinary shares in the Group (including those issued pursuant to capital raisings) 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	Granted as remuneration	Options exercised	Net change other*	Balance at the end of the year
<i>Options over ordinary shares</i>					
<i>Directors</i>					
Richard Willson	750,000	25,000,000	-	3,431,250	29,181,250
Angus Middleton (Appointed 10 November 2025)	-	20,000,000	-	92,500,000	112,500,000
Duncan Gordon (Appointed 13 April 2026)	-	65,000,000	-	58,519,046	123,519,046
Peter Westerhuis (Appointed 11 October 2024)	3,500,000	48,930,969	-	(52,430,969)	-
Alex Fitzgerald (appointed 19 December 2024)	-	-	-	-	-
	<u>4,250,000</u>	<u>158,930,969</u>	<u>-</u>	<u>102,019,327</u>	<u>265,200,296</u>

* Includes the net balance of options held on appointment/resignation and the expiry of options held at the start of the period.

Performance rights holding

There are no performance rights over ordinary shares in the Group held during the financial year by any director and other members of key management personnel of the Group, including their personally related parties.

Loans with directors and their related parties

On 28 May 2024, the Group received loans from Richard Willson, Peter Westerhuis and Alex Fitzgerald of \$100,000, \$150,000 and \$250,000 respectively. The funds, along with other lenders, were used to fund the acquisition of 6 ordinary shares of Renison Coal Pty Ltd and for working capital. Interest was payable at 20% of the face value to be settled on expiry by either cash or the issue of a fixed number of shares in the Group (subject to shareholder approvals). The loans were due to expire on 29 July 2024, however a rollover clause was executed allowing an extension to 31 October 2024 with 5% interest payable and the right for the loan to be converted to shares.

On 1 January 2025, the directors agreed to vary the unsecured loans, reducing the interest rate to 12% per annum and loan expiry date of 1 January 2026. On 1 July 2025 the related party loans were further modified to 15% per annum and a maturity date of 31 December 2026.

On 2 January 2026, Alex Fitzgerald's loan was repaid in full along with any accrued interest.

On 30 April 2026, the Group made a partial repayment of Peter Westerhuis's loan and at 30 June 2026, the remaining balance payable is \$30,000 and is expected to be repaid on 31 October 2026 with no further extensions.

The loan balance at 30 June 2026 was \$109,298.

Other transactions with key management personnel and their related parties

Mr Duncan Gordon, (an Executive Director), is a Director of Cerberus Investments Pty Ltd (Cerberus Advisory). For the year ended 30 June 2026, \$251,207 (2025: \$81,818) was paid to Cerberus Advisory for the provision of corporate advisory and capital raising services to the Group. The services were based on normal commercial terms and conditions. The total current amount payable at year end was \$nil (2025: \$nil). 14,232,086 co-lead manager options with a value of \$13,624 were issued to Cerberus Advisory for the August 2026 placement, 25,448,852 co-lead manager options with a value of \$49,017 were issued to Cerberus Advisory for the September 2026 rights placement and 20,000,000 lead manager options with a value of \$32,000 were also issued to Cerberus Advisory, totalling 59,680,938 options with a value of \$94,641 during the year ended 30 June 2026 (2025: \$0)

Mr Angus Middleton is a director and beneficiary of Tornado Nominees Pty Ltd. Tornado Nominees provided capital raising services to the Group. For the year ended 30 June 2026, \$4,107 (2025: \$0) was payable to Tornado Nominees for their services. 67,500,000 broker options with a value of \$130,010 were also issued to Tornado Nominees.

Mr Angus Middleton is a director and beneficiary of Sophisticated Capital Pty Ltd. Sophisticated Capital provided capital raising services to the Group. For the year ended 30 June 2026, \$121,124 (2025: \$0) was paid to Sophisticated Capital.

Aggregate amounts of each of the above types of other transactions with key management personnel and their related entities are included in the financial statements as follows:

Statement of profit or loss and other comprehensive income:

Amounts recognised as expenses

Finance costs:	\$34,420	(2025: \$119,693)
Share-based payments expenses:	\$179,210	(2025: \$0)
Consultancy fees:	\$100,000	(2025: \$0)

Statement of financial position:

Amounts recognised as trade and other payables

Trade payables:	\$10,266	(2025: \$457,213)
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Amounts recognised as borrowings

Borrowings:	\$109,298	(2025: \$294,931)
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Amounts recognised as Issued Capital

Share Issue transaction costs:	\$505,982	(2025:\$0)
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This concludes the remuneration report, which has been audited.

Shares under option

There are options under reserve; pending issue once milestones are reached.

Refer Note 14: Issued Capital, (B) Unlisted Options for ordinary shares of Clara Resources Australia Ltd under option at the date of this report.

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 Group or of any other body corporate.

Shares issued on the exercise of options

Options were issued during the year but no ordinary shares of Clara Resources Australia Ltd were issued on the exercise of options during the year ended 30 June 2026 and up to the date of this report.

Shares issued on the exercise of performance rights

There were no ordinary shares of Clara Resources Australia Pty Ltd issued on the exercise of performance rights during the year ended 30 June 2026 and up to the date of this report.

Indemnity and insurance of officers

The Group has indemnified the directors and executives of the Group 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 Group paid a premium in respect of a contract to insure the directors and executives of the Group 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 Group has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Group or any related entity against a liability incurred by the auditor.

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

Proceedings on behalf of the Group

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

Non-audit services

Refer Note 22: Auditor's Remuneration for the value of Audit and Non-audit services provide during the financial year.

The board of directors is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that

the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the Corporations Act 2001.

Officers of the Group who are former partners of Moore Australia Audit (QLD) Pty Ltd

There are no officers of the Group who are former partners of Moore Australia Audit (QLD) Pty Ltd.

Rounding of amounts

The Group is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the 'rounding off' of amounts in the Directors' report. Amounts in the Directors' report have been rounded off in accordance with the instrument to the nearest dollar.

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.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Richard Willson
Non-executive Chairman

30 September 2026
Brisbane

Auditor's Independence Declaration
Under Section 307c of the Corporations Act 2001
To the directors of Clara Resources Australia Limited

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2026, 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 made in respect to Clara Resources Australia Limited and the entities it controlled during the year.


Gavin Ruddell
Director
Moore Australia Audit (QLD) Pty Ltd
Chartered Accountants

30 September 2026

Statement of Profit or Loss and Other Comprehensive Income for the Year Ended 30 June 2026

		Consolidated	
		30-Jun-26	30-Jun-25 Restated*
		\$	\$
Reversal of prior period impairment of exploration and evaluation expenditure assets	8	1,977,790	-
Other Income	8	218,906	305
Net fair value gain on investments at fair value through profit or loss		-	16,139
Total Income		2,196,696	16,444
Corporate & Admin exp		(633,269)	(493,465)
Depreciation & Amortisation		-	(37,409)
Directors' fees		(149,552)	(216,964)
Exploration assets written-off	9	(7,621,026)	(17,632)
Exploration expenses		(75,748)	-
Impairment expense on option asset	10	(208,443)	-
Interest Expense		(57,841)	(488,857)
Legal expenses		(133,772)	(189,784)
Loss on disposal of Subsidiary		-	(1,313,374)
Share-based payments	4	(183,213)	-
Wages and consulting fees		(491,782)	(629,310)
Total Expenses		(9,554,647)	(3,386,795)
Loss before income tax expense		(7,357,951)	(3,370,351)
Income tax expense	5	-	-
Loss for the period		(7,357,951)	(3,370,351)
Other comprehensive income		-	-
Total comprehensive loss for the period		(7,357,951)	(3,370,351)
Loss per share attributable to owners of the parent company			
Basic and diluted earnings per share (cents)	17	(0.56)	(0.91)
*Refer to Note 26			

Statement of Financial Position as at 30 June 2026

		Consolidated	
	Note	30 June 2026	30 June 2025
			Restated*
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents	6	112,040	110,212
Trade and other receivables	7	110,914	21,936
Assets classified as held for sale	8	2,000,000	50,000
Total Current Assets		2,222,954	182,148
NON-CURRENT ASSETS			
Exploration and evaluation assets	9	3,106,892	7,438,919
Land Options Right	10	-	208,443
Other assets	11	3,500	46,106
Total Non-Current Assets		3,110,392	7,693,468
TOTAL ASSETS		5,333,346	7,875,616
CURRENT LIABILITIES			
Trade and other payables	12	405,732	678,728
Employee Provisions		-	64,125
Borrowings	13	109,298	294,931
Option Fee Liability	10	40,798	35,212
Other payables	9	650,000	-
Total Current Liabilities		1,205,828	1,072,996
NON-CURRENT LIABILITIES			
Option Fee Liability	10	102,042	142,840
Total Non-Current Liabilities		102,042	142,840
TOTAL LIABILITIES		1,307,870	1,215,836
NET ASSETS		4,025,476	6,659,780
EQUITY			
Issued capital	14	43,923,974	39,770,131
Reserves	15	569,804	1,863,821
Accumulated losses		(40,468,302)	(34,974,172)
TOTAL EQUITY		4,025,476	6,659,780

*Refer to Note 26

The accompanying notes form part of these financial statements.

Statement of Changes in Equity for the Year Ended 30 June 2026

	Note	Issued Capital \$	Share based payment reserve \$	Accumulated Losses Restated* \$	Total \$
Balance at 1 Jul 2024		37,343,590	1,863,821	(31,603,821)	7,603,590
Loss for the period – Restated*		-	-	(3,370,351)	(3,370,351)
Other comprehensive income for the period		-	-	-	-
Total comprehensive loss		-	-	(3,370,351)	(3,370,351)
Issue of shares	14	2,426,541	-	-	2,426,541
Balance at 30 June 2025		39,770,131	1,863,821	(34,974,172)	6,659,780
Balance at 1 Jul 2025		39,770,131	1,863,821	(34,974,172)	6,659,780
Loss for the period		-	-	(7,357,951)	(7,357,951)
Other comprehensive income for the period		-	-	-	-
Total comprehensive loss		-	-	(7,357,951)	(7,357,951)
Issue of shares	14	4,969,670	-	-	4,969,670
Share issue transactions costs		(429,236)	-	-	(429,236)
Share based payments	15	(386,591)	(2,724,137)	3,293,941	183,213
Re-allocation of option reserve		-	1,430,120	(1,430,120)	-
Balance at 30 June 2026		43,923,974	569,804	(40,468,302)	4,025,476

*Refer to Note 26

The accompanying notes form part of these financial statements.

Statement of Cash Flows for the Year Ended 31 June 2026

		Consolidated	
	Note	30 June 2026	30 June 2025
			Restated*
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from Customers		124,554	73,887
Payments to suppliers and employees		(1,713,724)	(1,448,460)
Interest received		-	305
Interest and other finance costs paid		(33,054)	(205,111)
Net cash used in operating activities	16	(1,622,224)	(1,579,379)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration and evaluation assets		(1,024,095)	(192,748)
Proceeds from property held for resale	8	218,906	-
Proceeds from exclusivity fees		50,000	-
Proceeds from disposal of investment in First Tin Plc		-	4,293,033
Payment for purchase of Renison Coal Pty Ltd		-	(3,448,164)
Proceeds from disposal of Savannah Goldfields Pty Ltd		-	152,077
Proceeds from return of refundable deposit		42,606	50,000
Net cash from investing activities		(712,583)	854,198
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares	14	2,996,504	1,720,402
Payments for share issue expense		(429,236)	(97,686)
Repayment of short-term loans	13	(185,633)	(742,119)
Payment for land option fee	10	(45,000)	(60,000)
Net cash provided by financing activities		2,336,635	820,597
Net increase in cash held		1,828	95,416
Cash at Beginning of Period		110,212	14,796
Cash at End of Period	6	112,040	110,212

The accompanying notes form part of these financial statements.

Notes to the Consolidated Financial Statements for the Year Ended 30 June 2026

NOTE 1: MATERIAL ACCOUNTING POLICY INFORMATION

The financial statements and notes represent those of Clara Resources Ltd, a limited Company, and its controlled entities (the Group) are incorporated and domiciled in Australia.

The financial statements were authorised for issue on 28th September 2026 by the directors of the Group.

(a) Basis of Preparation

These general-purpose financial statements have been prepared in accordance with the *Corporations Act 2001* and Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of the financial statements are presented below and have been consistently applied unless stated otherwise.

The financial statements, except for cash flow information, have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The amounts presented in the financial statements have been rounded to the nearest dollar unless stated otherwise.

(b) Basis of Consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by the Group at the end of the reporting period. A controlled entity is any entity over which the Group has the ability and right to govern the financial and operating policies so as to obtain benefits from the entity's activities.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the consolidated group have been eliminated in full on consolidation.

Where controlled entities have entered or left the consolidated entity during the year, the financial performance of those entities is included only for the period of the year that they were controlled.

(c) Going concern

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

As disclosed in the financial statements, the Group recorded a net loss of \$7,357,951, of which \$7,621,026 related to the impairment of the Ashford Project, net operating cash outflows of \$1,622,224. As at 30 June 2026 the Group had cash of \$112,040 and net assets of \$4,025,476.

Subsequent to year end, the Group received \$358,051 from Tranche 2 of a placement announced in April 2026 and announced a further capital raise for \$1.165 million. In addition, Group signed an Asset Sale Agreement with Gympie Goldfield, the Kildanga option agreement announced in March 2026, for \$2 million consideration.

The Group's ability to continue to adopt the going concern assumption will depend upon the Group being able to manage its liquidity requirement and by taking some or all of the following actions:

- the ability of the Group to successfully raise capital, as and when necessary;
- the ability to complete successful exploration and subsequent exploitation of the areas of interest; and
- reducing its working capital expenditure.

The directors have concluded as a result of the requirement to raise funds in the future there exists a material uncertainty that may cast significant doubt regarding the Group's ability to continue as a going concern and therefore, the Group may be unable to realise their assets and discharge their liabilities in the

normal course of business. Nevertheless, after taking into account the current financial position of the Group, and the Group's ability to raise further capital, the directors have a reasonable expectation that the Group will have adequate resources to fund its future operational requirements and for these reasons they continue to adopt the going concern basis in preparing the financial report.

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

(d) Income tax

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income for the current period. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss or arising from a business combination.

A deferred tax liability shall be recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- a) the initial recognition of goodwill; or
- b) the initial recognition of an asset or liability in a transaction which:
 - i) is not a business combination; and
 - ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale. When an investment property that is depreciable is held by the entity in a business model whose objective is to consume substantially all of the economic benefits embodied in the property through use over time (rather than through sale), the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of such property will be recovered entirely through use.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where:

- i) a legally enforceable right of set-off exists; and
- ii) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority

on either the same taxable entity or different taxable entities, where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(e) Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (ie the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (ie the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instrument, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

(f) Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the financial instrument. For financial assets, this is the date that the entity commits itself to either purchase or sell the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss" in which case transaction costs are recognised as expenses in profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Classification and subsequent measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less repayments made and any reduction for impairment and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an

adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are stated at fair value, with any gains and losses arising on remeasurement recognised in profit and loss. The net gain or loss recognised in profit and loss includes any dividend or interest earned of the financial asset and is included in other gains and losses of the face of the statement of profit and loss and other comprehensive income.

ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

iii) Financial liabilities

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

Impairment

At the end of each reporting period, the Group assesses whether there is objective evidence that a financial asset has been impaired. A financial asset is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a "loss event") having occurred, which has an impact on the estimated future cash flows of the financial asset(s).

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. For financial assets that are carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

At the end of each reporting period the Group assessed whether there is any objective evidence that a financial asset is impaired (other than financial assets classified as at fair value through profit or loss).

Derecognition

Financial assets are derecognised when the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised when the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received. On derecognition

of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

(g) Impairment of Assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include considering external sources of information and internal sources of information including dividends received from subsidiaries, associates or joint ventures deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (e.g., in accordance with the revaluation model in AASB 116: Property, Plant and Equipment). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (e.g., in accordance with the revaluation model in AASB 116: Property, Plant and Equipment). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(h) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at-call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown as borrowings in current liabilities on the statement of financial position.

(i) Mineral Exploration and Evaluation Expenditure

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an asset in the statement of financial position in the year in which they are incurred where the following conditions are satisfied:

- i) the rights to tenure of the area of interest are current; and
- ii) at least one of the following conditions are also met:
 - a. the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
 - b. exploration and evaluation activities in the area of interest have not, at the reporting date, reached a stage which permits a reasonable assessment of the existence, or otherwise, of economically recoverable reserves and active and significant operations in, or relation to, economically recoverable reserves and active and significant operations in, or relation to, the area of interest are continuing.

Exploration and evaluation assets include tenement rent, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they related directly to operational activities in a particular area of interest.

If exploration and evaluation expenditure is recognised as an asset then it is assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

(j) Trade and Other Receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

(k) Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the Group that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

(l) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included as part of receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from financing and investing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

(m) Employee Benefits

Short-term employee benefit obligations

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled wholly within 12 months after the end of the reporting period are recognised in liabilities in respect of employees' services rendered up to the end of the reporting period and are measured at amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows

(n) Share Based Payments

The Group makes equity-settled share-based payments to directors, employees and other parties for services provided or the acquisition of exploration assets. Where applicable, the fair value of the equity is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using the Black-Scholes option valuation pricing model which incorporates all market vesting conditions. Where applicable, the number of shares and options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Where the fair value of services rendered by other parties can be reliably determined, this is used to measure the equity-settled payment. If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

(o) New Accounting Standards for Application in Future Periods

AASB 18 Presentation and Disclosure in Financial Statements

This standard will replace AASB101 Presentation of Financial Statements. Whilst many of the requirements will remain consistent, the new standard will have impacts on the presentation of the Statement of Profit and Loss, and consequential impacts on the Statements of Cash Flows. It will also require the disclosure of non-AASB management performance measures and may impact the level of aggregation and disaggregation through the primary financial statements and the notes.

AASB 18 applies for periods beginning on or after 1 January 2027 and will be applied retrospectively. The Group is still currently assessing the impact that AASB 18 will have on the Group.

There are no other new standards or amendments that are expected to have a material impact on the Group.

NOTE 2: CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

Key judgements – 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 the assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Key judgements – exploration & evaluation assets

The Group performs regular reviews on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. These reviews are based on detailed surveys and analysis of drilling results performed to reporting date.

The Directors have assessed that for the exploration and evaluation assets recognised at 30 June 2026, the facts and circumstances do not suggest that the carrying amount of an asset may exceed its recoverable amount. In considering this the Directors have had regard to the facts and circumstances that indicate a need for impairment as noted in Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources.

NOTE 3: OPERATING SEGMENTS

Identification of reportable operating segments

The consolidated entity has identified its operating segments based on the internal reports that are reviewed and used by the parent entity's Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The consolidated entity is managed primarily on a geographic basis that is the location of the respective areas of interest (tenements) in Australia. Operating segments are determined on the basis of financial information reported to the Board which is at the consolidated entity level.

The consolidated entity does not have any products/services it derives revenue from.

Management currently identifies the consolidated entity as having only one operating segment, being exploration for gold, coal, nickel and other commodities in Australia. All significant operating decisions are based upon analysis of the consolidated entity as one segment. The financial results from the segment are equivalent to the financial statements of the consolidated entity as a whole.

NOTE 4: EXPENSES

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
Loss before income tax includes the following specific expenses:		
<i>Finance costs</i>		
Interest and finance charges paid/payable on borrowings and insurance premium finance	33,053	459,249
Interest paid/payable on land option fee	24,788	29,609
	<u>57,841</u>	<u>488,858</u>
<i>Superannuation expense</i>		
Defined contribution superannuation expense	27,100	38,962
<i>Share-based payments expense</i>		
Share-based payments expense	183,213	-

NOTE 5: INCOME TAX

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(7,357,951)	(3,370,351)
Tax at the statutory tax rate of 30%	(2,207,385)	(1,011,105)
Derecognition of tax losses	2,152,055	933,111
Permanent differences	55,330	77,994
Income tax expense	-	-

Deferred tax

	Opening balance	Net charged to income	Net charged to equity	Derecognised	Closing balance
	\$	\$	\$	\$	\$
30 June 2026					
<i>Recognised deferred tax assets</i>					
Unused tax losses	-	836,987	-	(836,987)	-
Deductible temporary differences	-	60,419	-	(60,419)	-
Capital raising costs in equity	-	-	(226,979)	226,979	-
	-	897,406	(226,979)	(670,427)	-
<i>Recognised deferred tax liabilities</i>					
Exploration and evaluation assets	-	(1,299,608)	-	1,299,608	-
	-	(1,299,608)	-	1,299,608	-
Net deferred tax recognised		2,197,014	(226,979)	(1,970,035)	

	Opening balance	Net charged to income	Net charged to equity	Derecognised	Closing balance
	\$	\$	\$	\$	\$
30 June 2025					
<i>Recognised deferred tax assets</i>					
Unused tax losses	1,403,620	596,315	-	(1,999,935)	-
Deductible temporary differences	147,974	(26,277)	-	(121,697)	-
Capital raising costs in equity	54,313	(33,772)	29,306	(49,847)	-
	1,605,907	536,266	29,306	(2,171,479)	-
<i>Recognised deferred tax liabilities</i>					
Exploration and evaluation assets	(1,520)	1,520	-	-	-
Financial assets at fair value through profit and loss	(1,604,387)	1,604,387	-	-	-
	(1,605,907)	1,605,907	-	-	-
Net deferred tax recognised	-	-	-	-	-

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
Unrecognised tax losses	41,693,586	38,259,392
Unrecognised capital losses	26,093,408	26,809,833
	68,786,994	65,069,225
Potential tax benefit @ 30%*	20,936,098	19,520,768

*The effect that the unrecognised DTA/DTL position for Clara has been shown prior to any impact of the Renison ACA calculation

Accounting policy for income tax

Clara Resources Australia Ltd and its wholly owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. Clara Resources Australia Ltd is responsible for recognising the current tax assets and liabilities and deferred tax assets attributable to tax losses for the tax consolidation group. The tax consolidated group have entered a tax funding agreement whereby each company in the tax consolidation group contributes to the income tax payable in proportion to their contribution to the net profit before tax of the tax consolidation group.

Deferred tax assets and liabilities not brought to account, the net benefit of which will only be realised if the conditions for deductibility set out in Note 1 occur. The amount of losses ultimately available is also dependent on compliance with conditions of deductibility imposed by law.

NOTE 6: CASH AND CASH EQUIVALENTS

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
<i>Current Assets</i>		
Cash at Bank	112,040	110,212
	112,040	110,212

NOTE 7: TRADE AND OTHER RECEIVABLES

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
BAS Receivable	60,914	21,936
Trade Receivables	50,000	-
	110,914	21,936

NOTE 8: ASSETS CLASSIFIED AS HELD FOR SALE

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
<i>Assets classified as held for sale</i>		
Freehold land at cost ^(a)	-	50,000
Tenement at fair value ^(b)	2,000,000	-
	2,000,000	50,000

^(a) In March 2026, the Group announced it had signed an option, to enter into a Sales and Purchase Agreement with Gympie Goldfields Pty Ltd for the sale of Kildanga, for \$1.25 million plus a \$500,000 Deferred Milestone Payment. The Option Agreement was extended in April 2026, with a further non-refundable option payment of \$50,000.

Subsequent to 30 June 2026 the Group signed an Asset Sale Agreement with Gympie Goldfields Pty Ltd to sell tenement EPM 19366 for \$2,000,000. \$50,000 of the consideration was received on 5 September 2026, with the remaining \$1,950,000 due on 30 September 2026.

As the tenement had been impaired to below this value in prior years, an amount of \$1,977,790 has been recognised through profit and loss, being \$2.0 million less \$22,210 capitalised expenditure during the financial year.

^(b) The Group owned Lot 223 Mount Coora Road, Black Snake QLD 4600, which it acquired in 2015 for \$50,000. The Lot was sold and settlement took place on 9 October 2025. The Lot was sold for \$230,000 and a profit of \$168,906, after costs, was recorded as other income. Costs associated with the sales amounted to \$11,094.

NOTE 9: EXPLORATION AND EVALUATION

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
Exploration and evaluation expenditure carried forward in respect of areas of interest are:		
Exploration and evaluation phase - at cost	14,583,694	13,272,485
Less: Impairment	(11,476,802)	(5,833,566)
	3,106,892	7,438,919

Movement in exploration and evaluation assets:

Exploration and evaluation phase – at carrying value

Opening balance - at cost	7,438,919	5,066
Capitalised exploration expenditure	408,809	192,748
Additions through acquisition of asset	2,902,400	7,258,737
Impairment of assets	(7,621,026)	(17,632)
Reversal of prior period impairment of exploration and evaluation asset	1,977,790	-
Reallocation of costs to assets held for sale	(2,000,000)	-
Total exploration and evaluation phase – at carrying value:	3,106,892	7,438,919

Acquisition

In December 2025, the Group announced it has signed a binding agreement to acquire AU SB Minerals Pty Ltd (AUSB) for \$1.6 million in equity and would exercise the two option agreements with a \$600,000 payment on acquisition of AUSB and a deferred payment of \$650,000 on the transfer of the permits into AUSB name. On 6 February 2026, at a general meeting, shareholders approved the issue of the acquisition shares and the \$600,000 payment was made to the option holders. The deferred payment is recognised as a current payable as at 30 June 2026.

Impairment

In March 2026, the NSW Government released NSW Coal Industry 2026-50 (Policy), which relevantly states that applications for new 'greenfield' coal mines will not be considered. Following the release of the Policy, NSW Resources (Department) gave Clara an indication that the Ashford Project would be treated as a new greenfield development. On the basis that Ashford could never be developed under the current NSW policy, the Group has impaired the full capitalised costs for Ashford at 30 June 2026 of \$7,621,026.

Accounting policy for exploration and evaluation assets

A regular review has been undertaken on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. Recoverability of the carrying amount of exploration assets is dependent on the successful development and commercial exploitation of projects, or alternatively, through the sale of the areas of interest.

NOTE 10: LAND OPTIONS RIGHT

	Consolidated	
	30 June 2026	30 June 2025
		Restated*
	\$	\$
Land Options Right Asset	-	208,443
Option Fee Liability - Current	40,798	35,212
Option Fee Liability – Non-current	102,042	142,840

In September 2024, the Group entered an option agreement with the owners of pastoral property Strathnairn. This 147Ha grazing and cropping property is located immediately adjacent to EL6234, the development of the Ashford coking coal Project.

The option agreement is for 5 years and includes a call option which can be exercised by the Group at any time, and a put option which can be exercised by the landowner once the Group has obtained all mining leases, including over Strathnairn, the environmental consent to operate the Ashford mine, and mine construction has commenced.

The agreement requires the Group to pay the landowner an annual option fee of \$60,000. The purchase price, should the option be exercised, is \$1.4m escalating at 3.5% per annum over the 5-year option period.

In March 2026, the NSW Government released NSW Coal Industry 2026-50 (Policy), which relevantly states that applications for new 'greenfield' coal mines will not be considered. Following the release of the Policy, NSW

Resources (Department) gave Clara an indication that the Ashford Project would be treated as a new greenfield development. As a result the Land Option Right asset was fully impaired at 30 June 2026, and an expense of \$208,443 was recorded.

At the end of the financial year, Group wrote to the counterparty advising them of the change in Policy from the NSW Government and that it was the Group's view that due to the change it is impossible for the Conditions Precedent to be satisfied for the put option and no commercial reason for the Group to exercise the call option. The Group considers that the commercial purpose of the Agreement no longer exists and that the basis on which it was entered into has materially changed, with the effect that the Agreement would be frustrated as a matter of law.

NOTE 11: OTHER ASSETS

	Consolidated	
	31 Dec 2025	30 June 2025
	\$	\$
<i>Non-current assets</i>		
Security deposits	3,500	46,106
	3,500	46,106

NOTE 12: TRADE AND OTHER PAYABLES

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
<i>Current liabilities</i>		
Trade payables	220,658	315,232
Accrued expenses	75,300	56,500
Employee entitlements	109,774	306,996
	405,732	678,728

NOTE 13: BORROWINGS

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
Short term loans - related parties	109,298	294,931
	109,298	294,931

Borrowings reconciliations

Reconciliations of the value at the beginning and end of the current financial year is set out below:

	Related Party Loans \$
Balance at 30 June 2025	294,391
Cash repayment of borrowings	(155,093)
Reclassified to Payables	(30,000)
Balance at 30 June 2026	<u>109,298</u>

Short term loans

The unsecured related party loan was established in May 2024, to assist with the acquisition of the Ashford Project. The loan have been modified a number of times, extending the maturity and the interest rate applied.

On 1 July 2025, the terms where further modified with the interest rate increasing to 15% per annum and the maturity extended to 31 December 2026.

Refer to Note 19 for further details on related party transactions.

NOTE 14: ISSUED CAPITAL

(A) Fully Paid Ordinary Shares

		Consolidated 30 June 2026		Consolidated 30 June 2025	
		No. of Shares	\$	No. of Shares	\$
Opening balance		588,270,944	39,770,131	200,139,038	37,343,590
28 August 2024	(a)	-	-	50,000,000	600,000
1 November 2024	(b)	-	-	23,707,447	237,075
17 December 2024	(c)	-	-	7,651,400	76,514
30 December 2024	(d)	-	-	163,584,738	981,508
20 January 2025	(e)	-	-	31,666,668	190,000
14 February 2025	(f)	-	-	12,250,346	73,502
3 April 2025	(g)	-	-	22,604,640	135,628
20 June 2025	(h)	-	-	76,666,667	230,000
18 August 2025	(i)	123,333,333	370,000	-	-
18 August 2025	(j)	31,690,777	95,072	-	-
24 October 2025	(k)	105,000,000	315,000	-	-
14 November 2025	(l)	121,842,608	365,528	-	-
1 December 2025	(m)	302,304,919	906,914	-	-
4 December 2025	(n)	18,402,170	55,207	-	-
6 February 2026	(o)	533,333,333	1,600,000	-	-
6 February 2026	(p)	13,333,333	40,000	-	-
13 April 2026	(q)	250,000,000	1,000,000	-	-
30 June 2026	(r)	55,487,250	221,949	-	-
Share issues costs		-	(815,827)	-	(97,686)
Balance as at the end of the Period		2,142,998,667	43,923,974	588,270,944	39,770,131

Reconciliation of Share Capital

	2026 \$	2025 \$
Opening balance for the period	39,770,131	37,343,590
Share placement for settlement of asset acquisition	1,600,000	-
Share placements settled as cash	2,996,504	1,720,401
Share placement receivable	50,000	-
Share placements settled as debt repayments for borrowings	-	676,619
Share placements settled as payment for outstanding remuneration	222,954	55,207
Share placements settled as payment for outstanding supplier debt	100,212	72,000
Transaction costs arising on share issues, net of tax	(815,827)	(97,686)
Closing balance for the period, at 30 June	43,923,974	39,770,131

Ordinary shareholders are entitled to participate in dividends and the proceeds on the winding up of the Group in proportion to the number of and amount paid on the shares held. Every ordinary shareholder present at a meeting in person or by proxy is entitled to one vote on a show of hands or by poll. Ordinary shares have no par value.

Notes for the above table are:

- (a) On 28 August 2024, the Group issued 50,000,000 ordinary shares for \$0.012 per share to raise \$600,000. The funds raised were used to repay debts and budgeted expenditure for the Ashford coking coal project. Raising \$350,000 in cash and \$178,000 in settlement of borrowings and \$72,000 in settlement of outstanding supplier debt.
- (b) On 20 September 2024, the Group announced a rights issue of 2 new shares for every 3 shares held at \$0.01 per share, to raise funds to advance the Ashford Coking Coal Project and to repay debts. The rights issue was partially underwritten up to \$285,000. The rights issue resulted in a total of 23,707,447 shares issued on 1 November 2024, raising \$237,075.
- (c) On 17 December 2024, the Group issued 7,651,400 ordinary shares for \$0.01 per share, as a result of sub underwriting agreement with Peter Westerhuis and Alex Fitzgerald, in relation to the 20 September 2024 rights issue, totaling \$76,514 in repayment of borrowings.
- (d) During the half-year ended 31 December 2024, the Group announced a share placement and a 1 for 1 pro-rata Accelerated Non-Renounceable Entitlement Offer ("ANREO") of new shares at an offer price of \$0.006 per share. The ANREO was conducted through two phases, with the first phase and the share placement resulting in the Group issuing 163,584,738 ordinary shares for \$981,508 on 30 December 2024. Raising \$639,825 in cash and \$341,684 in repayment of borrowings.
- (e) On 20 January 2025 there was also a further 31,666,668 shares issued for \$190,000 that were delayed under the ANREO.
- (f) On 14 February 2025 the retail component of the ANREO closed raising a further \$73,502 at an offer price of \$0.006, issuing a further 12,250,346 shares.
- (g) On 3 April 2025, after obtaining shareholder approval at a General Meeting on the 11 March 2025, the Group issued 9,201,085 ordinary shares to Peter Westerhuis in lieu of salary totaling \$55,207 and 13,403,555 ordinary shares to the Board under the ANREO shortfall, totaling \$80,421 in repayment of borrowings. Both issues were done at \$0.006 cents per share.
- (h) On 20 June 2025, the first part of a two-tranche placement, 76,666,667 ordinary shares were issued to institutional, sophisticated and professional investors at \$0.003 per share, raising \$230,000.
- (i) On 18 August 2025, the Group issued 123,333,333 ordinary shares for \$0.003 per share to raise \$370,000.
- (j) On 18 August 2025, after obtaining shareholder approval at a General Meeting on the 5 August 2025, the Group issued 18,402,170 ordinary shares to Peter Westerhuis in lieu of salary totaling \$55,207, 5,451,107 ordinary shares to Richard Willson in lieu of directors fees totaling \$16,353, and 7,837,500 ordinary shares to Peter Harding-Smith in lieu of contractor fees totaling \$23,513. All shares were issued at \$0.003 cents per share.

- (k) On 24 October 2025, 105,000,000 ordinary shares at a rate of \$0.003 per share were issued as a part of the Placement and Fully Underwritten Non-Renounceable Rights Issue announced on 21 October 2025, raising \$315,000.
- (l) On 14 November 2025, 121,842,608 ordinary shares at a rate of \$0.003 per share were issued under the entitlement offer of the Placement and Fully Underwritten Non-Renounceable Rights Issue announced on 21 October 2025, raising \$365,528.
- (m) On 1 December 2025, 302,304,919 ordinary shares at a rate of \$0.003 per share were issued to Sophisticated Capital Pty Ltd as underwriters of the Rights Shortfall of the Placement and Fully Underwritten Non-Renounceable Rights Issue announced on 21 October 2025, raising \$906,914.
- (n) On 4 December 2025, after obtaining shareholder approval at a General Meeting on the 28 November 2025, the Group issued 18,402,170 ordinary shares at a rate of \$0.003 per share to Peter Westerhuis in lieu of salary totaling \$55,207.
- (o) On 6 February 2026, the Group issued 533,333,333 ordinary shares for \$0.003 per share totaling \$1,600,000, as consideration for the acquisition of AUSB.
- (p) On 6 February 2026, after obtaining shareholder approval at a General Meeting on the same day, the Group issued 13,333,333 ordinary shares at \$0.003 per share to Richard Willson in lieu of directors fees totaling \$40,000.
- (q) On 13 April 2026, the Group issued 250,000,000 ordinary shares for \$0.004 per share to raise \$1,000,000.
- (r) On 30 June 2026, the Group issued 55,487,250 ordinary shares for \$0.004 per share to raise \$206,225 and settled a liability of \$15,724.

(B) Unlisted options

	Number	Exercise Price	Expiry	Expired	Balance
<i>Opening balance at 30 June 2025</i>					
- Unquoted Options	31,135,418	\$0.12	29/06/2026	(31,135,418)	-
<i>Options issued during the year</i>					
Unlisted Options issued					
- Unquoted Options	35,580,214	\$0.012	31/05/2027	-	35,580,214
- Unquoted Options	13,806,582	\$0.0075	31/12/2027	-	13,806,582
- Unquoted Options	160,448,852	\$0.0045	28/11/2029	-	160,448,852
- Unquoted Options	90,000,000	\$0.0045	10/02/2030	(27,000,000)	63,000,000
- Unquoted Options	20,000,000	\$0.0045	10/02/2030	-	20,000,000
- Unquoted Options	250,000,000	\$0.0060	15/03/2030	-	250,000,000
- Unquoted Options	20,000,000	\$0.0060	15/03/2030	-	20,000,000
- Unquoted Options	65,000,000	\$0.0060	15/03/2030	-	65,000,000
- Unquoted Options	55,487,250	\$0.0060	15/03/2030	-	55,487,250
Closing balance of Options on Issue – 30 June 2026		\$0.0057			683,322,898

Share buy-back

There is no current on-market share buy-back.

Capital risk management

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

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

The Group is not exposed to externally imposed capital requirements.

The Group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Group's share price at the time of the investment. The Group is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

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

NOTE 15: RESERVES

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
Reserves	465,804	1,863,821
<u>Options:</u>		
Opening balance for the period	1,863,821	1,863,821
Options issued as transactions costs of equity issue	386,591	-
Options issued as remuneration during the year	183,213	-
Options expired during the year	(3,293,941)	-
Re-allocation of Option Reserve	1,430,120	
Closing balance for the period	569,804	1,863,821

NOTE 16: CASH FLOW INFORMATION

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

	Consolidated	
	30 June 2026	30 June 2025 Restated*
	\$	\$
Reconciliation of Cash Flow from Operations with Loss after Income Tax:		
Loss after income tax	(7,357,951)	(3,370,351)
Non-cash flows in loss:		
Depreciation	-	37,409
Impairment of Land Option Rights asset	208,443	-
Share based payments	183,213	-
Write off of exploration assets	7,621,026	17,632
Supplier debt settled with equity (non-cash)	323,166	72,000
Net gain on value of tenement held at fair value through profit or loss	(1,977,790)	-
Net loss on disposal of subsidiary	-	1,313,374
Net gain on sale of investment held at fair value through profit or loss	-	(16,139)
Finance costs	-	254,138
Changes in operating assets and liabilities:		
(Increase)/Decrease in receivables and other receivables	(233,095)	36,888
(Increase)/Decrease in GST receivables	(39,956)	(18,063)
(Decrease)/Increase in trade and other payables	(349,280)	93,733
Cash flows from operations	(1,622,224)	(1,579,379)

* Refer Note 26

NOTE 17: EARNINGS PER SHARE

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
Earnings per share for loss from continuing operations		
Loss after income tax attributable to the owners of Clara Resources Australia Ltd	(7,357,951)	(3,370,351)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	1,324,563,334	369,470,126
Weighted average number of ordinary shares used in calculating diluted earnings per share	1,324,563,334	369,470,126
	Cents	Cents
Basic earnings per share	(0.56)	(0.91)
Diluted earnings per share	(0.56)	(0.91)

Options on issue have not been included in the calculation of diluted EPS as the Group is loss making and the options would have an anti-dilutionary effect.

NOTE 18: COMMITMENTS*Future exploration commitments*

The Group has certain obligations to expend minimum amounts on exploration in tenement areas. These obligations may be varied from time to time and are expected to be fulfilled in the normal course of operations of the Group.

To keep tenements in good standing, work programs should meet certain minimum expenditure requirements. If the minimum expenditure requirements are not met, the Group has the option to negotiate new terms or relinquish the tenements. The Group also has the ability to meet expenditure requirements by joint venture or farm-in agreements.

Renison Coal Pty Ltd commitments

Should the Ashford Project ever be developed by the Group in the future, the Group is committed to an ongoing royalty payable to the vendor of the Renison Coal Pty Ltd shares (Savannah Goldfield Ltd) of \$0.75 per tonne of coal sold from the Ashford Project.

Other Commitments

The Group has a commitment in the form of a retainer with the previous Managing Director (Peter Westerhuis) that expires in mid-October. The value of this is expected to be \$70,000.

NOTE 19: RELATED PARTY TRANSACTIONS**(a) Key Management Personnel**

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
Short-term employee benefits	549,414	468,318
Post-employment benefits	30,000	33,898
Share-based payments	211,659	-
	791,073	502,216

(b) Transactions with Related Parties

The following transactions occurred with related parties:

		Consolidated	
		30 June 2026	30 June 2025
		\$	\$
<i>Payments for good and services:</i>			
- Cerberus Advisory Pty Ltd	(i)	251,207	n/a
- Tornado Nominee Pty Ltd	(ii)	9,000	n/a
- Sophisticated Capital Pty Ltd	(iii)	121,124	n/a
- HopgoodGanim Lawyers	(iv)	n/a	153,466
- Samuel Capital Pty Ltd (c)	(v)	n/a	20,000
<i>Payments of interest (capitalised to loan balance)</i>			
- Richard Willson		16,514	43,530
- Peter Westerhuis		10,938	57,017
- Alex Fitzgerald		6,969	5,570
- John Haley		-	23,843
		34,420	129,960
<i>Share-based payments</i>			
- Cerberus Advisory Pty Ltd	(i)	94,641	-
- Tornado Nominee Pty Ltd	(ii)(iii)	130,011	-
		224,652	-

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

		Consolidated	
		30 June 2026	30 June 2025
		\$	\$
<i>Current payables:</i>			
<i>Trade payables to</i>			
- key management personnel		10,266	384,441
- HopgoodGanim Lawyers	(iv)	-	72,772
		10,266	457,213

- (i) Duncan Gordon (appointed 13 April 2026) is Director and consultant for Cerberus Advisory Pty Ltd. Cerberus Advisory provided corporate advisory services to the Group and the fees are based on normal commercial terms and conditions.
- (ii) Angus Middleton (appointed 10 November 2025) is a Director and beneficiary of Tornado Nominees Pty Ltd. Tornado Nominees provided capital raising services to the Group and fees are based on normal commercial terms and conditions.
- (iii) Angus Middleton (appointed 10 November 2025) is a Director and beneficiary of Sophisticated Capital Pty Ltd. Sophisticated Capital provided capital raising services to the Group and fees are based on normal commercial terms and conditions.
- (iv) Mr Brian Moller (resigned 10 March 2025), retired as a partner in the Australian firm HopgoodGanim Lawyers at 30 June 2024. HopgoodGanim Lawyers provides legal services to the Group and the fees are based on normal commercial terms and conditions.

(c) Loans to/from related parties

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

		Consolidated	
		30 June 2026	30 June 2025
		\$	\$
Current borrowings:			
- Richard Willson		109,298	110,376
- Peter Westerhuis	(i)	-	87,654
- Alex Fitzgerald	(ii)	-	96,901
		109,298	294,931

(i) Peter Westerhuis resigned as a Director on 13 April 2026. The remainder of his loan is recorded as a payable and expected to be paid in mid-October 2026.

(ii) Alex Fitzgerald's loan was repaid in full on 2 January 2026 after he resigned as a Director.

The related party loan with Richard Willson is unsecured, at 15% interest rate and maturity of 31 December 2026.

NOTE 20: SHARE BASED PAYMENTS

	Notes	30 June 2026	30 June 2025
		\$	\$
The expense recognised for employees and services received during the period are as follows:			
Options issued to Board ⁽¹⁾		133,623	-
Options issued to Executives ⁽²⁾		45,587	-
Options issues to Contractors ⁽³⁾		4,003	-
		183,213	-
Options issued to Brokers ⁽⁴⁾		386,591	-
Shares issued to Directors for settlement of debt		96,817	-
Shares issued to Employees for settlement of debt		126,137	-
Shares issued to Suppliers for settlement of debt		100,213	100,065
		323,167	100,065

Notes for the above table are:

Options

During the year ended 30 June 2026, options granted to the Board, contractors and brokers vested and expire per the below table. The fair value of options granted is noted below and was determined by an independent valuator using a Black-Scholes option pricing model that takes into account the share price at grant date, exercise price, expected volatility, option life, expected dividends, the risk-free rate, the impact of dilution, and the fact that the options are not tradeable. The inputs used for the Black-Scholes option pricing model for the options granted were as follows:

	Board ⁽¹⁾	Executive ⁽²⁾	Contractors ⁽³⁾	Broker ⁽⁴⁾	Broker ⁽⁴⁾	Broker ⁽⁴⁾	Broker ⁽⁴⁾
Grant Date	09/02/2026	09/02/2026	02/03/2026	18/08/2025	18/08/2025	04/12/2025	23/06/2026
Expiry Date	10/02/2030	10/02/2030	10/02/2030	31/12/2027	31/05/2027	28/11/2029	15/03/2030
Share Price at Grant Date	0.0030	0.0030	0.0035	0.0030	0.0030	0.0030	0.0030
Exercise Price	0.0045	0.0045	0.0045	0.0120	0.0075	0.0045	0.0060
Expected Volatility	150%	150%	100%	100%	100%	100%	100%
Expected Dividend Yield	0%	0%	0%	0%	0%	0%	0%
Risk Free Rate	4.28%	4.28%	4.621%	3.33%	3.33%	3.90%	4.29%
Fair Value \$	0.0025	0.0025	0.0024	0.0008	0.0010	0.0019	0.0016
Vesting conditions	40% 12 months post listing 40% 24 months post listing 20% 36 months post listing	Vested 13 April 2026	On grant	On grant	On grant	On grant	On grant

Share-based payment options during 2026:

Option exercise price	Option expiry date	Balance 1 July 2025	Granted	Exercised/ Lapsed	Balance 30 June 2026	Total Vested 30 June 2026	Total Vested and exercisable 30 June 2026	Weighted average remaining contractual life
\$0.12	29/06/2026	27,635,418	-	(27,635,418)	-	-	-	-
\$0.012	31/12/2027	-	13,806,582	-	13,806,582	13,806,582	13,806,582	1.5 years
\$0.0075	31/05/2027	-	35,580,214	-	35,580,214	35,580,214	35,580,214	0.9 years
\$0.0045	28/11/2029	-	160,448,852	-	160,448,852	160,448,852	160,448,852	3.4 years
\$0.0045	10/02/2030	-	110,000,000	(27,000,000)	83,000,000	38,000,000	38,000,000	3.6 years
\$0.0060	15/03/2030	-	390,487,250	-	390,487,250	390,487,250	390,487,250	3.7 years
Total		27,635,418	710,322,898	(54,635,418)	683,322,898	638,322,898	638,322,898	3.1 years

NOTE 21: FINANCIAL RISK MANAGEMENT

(A) Financial Risk Management Policies

The Group's financial instruments comprises cash balances, receivables and payables.

Treasury Risk Management

Key executives of the Group meet on a regular basis to analyse exposure and to evaluate treasury management strategies in the context of the most recent economic conditions and forecasts.

The board of directors of the Group has overall responsibility for the establishment and oversight of the Group's risk management framework. Management is responsible for developing and monitoring the risk management policies and reports to the board.

Financial Risks

The main risks the Group is exposed to through its financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. These risks are managed through monitoring of forecast cash flows, interest rates, economic conditions and ensuring adequate funds are available.

Interest Rate Risk

The Group's exposure to interest rate risk, which is the risk that a financial instrument's cash flows or fair value will fluctuate as a result of changes in market interest rates, arises in relation to the Group's bank balances. This risk is managed through the use of variable rate bank accounts.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able meet its financial obligations as they fall due. This risk is managed by ensuring, to the extent possible, that there is sufficient liquidity to meet liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation.

The economic Group's activities are funded from equity and where required.

Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is their 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.

Credit risk arises from exposures to deposits with financial institutions and sundry receivables.

Credit risk is managed and reviewed regularly by key executives. The key executives monitor credit risk by actively assessing the rating quality and liquidity of counter parties:

- only banks and financial institutions with an 'A' rating are utilised; and
- all other entities are rated for credit worthiness taking into account their size, market position and financial standing.

At 30 June 2026, there was no concentration of credit risk, other than bank balances.

(B) Financial Instrument Composition and Contractual Maturity Analysis

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	6 months or less	Between 6 and 12 months	Between 1 and 5 years	Over 5 years	Remaining contractual maturities
Consolidated – 2026	\$	\$	\$	\$	\$
Non-derivatives					
<i>Non-interest bearing</i>					
Trade and other payables	405,732	-	-	-	405,732
Option fee payable	30,000	30,000	82,840	-	142,840
<i>Interest-bearing</i>					
Other loans	109,298	-	-	-	109,298
Total non-derivatives	545,030	30,000	82,840	-	515,030

	6 months or less	Between 6 and 12 months	Between 1 and 5 years	Over 5 years	Remaining contractual maturities
Consolidated – 2025	\$	\$	\$	\$	\$
Non-derivatives					
<i>Non-interest bearing</i>					
Trade and other payables	678,728	-	-	-	678,728
Option fee payable	30,000	30,000	118,052	-	178,052
<i>Interest-bearing</i>					
Other loans	294,931	-	-	-	294,931
Total non-derivatives	1,003,659	30,000	118,052	-	1,151,711

(C) Net Fair Values

Fair values of financial assets and financial liabilities are materially in line with carrying values.

(D) Sensitivity Analysis

The Group has performed sensitivity analysis relating to its exposure to interest rate risk. At year end, the effect on profit and equity as a result of a 1% change in the interest rate, with all other variables remaining constant, is immaterial.

NOTE 22: AUDITOR'S REMUNERATION

Remuneration for the auditor of the parent entity:

	Consolidated	
	30 June 2026	30 June 2025
	\$	\$
<i>Audit services - BDO Audit Pty Limited</i>		
Audit and review of the financial statements	-	85,305
<i>Moore Australia Audit and its related entities:</i>		
Auditing or reviewing the financial reports	55,908	-
Other services	23,036	-
	78,944	85,305

NOTE 23: PARENT ENTITY DISCLOSURE

	Parent 30 June 2026 \$	Parent 30 June 2025 \$
Current assets	2,222,954	182,148
Non-current assets	2,317,551	7,515,417
TOTAL ASSETS	4,540,505	7,697,565
Current liabilities	515,029	1,037,785
Non-current liabilities	-	-
TOTAL LIABILITIES	515,029	1,037,785
NET ASSETS	4,025,476	6,659,780
EQUITY		
Issued capital	43,923,974	39,770,131
Reserves	569,804	1,863,821
Accumulated losses	(40,468,302)	(34,974,172)
TOTAL EQUITY	4,025,476	6,659,780
STATEMENT OF COMPREHENSIVE INCOME		
Total Profit/(Loss) for the year (after income tax)	(7,390,243)	(3,371,681)
Total Comprehensive Profit/(loss) for the year (after income tax)	(7,390,243)	(3,371,681)

Cross guarantees

Clara Resources Ltd does not as at 30 June 2026:

- hold any deed of cross guarantee for the debts of its subsidiary company (2025: Nil);
- have commitments for the acquisition of property, plant and equipment (2025: Nil)

Material accounting policies

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

- Investments in subsidiaries 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 24: CONTROLLED ENTITES

Name	Principal Activity	Country of Incorporation	Share Class	Ownership Interest	
				2026	2025
<i>Unlisted Companies</i>					
New England Tin Pty Ltd	Mineral exploration	Australia	Ordinary	100%	100%
Renison Coal Pty Ltd	Mineral exploration	Australia	Ordinary	100%	100%
AU SB Minerals Pty Ltd	Mineral exploration	Australia	Ordinary	100%	0%

NOTE 25: EVENTS AFTER THE REPORTING PERIOD

- On 17 July 2026, the Group raised a further \$358,051 at \$0.004 per share as part of the tranche 2 placement approved at the general meeting on 19 June 2026.
- On 17 July 2026, the Group issue 145,000,000 \$0.006 unlisted options, with an expiry date of 15 March 20230 on a 1 option for every two placement shares subscribed. Also on that day, 65,000,000 REM options were issued to Mr Duncan Gordan as part of his executive remuneration.
- On 5 September 2026, Clara signed an Asset Sales Agreement with Gympie Goldfields Pty Ltd, for the sale of EPM19366, Kildanga, for \$2,000,000 consideration. \$50,000 on the consideration was paid on 5 September with the remaining funds due to be paid on 30 September 2026.
- On 4 September 2026, the Group announced the maiden drilling campaign at Mareeba Gold Project with the Group targeting an initial 25 RC holes. At the same time the Group announced a two tranche placement for \$1.165m, with Tranche 1 settling on 10 September and Tranche 2 in late October once approval is obtained at a General Meeting.
- On 10 September 2026, the Group issued 25,000,000 shares at \$0.003 per share to Tom Saunders as part of the exercised options agreement. On the same date, 16,666,666 shares at \$0.003 per share were issued to Brian and Ray Wallace, for site service and logistics support. Also, the Group issued 10,000,000 unlisted options at an exercise price of \$0.006 and expiry of 15/03/2030 to Rob Wallace for site service and logistics support.
- On 14 September 2026, the Group issued 230,000,000 shares at \$0.003 per share, from Tranche 1 of the placement announced on 4 September 2026.

No other matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

NOTE 26: RESTATEMENT OF PRIOR PERIODS

a) On 28 August 2024, Renison Coal Pty Ltd ("Renison" a 100% subsidiary of Clara Resources Australia Ltd) entered into a Put and Call option agreement with Michael Aquilini and Kerri Swain to acquire a property ("Strathnairn") which Renison is proposing to use to develop their Ashford Project being located adjacent to Strathnairn. The Call Option fee forms part of the agreement and represents a contractual obligation to deliver cash over the call option period at \$60,000 per annum for five years.

This call option is considered a financial liability in accordance with Australian Accounting Standards and is required to be measured at it's fair value at inception then amortised over the life of the liability. The Group initially recognised the annual call option fee as an expense in the year incurred. The Group therefore considers it necessary to restate the prior period reflecting the appropriate accounting treatment at initial recognition.

The total impact of the restatement has been represented in the following tables:

Year ended 30 June 2025	Reported balance	Adjustment	Restated balance
Consolidated statement of profit or loss			
Corporate and administrative expenses	(553,495)	60,000	(493,495)
Finance costs	(459,249)	(29,609)	(488,857)
Loss before income tax expense	(3,400,742)	30,391	(3,370,351)
Income tax expense	-	-	-
Loss for the period	(3,400,742)	30,391	(3,370,351)

Year ended 30 June 2025	Reported balance	Adjustment	Restated balance
Consolidated statement of financial position			
Land Options Right	-	208,443	208,443
Total non-current assets	7,485,025	208,443	7,693,468
Total assets	7,667,173	208,443	7,875,616
Option Fee Liability	-	35,212	35,212
Total current liabilities	1,037,784	35,212	1,072,996
Option Fee Liability	-	142,840	142,840
Total non-current liabilities	-	142,840	142,840
Total liabilities	1,037,784	178,052	1,215,836
Net assets	6,629,389	30,391	6,659,780
Accumulated losses	(35,004,563)	30,391	(34,974,172)
Total equity	6,629,389	30,391	6,659,780
Consolidated Statement of Cashflows			
Cashflows from Operating Activities			
Payment to suppliers and employees	(1,508,460)	60,000	(1,448,460)
Net Cash use in operating activities	(1,639,379)	60,000	(1,579,379)
Cashflows from financing activities			
Payment to land options fee	-	(60,000)	(60,000)
Nat cash provided by financing activities	880,579	(60,000)	820,579
Net increase in cash held	95,415	-	95,415

Consolidated Entity Disclosure Statement as at 30 June 2026

Basis of preparation

The Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the Corporations Act 2001. It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

Determination of tax residency

Section 295 (3A) of the Corporation Acts 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgment as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

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

- (a) Australian tax residency
The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.
- (b) Foreign tax residency
Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in determining tax residency and ensure compliance with applicable foreign tax legislation.

Entity	Entity Type	Place formed / Country of incorporation	Ownership Interest %	Tax residency
Clara Resources Limited (Parent)	Body Corporate	Australia	n/a	Australia
New England Tin Pty Ltd	Body Corporate	Australia	100	Australia
Renison Coal Pty Ltd	Body Corporate	Australia	100	Australia
AU SB Minerals Pty Ltd	Body Corporate	Australia	100	Australia

Directors' Declaration

The directors of the Group declare that:

- 1) The attached financial statements and notes are in accordance with the Corporations Act 2001, including:
 - a) complying with Accounting Standards which, as stated in accounting policy note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS);
 - b) giving a true and fair view of the consolidated entity's financial position as at 30 June 2026 and of their performance for the financial period ended on that date; and
 - c) the information detailed in the consolidated entity disclosure statement is true and correct.
- 2) The executive officer and chief financial officer have each declared that:
 - a) the financial records of the Group for the financial period have been properly maintained in accordance with section 286 of the Corporations Act 2001;
 - b) the financial statements and notes for the financial period comply with the Accounting Standards;
 - c) the financial statements and notes for the financial period give a true and fair view; and
 - d) the information detailed in the consolidated entity disclosure statement is true and correct.
- 3) In the directors' opinion there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the board of directors.



Richard Willson
Non-executive Chairman

Dated 30 September 2026
Brisbane, Queensland

Independent Audit Report

To the members of Clara Resources Australia Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Clara Resources Australia Limited (the 'Company') and its subsidiaries (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 summary of material accounting policies, the consolidated entity disclosure statement and the directors' declaration.

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

- i. giving a true and fair view of the Group's financial position as at 30 June 2026 and of its financial performance for the year then ended; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the "Code") that are relevant to audits of the financial report of public interest entities in Australia. We have also fulfilled our other ethical responsibilities 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 1 "Going Concern" in the financial report, which indicates that there is a need on an ongoing basis for the Group to regularly raise additional cash to fund future exploration activity and meet other necessary corporate expenditure. As disclosed in Note 1, the Group may seek additional funding through sources that include the issue of shares, successful completion and exploitation of its areas of interest, or reduction in working capital expenditure.

These events and conditions, together with other matters disclosed in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 the matter was addressed in our audit
Carrying value of Capitalised Exploration & Evaluation Assets	
Refer to Note 9 Exploration & Evaluation Assets	
As at 30 June 2026 the carrying value of exploration and evaluation assets is \$3,5003,106,891. As the carrying value of these Exploration and Evaluation Assets represents a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of these assets may exceed their recoverable amount. Judgement is applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>. In particular: • Whether the conditions for capitalisation are satisfied; • Which elements of exploration and evaluation expenditures qualify for recognition; and • Whether facts and circumstances indicate that the exploration and expenditure assets should be tested for impairment.	We have critically evaluated management's assessment of each impairment trigger per AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>, including but not limited to: • Obtaining evidence as to whether the rights to tenure of the areas of interest remained current at balance date as well as confirming that rights to tenure are expected to be renewed for tenements that will expire in the near future; • Obtain evidence of the future intentions for the areas of interest, including making enquiries of management, assessing future budgeted expenditure and related work programs; • Obtained an understanding of the status of ongoing exploration programs, for the areas of interest; • Reviewed ASX announcements and directors minutes to ensure that the Group had not decided to discontinue activities in applicable areas of interest and to assess whether there are any other facts or circumstances that existed to indicate impairment testing was required.

Other information

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and will request that it is corrected. If it is not corrected, we will seek to have the matter appropriately brought to the attention of users for whom our report is prepared.

Responsibilities of the Directors for the Financial Report

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located on the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Report on The Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report as included in pages 16 to 22 of the directors' report for the year ended 30 June 2026.

In our opinion, the Remuneration Report of Clara Resources Australia 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.



Gavin Ruddell
Director

Brisbane

30 September 2026



Moore Australia Audit (QLD) Pty Ltd
Chartered Accountants

ASX Additional Information

Additional information required by the Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 25 September 2026.

(a) Distribution of equity securities

The number of holders, by size of holding, in each class of security are:

Ordinary Shares				Unlisted Options \$0.012, Exp 31/12/2027			
Range	Holdings	%	Share Holders	Range	Holdings	%	Share Holders
1 - 1000	171,918	0.01	491	1 - 1000	0	0	0
1001 - 5000	2,333,655	0.09	635	1001 - 5000	0	0	0
5001 - 10,000	4,353,631	0.17	501	5001 - 10,000	0	0	0
10,001 - 100,000	20,128,008	0.80	601	10,001 - 100,000	0	0	0
100,001 and above	2,477,190,871	98.92	387	100,001 and above	13,806,582	100%	1
TOTAL	2,504,178,083	100.00		TOTAL	13,806,582	100%	
Unlisted Options, \$0.0075, Exp 31/05/2027				Unlisted Options, \$0.0045, Exp 28/11/2029			
Range	Holdings	%	Share Holders	Range	Holdings	%	Share Holders
1 - 1000	0	0	0	1 - 1000	0	0	0
1001 - 5000	0	0	0	1001 - 5000	0	0	0
5001 - 10,000	0	0	0	5001 - 10,000	0	0	0
10,001 - 100,000	0	0	0	10,001 - 100,000	0	0	0
100,001 and above	35,580,214	100.00	2	100,001 and above	160,448,852	100.00	2
TOTAL	35,580,214	100.00		TOTAL	160,448,852	100.00	
Unlisted Options, \$0.0045, Exp 10/02/2030				Unlisted Options, \$0.006, Exp 15/03/2030			
Range	Holdings	%	Share Holders	Range	Holdings	%	Share Holders
1 - 1000	0	0	0	1 - 1000	0	0	0
1001 - 5000	0	0	0	1001 - 5000	0	0	0
5001 - 10,000	0	0	0	5001 - 10,000	0	0	0
10,001 - 100,000	0	0	0	10,001 - 100,000	0	0	0
100,001 and above	83,000,000	100.00	6	100,001 and above	490,000,000	100.00	27
TOTAL	83,000,000	100.00		TOTAL	490,000,000	100.00	

There are 2,286 shareholders holding less than a marketable parcel of 34,580,351 shares.

(b) Twenty Largest Shareholders

The names of the twenty largest holders of total Ordinary Shares (both Quoted and Unquoted) are:

Rank	Name	A/C designation	Holdings	%IC
1	Noble Investments Superannuation Fund Pty Ltd	<Noble Investments S/F A/C>	427,922,773	17.09
2	Murtagh Bros Vineyards Pty Ltd		155,003,177	6.19
3	Inverness Capital Pty Ltd	<Match Partners Invest A/C>	128,000,000	5.11
3	Shanti Capital Pty Ltd	<Peter Marks Super Fund A/C>	128,000,000	5.11
3	Mr Trevor Jackson & Mrs Wendy Jackson	<Jacksonhill Super Fund A/C>	128,000,000	5.11
3	Ferkel Pty Ltd	<Ferkel Investment A/C>	128,000,000	5.11
4	Patron Partners Pty Ltd	<AP & RL Murtagh Family A/C>	107,999,999	4.31
5	Tornado Nominees Pty Ltd	<Angus Middleton S/F A/C>	86,267,502	3.44
6	Mr Pier Westerhuis		69,089,604	2.76
7	BNP Paribas Nominees Pty Ltd	<IB AU Noms Retailclient>	60,433,871	2.41
8	Mr Antanas Guoga		45,000,000	1.80
9	Vivre Investments Pty Ltd		33,333,333	1.33
10	HSBC Custody Nominees (Australia) Limited		33,194,750	1.33
11	Savannah Goldfields Limited		27,933,574	1.12
12	Red Dog #1 Pty Ltd	<Red Dog A/C>	27,094,407	1.08
13	Kailzie Pty Ltd	<Kirkton A/C>	25,000,000	1.00
13	Wayne Thomas Saunders		25,000,000	1.00
14	1215 Capital Pty Ltd		23,333,333	0.93
15	Blackstar Capital Holdings Pty Ltd		21,333,333	0.85
16	Mr Gary Jiarui Zhou		21,024,000	0.84
17	Chetan Enterprises Pty Ltd	<Hegde Super Fund A/C>	20,300,000	0.81
18	Mr Thomas James Dodds		20,205,297	0.81
19	Jordash Investments Pty Ltd	<Kaplan Super Fund A/C>	20,000,000	0.80
20	Cerberus Investments Pty Ltd		19,512,750	0.78
Total			1,780,981,703	71.12
Balance of register			723,196,380	28.88
Grand total			2,504,178,083	100.00

(c) Substantial Shareholders

The latest substantial shareholder notices that the Company has received are set out below, along with known substantial holders per the register as at 25 September 2026:

Group/ Holder Name	Holdings	%IC
Noble Investments Superannuation Fund Pty Ltd <Noble Investments S/F A/C>	427,922,773	17.09%
Patron Partners Pty Ltd <AP & RL Murtagh Family A/C>	263,003,176	10.5%
Inverness Capital Pty Ltd <Match Partners Invest A/C>	128,000,000	5.73%
Shanti Capital Pty Ltd <Peter Marks Super Fund A/C>	128,000,000	5.73%
Mr Trevor Jackson & Mrs Wendy Jackson <Jacksonhill Super Fund A/C>	128,000,000	5.73%
Ferkel Pty Ltd <Ferkel Investment A/C>	128,000,000	5.73%

(d) Voting rights

All ordinary shares carry one vote per share without restriction. Options and performance rights do not carry voting rights.

(e) Restricted securities

There is no restricted securities.

(f) On-market buy back

There is not a current on-market buy-back in place.

(g) Business objectives

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