

# Annual Report

Year ending 30 June 2024

ASX: PEC

# 2024

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ABN: 82 154 516 533

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Shareholder Information

# Corporate Directory

## Directors

Julian Babarczy  
Executive Chairman

Robert Benussi  
Executive Director (formerly Managing Director)

Brett Grosvenor  
Non-Executive Director

Company Secretary  
Nicholas Katris

Registered and Principal Office  
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Australian Business Number  
82 154 516 533

Stock Exchange Listing  
Perpetual Resources Limited securities are listed on the Australian Securities Exchange (ASX code: PEC)

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West Perth WA 6005

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National Australia Bank  
239 Murray Street  
Perth WA 6000

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William Buck  
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**Exploring the next frontier in  
critical minerals in Minas  
Gerais, Brazil**



## Chairman letter

Dear Shareholders,

It is my pleasure to present the Annual Report for Perpetual Resources Limited for the financial year ending 30 June 2024. This year has been one of both challenges and milestones for our Company, and I would like to take this opportunity to reflect on our achievements and outline the path forward.

During the past year, we continued to advance our exploration activities, focusing primarily on critical minerals such as lithium, rare earth elements (REE), and tin in Minas Gerais, Brazil. The Raptor Rare Earth Project, situated within the globally renowned Caldeira Alkaline Complex, has delivered promising results with high-grade mineralization encountered from shallow depths. The maiden drill results indicate strong potential for further discoveries, and we remain optimistic about the project's future prospects.

Our Isabella Lithium Project also represents an exciting opportunity for growth, with confirmed high-grade lithium mineralization in the region. The strategic location of this project, coupled with recent exploration success, positions us well for future development in Brazil's burgeoning lithium market.

In Australia, our Beharra Silica Sand Project remains on care and maintenance following the outcomes of the strategic review. We have made the decision to conserve financial resources until market conditions improve, particularly with respect to silica sand pricing. However, we continue to believe in the long-term potential of this project and remain ready to act when conditions are favourable.

Looking ahead, we remain committed to advancing our exploration efforts in Brazil and identifying new acquisition opportunities that complement our current portfolio. We believe that our focus on critical minerals in high-growth markets will deliver significant value to our shareholders in the coming years.

I would like to extend my sincere thanks to our dedicated management team and staff, whose hard work and commitment have been instrumental in driving the Company forward. I would also like to thank our shareholders for their continued support and belief in our vision.

Together, we are well-positioned to capitalise on the opportunities that lie ahead, and I look forward to the next phase of growth for Perpetual Resources.

Yours sincerely,



Julian Babarczy  
Executive Chairman  
Perpetual Resources Limited  
30 September 2024

## Review of operations

The following is a summary of the activities of the Company for the year ended 30 June 2024. It is recommended that this report be read in conjunction with any public announcements made by the Company during the year.

In accordance with the continuous disclosure requirements, readers are referred to the announcements lodged with the Australian Securities Exchange (ASX) regarding the activities of the Company.

### **BRAZIL**

#### **Raptor Rare Earth Project**

Perpetual's Raptor Rare Earth Project is located in the world-renowned and prolific Caldeira Alkaline Complex, which hosts two of the largest ionic clay rare earth deposits globally.

Geologically, Perpetual's tenements are situated within the Cretaceous (80 Ma) Alkaline Complex of Poços de Caldas, which spans approximately 800 km<sup>2</sup> and is the largest alkaline complex in Brazil. The project area hosts a variety of minerals, including Rare Earth Elements (REE). The complex is composed of nepheline syenite and other alkaline intrusive rocks, with primary REE mineralization associated with intrusive formed during crustal-scale magmatic events.

Intense weathering has led to the development of extensive clay regolith above the alkaline intrusive. Historical mining activities have primarily targeted clay for various uses. Notably, mineralization in nearby projects has been identified through shallow sampling, with drill depths exceeding 8 meters, indicating shallow subsurface systems.

#### Maiden Drill Results

Perpetual has undertaken its maiden drill program at the Raptor Project, which delivered encouraging results that confirmed very high-grade mineralisation mostly from surface, including **5m @ 5,591ppm TREO (35% Nd+Pr) and 12m @ 4,601ppm TREO (23% Nd+Pr)**.

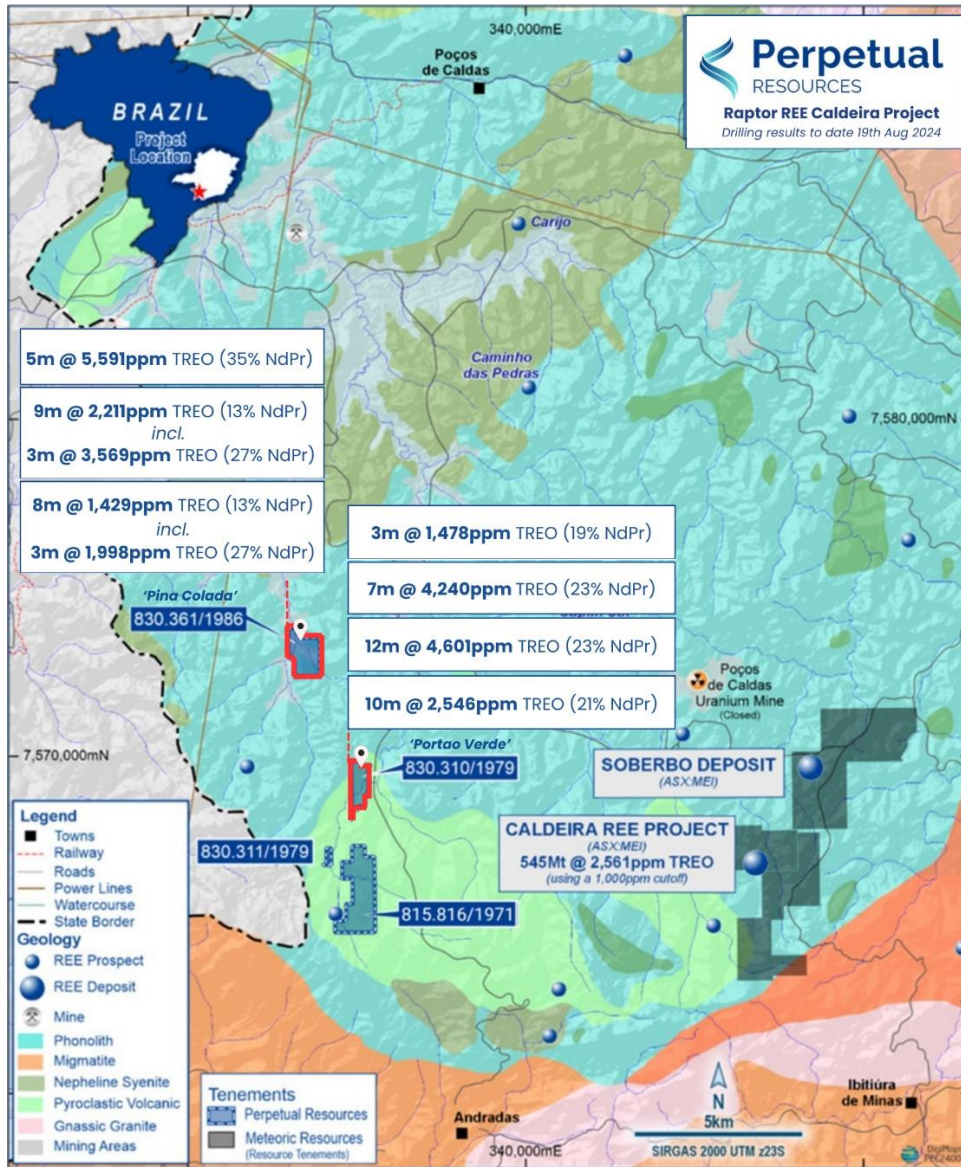
All drill holes in the maiden drill program intersected mineralisation from shallow depths (1m or less) and ended in mineralisation, suggesting strong potential for depth continuity.

The saprolitic mineralisation encountered, hosted by weathered alkaline rocks, is characteristic of Caldeira-style Ionic Clay REE mineralization. This was a key factor in Perpetual's decision to acquire this highly prospective project area. The weathered host rocks identified so far include breccias and intrusive rocks from the Poços de Caldas Intrusive Complex.

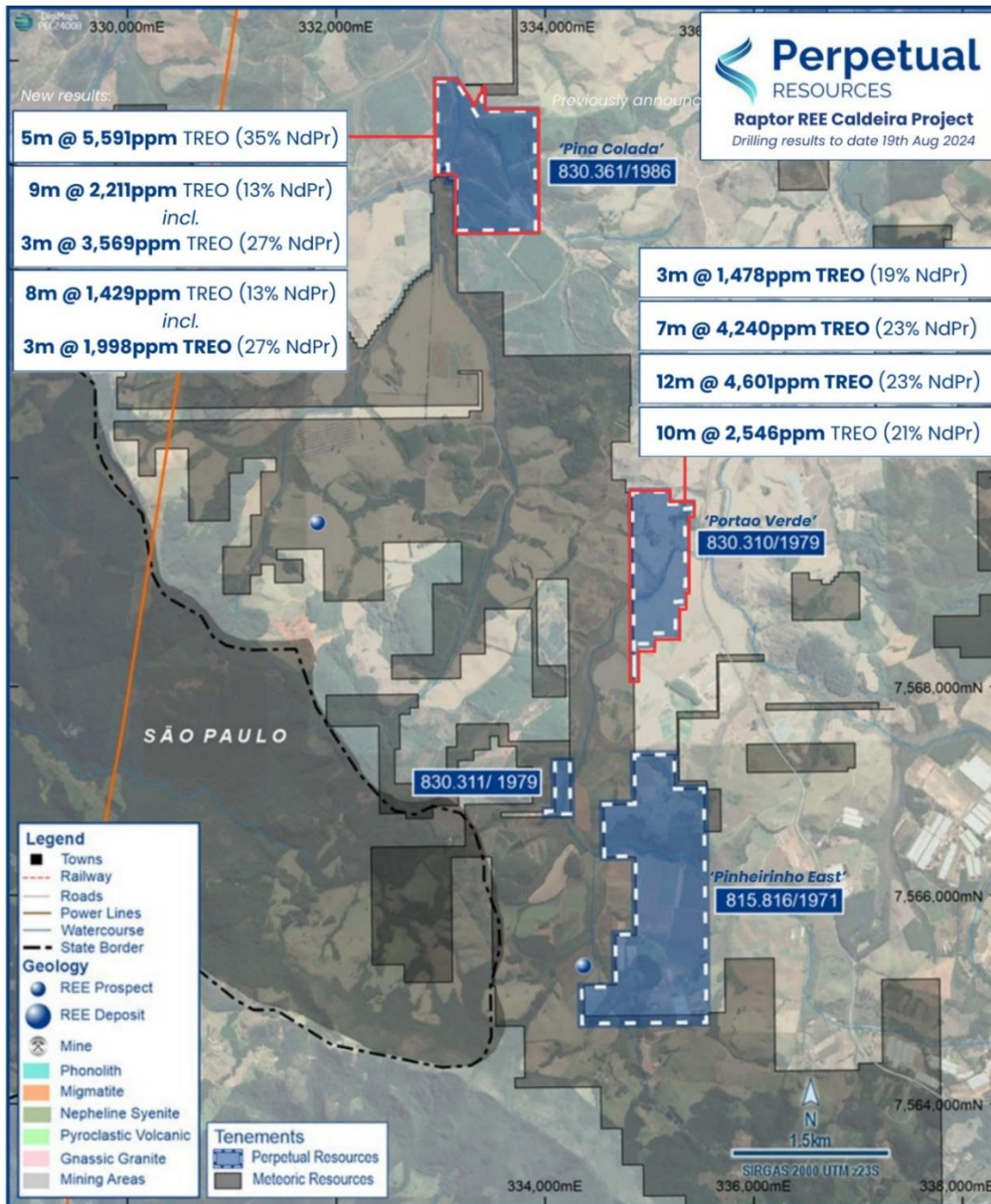
Mineralisation at nearby deposits is also typically materially higher grade at depth (>10m), suggesting upside potential to initial results with deeper drilling to be a target of Perpetual's efforts in future drill programs.



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Regional map showing latest results and location of PEC's Raptor Caldeira tenements, within the Alkaline Complex of Poços de Caldas, Minas Gerais as at 21 August 2024



Map showing recent drilling results from license 830.310/1979 & 830.361/1986 and location of Perpetual's Raptor Caldeira tenements, located within the Alkaline Complex of Poços de Caldas, Minas Gerais

### Transaction details

On 15 May 2024, Perpetual entered into a Binding Term Sheet with Mineracao Serra Do Sao Domingos Ltda for an exclusive option to acquire 100% of the mineral rights for rare earth elements, niobium, and scandium across four tenements in the Caldeira Rare Earth Complex, Minas Gerais, Brazil. As of 30 June 2024, the transaction remains ongoing and is still within the option period, which has not yet concluded.

Key Terms:

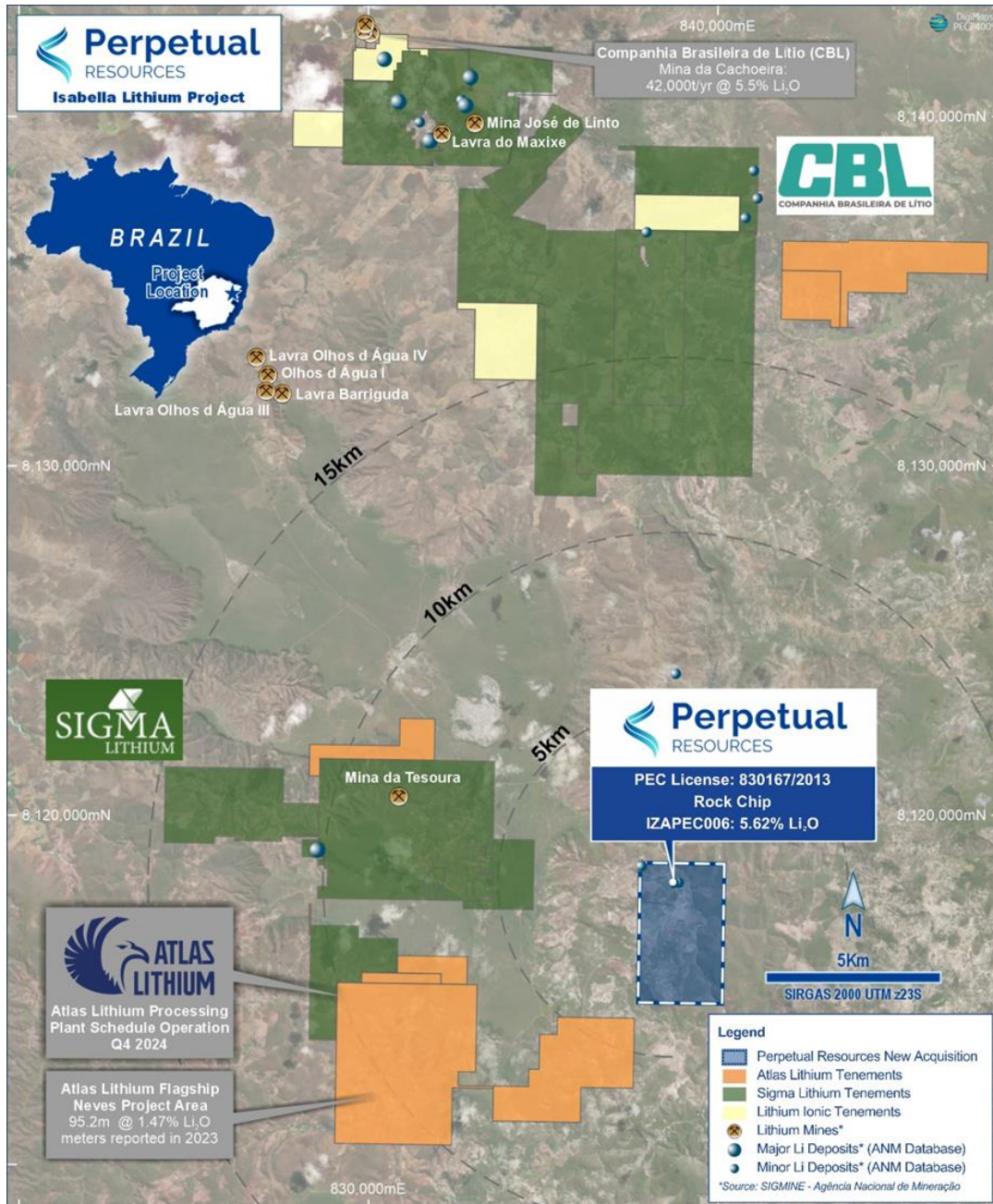
- **Option Period:** Initial 90-day exclusivity for US\$30,000, extendable by another 90 days with an additional US\$30,000 payment.
- **Conversion of Option:** If Perpetual exercises the option, it will pay ~US\$456,000 for the tenements, minus any option fees, and a facilitation fee of ~A\$57,000.
- **Performance Rights:** 20 million rights issued, subject to JORC-compliant resource milestones for Total Rare Earth Oxides (TREO) grading between 2,000–2,600 ppm over 30 million tonnes. These milestones must be met within two years of issuing the performance rights.



**Isabella lithium project**

The Isabella Project area is situated over a 962-hectare licence within the state of Minas Gerais, and 27.5km from the nearby city of Aracuai, which is a major regional hub for lithium projects.

Historically, the local region has been exploited for semi-precious gemstones and more contemporary ornamental granite, with an established but now inactive quarry located in the northeast corner of the Isabella Project area. Only recently has the area been identified as containing lithium potential, with the nearby establishment of Sigma’s Grota Do Cirlo project and Atlas Lithium’s Das Neves Project.



**Regional map of the newly acquired tenement area adjacent to Atlas Lithium and Sigma.**



### Advanced Exploration Opportunity

The acquisition of the Isabella Lithium Project represents a significant advancement in Perpetual's Brazilian lithium exploration efforts. This permit features multiple outcropping spodumene occurrences and several historical artisanal mining areas, with tunnels extending up to 150m and exposing LCT-bearing pegmatites suitable for initial testing.

The Isabella Project also has confirmed high-grade lithium mineralisation, with rock-chip assays showing values up to 5.62% Li<sub>2</sub>O. The findings align with two trends extending up to 1.8 km, delineated by artisanal workings that target the pegmatites

The project is anticipated to offer potential near-term drill targets, which will be further evaluated during subsequent exploration programs.



**Coarse spodumene (Sample ID: IZAPEC006) (left) & in-situ spodumene located within artisanal mine (Garimpo 2 - right) from Isabella Project, license 830167/2013, (Refer to ASX announcement 24th July 2024, for rock descriptions)**

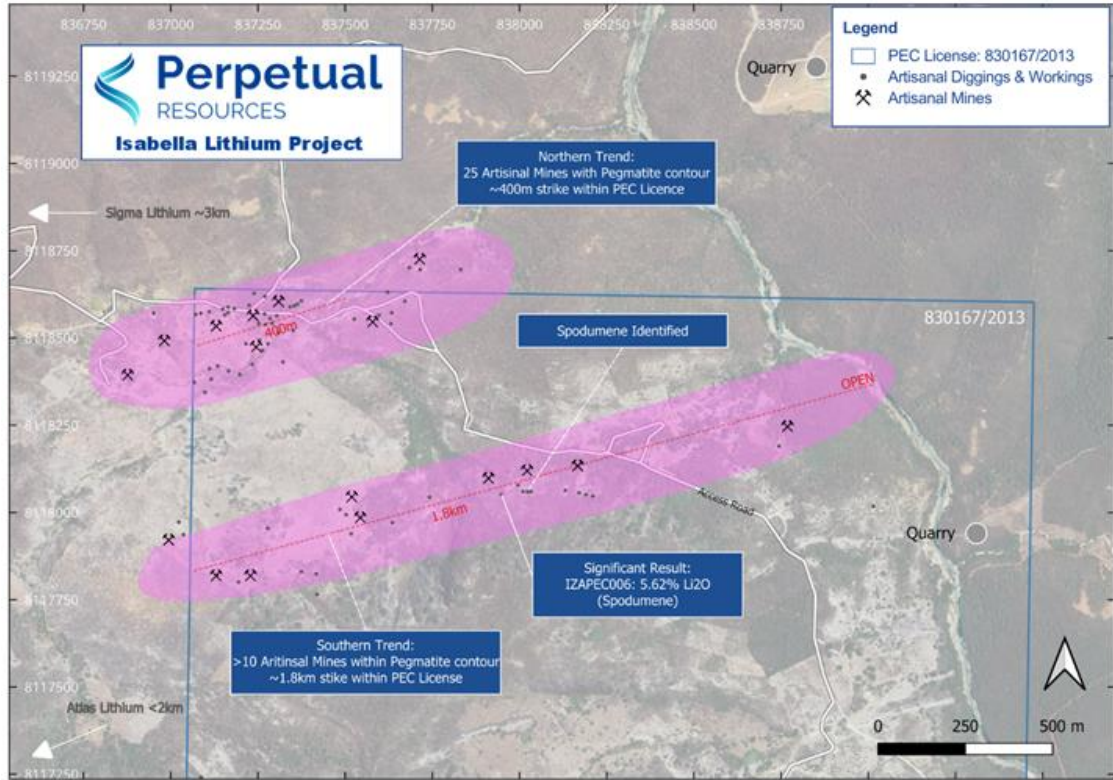
### **Transaction details**

On 24 July 2024, Perpetual entered into a staged purchase agreement for Mineral Tenement No. 830.167/2013 (Isabelle Lithium Project), covering 9.6 km<sup>2</sup>. The agreement provides an 18-month exclusivity period, during which Perpetual can conduct exploration activities and manage permit administration, expiring in January 2026.

Key terms:

- **Signing Fee:** ~A\$135,000 (R\$500,000) for exclusivity.
- **Final Acquisition Fee:** ~A\$400,000 (R\$1,500,000), payable upon government approval of a revised Mineral Research Report and transfer of mineral rights. If approval is not granted, Perpetual will still gain full ownership without paying the Final Acquisition Fee.





**Conceptual Pegmatite Trends based off artisanal workings.**



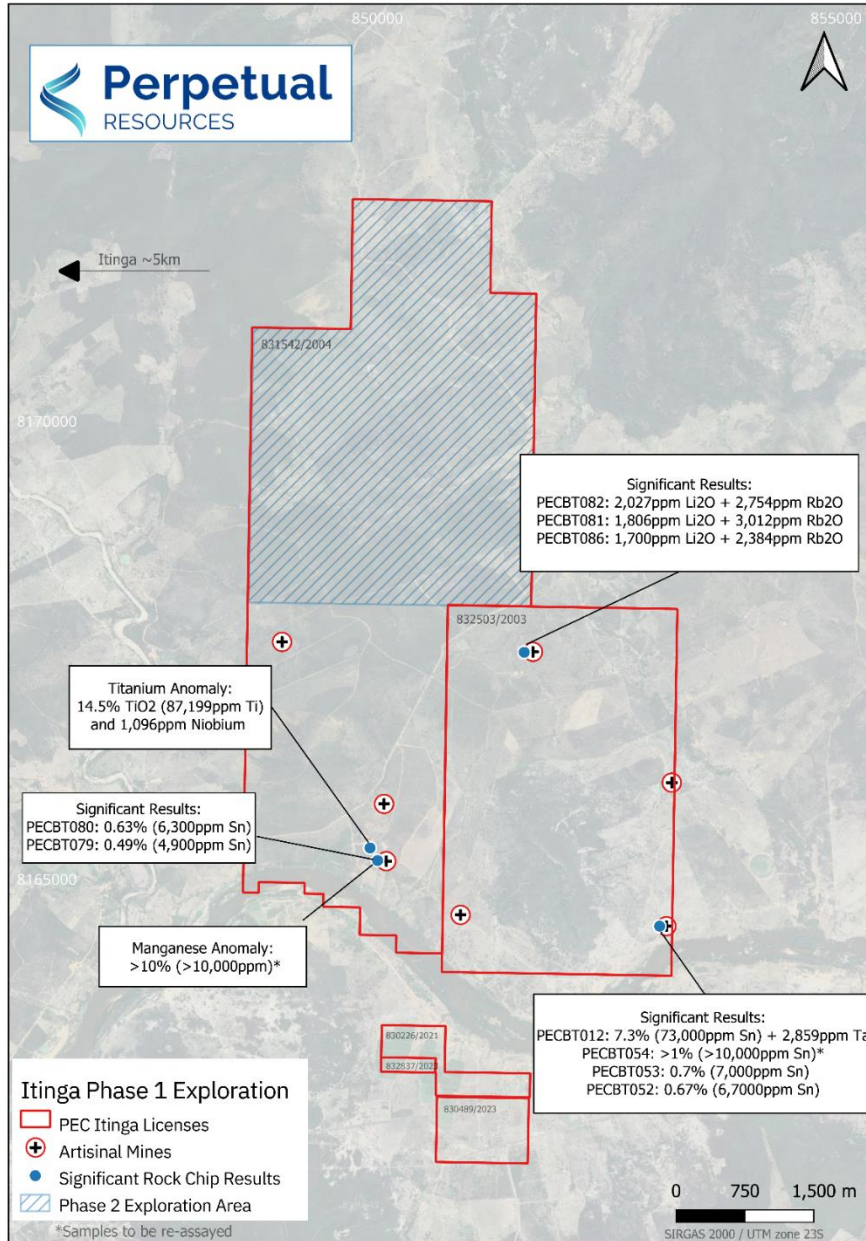
**Artisanal mine (Garimpo 1) featuring a 150m tunnel (left), multi-story artisanal mine (Garimpo 2 - right), located on the Isabella Project, license 830167/2013.**

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**Itinga Tin Project**

Perpetual also completed a maiden systematic exploration program at its Itinga project area, located in the prolific “Lithium Valley” region of Minas Gerais, Brazil. Exploration efforts confirmed high grade tin mineralisation across **multiple coarse Cassiterite (tin oxide) bearing pegmatites**.



**Significant results from Perpetual’s phase one exploration program on Itinga licenses 831542/2004 & 832503/2003.**

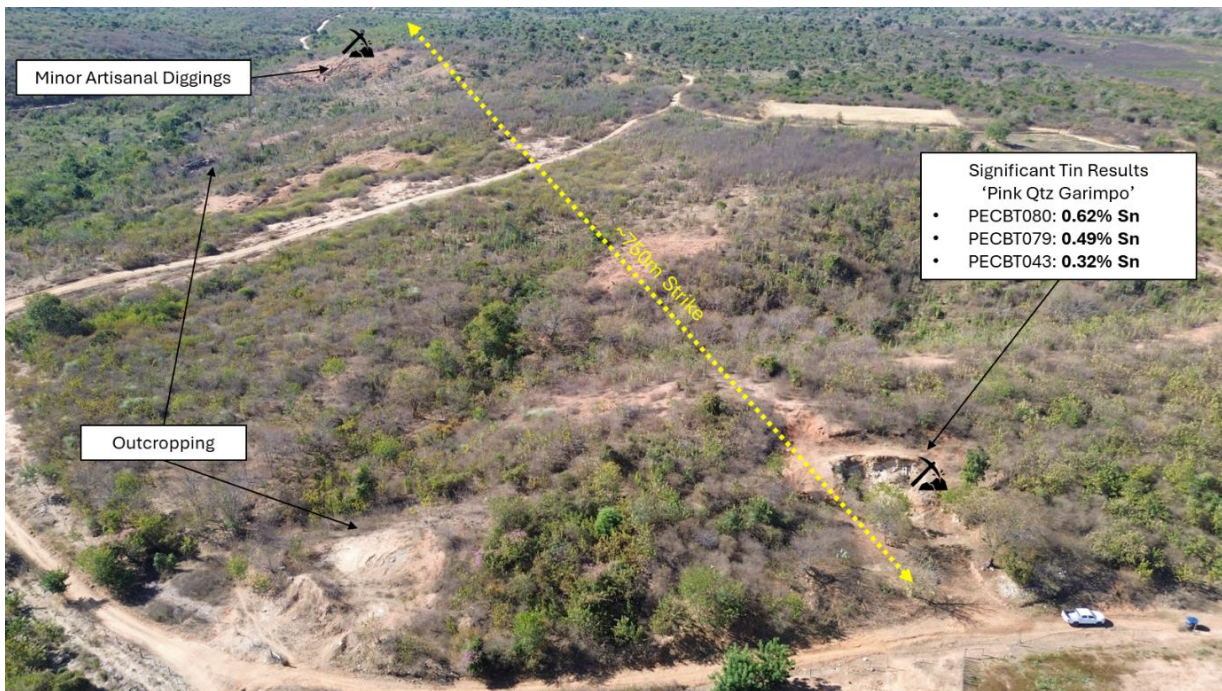
The Itinga Pegmatite Field and broadly Brazil’s Lithium Valley belt presents a highly fertile geological environment for LCT (Lithium–Caesium–Tantalum) and Rare-Earth pegmatites in one of the most exciting and rapidly developing mineral exploration jurisdictions in Brazil. The coexistence of mineralisation of tin, lithium, and other rare earth elements is characteristic of the region and the greater Eastern Brazilian Pegmatite Province.

This district predominantly consists of pegmatites derived from G4 Suite granites, which are rich in fluids and incompatible chemical elements. These conditions produce the pegmatites found in the Araçuaí and Itinga regions, which are enriched in critical minerals.





**'Pink Quartz' Garimpo (artisanal mine) located within Itinga license 831542/2004.**



**Interpreted pegmatite corridor at 'Pink Quartz Garimpo' on Itinga license 831542/2004.**

### Transaction details

On 3 April 2024, Perpetual entered into two option agreements for mineral tenements in Brazil, each granting an initial 60-day exclusive option period for due diligence, followed by a 24-month option period for further exploration before deciding on full ownership.

Key Details:

- 1. Mineral Tenement No. 832503/2003 (19.08 km<sup>2</sup>)** – Acquired from Bontempi Imoveis Ltda and Exotic Mineracao Ltda:

- **Option Deposit:** ~A\$9,300 (Paid)
  - **Option Fee:** ~A\$93,000 (Paid, which due upon successful due diligence, granting 24 months for further exploration).
  - **Final Payment:** ~A\$827,700 for full ownership or return of title.
  - **Refund:** Option Fee refundable if final approvals for mineral rights are not granted.
- 2. Mineral Tenement No. 831542/2004 (9.96 km<sup>2</sup>) – Acquired from Bontempi:**
- **Option Deposit:** ~A\$9,300 (Paid)
  - **Option Fee:** ~A\$93,000 (Paid, same structure as above).
  - **Final Payment:** ~A\$827,700 for full ownership or return of title.
  - **Refund:** Option Fee refundable if approvals are not granted.

Both agreements hinge on the successful completion of due diligence and final approval from government authorities.

**Other Brazilian Project Transaction Summaries:**

**1. Paraiso & Itinga Prospects – Option Agreement (July 2023)**

Perpetual signed a binding option agreement with RTB Geologia E Mineração LTDA to acquire 100% interest in four lithium exploration permits located in Minas Gerais, Brazil.

The area is part of the Eastern Brazilian Pegmatite District (EBPD), known for significant lithium spodumene deposits.

**Key Consideration:**

- Initial payment of \$25,000.
- Upon exercising the option, additional payments of \$50,000, 5 million shares at \$0.021, and 10 million unlisted options will be issued.
- Deferred consideration includes a 2% net smelter return royalty and potential share issuances based on exploration success.
- RTB transfers its interest upon completion of all payments and share issues.

**2. Ponte Nova Prospects – Option Agreement (August 2023)**

Perpetual entered a second binding option agreement with RTB to acquire 100% interest in three exploration permits covering 5,000 hectares in Brazil's "Lithium Valley," also located in Minas Gerais.

**Key Consideration:**

- Initial payment of \$25,000.
- Upon exercising the option, Perpetual will pay \$150,000, issue 10 million shares at \$0.019, and 12.5 million unlisted options.
- Deferred consideration includes a 2% net smelter return royalty, potential share issuances based on exploration milestones, and a 10-million-ton JORC-compliant resource.

Both transactions provide Perpetual with opportunities to explore lithium-rich areas in Brazil under favourable terms, with staged payments and milestones tied to exploration outcomes.



**AUSTRALIA****Beharra Silica Sand Project**

In June 2024, Perpetual confirmed the outcome of the previously announced Beharra Strategic Review (Strategic Review), which was first announced to the market in October 2023.

The Strategic Review's outcomes recommended that the Beharra project should be retained by Perpetual to allow shareholders to benefit from any potential future increase in silica sand pricing, noting that further investment in the project in the current silica sand pricing environment will be minimised.

The Strategic Review period was extended<sup>1</sup> to enable the conclusion of additional active discussions and associated product testing with potential off take partners, which have now concluded without a successful outcome for Perpetual.

Consistent feedback received from potential offtake partners regarding Beharra silica sand pricing was that the iron content remained higher than was required for the end product to fall within the "premium" pricing category for use in the high growth solar panel cover glass market and that alternate sources of similar quality sand were available from other Southeast Asian supply sources that were cheaper due to lower mining, logistics and shipping costs.

All expenditure on the Beharra silica sand project and adjacent exploration areas will be minimised until silica sand market conditions improve and return to a level that supports Perpetual further progressing the Beharra Project. Perpetual continues to see significant potential long-term value in the Beharra Project in the event the silica sand pricing environment improves.

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<sup>1</sup> Please see ASX announcement dated 27<sup>th</sup> March 2024 titled, "Update on Beharra Strategic Review Process".



# Directors' Report



The directors present their report on the consolidated financial statements of Perpetual Resources Limited (Perpetual or Company) and the entities it controlled (Group) at the end of, or during, the year ended 30 June 2024.

## Information on directors

The names and details of the directors of the Company during the financial year and up to the date of this report are:

<b>Name:</b>	Mr Julian Babarczy
<b>Title:</b>	Executive Chairman (appointed 7 June 2018)
<b>Qualifications:</b>	CFA, Graduate Diploma in Applied Finance
<b>Experience and Expertise:</b>	Mr Babarczy has over 20 years of finance and investment industry experience, including positions in investment portfolio management, company management, and directorship. Almost two-thirds of his career has been spent as a fund manager responsible for investments in both listed and unlisted companies, with the majority of his investments in the natural resources sector.
<b>Other Current Listed Directorships:</b>	IXUP Limited (ASX: IXU) (Appointed 10 November 2020) Lincoln Minerals Limited (ASX: LML) (Appointed 1 December 2023)
<b>Former Listed Directorships (Last 3 Years):</b>	Ioneer Limited (ASX: INR) (Resigned 4 July 2022)
<b>Special Responsibilities:</b>	None
<b>Name:</b>	Mr Robert Benussi
<b>Title:</b>	Managing Director <sup>1</sup> (appointed 7 June 2018)
<b>Qualifications:</b>	MIPA
<b>Experience and Expertise:</b>	Mr Benussi has extensive experience as a mining executive, finance, corporate advisory and business development.
<b>Other Current Listed Directorships:</b>	None

**Former Listed Directorships (Last 3 Years):** None

**Special Responsibilities:** None

1. Mr Benussi transitioned from Managing Director to Executive Director on 6 September 2024.

**Name:** Mr Brett Grosvenor

**Title:** Independent Non-Executive Director (appointed 10 September 2020)

**Qualifications:** B Eng. MBA

**Experience and Expertise:** Mr Grosvenor is an experienced executive with over 25 years' experience in the Mining and Power industry. Holds a dual tertiary qualification in Engineering and a Master in Business, and prior to this was the Director of Development of Primero Group, focused on the development of projects from an initial concept through to contract delivery and operation.

**Other Current Listed Directorships:** Firebird Metals Limited (ASX: FRB) (appointed 1 March 2022)  
 Firetail Resources Limited (ASX: FTL) (appointed 5 April 2022)  
 Carbine Resources Limited (ASX: CRB) (appointed 7 September 2023)

**Former Listed Directorships (Last 3 Years):** Primero Group Limited (ASX: PGX) (delisted 26 February 2021)

**Special Responsibilities:** None

### Company Secretary

Nicholas Katris (B, Bus, CA) has held the role of Company Secretary since December 2021. Mr. Katris is a Chartered Accountant with over 16 years' of experience in the resources sector, operating in Australia, Canada, Europe and Africa.

### Meetings of directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2024, and the number of meetings attended by each director were as follows:

	Full Board	
	Meetings attended	Meetings held
Mr Julian Babarczy	5	5
Mr Robert Benussi	5	5
Mr Brett Grosvenor	5	5

Given the size of the Board the Company has decided that there are no efficiencies to be gained from forming separate committees.

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**Principal activities**

During the financial year the principal continuing activities of the Group consisted of exploration and development for a number of “critical minerals” in Minas Gerais, Brazil. Since entering Brazil, Perpetual is active in exploring primarily for lithium, rare earth elements (REE) and tin, although maintains an active process of assessment for additional land areas to acquire, with the aim of ensuring the Company has a strong portfolio of exploration assets to build shareholder value.

Perpetual also owns the Beharra silica sand project, located in Western Australia, which was placed on care and maintenance during the year due to low silica sand pricing for the eventual product specification that the Company could achieve from Beharra sand.

**Operating and Financial Review**

The information reported in this operating and financial review should be read in conjunction with the review of operations on pages 5 to 14.

**OPERATIONS**

**RAPTOR RARE EARTH PROJECT**

Perpetual’s Raptor Rare Earth Project is located within the Caldeira Alkaline Complex, one of the world’s most prolific ionic clay rare earth deposits in Minas Gerais, Brazil. During FY24, the Company’s maiden drill program delivered highly promising results, including shallow, high-grade rare earth mineralization. Key intersections included 5m @ 5,591ppm TREO and 12m @ 4,601ppm TREO, primarily from surface, reinforcing the project’s strong potential for further exploration success. These results mark an exciting phase for Perpetual as it seeks to unlock value from this strategically located asset in a growing market for rare earth elements.

**ISABELLA LITHIUM PROJECT**

The Isabella Lithium Project also progressed well during the year, with exploration confirming the presence of high-grade lithium mineralization, including rock-chip assays reaching 5.62% Li<sub>2</sub>O. The project, located in the emerging lithium region of Minas Gerais, offers significant upside, with multiple spodumene-bearing pegmatites

identified. Additional exploration work is planned to further define drill targets in this highly prospective area.

**BEHARRA SILICA SAND PROJECT**

The Beharra Silica Sand Project in Western Australia remains on care and maintenance following a strategic review conducted in 2023 and concluded in June 2024. Due to current silica sand market conditions, further investment has been minimized. However, the Company retains confidence in the long-term potential of the Beharra Project and remains prepared to resume activities when market conditions improve.

**FINANCIAL PERFORMANCE**

For the year ended 30 June 2024, the Group reported a consolidated net loss after income tax of \$5,438,159 (2023: \$4,839,128), largely driven by an impairment of exploration and evaluation assets totalling \$4,110,524. The Group’s cash position was \$909,618 at year-end (2023: \$1,295,311), reflecting a decrease compared to FY23. Further details on the Group’s financial performance, including cash flows and material risks, are detailed within the Directors’ Report.

**LOOKING AHEAD**

Perpetual Resources remains committed to advancing its Brazilian exploration projects, particularly in critical minerals like rare earth elements and lithium. The Company will continue its exploration efforts while strategically evaluating new opportunities to enhance shareholder value in the future.

**CORPORATE**

**Operating Results and Financial Position**

The Group net loss for the year ended 30 June 2024 after providing for income tax amounted to \$5,438,159 (30 June 2023: loss of \$4,839,128). The loss included the following items:

- Exploration and evaluation expenditure impairment of \$4,110,524 (2023: \$3,904,370)
- Exploration and evaluation expenditure written off totalling \$132,703 (2022: \$260,396)

At 30 June 2024 the consolidated entities cash and cash equivalents totalled \$909,618 (2023: \$1,295,311) and net assets totalling \$2,226,280 (2023: \$4,909,356).

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The Directors' view is that the Company and the Group are operating as a going concern.

### **Capital Raisings**

During financial year 2024 to 30 June 2024, the Company issued the following shares, excluding performance rights exercised:

On 18th August 2023, the Company successfully completed a \$1.5 million share placement (before cost) to professional and sophisticated investors at \$0.022 per share. In addition, the company issued 7.5 million unlisted options to GBA Capital at an exercise price of \$0.04 (cents) per option expiring 2 years from issue.

### **Receipt Of Ausindustry R&D Tax Incentive**

Perpetual received a rebate from the Australian Government Department of Industry, Science and Resources for an Ausindustry R&D Tax Incentive (R&D Incentive) grant. The total amount of the R&D Incentive received was \$161,473 (before costs).

The R&D Incentive relates to a range of innovative research and development, undertaken by Perpetual in its ongoing analysis of impurity reduction at the Beharra high grade silica sand project. Perpetual notes that Beharra has achieved the lowest impurities of any known silica sand project in the Mid-West Region of Western Australia.

### **Material Business Risks**

The following describes the material business risks that could affect the Group, including any material exposure to economic, environmental and social sustainability risks, and how the Group seeks to manage them.

#### **Future Capital Requirements and Market Risks**

As an exploration entity, the Group is not generating net cash flow, meaning it is reliant on raising funds from investors or lenders in order to continue to fund its operations and to scale growth. The Group will require further funding in the future.

The Group is exposed to external market forces that impact on specific commodity prices and overarching market sentiment that may restrict the Group's access to new flows of capital if the Group's project pipeline is not ascribed value in the market at any given time. The Group manages this risk by

ensuring a constant focus on the Group's current financial position and forecast working capital requirements. Discretionary exploration activities are focused on commodities and in jurisdictions that will ensure access to higher levels of capital in times of broader market depression.

Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit the Group's operations and business strategy. Debt financing (while not currently a focus), if available, may involve restrictions on financing and operating activities.

Although the Group believes that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Group or at all. If the Group is unable to obtain additional financing as needed, the Group may be required to reduce the scope of its activities, which could have a material adverse effect on the Group's activities and could affect the Group's ability to continue as a going concern.

#### **Tenure, Access & Grant of Licences / Permits**

The Group's operations are subject to receiving and maintaining licences and permits from appropriate governmental authorities. There is no assurance that delays will not occur in connection with obtaining all necessary grants or renewals of licences / permits for the proposed operations, additional licences / permits for any possible future changes to operations, or additional permits associated with new legislation.

Prior to any development on any of its properties, subsidiaries of the Group must receive licences / permits from appropriate governmental authorities. There is no certainty that the Group will hold all licences / permits necessary to develop or continue operating at any particular property.

#### **Land Access Risk**

Land access is critical for exploration and exploitation to succeed. It requires both access to the mineral rights and access to the surface rights. Minerals rights may be negotiated and acquired. In all cases, the acquisition of prospective exploration and mining licences is a competitive business in which proprietary knowledge or information is critical, and the ability to negotiate satisfactory commercial arrangements with other parties is

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often essential. The Group may not be successful in acquiring or obtaining the necessary licences to conduct exploration or evaluation activities outside of the mineral tenements that it owns or seeks to acquire.

Access to land for exploration and evaluation purposes can be obtained by:

- (i) private access and compensation agreement with the landowner;
- (ii) purchase of surface rights; or
- (iii) through judicial rulings.

However, access rights to licences can be affected by many factors, including:

- (i) surface title land ownership negotiations, which are required before ground disturbing exploration activities can commence within the jurisdictions in which the Group operates;
- (ii) permitting for exploration activities, which are required in order to undertake most exploration and exploitation activities within the jurisdictions in which the Group operates; and
- (iii) natural occurrences, including inclement weather, volcanic eruptions, lahars and earthquakes.

All of these issues have the potential to delay, curtail and preclude the Group's operations. While the Group will have the potential to influence some of these access issues and retains staff to manage those instances where negotiations are required to gain access, it is not possible for the Group to predict the extent to which the above-mentioned risks and uncertainties may adversely impact the Group's operations.

#### **Access to Sufficient Used and New Equipment**

The Group is dependent on access to used and new mining equipment. In the event that the Group has difficulty in securing adequate supplies of mining equipment at appropriate prices, or if the quality of the equipment is not acceptable or suitable, its ability to perform or commence new projects may be adversely affected. This difficulty may have an adverse impact on the financial performance and financial position of the Group.

#### **Data Management**

The risk of retaining or managing the Group's corporate data in a way that is inconsistent with the Group's regulatory obligations. This is considered to be a growing risk as the Group and related data volumes grow and cyber-security threats become more sophisticated. Failure to properly manage the

Group's corporate data could result in significant financial and regulatory implications.

The Group has implemented a number of Group-wide controls to manage this risk, including the continuous review and updating of security controls on the Group's network based on known security threats and the latest intelligence.

#### **Regulatory Environment**

The risk of failing to adapt and adhere to rapidly evolving regulatory environments in Australia and abroad. This can result in the increased complexity and cost of doing business and the risk of forfeiture of exploration and mining claims from the failure of complying with these complex regulatory environments. The Group's exposure to this risk has now broadened with the recent extension of exploration activities into Brazil where government and regulatory environments are less familiar.

In Australia, significant compliance risk may arise from emerging changes to regulatory frameworks, including the Work Health and Safety (Mines) Regulations 2022.

The Group's risk management strategy is designed to monitor and limit the adverse consequences of existing and new regulations in a way that is efficient and minimizes compliance costs.

#### **People Capability**

The risk that the Group fails to attract and retain the talent and leadership required to execute the Group's strategies and objectives, including the technical expertise to explore for and discover economic mineral deposits, and the corporate talent to achieve value for shareholders via corporate activities, including project acquisitions, project divestments and joint venture activities.

The intention of the Group's remuneration framework is to ensure remuneration and reward structures are aligned with shareholders' interests by being market competitive to attract and retain high calibre individuals, rewarding superior individual performance, recognising the contribution of each executive to the continued growth and success of the Group, and linking long-term incentives to shareholder value.

#### **General Economic Climate**

Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on operating costs. The Group's future income, asset values and share price can be affected by these factors.

**Climate Change**

There are a number of climate-related factors that may affect the Group's business. Climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water scarcity, temperature extremes, frosts, earthquakes and pestilences) may have an adverse effect on the ability of the Group to access and utilise its tenements and therefore the Group's ability to carry out operations.

**Shares under option**

Unissued ordinary shares of the Company under option at the date of this are as follows:

Grant date	Expiry date	Exercise	
		Price (\$)	Number
31/10/2020	31/10/2024	0.045	5,000,000
04/08/2023	17/08/2025	0.04	7,500,000
05/09/2022	15/09/2025	0.06	10,000,000
26/09/2023	28/09/2025	0.025	5,000,000
26/09/2023	28/09/2025	0.030	5,000,000
11/10/2023	29/09/2025	0.030	12,500,000
			<b>45,000,000</b>

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

**Performance Rights**

Unissued ordinary shares of the Company subject to performance conditions at the date of this report are as follows:

Grant date	Expiry Date	Number under rights
29/11/2021	29/11/2024	11,000,000
26/09/2023	30/09/2024	5,000,000
26/09/2023	28/09/2028	10,000,000
11/10/2023	29/09/2028	20,000,000
11/10/2023	3/11/2028	16,000,000
31/10/2023	3/11/2028	4,000,000
13/10/2023	3/11/2028	3,500,000
		<b>69,500,000</b>

**Shares issued on the exercise of options**

There were no ordinary shares of The Company issued on the exercise of options during the year ended 30 June 2024 and to the date of this report.

Changes in policy, technological innovation, and consumer or investor preferences could adversely impact the Group's business strategy, particularly in the event of a transition (which may occur in unpredictable ways) to a lower-carbon economy.

**Environmental, Social and Governance**

The Group is committed to protecting and respecting the environment and local communities within which it operates and looks forward to enhancing its positive impact in these areas.

**Dividends**

No dividend was paid or declared by the Company in the financial period and up to the date of this report.

**Matters subsequent to the end of the financial year**

On 2nd September 2024, the Company successfully completed a \$864,000 share placement (before cost) to professional and sophisticated investors at \$0.009 per share. The Company also intends to raise a further \$170,000 (before costs), subject to shareholder approval to be sought at the annual general meeting in November 2024.

On 24 July 2024, Perpetual entered into a staged purchase agreement for Mineral Tenement No. 830.167/2013, covering 9.6 km<sup>2</sup>. The agreement includes an 18-month exclusivity period, allowing Perpetual to conduct exploration activities and manage permit administration until January 2026. The key terms involve a signing fee of approximately A\$135,000 (R\$500,000) for exclusivity and a final acquisition fee of around A\$400,000 (R\$1,500,000), payable upon government approval of a revised Mineral Research Report and transfer of mineral rights. If approval is not granted, Perpetual will still gain full ownership without paying the final acquisition fee.

No other matters or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.



**Likely developments and expected results of operations**

The likely developments in the Group's operations in future years and the expected result from those operations are dependent on exploration success in the various exploration areas in which the Group currently holds an interest. In addition, the Company is committed to implementing a strategy to seek out further exploration, and acquisition opportunities, initially in areas that are adjacent or proximal to

**Environmental regulation**

The Group holds participating interests in a number of exploration tenements. The various authorities granting such tenements require the tenement holder to comply with the terms of the grant of the tenement and all directions given to it under those terms of the tenement. To the best of the Directors' knowledge, the Group has adequate systems in place to ensure compliance with the requirements of all environmental legislation described above and are not aware of any breach of those requirements during the financial year and up to the date of the Directors' report.

**Indemnity and insurance of officers**

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

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

**Indemnity and insurance of auditor**

The Company has not, during or since the end of the financial year, indemnified or agreed to

existing tenement holdings that show prospectivity, then via the potential acquisition of tenement holdings in new regions or geographies. The Company now considers that it has a high-quality portfolio in Minas Gerais, Brazil, so any additional tenement acquisitions will need to be complimentary to existing holdings or of superior geological ranking. The ability of the Group to fund the ongoing operations via capital raisings also remains a key dependency.

indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

**Significant changes in the state of affairs**

Other than those items outlined in the Review of Operations, there were no other significant changes in the Group's state of affairs.

**Proceedings on behalf of the Company**

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

**Corporate governance**

The Directors of Perpetual are responsible for the corporate governance of the Company and have applied ASX Corporate Governance Principles in a manner that is appropriate to the Company's circumstances. The Company's corporate governance statement is available on the Company's website at <https://www.perpetualresources.co/corporate-governance>.

**Non-audit services**

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

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## Remuneration report (audited)

### Remuneration Report Overview

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

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

The key management personnel of the Group consisted of the following directors:

#### Non-Executive Directors

Mr Brett Grosvenor	Non-Executive Director
--------------------	------------------------

#### Executive Director

Mr Robert Benussi	Executive Director <sup>1</sup>
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Mr Julian Babarczy	Executive Chairman
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1. Mr Benussi transitioned from Managing Director to Executive Director on 6 September 2024.

There were no further changes to KMP after the reporting date and before the date the financial report was authorised for issue.

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
- Relationship between remuneration policy and Company performance
- Additional disclosures relating to key management personnel

### Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- achievement of exploration program milestones
- focuses on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracts and retains high calibre executives

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Additionally, the reward framework should seek to enhance executives' interests by:

- rewards capability and experience
- reflects competitive reward for contribution to growth in shareholder wealth
- provides a clear structure for earning rewards

Due to the current size of the Company, it is more efficient and effective for the functions otherwise undertaken by a remuneration committee to be performed by the Board. All directors are therefore responsible for determining and reviewing compensation arrangements for key management personnel, including periodically assessing the appropriateness of the nature and amount of remuneration by reference to relevant market conditions and prevailing practices.

From time to time the directors seek independent external advice on the appropriateness of the remuneration framework and remuneration arrangements for key management personnel.

During the year ended 30 June 2024, the Board did not engage the services of remuneration advisors.

#### Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board.

ASX listing rules require the aggregate non-executive directors remuneration be determined periodically by a general meeting. Shareholders approved the maximum amount to be paid to Non-executive Directors to be \$150,000, at the Annual General Meeting of shareholders held on 16 November 2018.

#### Voting and comments made at the Company's 2023 Annual General Meeting ('AGM')

At the 2023 AGM, 99.78% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2023. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

### Details of remuneration

#### Statutory Remuneration Disclosures

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

		Short-term benefits	Post-employment benefits	Share-based payments	Total remuneration	Performance related
		Cash salary & fees	Super-annuation	Performance rights		
		\$	\$	\$	\$	%
<b>Executive Directors:</b>						
Mr Julian Babarczy	<b>2024</b>	<b>225,225</b>	<b>24,775</b>	<b>16,696</b>	<b>266,696</b>	<b>6</b>
	2023	226,244	23,756	-	250,000	-
Mr Robert Benussi	<b>2024</b>	<b>202,703</b>	<b>22,297</b>	<b>16,696</b>	<b>241,696</b>	<b>7</b>
	2023	203,620	21,380	-	225,000	-
<b>Non-executive Director:</b>						
Mr Brett Grosvenor	<b>2024</b>	<b>60,000</b>	-	<b>4,770</b>	<b>64,770</b>	<b>7</b>
	2023	49,998	-	-	49,998	-
<b>Total remuneration</b>	<b>2024</b>	<b>487,928</b>	<b>47,072</b>	<b>38,163</b>	<b>573,163</b>	<b>7</b>
	2023	479,862	45,136	-	524,998	-

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## Service agreements

<b>Name:</b>	Julian Babarczy
<b>Title:</b>	Executive Chairman
<b>Term of agreement:</b>	Agreement began 1 March 2021 and is ongoing by mutual agreement between the executive and the Company.
<b>Details:</b>	Annual remuneration of \$250,000 including superannuation (if applicable). 3 month notice period and 3 month termination payment.
<b>Name:</b>	Robert Benussi
<b>Title:</b>	Executive Director (formerly Managing Director)
<b>Term of agreement:</b>	Managing Director agreement from 1 March 2021 to 5 September 2024. From 6 September 2024 Executive Director agreement was entered into and is ongoing by mutual agreement between the executive and the Company.
<b>Details:</b>	Managing Director Agreement Annual remuneration of \$225,000 including superannuation (if applicable). 3 month notice period and 3 month termination payment. From 6 September 2024, Executive Director agreement annual remuneration of \$112,500 including superannuation (if applicable) 3 month notice period and 3 month termination payment.

## Share-based compensation

### Issue of shares

There were no ordinary shares issued to directors and other key management personnel as part of compensation during the year.

### Options

There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 30 June 2024 and none were held during the year.

### Performance Rights

The table below shows the number of performance rights that were granted, vested and forfeited during the year.

	Balance at the start of the year	Granted during the year	Balance at the end of the year	Unvested at the end of the year
Mr Julian Babarczy	5,000,000	7,000,000	12,000,000	12,000,000
Mr Robert Benussi	5,000,000	7,000,000	12,000,000	12,000,000
Mr Brett Grosvenor	1,000,000	2,000,000	3,000,000	3,000,000
	<b>11,000,000</b>	<b>16,000,000</b>	<b>27,000,000</b>	<b>27,000,000</b>

Each performance right converts, at the holder's election, to one ordinary share in the Company upon satisfaction of the performance and service conditions linked to the rights. The rights do not carry any other privileges.

At the Company's General Meeting held on 11 October 2023, Shareholders approved the issuance of a total of 16,000,000 performance rights to directors, allocated as follows:

Name	Total Rights	Tranche F	Tranche G	Tranche H	Tranche I	Tranche J
Julian Babarczy	7,000,000	1,867,040	932,960	1,400,000	1,400,000	1,400,000
Robert Benussi	7,000,000	1,867,040	932,960	1,400,000	1,400,000	1,400,000
Brett Grosvenor	2,000,000	533,440	266,560	400,000	400,000	400,000
<b>Total</b>	<b>16,000,000</b>	<b>4,267,520</b>	<b>2,132,480</b>	<b>3,200,000</b>	<b>3,200,000</b>	<b>3,200,000</b>

The terms and conditions of each Tranche of performance rights affecting remuneration of Key Management Personnel (KMP) during the year are set out below.

**Tranche Vesting condition**

F	In the event the Company reports a 10m or greater continuous intercept at 1% Li2O (Spodumene) on the exploration permits the subject of the Second Option Agreement, within five (5) years.
G	In the event the Company reports a JORC Compliant Inferred Resource (or greater) or 10 million tonnes at 1% on the exploration permits the subject of the Second Option Agreement, within five (5) years.
H	The Company's Share price achieving a minimum of \$0.04 per Share, based on a 20-day volume weighted average price ( <b>VWAP</b> ) from consecutive trading days on which Shares have actually traded.
I	The Company's Share price achieving a minimum of \$0.06 per Share, based on a 20-day VWAP from consecutive trading days on which Shares have actually traded
J	The Company's Share price achieving a minimum of \$0.08 per Share, based on a 20-day VWAP from consecutive trading days on which Shares have actually traded.

The following table illustrates the inputs used to calculate the fair value of performance rights granted to KMP during the current year and their resulting valuations, noting that no amount was paid or payable by the KMP:

Tranche	F	G	H	I	J
Share price at grant date	\$0.019	\$0.019	\$0.019	\$0.019	\$0.019
Expiry date	11/10/2028	11/10/2028	11/10/2028	11/10/2028	11/10/2028
Number issued	4,267,520	2,132,480	3,200,000	3,200,000	3,200,000
Volatility	135%	135%	135%	135%	135%
Risk-free interest rate	3.89%	3.89%	3.89%	3.891%	3.891%
Probability	100%	100%	100%	100%	100%
Valuation per right	\$0.019	\$0.019	\$0.016	\$0.015	\$0.015
Valuation per class of rights	\$79,531	\$39,742	\$50,473	\$48,427	\$46,834

The total fair value of the performance rights is amortised straight-line over the vesting period, the share based payment is recognised in the Statutory Remuneration Disclosures.

**Relationship between remuneration policy and company performance**

The tables below set out summary information about the Company's earnings and movements in shareholder wealth and key management remuneration for the five years to 30 June 2024.

The earnings of the Group for the five years to 30 June 2024 are summarised below:

	2024	2023	2022	2021	2020
	\$	\$	\$	\$	\$
Loss for the year	5,438,159	4,839,128	1,676,194	716,810	640,698
Closing share price at 30 June	0.01	0.009	0.04	0.12	0.04
Loss per share	0.88	0.91	0.34	0.16	0.20
Market capitalisation	6,400,294	4,909,355	21,162,477	57,183,408	15,946,136

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**Additional disclosures relating to key management personnel**
**Shareholding**

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

	<b>Balance at the start of the year</b>	<b>Received on the exercise of Performance Rights</b>	<b>Additions</b>	<b>Held at Cessation</b>	<b>Balance at the end of the year</b>
Ordinary shares					
Mr Julian Babarczy	37,801,270	-	5,198,730	-	43,000,000
Mr Robert Benussi	30,716,666	-	5,045,454	-	35,762,120
Mr Brett Grosvenor	2,760,000	-	2,045,455	-	4,805,455
	<b>71,277,936</b>	<b>-</b>	<b>12,289,639</b>	<b>-</b>	<b>74,632,633</b>

**This concludes the remuneration report, which has been audited.**

**Auditor**

William Buck continues in office in accordance with section 327 of the *Corporations Act 2001*.

**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.

Signed in accordance with a resolution of the Board of Directors.



**Robert Benussi**

Executive Director

30 September 2024

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**COMPLIANCE STATEMENTS AND DISCLAIMERS**

**Competent Person Statements**

The information in this report related to Geological Data and Exploration Results is based on data compiled by Mr. Allan Harvey Stephens. Mr. Stephens is an Exploration Manager at Perpetual Resources Limited and is a member of both the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG). He possesses sound experience that is relevant to the style of mineralisation and type of deposit under consideration, as well as the activities he is currently undertaking. Mr. Stephens qualifies as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources, and Ore Reserves.' He provides his consent for the inclusion of the matters based on his information, as well as information presented to him, in the format and context in which they appear within this report.

**Forward-looking statements**

This announcement contains forward-looking statements which involve a number of risks and uncertainties. These forward-looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this announcement. No obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

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## Auditor's Independence Declaration

**WilliamBuck**  
ACCOUNTANTS & ADVISORS

### Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

#### To the directors of Perpetual Resources Limited

As lead auditor for the audit of Perpetual Resources Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Perpetual Resources Limited and the entities it controlled during the year.

William Buck

**William Buck Audit (Vic) Pty Ltd**  
ABN 59 116 151 136



**R. P. Burt**  
Director  
Melbourne, 30 September 2024

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# Annual Report

# Financial

# Statements

For the year ended  
30 June 2024



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## Consolidated Statement of Profit or Loss and Other Comprehensive Income

### for the year ended 30 June 2024

	Notes	2024 \$	2023 \$
<b>Revenue</b>			
Interest income		61,592	21,996
Other income		15,260	-
Research and development tax credit		161,626	170,143
<b>Expenses</b>			
Administrative and corporate expenses		(771,070)	(528,610)
Depreciation and amortisation		(5,863)	-
Legal and consulting expenses		(249,869)	(305,792)
Exploration and evaluation expensed		(360,162)	-
Exploration expenditure written off	9	(132,703)	(260,396)
Impairment exploration and evaluation asset	9	(4,110,524)	(3,904,370)
Share-based payments expenses	12c	(46,446)	(32,099)
<b>Loss before income tax expense</b>		<b>(5,438,159)</b>	<b>(4,839,128)</b>
Income tax expense	6	-	-
<b>Loss after income tax expense for the year</b>		<b>(5,438,159)</b>	<b>(4,839,128)</b>
Other comprehensive income for the year, net of tax			
Exchange differences arising on translation of foreign operations		(2,159)	-
<b>Total comprehensive loss for the year attributable to the owners of the Company</b>		<b>(5,440,318)</b>	<b>(4,839,128)</b>
<b>Loss per share attributable to equity holders of the Company:</b>			
Basic loss per share (cents per share)	7	(0.88)	(0.91)
Diluted loss per share (cents per share)	7	(0.88)	(0.91)

The above should be read in conjunction with the accompanying notes.

## Consolidated Statement of Financial Position

### as at 30 June 2024

	Notes	2024 \$	2023 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		909,618	1,295,311
Trade and other receivables		31,976	19,734
Prepayments		16,949	32,867
<b>Total current assets</b>		<b>958,543</b>	<b>1,347,912</b>
<b>Non-current assets</b>			
Property, plant & equipment		37,578	-
Exploration and evaluation	9	1,722,553	3,917,947
<b>Total non-current assets</b>		<b>1,760,131</b>	<b>3,917,947</b>
<b>Total assets</b>		<b>2,718,674</b>	<b>5,265,859</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	10	467,394	356,503
Deferred consideration	9	25,000	-
<b>Total current liabilities</b>		<b>492,394</b>	<b>356,503</b>
<b>Total liabilities</b>		<b>492,394</b>	<b>356,503</b>
<b>Net assets</b>		<b>2,226,280</b>	<b>4,909,356</b>
<b>Equity</b>			
Issued capital	11	18,430,593	16,542,681
Reserves	12	1,551,544	1,088,052
Accumulated losses		(17,755,857)	(12,721,377)
<b>Total equity</b>		<b>2,226,280</b>	<b>4,909,356</b>

The above should be read in conjunction with the accompanying notes.

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## Consolidated Statement of Changes in Equity

### as at 30 June 2024

	Issued capital \$	Share based payment reserve \$	Foreign currency reserve \$	Accumulat ed losses \$	Total equity \$
<b>Balance at 1 July 2022</b>	<b>15,211,044</b>	<b>1,027,860</b>	-	<b>(7,989,109)</b>	<b>8,249,795</b>
Loss after income tax expense for the year	-	-	-	(4,839,128)	(4,839,128)
Other comprehensive loss for the year	-	-	-	-	-
<b>Total comprehensive loss for the year</b>	-	-	-	<b>(4,839,128)</b>	<b>(4,839,128)</b>
<b>Transactions with owners in their capacity as owners:</b>					
Issue of shares	1,600,000	-	-	-	1,600,000
Lapse of performance rights	-	(106,860)	-	106,860	-
Share-based payments	-	167,052	-	-	167,052
Share issue transaction costs	(268,363)	-	-	-	(268,363)
<b>Balance at 30 June 2023</b>	<b>16,542,681</b>	<b>1,088,052</b>	-	<b>(12,721,377)</b>	<b>4,909,356</b>
<b>Balance at 1 July 2023</b>	<b>16,542,681</b>	<b>1,088,052</b>	-	<b>(12,721,377)</b>	<b>4,909,356</b>
Loss after income tax expense for the year	-	-	-	(5,438,159)	(5,438,159)
Other comprehensive loss for the year	-	-	(2,159)	-	(2,159)
<b>Total comprehensive loss for the year</b>	-	-	<b>(2,159)</b>	<b>(5,438,159)</b>	<b>(5,440,318)</b>
<b>Transactions with owners in their capacity as owners:</b>					
Issue of shares (note 11)	1,750,018	-	-	-	1,750,018
Issue of shares – Project acquisition (note 11)	295,000	-	-	-	295,000
Expiry of options	-	(403,679)	-	403,679	-
Issue of options – Project acquisition (note 12e)	-	327,503	-	-	327,503
Issue of performance rights – Project acquisition (note 12c)	-	468,415	-	-	468,415
Issue of options – Broker (note 12e)	(26,966)	26,966	-	-	-
Share-based payments (note 12c)	-	46,446	-	-	46,446
Share issue transaction costs	(130,140)	-	-	-	(130,140)
<b>Balance at 30 June 2024</b>	<b>18,430,593</b>	<b>1,553,703</b>	<b>(2,159)</b>	<b>(17,755,857)</b>	<b>2,226,280</b>

The above should be read in conjunction with the accompanying notes.



## Consolidated Statement of Cash Flows

### for the year ended 30 June 2024

	Notes	2024 \$	2023 \$
<b>Cash flows from operating activities</b>			
Payments to suppliers and employees (inclusive of GST)		(995,285)	(783,466)
Interest received		60,281	21,996
R&D tax incentive		161,626	170,143
Other income		15,260	-
<b>Net cash used in operating activities</b>	<b>8</b>	<b>(758,118)</b>	<b>(591,327)</b>
<b>Cash flows from investing activities</b>			
Payment for acquisition of mining tenements		(275,807)	-
Payments for exploration and evaluation		(932,491)	(707,696)
Payments for property, plant and equipment		(43,441)	
<b>Net cash used in investing activities</b>		<b>(1,251,739)</b>	<b>(707,696)</b>
<b>Cash flows from financing activities</b>			
Proceeds from share placement		1,750,018	1,600,000
Share issue transaction costs		(130,140)	(133,411)
<b>Net cash from financing activities</b>		<b>1,619,878</b>	<b>1,466,589</b>
Net (decrease)/increase in cash and cash equivalents		(389,979)	167,566
Cash and cash equivalents at 1 July		1,295,311	1,127,745
Effects of exchange rate changes on cash and cash equivalents		4,286	-
<b>Cash and cash equivalents at 30 June</b>		<b>909,618</b>	<b>1,295,311</b>

The above should be read in conjunction with the accompanying notes.

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## **Notes to the Financial Statements**

**30 June 2024**

### **1. Corporate information**

The financial statements cover Perpetual Resources Limited (**Company** or **Perpetual**) and the entities it controlled at the end of, or during, the year (together referred to as the **Group**). Perpetual is a for-profit company limited by shares, incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange (ASX).

### **2. Basis of preparation**

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

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (**AASB**) and the *Corporations Act 2001* (Cth) (**Corporations Act**), as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board (**IASB**).

The consolidated financial statements for the year ended 30 June 2024 were approved and authorised for issue by the Board of Directors on 30 September 2024. The Directors have the power to amend and reissue the financial statements.

#### **Functional and Presentation Currency**

The consolidated financial statements are presented in Australian dollars (AUD), which is Perpetual's functional and presentation currency. The functional currency of the Group's foreign operations is Brazilian Real (BRL).

#### **Going Concern**

The directors believe it is appropriate to prepare the consolidated financial report on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

As at 30 June 2024, the Group has incurred a net loss after tax of \$5,438,159 (2023: loss of \$4,839,128) and had current assets of \$958,543 (2023: \$1,347,912), including cash and cash equivalents of \$909,618 (2023: \$1,295,311), and current liabilities of \$492,394 (2023: \$356,503). The Group incurred cash outflows from operations of \$758,118 (2023: \$591,327).

Management has prepared cash flow forecasts for the next twelve months which contemplate future capital raisings or other transactions for the delivery of exploration projects as currently forecast. Notably, \$0.8 million in cash was received through a placement after year-end but prior to the date of this report. Based on these forecasts and funding requirements, the Directors anticipate the Group will be able to meet its commitments and pay its debts as and when they fall due, while meeting its objectives of exploring its projects as forecast.

As required, the Group has options available to manage liquidity, including one or a combination of, a placement of shares, option conversion, rights issues, joint venture arrangements or sale of certain assets, deferment of operational and capital cash expenditure to subsequent periods, and the rationalisation of tenure and as such, the Directors are confident that the Group will have sufficient working capital for at least twelve months from the date this financial report is approved.

In the event that all of the funding options available to the Group and the deferment of operational and capital cash expenditures to subsequent periods do not transpire and there is no change to the

forecasted spending pattern, these conditions indicate that a material uncertainty exists that may cast significant doubt on the entity's ability to continue as a going concern, and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.. Should the company be unable to achieve the matters as described above, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustment relating to the recoverability or classification of recorded asset amounts or to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern and meet its debt when they fall due.

### **3. Critical accounting judgements, estimates and assumptions**

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

#### **a) Exploration and evaluation costs**

Exploration and evaluation costs have been capitalised on the basis that the Group will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

During the financial year, the Group recognise any impairment of exploration and evaluation assets \$4,110,524 (2023: \$3,904,370) following a review of the recoverable amount in future periods.

#### **b) Share based Payments**

The fair value of Options and Performance Rights granted are recognised as a share-based payment expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the service period.

The fair value of the Options and Performance Rights at grant date is determined using various option valuation model appropriate to the instrument. Assumptions into the model excludes the impact of any non-market vesting conditions and are instead included in assumptions about the number of Options and Performance Rights that are expected to vest.

At reporting date, the Group revises the estimate of the number of Options and Performance Rights that are expected to vest.



#### **4. Material accounting policy information**

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

##### **New accounting standards and interpretations**

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are mandatory for the current reporting period. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

##### **Parent entity information**

In accordance with the Corporations Act, these consolidated financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 17.

##### **Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Perpetual Resources Limited ('**Company**' or '**Group**') as at 30 June 2024 and the results of all subsidiaries for the year then ended. Perpetual Resources Limited and its subsidiaries together are referred to in these financial statements as the 'Group'.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income, and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (**OCI**) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest, and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

**Exploration and evaluation expenditure**

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. Accumulated costs in relation to an abandoned area are written off in full against profit in the period in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

**Share based payments**

Equity settled share-based compensation benefits are provided to contractors, employees & directors. The costs of equity-settled transactions are measured at fair value on grant date. The fair value at grant date is independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradable nature of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and risk free interest rate for the term of the option.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Upon the exercise of options, the balance of the share-based payments reserve relating to these options is transferred to share capital.

The market value of shares issued to employees for no cash consideration under the employee share scheme is recognised as an employee benefits expense with a corresponding increase in equity when the employees become entitled to the shares.

**Foreign Currency Transactions and Balances**

***Functional and presentation currency***

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency. All figures presented in the financial report have been rounded to the nearest dollar.

***Transaction and balances***

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the statement of profit or loss and other comprehensive income, except where deferred in equity as a qualifying cash flow or net investment hedge.

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Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the statement of profit or loss and other comprehensive income.

#### **Controlled entities**

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- Assets and liabilities are translated at year-end exchange rates prevailing at that reporting date.
- Income and expenses are translated at average exchange rates for the period.
- Retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the statement of financial position. These differences are recognised in the statement of profit or loss and other comprehensive income in the period in which the operation is disposed. The functional currency of the subsidiaries incorporated in the Brazil (refer Note 18) is the Brazilian Real (BRL).

## **5. Operating segments**

### **Identification of reportable operating segments**

The Group is organised into three operating segments based on the Group's exploration and evaluation project geographic locations as follows:

#### **(a) Exploration**

The Exploration segment includes the activities on all mineral exploration:

- Exploration and evaluation of minerals in Brazil
- Exploration and evaluation of minerals in Western Australia

#### **(b) Unallocated**

Unallocated items comprise corporate which includes those expenditures supporting the business during the year, and items that cannot be directly attributed to each segment.

The segment information for the reportable segments for the period ended 30 June 2024 is as follows:

	Western Australia	Brazil	Total
	\$	\$	\$
<b>Period ended 30 June 2024</b>			
Segment results – Loss after income tax	(4,311,066)	(331,375)	(4,642,441)
Unallocated losses after income tax			(795,718)
<b>Loss after income tax</b>			<b>(5,438,159)</b>
<b>As at 30 June 2024</b>			
<b>Assets</b>			
Segment assets	31,759	1,803,077	1,834,836
Unallocated assets			964,046
<b>Total assets</b>			<b>2,718,674</b>
<b>Liabilities</b>			
Segment liabilities	340,941	68,902	409,843
Unallocated liabilities			82,551
<b>Total liabilities</b>			<b>492,394</b>

No comparative has been included as the Group had one operating segment for exploration and evaluation of minerals in Australia in the prior year.



## 6. Income tax expense

Tax losses have not been brought to account as utilisation of these losses is not probable. Income tax losses can only be recovered by the Company deriving future assessable income, conditions for deductibility imposed by law being complied with and no charged in tax legislation adversely affecting the realisation of the benefit from the deductions. Therefore, carry forward losses may not be available to offset future assessable income.

As at 30 June 2024 the Group had accumulated losses of \$17,755,857 (2023: \$12,721,377), as set out in the statement of financial position that may be applied in its calculation of carry-forward tax losses that may be potentially be offset against future assessable income. It is noted that not all amounts in accumulated losses would be included in carry-forward tax losses which may or may not be available to offset against assessable income which may arise in the future.

## 7. Loss per share

	2024	2023
	\$	\$
Loss after income tax attributable to the owners of the Company	(5,438,159)	(4,839,128)
Weighted average number of ordinary shares used in basic and diluted earnings per share	620,474,055	532,372,243
	<b>Cents</b>	<b>Cents</b>
Basic loss per share	(0.88)	(0.91)
Diluted loss per share	(0.88)	(0.91)

## 8. Cash flow information

Reconciliation of loss after income tax to net cash from/(used in) operating activities

	2024	2023
	\$	\$
Loss after income tax expense for the year	(5,438,159)	(4,839,128)
<b>Adjustments for:</b>		
<b>Non-cash items</b>		
Depreciation and amortisation	5,862	-
Share-based payment expense	46,446	32,099
Impairment of exploration & evaluation	4,110,524	3,904,370
Exploration & evaluation written off	132,703	260,396
<b>Item presented as investing activities</b>		
Expensed exploration	316,289	-
<b>Change in operating assets and liabilities:</b>		
(Increase)/decrease in trade and other receivables	(30,497)	25,851
Decrease in other assets	14,610	42,508
Increase/(decrease) in trade and other payables	84,104	(17,423)
<b>Net cash used in operating activities</b>	<b>(758,118)</b>	<b>(591,327)</b>

**9. Exploration and evaluation**

	2024	2023
	\$	\$
<b>Exploration and evaluation</b>	<b>1,722,553</b>	<b>3,917,947</b>

**a) Reconciliations**

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

	30 June 2024	30 June 2023
	\$	\$
<b>Balance at the beginning of the period</b>	<b>3,917,947</b>	<b>7,344,647</b>
Acquisition costs capitalised - Ponte Nova Project	807,590	-
Acquisition costs capitalised - Itinga & Paraiso Project	525,981	-
Acquisition costs capitalised - Rosevani Project	50,807	-
Capitalised expenditure at cost	663,455	742,892
Expenditure written off	(132,703)	(260,396)
Impairment exploration and evaluation assets	(4,110,524)	(3,904,370)
<b>Balance at the end of the period</b>	<b>1,722,553</b>	<b>3,917,947</b>

Recoverability of the carrying amount of exploration and evaluation assets is dependent on the successful development and commercial exploitation of areas of interest and the sale of minerals, or the sale of the respective areas of interest.

**Asset Acquisitions**

During the year, the Company completed the acquisition of the Ponte Nova Project (**Ponte Nova**) and the Itinga & Paraiso Project (**Itinga**), which hold several claims in Brazil, prospective for lithium. The total consideration paid was \$807,590 for Ponte Nova, which includes a cash amount of \$150,000, and \$525,981 for Itinga, which includes a cash amount of \$100,000. The consideration also included equity in the form of options and performance rights. The fair value of the share options issued was \$168,178 and \$159,324, respectively, and \$299,412 and \$161,657 for the performance rights, respectively. See note 12 for the input assumptions applied to measuring the fair value of the share options and performance rights.

**Rosevani Project** was acquired during the year for \$25,807 cash payment and a further cash payment of \$25,000 – to be paid within 5 days of the Official Gazette publishing the Brazilian National Mining Agency's endorsement of the total assignment of the Rosevani Permit and Approval of the Final Mineral Exploration Report, which is anticipated within the next 6 months from balance date, which as at 30 June 2024, \$25,000 has been recognised in relation to deferred consideration payable.

As the above transactions are for the acquisition of tenements only, without any business processes or outputs available, nor any reserves or resources recognised, this was not considered a business combination in accordance with AASB 3 Business Combinations. It has been accounted for as an asset acquisition with the costs of acquisition of rights to explore, have been capitalised as an exploration and evaluation asset.

**Impairment testing**

The recoverability of the carrying amount of exploration and evaluation assets is dependent on successful development, commercial exploitation, or sale of the respective tenement exploration licence. If the expenditure is not expected to be recouped, an impairment assessment is performed. In response to the challenging market conditions in the silica sands sector, which have impacted all junior exploration companies, the Group has reviewed the carrying value of its assets. Specifically, a 100% of the carrying amount of the Company's Beharra Silica Sands Project has been written off due to the lack of significant exploration planned for the upcoming year being \$117,144. Other than impairment expenses recognised in the current reporting period tenements that were relinquished during the period has been recognised and have been written off being \$132,703.

**Impairment calculations**

The Group determined by management's assessment of the project's future prospects in light of market conditions and the absence of planned exploration activities. The impairment loss for the Beharra Silica Sands Project totals \$4,110,524, which has been recognised in the Consolidated Statement of Profit or Loss.

**10. Trade and other payables**

	2024 \$	2023 \$
Trade payables	330,263	284,426
Other payables	51,378	51,379
Accrued expenses	85,753	20,698
	<b>467,394</b>	<b>356,503</b>

Refer to note 13 for further information on financial instruments.

**11. Issued capital**

	2024 Shares	2023 Shares	2024 \$	2023 \$
Ordinary shares - fully paid	<b>640,030,420</b>	545,483,963	<b>18,430,593</b>	16,542,681
<b>Details</b>	<b>Date</b>	<b>Shares</b>	<b>Issue price</b>	<b>\$</b>
<b>Balance</b>	<b>30/06/2022</b>	<b>492,150,629</b>		<b>15,211,044</b>
Share issue - Placement	15/09/2022	44,666,667	\$0.030	1,340,000
Share issue - Placement	07/12/2022	8,666,667	\$0.030	260,000
Share issue costs		-	-	(268,363)
<b>Balance</b>	<b>30/06/2023</b>	<b>545,483,963</b>		<b>16,542,681</b>
Share issue - Placement	18/08/2023	68,181,818	\$0.022	1,500,000
Share issue - Project acquisition	28/09/2023	5,000,000	\$0.021	105,000
Share issue - Placement	10/11/2023	11,363,636	\$0.022	250,000
Share issue - Project acquisition	09/01/2024	10,000,000	\$0.019	190,000
Share issue - Cleansing prospectus	11/06/2024	1,000	\$0.018	18
Share issue costs				(157,106)
<b>Balance</b>	<b>30/06/2024</b>	<b>640,030,420</b>		<b>18,430,593</b>



**a) Ordinary shares**

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

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

**b) Capital risk management**

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital. For the year ended 30 June 2024 this was focused on attracting sufficient funds, in order to fund appropriate levels of working capital necessary for ongoing operations. The Group has an ASX-imposed restriction of 15% of total share capital p.a. on the amount of share capital it can issue under a placement.

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.

**12. Reserves**

	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>
Share-based payments reserve (performance rights & options)	1,553,703	1,088,052
Foreign currency reserve	(2,159)	-
<b>Balance at the end of the year</b>	<b>1,551,544</b>	<b>1,088,052</b>

**a) Foreign currency reserve**

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

**b) Share-based payments reserve**

The share-based payments reserve records the fair value of the options and performance rights issued to Directors, consultants and other third-parties.

	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>
<b>Balance at the beginning of the period</b>	<b>1,088,052</b>	<b>1,027,860</b>
<i>Share-based payment transactions:</i>		
Share options (refer note 12e)	354,469	167,052
Performance rights (refer note 12c)	514,861	-
<i>Transfer out of reserve upon:</i>		
Exercise of performance rights	-	-
Lapse of performance rights	-	(106,860)
Expiry of options	(403,679)	-
<b>Balance at the end of the year</b>	<b>1,553,703</b>	<b>1,088,052</b>

**c) Performance Rights**

The following table illustrates the number of, and movements in, performance rights during the year:

	2024	2023
	Number	Number
<b>Outstanding at the beginning of the financial year</b>	<b>11,000,000</b>	<b>14,640,000</b>
Performance Rights granted during the period	58,500,000	-
Performance Rights converted into shares during the period	-	-
Lapsed/forfeited during the period	-	(3,640,000)
<b>Outstanding at the end of the financial year</b>	<b>69,500,000</b>	<b>11,000,000</b>

Information relating to performance rights issued during and outstanding at the end of the year is set out below.

Tranche	Vesting date start (grant date)	Expiry date	Balance at		Balance at 30 June 2024	Vested and exercisable at end of the period	Value of rights
			1 July 2023	Granted			granted during the period
							\$
A	29/11/2021	1/12/2024	11,000,000	-	11,000,000	-	-
B	26/09/2023	30/09/2024	-	5,000,000	5,000,000	-	-*
C	26/09/2023	28/09/2028	-	10,000,000	10,000,000	-	160,426
D	11/10/2023	29/09/2028	-	10,000,000	10,000,000	-	149,090
E	11/10/2023	29/09/2028	-	10,000,000	10,000,000	-	149,090
F	11/10/2023	3/11/2028	-	4,267,520	4,267,520	-	11,449
G	11/10/2023	3/11/2028	-	2,132,480	2,132,480	-	5,736
H	11/10/2023	3/11/2028	-	3,200,000	3,200,000	-	7,266
I	11/10/2023	3/11/2028	-	3,200,000	3,200,000	-	6,971
J	11/10/2023	3/11/2028	-	3,200,000	3,200,000	-	6,742
K	31/10/2023	3/11/2028	-	1,200,000	1,200,000	-	2,942
L	31/10/2023	3/11/2028	-	1,300,000	1,300,000	-	3,187
M	31/10/2023	3/11/2028	-	1,500,000	1,500,000	-	3,678
N	13/10/2023	3/11/2028	-	933,520	933,520	-	2,485
O	13/10/2023	3/11/2028	-	466,480	466,480	-	1,245
P	13/10/2023	3/11/2028	-	700,000	700,000	-	1,577
Q	13/10/2023	3/11/2028	-	700,000	700,000	-	1,513
R	13/10/2023	3/11/2028	-	700,000	700,000	-	1,464
<b>Total</b>			<b>11,000,000</b>	<b>58,500,000</b>	<b>69,500,000</b>	<b>-</b>	<b>514,861</b>

\*Tranche B, given the reduced likelihood of the milestone being achieved, management has reassessed the vesting probability to 0% resulting in the reversal of a previously recognised value of \$80,208.

Share-based payments recognised were capitalised to exploration and evaluation during the period within of the consolidated statement of financial position was \$468,415 (2023: Nil) and expensed through the statement of profit or loss of \$46,446 (2023: \$32,099). There were no modification to the existing performance rights issued in prior periods.

The terms of performance rights issued during the period include:

Tranche	Vesting conditions including market and non-market conditions
B	The Company reports at least 6 rock chips above 1% Li2O (Spodumene) on the exploration permits the subject of the First Option Agreement prior to 30 September 2024.
C	The Company reports a 10m or greater continuous intercept at 1% Li2O (Spodumene) on the exploration permits the subject of the First Option Agreement within five (5) years.
D	In the event the Company reports a 10m or greater continuous intercept at 1% Li2O (Spodumene) on the exploration permits the subject of the Second Option Agreement within five (5) years.
E	In the event the Company reports a JORC Compliant Inferred Resource (or greater) or 10 million tonnes at 1% on the exploration permits the subject of the Second Option Agreement within five (5) years.
F, N	In the event the Company reports a 10m or greater continuous intercept at 1% Li2O (Spodumene) on the exploration permits the subject of the Second Option Agreement, within five (5) years.
G, O	In the event the Company reports a JORC Compliant Inferred Resource (or greater) or 10 million tonnes at 1% on the exploration permits the subject of the Second Option Agreement, within five (5) years.
H, P	The Company's Share price achieving a minimum of \$0.04 per Share, based on a 20-day volume weighted average price ( <b>VWAP</b> ) from consecutive trading days on which Shares have actually traded.
I, Q	The Company's Share price achieving a minimum of \$0.06 per Share, based on a 20-day VWAP from consecutive trading days on which Shares have actually traded
J, R	The Company's Share price achieving a minimum of \$0.08 per Share, based on a 20-day VWAP from consecutive trading days on which Shares have actually traded.
K	Rock Chip samples (or greater) containing @ 1.0% or greater Li2O (spodumene) and you remain a Consultant of the Company for a continuous period of 6 months from the date of Conversion.
L	10m (or greater) continuous intercept @ 1.0% Li2O (spodumene) and you remain a Consultant of the Company for a continuous period of 6 months from the date of Conversion.
M	JORC compliant Inferred Mineral Resource Estimate of >10mt @ 1.0% Li2O and you remain a Consultant of the Company for a continuous period of 6 months from the date of Conversion.

### Fair value of performance rights

The following table illustrates the inputs used to calculate the fair value of performance rights issued during the current reporting period:

Tranche	B	C	D	E	F	G	H	
Share price at grant date	\$0.021	\$0.021	\$0.019	\$0.019	\$0.019	\$0.019	\$0.019	
Expiry date	30/09/24	28/09/28	29/09/28	29/09/28	3/11/28	3/11/28	3/11/28	
Number issued	5,000,000	10,000,000	10,000,000	10,000,000	4,267,520	2,132,480	3,200,000	
Volatility	129%	129%	135%	135%	135%	135%	135%	
Risk-free interest rate	3.89%	3.89%	3.89%	3.89%	3.89%	3.89%	3.89%	
Probability	0%	80%	80%	80%	100%	100%	100%	
Valuation per right	\$0.016	\$0.016	\$0.015	\$0.015	\$0.019	\$0.019	\$0.016	
Valuation per class of rights	\$80,208	\$160,426	\$149,090	\$149,090	\$79,531	\$39,742	\$50,473	
Tranche	I	J	K,L,M	N	O	P	Q	R
Share price at grant date	\$0.019	\$0.019	\$0.018	\$0.019	\$0.019	\$0.019	\$0.019	\$0.019
Expiry date	3/11/28	3/11/28	3/11/28	3/11/28	3/11/28	3/11/28	3/11/28	3/11/28
Number issued	3,200,000	3,200,000	4,000,000	933,520	466,480	700,000	700,000	700,000
Volatility	135%	135%	135%	135%	135%	135%	135%	135%
Risk-free interest rate	3.891%	3.891%	3.551%	3.89%	3.89%	3.891%	3.891%	3.891%
Probability	100%	100%	100%	100%	100%	100%	100%	100%
Valuation per right	\$0.015	\$0.015	\$0.018	\$0.019	\$0.019	\$0.016	\$0.015	\$0.015
Valuation per class of rights	\$48,427	\$46,834	\$72,000	\$17,397	\$8,693	\$11,041	\$10,593	\$10,245

For tranches C to E, being those awards which include non-market conditions, management applied an 80% assumption as at 30 June 2024 reflecting a risk that the performance milestones will be achieved. However, for tranche B, which is now considered less likely to vest, management has revised the assumption to reflect this reduced likelihood. The probability for these tranches is reflected in the fair value total of the award as at 30 June 2024. The performance rights tranches F to J to the Directors were approved by shareholders at the general meeting held on 11 October 2023.

Each performance right represents a right to be issued the same number of shares on conversion and will only vest if the performance conditions are met and remain an officeholder of Perpetual at the end of the vesting period. The total fair value of the performance rights is amortised straight-line over the vesting period. In this respect, the Group has judged that each individual will achieve the performance milestones and meet any service condition criteria.

#### d) Share options

The following table illustrates the number and weighted average exercise prices (**WAEP**) of, and movements in, share options during 30 June 2023 and 2024.

	Number of options (2024)	WAEP (2024)	Number of options (2023)	WAEP (2023)
<b>Outstanding at the beginning of the financial year</b>	25,000,000	0.097	20,000,000	0.124
Granted	30,000,000	0.032	10,000,000	0.060
Lapsed	(10,000,000)	0.160	(5,000,000)	0.130
<b>Outstanding at the end of the financial year</b>	45,000,000	0.039	25,000,000	0.097
<b>Exercisable at the end of the financial year</b>	45,000,000	0.039	25,000,000	0.097

The following table illustrates the options movement during the year ending 30 June 2024 and 2023:

Grant date	Date of expiry	Exercise price (\$)	Balance 1 July 2023	Granted	Lapsed	Balance 30 June 2024	vested and exercisable
31/10/20	31/10/24	0.045	5,000,000	-	-	5,000,000	5,000,000
29/07/21	30/07/23	0.160	10,000,000	-	(10,000,000)	-	-
05/09/22	15/09/25	0.060	10,000,000	-	-	10,000,000	10,000,000
04/08/23	17/08/25	0.040	-	7,500,000	-	7,500,000	7,500,000
26/09/23	28/09/25	0.025	-	5,000,000	-	5,000,000	5,000,000
26/09/23	28/09/25	0.030	-	5,000,000	-	5,000,000	5,000,000
11/10/23	29/09/25	0.030	-	12,500,000	-	12,500,000	12,500,000
		<b>Total</b>	<b>25,000,000</b>	<b>30,000,000</b>	<b>(10,000,000)</b>	<b>45,000,000</b>	<b>45,000,000</b>

Grant date	Date of expiry	Exercise price (\$)	Balance 1 July 2022	Granted	Lapsed	Balance 30 June 2023	vested and exercisable
31/10/20	31/10/24	0.045	5,000,000	-	-	5,000,000	5,000,000
22/02/21	22/02/23	0.130	5,000,000	-	(5,000,000)	-	-
29/07/21	30/07/23	0.160	10,000,000	-	-	10,000,000	10,000,000
15/09/22	15/09/25	0.060	-	10,000,000	-	10,000,000	10,000,000
		<b>Total</b>	<b>20,000,000</b>	<b>10,000,000</b>	<b>(5,000,000)</b>	<b>25,000,000</b>	<b>25,000,000</b>



**e) Fair value of unlisted options granted**

Set out below are the details of the Options granted during the year ended 30 June 2024 and the fair value at grant date which was determined using Black-Scholes valuation methodology, and takes into account the following inputs:

Number	Grant date	Expiry date	Fair value	Option	Risk free	Expected	Share	Total fair
			of option	exercise	interest	price at	price at	
			at grant	price (\$)	rate (%)	volatility	grant	value (\$)
			date (\$)	(\$)		(%)	date (\$)	
7,500,000	04/08/23	17/08/25	0.011	0.040	3.94	117.39	0.020	80,898
5,000,000	26/09/23	28/09/25	0.014	0.025	3.89	129.21	0.021	67,860
5,000,000	26/09/23	28/09/25	0.013	0.030	3.89	129.21	0.021	64,499
12,500,000	11/10/23	11/10/25	0.011	0.030	3.89	135.27	0.019	141,212

The total fair value of newly issued options issued in the period was \$354,469. There are no service conditions nor vesting conditions attaching to the options. Share-based payments recognised during the period were capitalised to exploration and evaluation of \$327,503 and to share issue transaction costs of \$26,966 within of the consolidated statement of changes in equity amounting to \$354,469.

**13. Financial instruments and risk management**
**a) Financial risk management objectives**

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk.

The Board has overall responsibility for the establishment and oversight of the Group's risk management framework

The Group's principal financial instruments comprise cash and short-term deposits, other receivables, investments, trade and other payables and lease liabilities. The Group has various other creditors, which arise directly from its operations. It is, and has been throughout the period under review, the Group's policy that no trading in financial instruments shall be undertaken.

**b) Price risk**

The Group is not exposed to any significant price risk.

**c) Interest rate risk**

The Group is not exposed to any significant interest rate risk.

**d) Foreign currency risk**

The Group statement of financial position can be affected by movements in the BRL/AUD exchange rates. The results and balances of the Group are impacted by movements in AUD/BRL exchange rate as most costs incurred from exploration and evaluation activities are denominated in Brazilian Reals.

Managing the exposure to foreign exchange risk is achieved by regularly monitoring the net exposure to ensure it is kept to an acceptable level by buying foreign currency at spot rates where necessary to address short-term anticipated cash flows.

There was no significant foreign currency gain or loss recorded in the Group during the current or prior financial years.

**e) Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group and arises principally from the Group's receivables and term deposits.

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The Group holds the majority of its cash and cash equivalents with banks and financial institution counterparties with acceptable credit ratings of A1+ or above. As part of managing its credit risk on cash and cash equivalents, funds are held predominately in Australian banks.

The maximum exposure to credit risk at the end of the reporting period was as follows:

	2024 \$	2023 \$
Cash and cash equivalents	909,618	1,295,311
Trade and other receivables	31,976	19,734
	<b>941,594</b>	<b>1,315,045</b>

#### f) Liquidity risk

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

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

#### Remaining contractual maturities

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.

	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Total \$
<b>30 June 2024</b>					
Non-derivatives financial liabilities					
<b>Trade and other payables</b>	<b>492,394</b>	-	-	-	<b>492,394</b>
<b>30 June 2023</b>					
Non-derivatives financial liabilities					
<b>Trade and other payables</b>	<b>356,503</b>	-	-	-	<b>356,503</b>

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

#### g) Fair value of financial instruments

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

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## 14. Key management personnel disclosures

### a) Directors

The following persons were directors of the Company during the financial year:

Mr Julian Babarczy	Executive Chairman
Mr Robert Benussi	Executive Director (formerly Managing Director)
Mr Brett Grosvenor	Non-executive Director

### b) Compensation

	2024	2023
	\$	\$
Short-term employee benefits	487,928	479,862
Share-based payments	38,163	-
Post-employment benefits	47,072	45,136
<b>Total</b>	<b>573,163</b>	<b>524,998</b>

## 15. Related party transactions

### a) Parent entity

Perpetual Resources Limited is the parent entity.

### b) Subsidiaries

Interests in subsidiaries are set out in note 18.

### c) Key management personnel

Disclosures relating to key management personnel are set out in note 14 and the remuneration report included in the directors' report.

### d) Other transactions with related parties of key management personnel

There were no other transactions with related parties at the current and previous reporting date.

### e) Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

### f) Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

### g) Terms and conditions

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

## 16. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by William Buck, the auditor of the Company:

	2024	2023
	\$	\$
<b>Audit services - William Buck</b>		
Audit or review of the financial statements	39,548	32,200

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## 17. Parent entity information

Set out below is the supplementary information about the parent entity.

### a) Statement of profit or loss and other comprehensive income

	<b>Parent</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax for the year	(5,159,055)	(4,837,762)
Total comprehensive loss for the year	(5,159,055)	(4,837,762)

### b) Statement of financial position

	<b>Parent</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>
Total current assets	942,974	1,314,052
<b>Total assets</b>	<b>2,623,394</b>	<b>5,214,480</b>
Total current liabilities	(397,114)	(305,124)
<b>Total liabilities</b>	<b>(397,114)</b>	<b>(305,124)</b>
<b>Equity</b>		
Issued capital	18,430,593	16,542,681
Other reserves	1,553,703	1,088,052
Accumulated losses	(17,758,016)	(12,721,377)
<b>Total equity</b>	<b>2,226,280</b>	<b>4,909,356</b>

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

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2024 (2023: Nil).

### d) Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 4, 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.

## 18. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiary in accordance with the accounting policy described in note 4:

<b>Name</b>	<b>Principal place of business / Country of incorporation</b>	<b>Ownership interest</b>	
		<b>2024</b>	<b>2023</b>
		<b>%</b>	<b>%</b>
Neo Resources Limited	Australia	100%	100%
Perpetual Resources (Brazil) Pty Ltd	Australia	100%	100%
Perpetual Resources Do Brasil Ltda.	Brazil	100%	0%



## 19. Contingent liabilities

Perpetual will grant vendor RTB Geologia E Mineração LTDA. (or its nominees) a 2% net smelter return royalty over minerals produced that are the subject of the lithium rights at the Ponte Nova, Itinga & Paraiso Projects. Perpetual will have the right to buy-back half of the royalty for \$500,000.

There were no other contingent liabilities as at 30 June 2024 and 30 June 2023.

## 20. Commitments

In order to maintain current rights of tenure to mining and exploration tenements, the Group will be required to perform exploration work to meet the minimum expenditure requirements. This expenditure will only be incurred should the Group retain its existing level of interest in its various exploration areas and provided access to mining tenements is not restricted. These obligations will be fulfilled in the normal course of operations, which may include exploration and evaluation activities.

The estimated exploration expenditure commitment for the ensuing years, but not recognised as a liability in the statement of financial position is as follows:

	<b>2024</b>	<b>2023</b>
	\$	\$
<b>Exploration commitments within one year</b>	<b>117,144</b>	<b>164,428</b>

## 21. Events subsequent to reporting date

On 2<sup>nd</sup> September 2024, the Company successfully completed a \$864,000 share placement (before cost) to professional and sophisticated investors at \$0.009 per share. The Company also intends to raise a further \$170,000 (before costs), subject to shareholder approval to be sought at the annual general meeting in November 2024.

No others matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

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**Consolidated Entity Disclosure Statement**

as at 30 June 2024

Name	Entity Type	Country of incorporation	Ownership interest %	Tax residency	Foreign jurisdiction
Perpetual Resources Limited	Body corporate	Australia	100%	Australia	-
Neo Resources Limited	Body corporate	Australia	100%	Australia	-
Perpetual Resources (Brazil) Pty Ltd	Body corporate	Australia	100%	Australia	-
Perpetual Resources Do Brasil Ltda.	Body corporate	Brazil	100%	Foreign	Brazil

**Basis of preparation**

The consolidated entity disclosure statement (CEDS) has been prepared in accordance with subsection Section 295 (3A) of the Corporations Act 2001. The entities listed in the statement are Perpetual Resources Limited and all the entities it controls in accordance with AASB 10 Consolidated Financial Statements.

**Key assumptions and judgements**
**Determination of tax residency**

Section 295 (3A) Corporations Act requires that the tax residency of each entity which is included in the Group Disclosure Statement (CEDS) be disclosed. In the context of an entity which was an Australian resident, "Australian resident" has the meaning provided in the Income Tax Assessment Act 1997 (Cth). The determination of tax residency involves judgment as the determination of tax residency is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the Group has applied the following interpretations:

**Australian tax residency**

The Group has applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation's public guidance in Tax Ruling TR 2018/5.

**Foreign tax residency**

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

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## **Directors' Declaration**

**30 June 2024**

- (1) In the opinion of the Directors of Perpetual Resources Limited:
- (a) the consolidated financial statements and notes thereto, and the Remuneration Report contained within the Directors' Report are in accordance with the Corporations Act 2001, including;
    - (i) complying with Accounting Standards, the Corporation Regulations 2001 (Cth) and other mandatory professional reporting requirements; and
    - (ii) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the financial year ended on that date.
  - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
  - (c) the consolidated entity disclosure statement on page 51 is true and correct.
- (2) The Directors have been given the declarations by the Managing Director and Chief Financial Officer required by section 295A of the *Corporations Act 2001* (Cth) for the financial year ended 30 June 2024.
- (3) The Directors draw attention to the notes to the consolidated financial statements, which include a statement of compliance with International Financial Reporting Standards.

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



**Robert Benussi**  
**Executive Director**

30 September 2024

## Independent Auditor's Report for the year ended 30 June 2024

**WilliamBuck**  
ACCOUNTANTS & ADVISORS

Independent auditor's report to the members of Perpetual Resources Limited

### Report on the audit of the financial report

#### Our opinion on the financial report

In our opinion, the accompanying financial report of Perpetual Resources Limited (the Company) and its subsidiaries (the Group) is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### What was audited?

We have audited the financial report of the Group, which comprises:

- the consolidated statement of financial position as at 30 June 2024,
- the consolidated statement of profit or loss and other comprehensive income for the year then ended,
- the consolidated statement of changes in equity for the year then ended,
- the consolidated statement of cash flows for the year then ended,
- notes to the financial statements, including material accounting policy information,
- the consolidated entity disclosure statement, and
- the directors' declaration.

#### 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 & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our 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.

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## Material uncertainty related to going concern

We draw attention to Note 2 in the financial report, which indicates that the Group incurred a net loss of \$5,438,159 and cash outflows from operations of \$758,118 during the year ended 30 June 2024. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that the following matters described below to be the key audit matters to be communicated in our report:

1. Capitalisation of Exploration and Evaluation Costs	Area of focus (refer also to notes 3, 4 & 9)	How our audit addressed the key audit matter
	<p>The Group holds the right to explore and evaluate exploration projects through a direct ownership of the underlying Area of Interest. Specific costs related to such 'Area of Interest' activity are capitalised where the AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i> ('AASB 6') criteria is met.</p> <p>There is a risk that the Group may lose or relinquish its rights to explore and evaluate those areas of interest and therefore amounts capitalised to the statement of financial position from the current and historical periods may be no longer recoverable. Judgement is involved in determining whether there are other facts and circumstances that may suggest the carrying amount of the exploration and evaluation asset may exceed its recoverable amount.</p> <p>In assessing the recoverable amount of capitalised exploration and evaluation cost, an impairment loss of \$4.1 million was recorded as at 30 June 2024.</p> <p>Due to the judgements involved in assessing recoverability of capitalised exploration and evaluation assets, this was considered a Key Audit Matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>– Reviewing underlying contractual agreements for tenements purchased during the period to ensure acquisition is valued appropriately;</li> <li>– Understanding and vouching the underlying contractual entitlement to explore and evaluate each area of interest, including where applicable, evaluation of the Group's renewal in that area of interest at its expiry;</li> <li>– Examining project spend per each area of interest and comparing this spend to the minimum expenditure requirements set out in the underlying exploration expenditure plan;</li> <li>– Performing sample tests of project spend to each area of interest to ensure that it is directly attributable to that area of interest and recognised in accordance with AASB 6; and</li> <li>– Obtained support related to the recognised impairment loss including exploration findings and management's exploration and expenditure forecast.</li> </ul> <p>We also assessed the adequacy of the Company's disclosures in the financial report.</p>

**WilliamBuck**  
ACCOUNTANTS & ADVISORS

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**2. Accounting for an asset acquisition**

**Area of focus (refer also to notes 3, 9 & 12)**

As disclosed in Note 9, the Group acquired tenements as part of their Brazilian exploration program. The total consideration issued for acquisition of these tenements was \$1,384,378, of which \$25,000 was contingent on future events.

Each of these tenement acquisition arrangements was considered an asset acquisition as the definition of a business within AASB 3 *Business Combinations* was not met, with the consideration paid to the vendor including cash and issuance of equity.

The total equity consideration arrangement to the each of these vendors included the issuance of 15 million shares, 22.5 million share options and 35.0 million performance rights. The equity consideration included share options and performance rights arrangements. These were considered to meet the definition of a share-based payment in scope of AASB 2 *Share Based Payments*, with management assessing the arrangement as being equity-settled and measured the fair value of the award on grant date. The total consideration of share options of \$327,503 and performance rights issued of \$538,815 were fair valued using a Black Scholes models.

Due to the judgements and estimates required in assessing as an asset acquisition and the appropriate valuation and recognition of the consideration paid for share options and performance rights, this matter was considered to be a Key Audit Matter.

**How our audit addressed the key audit matter**

Our audit procedures included:

- Reviewing the terms and conditions of the executed tenement acquisition agreement, including nature of the assets and activities acquired;
- Assessing consideration of AASB 3 *Business Combinations* and subsequent accounting as an asset acquisition;
- Agreeing initial consideration paid to underlying support including bank statements and share registry for issuance of equity shares to the vendor;
- Understanding the terms and conditions of the share options and performance rights issued to the vendor including the number of options issued, grant date, expiry date, exercise price and the presence of any market or non-market conditions;
- Assessing the appropriateness of the Black Scholes model inputs used by management to determine the valuation of the share options and performance rights and examining the key inputs used in the model; and
- Assessing the adequacy of the Group’s disclosures in the financial report for the acquisition of the asset including requirements of AASB 2 for the share options and performance rights.

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ACCOUNTANTS & ADVISORS

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3. Share Based Compensation	Area of focus (refer also to notes 3, 4, 11 and 12)	How our audit addressed the key audit matter
	<p>During the financial year the Group issued share based payments as part of its tenement acquisitions, as well as payments to directors and employees for services provided to the entity.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>– Verifying the key terms of the equity settled share-based payments to agreements and approved board minutes;</li> <li>– Assessing the appropriateness of the determination of the grant date;</li> <li>– Assessing the fair value of the share-based payments including agreeing certain valuation inputs to underlying support, reviewing the assumptions used for reasonableness and evaluating the accuracy of calculations; and</li> <li>– Reviewing the attributes of the vesting conditions to assess if the expense is recorded over the appropriate vesting period.</li> </ul> <p>We also assessed the appropriateness of disclosures in Note 11 and 12 relating to these items in the financial report.</p>
	<p>The issued options including the performance rights were assessed by management to meet the definition of AASB 2 <i>Share Based Payments</i> and included market and non-market vesting criteria, including service (employment) conditions.</p>	
	<p>The valuation of awards required significant judgement and expertise, particularly in determining the likelihood of achieving the non-market-based conditions and satisfying all service vesting conditions.</p>	
	<p>This area is a Key Audit Matter due to the complexity of arrangements and judgements applied in valuing the share-based payment instruments issued.</p>	

**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 2024, 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.

## Responsibilities of the directors for the financial report

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

- 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
- 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:

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

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

## Auditor's responsibilities for the audit of the financial report

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

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

[https://www.auasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](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

### Our opinion on the Remuneration Report

In our opinion, the Remuneration Report of Perpetual Resources Limited, for the year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.

### What was audited?

We have audited the Remuneration Report included in the directors' report at pages 22 to 26 for the year ended 30 June 2024.



**WilliamBuck**  
ACCOUNTANTS & ADVISORS

**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.

*William Buck*

**William Buck Audit (Vic) Pty Ltd**  
ABN 59 116 151 136

*R. P. Burt*

**R. P. Burt**  
Director  
Melbourne, 30 September 2024

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## Shareholder Information

**30 June 2024**

The shareholder information set out below was applicable as at 13 September 2024.

### Top 20 Holders of Ordinary Shares

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

Rank	Holder Name	No. of Shares	% of issued capital
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	54,342,276	7.38
2	KITARA INVESTMENTS PTY LTD <KUMOVA FAMILY A/C>	35,100,548	4.77
3	INTREPID CONCEPTS PTY LTD	19,356,061	2.63
4	MR ANTANAS GUOGA	18,653,820	2.53
5	MR YONGLU YU	15,827,687	2.15
6	BENUSSI ROVIGNO PTY LTD <BENUSSI SF A/C>	15,406,059	2.09
7	CANELA HOLDINGS PTY LTD <CHARLES CASKEY SUPERFUND A/C>	12,500,000	1.70
8	MR FLYNN FEFE HUANG	11,000,000	1.49
9	MR FLYNN FEFE HUANG	10,500,000	1.43
10	BNP PARIBAS NOMS (NZ) LTD	10,000,000	1.36
10	EVOLUTION CAPITAL PTY LTD	10,000,000	1.36
10	REGIONAL MANAGEMENT PTY LTD <MVC A/C>	10,000,000	1.36
13	PALM BEACH NOMINEES PTY LIMITED	9,480,428	1.29
14	BLUE MOUNTAIN INVESTMENTS LTD	8,000,000	1.09
15	MR PATRICK KOK	7,513,732	1.02
16	BCPC PTY LTD	7,500,000	1.02
17	JV WONG INVESTMENTS PTY LTD (JV WONG FAMILY A/C)	7,336,054	1.00
18	MR GEORGE KARAFOTIAS	6,975,000	0.95
19	MARJACK HOLDINGS PTY LTD <CAROLAN 2013 A/C>	6,950,000	0.94
20	ALLORA EQUITIES PTY LTD <C & E RETIREMENT FUND A/C>	6,450,000	0.88
	<b>Total</b>	<b>282,891,665</b>	<b>38.43</b>
	<b>TOTAL SHARES ON ISSUE</b>	<b>736,030,420</b>	<b>100.00</b>

### Company Secretary

Nicholas Katris

### Corporate Governance Statement

In accordance with Listing Rule 4.10.3, the Company's Corporate Governance Statement can be found on the Company's website. Refer to <https://www.perpetualresources.co/corporate-governance>.

### On-Market Buy Back

The Company has not initiated an on-market buy back.

### Substantial holders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the *Corporations Act 2001* are:

	Ordinary shares	
	Number held	% of total shares issued
Julian Barbaczy	38,258,650	6.23
Tolga Kumova	35,100,548	5.72
Robert Benussi	31,216,666	5.09

### Fully Paid Shares

Range	Holders	Units	% of Issued Capital
1 to 1,000	79	17,671	0.00
1,001 to 5,000	49	162,452	0.02
5,001 to 10,000	84	647,511	0.09
10,001 to 100,000	460	21,399,731	2.91
100,001 and over	500	713,803,055	96.98
	<b>1,172</b>	<b>736,030,420</b>	<b>100.00</b>

### Performance Rights

Range	Holders	Units
1 to 1,000	-	-
1,001 to 5,000	-	-
5,001 to 10,000	-	-
10,001 to 100,000	-	-
100,001 and over	7	69,500,000
	<b>7</b>	<b>69,500,000</b>

### OPTIONS

Range	Holders	Units
1 to 1,000	-	-
1,001 to 5,000	-	-
5,001 to 10,000	-	-
10,001 to 100,000	-	-
100,001 and over	5	45,000,000
	<b>5</b>	<b>45,000,000</b>

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**Unquoted equity securities**
**Performance Rights**

Tranche	Expiry date	No. of Rights	No. of Holders	Note
A	1/12/2024	11,000,000	3	*
B	30/09/2024	5,000,000	1	1
C	28/09/2028	10,000,000	1	2
D	29/09/2028	10,000,000	1	3
E	29/09/2028	10,000,000	1	4
F	3/11/2028	4,267,520	3	*
G	3/11/2028	2,132,480	3	*
H	3/11/2028	3,200,000	3	*
I	3/11/2028	3,200,000	3	*
J	3/11/2028	3,200,000	3	*
K	3/11/2028	1,200,000	1	*
L	3/11/2028	1,300,000	1	*
M	3/11/2028	1,500,000	1	*
N	3/11/2028	933,520	1	*
O	3/11/2028	466,480	1	*
P	3/11/2028	700,000	1	*
Q	3/11/2028	700,000	1	*
R	3/11/2028	700,000	1	*
<b>Total</b>		<b>69,500,000</b>		

\*Details of holders of securities issued under an employee incentive scheme are exempt from disclosure under Chapter 4 of the Listing Rules.

Holders of more than 20% of this class of performance rights:

Note	Option Holder	No. of Options
1	Mr Rafael Viola Mottin	5,000,000
2	Mr Rafael Viola Mottin	10,000,000
3	Mr Rafael Viola Mottin	10,000,000
4	Mr Rafael Viola Mottin	10,000,000

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## Options

Date of expiry	Exercise price (\$)	No. of Options	No. of Holders	Note
31/10/2024	0.045	5,000,000	1	1
17/08/2025	0.040	7,500,000	1	2
15/09/2025	0.060	10,000,000	1	3
28/09/2025	0.025	5,000,000	2	4
28/09/2025	0.030	5,000,000	2	5
29/09/2025	0.030	12,500,000	2	6

Holders of more than 20% of this class of options:

Note	Option Holder	No. of Options
1	Argonaut Investments Pty Ltd <Argonaut Invest No 3 A/C>	5,000,000
2	Albury Capital Pty Ltd	7,500,000
3	Evolution Capital	10,000,000
4	Mr Yonglu Yu	4,000,000
4	Mr Rafael Viola Mottin	1,000,000
5	Mr Yonglu Yu	4,000,000
5	Mr Rafael Viola Mottin	1,000,000
6	Mr Yonglu Yu	9,375,000
6	Mr Rafael Viola Mottin	3,125,000

## Unmarketable parcels

There were 554 shareholders with less than a marketable parcel of shares, based on the closing price \$0.008.

## Voting rights

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

### Ordinary shares

In accordance with the Company's constitution, on a show of hands every member present in person or by proxy or attorney or duly appointed representative has one vote. On a poll every member present or by proxy or attorney or duly authorised representative has one vote for every fully paid share held. There are no voting rights attached to unexercised options or performance rights.

### Performance Rights & Options

Performance rights & Options do not carry a right to vote.

## Restricted and Escrowed Securities

The Company does not have any restricted securities or securities subject to voluntary escrow on issue.



## Tenements

Summary of Mineral Tenements held at 13 September 2024

### Western Australia

Project	Tenement number	Interest owned %	Holder
Beharra Silica Sands	E70/5221	100	Perpetual Resources Limited
Beharra Silica Sands	M70/1406	100	Perpetual Resources Limited

### Brazil

Project	AMN ns. Licence	Interest	Status	Tenure Holder
Ponte Nova Prospect	832.017/2023	100%	Granted	Perpetual Resources Do Brasil Ltda.
Ponte Nova Prospect	832.018/2023	100%	Granted	Perpetual Resources Do Brasil Ltda.
Ponte Nova Prospect	832.019/2023	100%	Granted	Perpetual Resources Do Brasil Ltda.
Itinga Prospect	830.489/2023	100%	Granted	Perpetual Resources Do Brasil Ltda.
Itinga Prospect	830.490/2023	100%	Granted	Perpetual Resources Do Brasil Ltda.
Paraiso Prospect	830.491/2023	100%	Granted	Perpetual Resources Do Brasil Ltda.
Paraiso Prospect	830.492/2023	100%	Granted	Perpetual Resources Do Brasil Ltda.
Itinga Prospect	832.837/2023	100%	Granted	Perpetual Resources Do Brasil Ltda.
Itinga Prospect	830.226/2021	100%	Granted	Perpetual Resources Do Brasil Ltda.
Bontempi Prospect	832503/2003	0%*	Granted	Bontempi Imoveis Ltda and Exotic Mineracao Ltda:
Bontempi Prospect	831542/2004	0%*	Granted	Bontempi Imoveis Ltda
Raptor REE Project	830.310/1979	0%*	Granted	Mineracao Serra Do Sao Domingos Ltda
Raptor REE Project	830.311/1979	0%*	Granted	Mineracao Serra Do Sao Domingos Ltda
Raptor REE Project	830.361/1986	0%*	Granted	Mineracao Serra Do Sao Domingos Ltda
Raptor REE Project	815.816/1971	0%*	Granted	Mineracao Serra Do Sao Domingos Ltda

\*Under option agreements, refer review of operations for full details.

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## Annual Mineral Resources and Ore Reserves Report

In accordance with ASX Listing Rule 5.21, Perpetual reviews and reports its Mineral Resource and Ore Reserve Estimates at least annually.

### Beharra project Mineral Resources

Class	Sand	Volume (Mm <sup>3</sup> )	Density	Tonnes (Mt)	SiO <sub>2</sub>	Al <sub>2</sub> O <sub>3</sub>	TiO <sub>2</sub>	Fe <sub>2</sub> O <sub>3</sub>	LOI
Measured	Yellow	1.8	1.64	3.0	98.4	0.56	0.22	0.21	0.39
	White	25.4	1.64	41.7	98.7	0.44	0.33	0.18	0.22
	<b>Total</b>	<b>27.2</b>	<b>1.64</b>	<b>44.7</b>	<b>98.6</b>	<b>0.45</b>	<b>0.33</b>	<b>0.18</b>	<b>0.23</b>
Indicated	Yellow	5.3	1.64	8.7	98.3	0.50	0.23	0.25	0.48
	White	51.5	1.64	84.4	98.6	0.40	0.37	0.26	0.22
	<b>Total</b>	<b>56.8</b>	<b>1.64</b>	<b>93.1</b>	<b>98.6</b>	<b>0.41</b>	<b>0.35</b>	<b>0.26</b>	<b>0.24</b>
<b>Total</b>	Yellow	7.1	1.64	11.6	98.3	0.51	0.23	0.24	0.46
	White	76.9	1.64	126.2	98.6	0.41	0.35	0.23	0.22
	<b>TOTAL</b>	<b>84.0</b>	<b>1.64</b>	<b>137.8</b>	<b>98.6</b>	<b>0.42</b>	<b>0.34</b>	<b>0.24</b>	<b>0.24</b>

The Beharra Mineral Resource Estimate table above is as of 15 December 2022 (sum differences due to rounding)

### Material Assumptions underpinning Mineral Resources

The information in this document that relates to the estimation and reporting of the Mineral Resource and Ore Reserves for the Beharra Silica Sand Projects, is extracted from ASX release on 15 December 2022. The Company confirms that it is not aware of any new information or data that materially affects the information included in this document and all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

The Company's governance and internal controls in place with respect to estimates of mineral resources and ore reserves involve the use of external consultants where required refer Competent Person Statement below, in conjunction with input by management and review by the Board.

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**Perpetual**  
RESOURCES

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