DESOTO RESOURCES

ANNUAL REPORT 2025

DeSoto Resources Limited
ABN 75 658 510 242

Corporate Directory

Directors
Paul Roberts
Non-Executive Chairperson

Finbarr (Barry) Murphy
Non-Executive Director

Christopher Swallow
Managing Director

Company secretary
Tony Tomba

Registered office
16/100 Railway Road
Daglish WA 6008
Ph: +61 8 6149 7516
Email: info@desotoresources.com
Website: www.desotoresources.com

Share registry
Automic Registry Services
Level 2, 267 St George's Terrace
Perth WA 6000
Ph: 1300 288 664
Website: www.automic.com.au

Auditor
HLB Mann Judd
Level 4, 130 Stirling Street
Perth WA 6000

Solicitors
Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Stock exchange listing
Australian Securities Exchange
(ASX code: DES, DESO)

ACN
658 510 242

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Directors' Report

The Directors present their financial report of DeSoto Resources Limited (referred to hereafter as the 'Company' or 'parent entity') and of the consolidated group (referred to hereafter as the 'Group') being the Company and its controlled entities for the year ended 30 June 2025.

Directors

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

Paul Roberts (Non-Executive Chairperson)

Finbarr (Barry) Murphy (Non-Executive Director)

Christopher Swallow (Managing Director)

Information on Directors

Name

Paul Roberts

Title

Independent Non-Executive Chairperson – appointed 22 April 2022

Qualifications

BSc, MSc, FAIG, MGSA

Experience and expertise

Mr. Roberts has a long and successful history in mineral exploration management and mine geology both in Australia and overseas. He was responsible for discovery of the world class Bankan Gold Project in Guinea, the Henty gold deposit and major extensions to the St Dizier tin deposit (both in Tasmania), as well as resource evaluations of the Kuridala copper gold deposit in North Queensland, the Bongara zinc deposit in Peru and a number of gold deposits in the Cue and Meekatharra districts in Western Australia.

Other current directorships

Apollo Minerals Limited, appointed 11 September 2023 (ASX:AON)

Former directorships (last 3 years)

None

Interests in shares

6,493,845

Interests in options

10,000,000

Interests in performance rights

Nil

Name

Finbarr (Barry) Murphy

Title

Independent Non-Executive Director
- appointed 22 April 2022

Qualifications

BA (Nat Sci), Ph D, FAIG, MGSA, FGSL, MSGA

Experience and expertise

Dr Murphy has had a highly successful career in mineral exploration, consulting and research. He is a Geoscientist with expertise in structural geology, geophysics, remote sensing and GIS analysis. He has significant base and precious-metal exploration experience in Australia, West Africa, Sudan, DRC, South America, Indonesia and Europe and he was a member of the Bankan Gold discovery team in Guinea.

Other current directorships

None

Former directorships (last 3 years)

None

Interests in shares

3,150,000

Interests in options

6,025,000

Interests in performance rights

Nil

Name

Christopher Swallow

Title

Managing Director
- appointed 01 April 2022

Qualifications

BA

Experience and expertise

Mr. Swallow has more than 15 years' experience in executive roles across Australia, Asia and Africa. He was previously the Chief Executive Officer of BPM Minerals Limited, a Western Australian-focused exploration company with gold and base-metal projects. Mr Swallow has also worked in an operational capacity as the Corporate Development Officer for Guinea-focused gold explorer Predictive Discovery Limited and Minbos Resources Limited and he has worked in strategic communications as an advisor to numerous ASX-listed Australian, North American and West African mineral explorers, covering a range of commodities including gold, nickel, zinc and copper.

Other current directorships

Lord Resources Ltd (April 2021 to July 2025)

Former directorships (last 3 years)

None

Interests in shares

3,677,691

Interests in options

4,050,000

Interests in performance rights

1,140,000

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

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

Company secretary

Mr Tony Tomba
(appointed 1 April 2022) (B,Bus, CA, GAICD)

Mr Tomba is an experienced Finance Executive, having held various Senior Finance and head office tax roles in Australia and overseas, during his 19 years with the Schlumberger Group, after which he held Senior Finance positions for companies operating in the international aviation and domestic offshore marine sectors.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2025, and the number of meetings attended by each Director were:

	Full Board	
	Attended	Held
Paul Roberts	5	5
Finbarr (Barry) Murphy	5	5
Christopher Swallow	5	5

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

Review of operations

The following is a summary of the activities of DeSoto Resources Limited for the year ended 30 June 2025. 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.

Projects overview

DeSoto Resources Limited is an exploration Company with gold, rare earth and base-metal Projects in Guinea (Siguiri Basin) and the Northern Territory (NT), Australia. The Company's dual-continent portfolio provides exposure to both gold and rare earths, with an experienced leadership team combining proven discovery success in West Africa (Bankan, 5.5 Moz) with technical and corporate capability in Australian exploration.

During the year, DeSoto executed a dual-front exploration strategy, securing critical tenure in both the NT and Guinea.

The company rapidly advanced permitting and drilling in Australia, while building out a substantial West African exploration base with sampling and early drilling.

DeSoto's exploration approach in Guinea is designed to identify the footprint of a +2-million-ounce deposit, the Company's stated benchmark for exploration success in West Africa and provides the decision-making framework before reverse cycle (RC) or diamond drilling (DD) is undertaken.

Using a mineral systems approach to identify large-scale structures in favourable geological settings, the Company has developed a Siguiri-wide priority target map for current and prospective projects. The approach, which was developed by Chairperson Paul Roberts and Non-Executive Director Dr Barry Murphy, has been successfully used across West Africa to find significant gold deposits, including the 5.5Moz Bankan gold deposit, also in Guinea.

In Guinea, DeSoto holds a ~1,200 km² land position across 14 permits in the prolific Siguiri Basin, host to several multi-million-ounce gold mines. Flagship projects include Dadjan, Timbakouna, and Tole, each with extensive artisanal workings, large-scale soil anomalies and high-grade power-auger intercepts.

Located in the Pine Creek Orogen, a proven province for world-class gold and base metal deposits, the Company's key focus is the Fenton Shear Zone (FSZ), a 6 km mineralised corridor hosting both high-grade gold and rare earths. Fenton South and Spectrum are the Company's priority drill targets, with maiden programs having commenced in 2025.

Guinea Gold Project

On 17 February 2025, the Company signed a binding agreement to acquire 100% of the issued capital of Angex Australia Pty Ltd (Angex), a private company which holds projects and interests in a project portfolio in Guinea's Siguiri Basin (Figure.1) and Gauoul Gold Belt. Angex, via its wholly owned Guinean subsidiary, is the sole legal and beneficial owner, or has contractual rights to become the sole legal and beneficial owner of certain tenements (some of which are currently under application).

Following initial targeting and ranking, the Company is completing initial BLEG (Bulk Leach Extractable Gold) stream sediment sampling and reconnaissance soil sampling programs at Dadjan, Tole, Timbakouna, Moiko, Alamankono, Falama, Oromo and Dabidiana.

The Company has completed systematic soil and rock chip sampling at Dadjan and Tole with further sampling work also being completed across new areas of interest. The next stage includes power auger drilling or trenching, with the purpose of penetrating the lateritic cover to sample saprolite derived from bedrock, critical in the regolith dominated environment of the Siguiri Basin. Gridded power auger drilling across anomalies identified in soils and rocks has proven effective in identifying geochemical gold anomalies and led directly to the Bankan discovery.

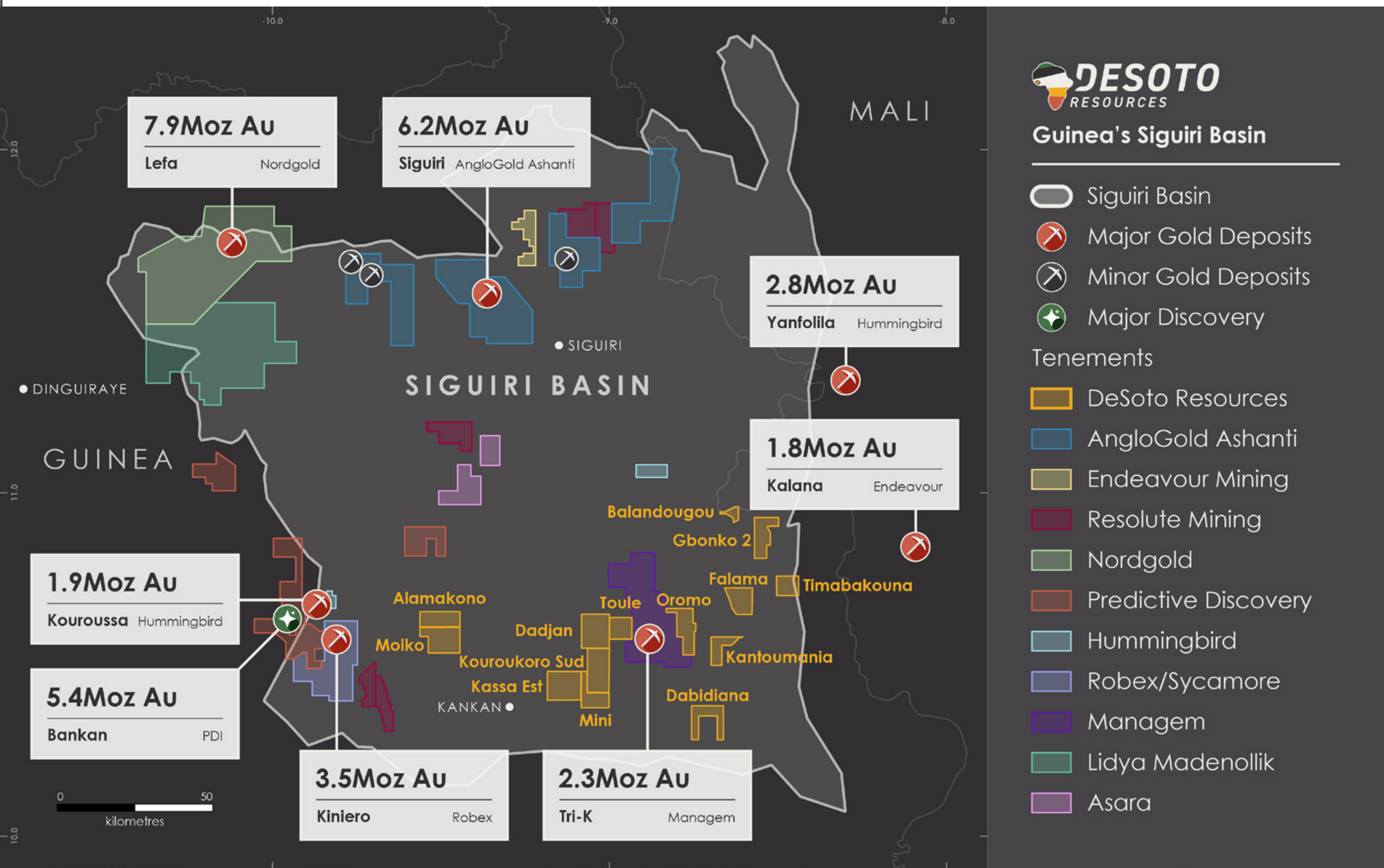

Figure 1 - DeSoto's portfolio of Applications, Reconnaissance and Exploration Authorisations, including the recently granted Syncerus located in the Siguiri Basin, Guinea.

Guinea Gold Project (continued)

At Dadjan, systematic rock-chip and dump sampling extended the principal gold-in-soil anomaly to 3.6 km, with the zone remaining open to the north. A follow-up power-auger programme comprising 161 holes (1,842 m) was completed with multiple lines of >50 ppb Au with saprolite-hosted end-of-hole gold up to 7,120 ppb Au, indicating bedrock source potential; follow-up trenching commenced.

At Timbakouna, detailed mapping and infill geochemistry confirmed three parallel shear-hosted corridors that now provide a combined strike length of 3.7 km. Peak rock-chip assays of 9.2 g/t and 8.5 g/t Au support the decision to expedite auger-drilling approvals, enabling drilling to commence immediately upon receipt of permits.

Regionally, a soil sampling stream-sediment survey was initiated over the Moiko and Alamankono licences. The resulting geochemical dataset, combined with ongoing structural interpretation, will refine regional prioritisation. Concurrently, an ESG baseline study and village-level consultations were completed across all fourteen permits, satisfying prerequisites for accelerated drill permitting later in the year. Expedited assay turn-around times are allowing for rapid target ranking early in the next round of drilling.

First-pass work at Tole outlined a substantial 1.3 km × 0.25 km gold-in-soil anomaly with peak values of 7.1 g/t Au. Assays received after year end have already returned an intersection of 18 m at 18 g/t Au1 from surface and additional results are pending.

Post obtaining shareholder approval on 28 April 2025, the Company completed the acquisition of Angex on 7 May 2025, via the issue of 19,999,983 fully paid ordinary shares (Shares) to the shareholders of Angex, as part consideration for the acquisition of Angex. 18,181,803 of the Shares will be escrowed for 6 months from the date of issue and 1,818,180 of the Shares will be escrowed for 24 months from the date of issue. The remaining deferred consideration for the acquisition, is as follows;

- 1,818,180 deferred milestone shares to be issued on Angex acquiring, within 12 months of completion, rights to the tenement known as Nzima, in which Angex currently has no interest (identified by the Company as a key acquisition target to the north of the current Angex tenements); and
- 1,818,180 deferred milestone shares to be issued upon the delivery, within 5 years of completion of the acquisition a 500,000+ ounce JORC-compliant gold Mineral Resource Estimate across any of the tenements and/or the Nzima tenement. The Mineral Resource Estimate can be in one or more deposits across all the Angex tenements, however, the Mineral Resource Estimate must be an estimate based off drilling undertaken by the Group without including any Mineral Resource Estimates in existence on the tenements at the acquisition date (Tranche 3).

Fenton Gold Project

Northern Territory Exploration
Spectrum Geophysical Surveys

In May 2024 DeSoto acquired the Spectrum Project, located within its Fenton tenements. Spectrum hosts significant historical REE intercepts, including 50 m @ 1.55% TREO (incl. 6 m @ 6.55% TREO) and other high-grade intervals. In November 2024, the Company became the first approved under the NT's new Environmental (Mining) Licence regime, gaining approval for up to three RC pre-collared diamond holes at Fenton South, supported by a A$160,000 Resourcing the Territory grant.

In late June 2024, geophysical surveys were carried out to test for possible copper-gold mineralisation at Vesper, associated with an Airborne Electromagnetic (AEM) conductivity anomaly identified from the NT government co-funded 2023 SKYTEM survey.

In July, the Company commenced a high resolution 125m by 250m spaced ground gravity survey over Fenton South and Spectrum projects (Vesper and Quantum). Geophysics and its interpretation, plays a critical role in mineral discoveries for projects under cover such as Fenton and Spectrum.

Emerging copper story with compelling targets at Quantum and Vesper

In early August, the Company received results from the gravity survey at Spectrum, which mapped the northern extension of the FSZ, which may control REE-Au mineralisation at Quantum, as indicated by historical drilling.

This structure is interpreted to have at least 8 km of prospective strike coinciding with Mobile Metal Ion (MMI) copper soil anomalies. Despite its potential for Mary Kathleen-style copper-REE and high-grade copper skarn mineralisation, this 8 km trend remains largely untested by previous drilling. At Vesper, the gravity survey revealed two moderate residual anomalies, coinciding with modelled AEM conductor plates and strong (MMI) copper anomalies in an area of structural complexity.

Fenton Gold Project (continued)

Fenton South geophysical surveys

Gravity data indicated a 1mgal residual gravity anomaly coincident with the Fenton South AEM anomaly and slightly offset from a moderate intensity magnetic anomaly that potentially defines the core of a fold.

The eastern margin of the Fenton South gravity anomaly is bounded by a strong gravity gradient that is interpreted to be correlated to the mineralised FSZ. The coincident gravity and AEM anomalies at Fenton South presented an outstanding untested drill target.

Ground Geophysical Survey

A 7-week ground electrical geophysical survey program completed by Zonge Geophysics covering the Quantum, Vesper and Fenton South target areas, comprised 13.5-line km of 2D pole-dipole induced polarisation (PDIP), and 77-line km of FLEM collected across eleven transmitter loops.

The local scale geophysical surveys were planned to test for possible copper-gold mineralisation at Vesper associated with an AEM conductivity anomaly identified from the NT government co-funded 2023 SKYTEM survey.

The FLEM surveys aimed to further refine modelling of the AEM conductor plates prior to drill testing to ensure optimal hole designs. These conductivity anomalies are coincident with anomalous copper enriched MMI geochemical trends and zones of structural complexity inferred from high resolution ground gravity data.

In May 2025, the Company announced maiden drilling at Fenton South, Diamond drilling commenced at Fenton South, targeting gravity-AEM-IP anomalies (first hole ~550 m). At Spectrum, earthworks were completed in June with drilling underway in July, targeting the Vesper EM and Quantum REE–Au–Cu anomalies, in a fully permitted 20-hole program.

Corporate

The loss for the Group after providing for income tax amounted to $2,908,104 (30 June 2024: $1,694,311). As at 30 June 2025, the Group had cash and cash equivalents of $6,244,738 (30 June 2024: $5,659,619).

Placement

On 20 February 2025, the Company announced that it had secured binding commitments to raise A$4.5 million (before costs) through a placement priced at A$0.065 per share (Placement). The Placement was completed in May 2025, post obtaining shareholder approval for the acquisition of Angex. On 9 May 2025, 9,204,808 unlisted options were issued for a price of $0.00001 each, expiring 4 years from issue date, exercisable at $0.114 per option, to Euroz Hartleys, as consideration as lead manager for the Placement.

In addition to the Placement, DeSoto Directors and Management applied for and were issued approximately A$287,000 (before costs) of new shares on the same terms as in the Placement.

Option Agreement

During the year, the Company entered into an option agreement (HOA) with Tratex Mineracao Ltda (an entity incorporated under the laws of Brazil) (Tratex), pursuant to which Tratex has agreed to grant the Company an exclusive option (Option) to acquire 100% legal and beneficial interest in the tenements comprising the Dom Silverio Project in Brazil. Subject to satisfaction (or waiver) of the conditions precedent contained in the HOA, the commercial terms are as follows:

a. Option Fee: USD$100,000, to be paid within 7 days of execution of the HOA, in consideration for exclusivity over the Dom Silverio Project during the period commencing on the execution of the HOA until the Company exercises the Option;

b. Definitive Agreement (DA) Execution Payment: USD$400,000, to be paid within 7 days of execution of the DA; and

c. Acquisition Payment: Within 7 days of the Company issuing Tratex a notice of exercise of the Option and subject to the execution of the agreement to transfer the tenements to the Company (Acquisition Transaction), the Company will transfer the amount of USD$4,500,000 to Tratex (First Instalment Acquisition Payment). The second payment of USD$4,500,000 will be held in escrow in a trust account nominated by the parties and with costs borne by the Company (Second Instalment Acquisition Payment). Upon confirmation of the Acquisition Transaction and payment of the First Instalment Acquisition Payment, Tratex will apply to the National Mining Agency to transfer all the tenements to the Company and must keep the Company informed of its progress in satisfying the transfer. After 3 (three) days of the Official Gazette publication regarding the transfer of the tenements to the Company, the Second Instalment Acquisition Payment will be released to Tratex. The amount held in the escrow account shall be released partially and proportionally as the transfers of each of the tenements are registered in favour of the Company, according to an objective criterion to be detailed in the DA.

Following three months of due diligence, the Company decided to withdraw from the HOA because the Dom Silverio Project did not meet the technical and tenure thresholds the Company had set to undertake a highly specialised processing business.

Employee incentive options

On 7 May 2025, 2,500,000 unlisted Employee Incentive Options with a nil exercise price, expiring 5 years from issue date, were issued to an employee under the Company's Employee Incentive Securities Plan. The Employee Incentive Options are subject to the following vesting conditions;

a. 500,000 to vest upon the volume weighted average price (VWAP) of the Company's Shares exceeding $0.15 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded, within 18 months from date of issue;

b. 1,000,000 to vest upon the volume weighted average price (VWAP) of the Company's Shares exceeding $0.20 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded, within 24 months from date of issue; and

c. 1,000,000 to vest upon The Company raising a cumulative additional $2.0m of capital in support of its current or additional projects, within 36 months from date of issue. If the company expands current projects or acquires additional projects solely via the issuance of shares in the Company, the value of such shares shall count towards the $2.0m threshold.

Risk Overview

The Group's activities have inherent risk and the Board is unable to provide certainty of the expected results of these activities. The material business risks that the Group faces that could influence the Group's future prospects and how these are managed, are outlined below.

Exploration and operational

Mineral exploration and development are speculative undertakings. As the Group is in the early stages of exploration there can be no assurance the exploration on its projects will result in the discovery of an economic mineral resource or that it can be economically exploited. In the event that exploration programmes prove to be unsuccessful this will lead to diminution in the value of the projects, a reduction in cash reserves and possible relinquishment of the mineral exploration licences associated with the projects.

The Group's future exploration activities may be affected by a range of factors including geological conditions, adverse weather and unanticipated operational or technical difficulties beyond the control of the Group. This is managed where possible by undertaking exploration activities when more favourable seasonal weather patterns are expected and extensive planning and completion of the work by experienced professionals.

Tenure Renewal

Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements is subject to compliance with the applicable mining legislation and regulations and the discretion of the relevant mining authority. The Group considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in the Northern Territory and Guinea and the ongoing expenditure budgeted for tenements held.

Capital

The development of the Group's projects may require additional funding. If the Group is unable to obtain additional funding as needed, it may be required to scale back its exploration programmes.

Government Regulations - Australia

The future development of the Group's projects will be subject to obtaining approvals from the relevant government authorities. Any material adverse changes in government policies or legislation in the Northern Territory and Australia that affect mining, processing, development and mineral exploration activities, income tax laws, royalty regulations, and environmental issues may affect the viability and profitability of any future development of the Group's projects. No assurance can be given that the new regulations will not be enacted or that the existing rules and regulations will not be applied in a manner which could adversely impact the Group's mineral properties.

Foreign Jurisdiction Risk

The Company operates in areas that may be considered politically unstable and is subject to the laws of a foreign jurisdiction, Guinea. Risks exist in terms of the relevant governmental approvals for the various activities which the Permits require and the timetable associated with obtaining such approvals. There can be no assurance that the actions of present or future national governments will not materially and adversely affect the business, financial condition or results of operations of the Company. Through its operations in Guinea, the Company may become subject to economic and political risks such as the renegotiation, cancellation or forced modification of existing contracts, expropriation or nationalisation of property, changes in laws or policies or increasing legal and regulatory requirements, including those relating to tax, royalties, imports, exports, duties, currency or other claims by government entities (including retroactive claims or changes in administration of laws, policies and practices),uncertain political and economic environments, war, terrorism, sabotage and civil disturbances, delays or inability to obtain or maintain necessary government permits or to operate in accordance with such permits or regulatory requirements and currency fluctuations.

Global market and financial conditions

The mineral resource industry and other industries are impacted by global market and financial conditions. Some of the key impacts of market uncertainty caused by global geopolitical tensions and inflationary economic environments may result in contraction in credit markets resulting in widening of credit risk, devaluations and volatility in global equity, commodity, foreign exchange and precious metal markets. Due to the current nature of the Group's activities a slowdown in the financial markets or other economic conditions may adversely affect the Group's share price, growth potential and ability to finance its activities.

Climate risk

There are a number of climate-related factors that may affect the operations and proposed activities of the Group. The climate change risks particularly attributable to the Group include:

- the emergence of new or expanded regulations associated with the transition to a lower-carbon economy and market changes related to climate change mitigation. While the Group endeavours to manage these risks and limit any consequential impacts, there can be no guarantee that the Group will not be impacted by these occurrences; and
- climate change may cause certain physical and environmental risks that cannot be predicted by the Group, including events such as increased severity of weather patterns, extreme weather events and longer term physical risks such as shifting climate patterns. These risks may significantly change the industry in which the Group operates.

Significant changes in the state of affairs

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

Matters subsequent to the end of the financial year

On 30 July 2025, Reconnaissance Authorisation Permit 24396, for the Syncerus Gold Project in Guinea, was granted to the Company. No other matter or circumstance has arisen since 30 June 2025 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.

Environmental regulation

The Group is subject to environmental regulation in relation to its exploration activities. It aims to ensure that the highest standard of environmental care is achieved, and that it complies with all relevant environmental legislation. The Directors are not aware of any breaches during the period covered by this report.

Corporate governance

In recognising the need for high standards of corporate behaviour and accountability, the Directors of the Company support and have adhered to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. The Company's detailed corporate governance policy statement can be found on the Company's web site at: desotoresources.com.

Remuneration report (audited)

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

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

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

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

Principles used to determine the nature and amount of remuneration

The 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
- performance linkage / alignment of executive compensation
- transparency

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Group

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:

- focusing on sustained growth in shareholder wealth, raising capital for current and additional projects and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

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

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive Director and executive Director remuneration is separate.

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.

ASX listing rules require the aggregate non-executive Directors' remuneration be determined periodically by a general meeting. The maximum annual aggregate remuneration was set at $300,000 by shareholders at the Annual General Meeting held on 21 November 2023. Any variations in future periods will require shareholder approval.

Executive remuneration

The Group aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

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

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and business performance, the overall performance of the Group and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the Group and provides additional value to the executive.

The long-term incentives ('LTI') include long service leave and share-based payments. Options and Performance Rights are awarded to executives to encourage sustained performance in the realisation of strategic outcomes and growth in shareholder value. Options and Performance Rights issued as remuneration are granted for no consideration and do not carry voting rights or dividend entitlements.

Use of remuneration consultants

The Board did not engage a remuneration consultant to make any recommendations in relation to its remuneration policies for any of the key management personnel for the Company during the period. However, the Board did benchmark key management personnel and board remuneration against independently prepared remuneration reports during the period.

Link between Group performance and executive remuneration

The focus of executive remuneration over the financial year was fixed remuneration and performance rights (i.e., growing the value of the Company as reflected through share price and achieving certain JORC compliant resource estimate targets) which seeks to ensure that executive remuneration is appropriately aligned with the business strategy and shareholder interests.

There is currently no link between the Group's performance and any performance related remuneration.

Voting and comments made at the Company's FY2024 Annual General Meeting ('AGM')

At the Company's AGM held on 21 November 2024, 100% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration

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

	Short-term benefits		Post-employment benefits	Long-term benefits	Share-based payments	
2025	**Cash salary and fees $**	**Non-monetary[1] $**	**Super-annuation $**	**Long service leave $**	**Equity-settled $**	**Total $**
Non-Executive Directors:						
Paul Roberts	80,000	-	-		-	80,000
Finbarr (Barry) Murphy	50,000	-	-		-	50,000
Other Key Management Personnel:						
Christopher Swallow	278,846	(21,397)	32,067	-	36,100	325,616
Bianca Manzi[2]	73,303	(10,303)	8,430	-	19,996	91,426
	482,149	**(31,700)**	**40,497**	**-**	**56,096**	**547,042**

1 Relates to movement in annual leave provisions for the period.

2 Bianca Manzi's employment with the Company ended on 31 December 2024.

	Short-term benefits		Post-employment benefits	Long-term benefits	Share-based payments	
2024	**Cash salary and fees $**	**Non-monetary[1] $**	**Super-annuation $**	**Long service leave $**	**Equity-settled $**	**Total $**
Non-Executive Directors:						
Paul Roberts	80,000	-	-		-	80,000
Finbarr (Barry) Murphy	50,000	-	-		-	50,000
Other Key Management Personnel:						
Christopher Swallow	250,000	35,769	27,500	-	36,100	349,369
Bianca Manzi	120,000	10,303	13,200	-	19,996	163,499
	500,000	**46,072**	**40,700**	**-**	**56,096**	**642,868**

1 Relates to movement in annual leave provisions for the year.

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

Name	Fixed remuneration 2025	Fixed remuneration 2024	At risk - STI 2025	At risk - STI 2024	At risk - LTI 2025	At risk - LTI 2024
Non-Executive Directors:						
Paul Roberts	100%	100%	-	-	-	-
Finbarr (Barry) Murphy	100%	100%	-	-	-	-
Other Key Management Personnel:						
Christopher Swallow	89%	90%	-	-	11%	10%
Bianca Manzi	78%	88%	-	-	22%	12%

Service agreements

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

Name:	Christopher Swallow
Title:	Managing Director
Agreement commenced:	1 November 2022
Term of agreement:	The employment agreement may be terminated by either Mr Swallow or the Company by providing three months' notice in writing.
Details:	Base fee: $250,000 (plus superannuation)

Name:	Bianca Manzi[1]
Title:	Exploration Manager
Agreement commenced:	1 May 2022
Term of agreement:	The employment agreement may be terminated by either Ms Manzi or the Company by providing one months' notice in writing.
Details:	Base fee (for full time equivalent): $200,000 (plus superannuation)

1Bianca Manzi's employment with the Company ended on 31 December 2024.

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

Share-based compensation

Issue of shares

There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2025.

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 2025.

There were no options over ordinary shares granted to or vested by Directors and other key management personnel as part of compensation during the year ended 30 June 2025.

Performance rights

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of Directors and other key management personnel in this financial year or future reporting years are as follows:

Class	Grant date	Expiry date	Expensed in 2025 $	Fair value per right at grant date $
Class A	1 December 2022	1 December 2027	19,133	0.1932
Class B	1 December 2022	1 December 2027	16,967	0.1932
Class C	1 December 2022	1 December 2027	9,998	0.2000
Class D	1 December 2022	1 December 2027	4,999	0.2000
Class E	1 December 2022	1 December 2027	4,999	0.2000

The performance measurement period for the above performance rights is 1 December 2022 to 1 December 2027.

The vesting conditions for each Class of Performance Rights are summarised below;

Class	Vesting conditions
Class A	Vesting and becoming exercisable upon the later of: a. the 12 month anniversary of the Company's IPO; and b. the Company's share price achieving a VWAP of $0.25 over any 20 consecutive trading days on which the shares are recorded on the ASX
Class B	Vesting and becoming exercisable upon the later of: a. the 24 month anniversary of the Company's IPO; and b. the Company's share price achieving a VWAP of $0.30 over any 20 consecutive trading days on which the shares are recorded on the ASX.
Class C	The Company achieving a JORC compliant inferred mineral resource estimate of 100,000 ounce gold, with a cut-off grade of 0.5g/t.
Class D	The Company achieving a JORC compliant inferred mineral resource estimate of 250,000 ounce gold, with a cut-off grade of 0.5g/t.
Class E	The Company achieving a JORC compliant inferred mineral resource estimate of 500,000 ounce gold, with a cut-off grade of 0.5g/t.

The fair values at grant date in the table above have been determined using a Hoadley Barrier1 option pricing model (Classes A and B). For Classes C, D and E, which have non-market-based vesting conditions, the value is the IPO issue price of $0.20. The Classes A and B valuations take into consideration the following inputs:

- Exercise price of nil
- Volatility of 100%
- Implied life of 5 years
- Risk free rate of 3.17%
- Dividend yield of nil

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

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:

	Balance at the start of the year	Received as part of remuneration	Additions[1]	Disposals/ other[2]	Balance at the end of the year
Ordinary shares					
Non-Executive Directors:					
Paul Roberts	5,000,000	-	1,493,845	-	6,493,845
Finbarr (Barry) Murphy	3,050,000	-	100,000	-	3,150,000
Other Key Management Personnel:					
Christopher Swallow	2,700,000	-	977,691	-	3,677,691
Bianca Manzi[3]	625,000	-	-	(625,000)	-
	11,375,000	**-**	**2,571,536**	**(625,000)**	**13,321,536**

1 Additions includes participation in share placement held during the year and consideration received from the acquisition of Angex Australia Pty Ltd.

2 Represents number of options held on date of resignation.

3 Bianca Manzi's employment with the Company ended on 31 December 2024.

Option holding

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

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other[1]	Balance at the end of the year
Options over ordinary shares					
Non-Executive Directors:					
Paul Roberts	10,000,000	-	-	-	10,000,000
Finbarr (Barry) Murphy	6,025,000	-	-	-	6,025,000
Other Key Management Personnel:					
Christopher Swallow	4,050,000	-	-	-	4,050,000
Bianca Manzi[2]	1,250,000	-	-	(1,250,000)	-
	21,325,000	**-**	**-**	**(1,250,000)**	**20,075,000**

1 Represents number of options held on date of resignation

2 Bianca Manzi's employment with the Company ended on 31 December 2024.

Performance rights holding

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

	Balance at the start of the year	Granted	Vested	Expired/ forfeited/ other[1]	Balance at the end of the year
Performance rights over ordinary shares					
Other Key Management Personnel:					
Christopher Swallow	1,140,000	-	-	-	1,140,000
Bianca Manzi[2]	610,000	-	-	(610,000)	-
	1,750,000	**-**	**-**	**(610,000)**	**1,140,000**

1 Represents number of options held on date of resignation.

2 Bianca Manzi's employment with the Company ended on 31 December 2024.

Other related party transactions are disclosed in note 25.

This concludes the remuneration report, which has been audited.

Shares under option

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

Grant date	Expiry date	Exercise price	Number under option
1 April 2022	1 April 2027	$0.250	33,975,000
1 December 2022	1 December 2027	$0.350	1,600,000
23 May 2023	23 May 2028	$0.250	36,870,338
17 July 2023	23 May 2028	$0.250	7,604,672
28 June 2024	28 June 2029	$0.230	1,600,000
7 May 2025	7 May 2030	$0.000	2,000,000
9 May 2025	9 May 2029	$0.114	9,204,808
			92,854,818

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

Shares under performance rights

Unissued ordinary shares of DeSoto Resources Limited under performance rights at the date of this report are as follows:

Grant date	Expiry date	Number under rights
1 December 2022	1 December 2027	2,750,000

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

Shares issued on the exercise of options

There were 500,000 ordinary shares of DeSoto Resources Limited issued on the exercise of options during the year ended 30 June 2025 and up to the date of this report.

Shares issued on the exercise of performance rights

There were no ordinary shares of DeSoto Resources Limited issued on the exercise of performance rights during the year ended 30 June 2025 and up to the date of this 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 indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

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

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.

Officers of the Company who are former partners of HLB Mann Judd

There are no officers of the Company who are former partners of HLB Mann Judd.

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.

Auditor

HLB Mann Judd continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the Directors

Paul Roberts
Non-Executive Chairperson

25 September 2025
Perth, Western Australia

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of DeSoto Resources Limited for the year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

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

Perth, Western Australia	**N G Neill**
25 September 2025	**Partner**

hlb.com.au

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Annual Financial Statements

Statement of profit or loss and other comprehensive income

For the year ended 30 June 2025

	Note	Consolidated 2025 $	2024 $
Revenue			
Interest income		151,964	274,228
Other income		1,251	1,063
Expenses			
Accounting and audit fees		(89,241)	(62,178)
Consultants and contractors	5	(231,507)	(324,852)
Corporate costs		(169,078)	(116,144)
Depreciation and amortisation expense		(65,467)	(64,846)
Non-executive directors fees		(130,000)	(130,000)
Employee benefits expense	6	(443,087)	(486,880)
Exploration and evaluation expenditure	7	(1,714,468)	(615,095)
Finance costs		(3,842)	(5,802)
Listing and compliance		(121,299)	(75,545)
Share-based payments	28	(100,988)	(87,762)
Unrealised foreign exchange gain/(loss)		7,658	(498)
Loss before income tax expense		(2,908,104)	(1,694,311)
Income tax expense	8	-	-
Loss after income tax expense for the year attributable to the owners of DeSoto Resources Limited		(2,908,104)	(1,694,311)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of DeSoto Resources Limited		(2,908,104)	(1,694,311)
		Cents	**Cents**
Basic loss per share	20	(2.73)	(1.90)
Diluted loss per share	20	(2.73)	(1.90)

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

Statement of financial position

As at 30 June 2025

	Note	Consolidated 2025 $	Consolidated 2024 $
Assets			
Current assets			
Cash and cash equivalents	9	6,244,738	5,659,619
Trade and other receivables	11	128,590	63,450
Other		30,787	51,919
Total current assets		6,404,115	5,774,988
Non-current assets			
Plant and equipment	13	82,186	79,896
Right-of-use assets	12	94,838	150,020
Exploration and evaluation	14	7,500,610	3,542,453
Other		5,101	5,101
Total non-current assets		7,682,735	3,777,470
Total assets		14,086,850	9,552,458
Liabilities			
Current liabilities			
Trade and other payables	16	757,096	282,846
Lease liabilities	17	56,623	54,652
Employee benefits		32,808	71,339
Total current liabilities		846,527	408,837
Non-current liabilities			
Lease liabilities	17	44,251	102,702
Total non-current liabilities		44,251	102,702
Total liabilities		890,778	511,539
Net assets		13,196,072	9,040,919
Equity			
Issued capital	18	17,635,131	11,414,446
Reserves	19	1,778,048	935,476
Accumulated losses		(6,217,107)	(3,309,003)
Total equity		13,196,072	9,040,919

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

Statement of changes in equity

For the year ended 30 June 2025

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Total equity $
Balance at 1 July 2023	11,076,298	691,667	(1,614,692)	10,153,273
Loss after income tax expense for the year	-	-	(1,694,311)	(1,694,311)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(1,694,311)	(1,694,311)
Transactions with owners in their capacity as owners:				
Issue of shares - Copperoz Pty Ltd (note 18)	338,148	-	-	338,148
Share-based payments (notes 19 and 28)	-	167,762	-	167,762
Options - shortfall entitlement	-	76,047	-	76,047
Balance at 30 June 2024	11,414,446	935,476	(3,309,003)	9,040,919

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Total equity $
Balance at 1 July 2024	11,414,446	935,476	(3,309,003)	9,040,919
Loss after income tax expense for the year	-	-	(2,908,104)	(2,908,104)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(2,908,104)	(2,908,104)
Transactions with owners in their capacity as owners:				
Issue of shares, net of transaction costs (note 18)	3,820,687	-	-	3,820,687
Issue of broker options (note 19)	-	741,584	-	741,584
Issue of shares - Angex Australia Pty Ltd (note 15)	2,399,998	-	-	2,399,998
Share based payments (notes 19 and 28)	-	100,988	-	100,988
Balance at 30 June 2025	17,635,131	1,778,048	(6,217,107)	13,196,072

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

Statement of cash flows

As at 30 June 2025

	Note	Consolidated 2025 $	2024 $
Cash flows from operating activities			
Payments to suppliers and employees		(1,272,574)	(1,141,974)
Payments for exploration and evaluation expensed		(1,432,490)	(690,877)
Payment for acquisition of mining tenements (option fee)		(154,045)	-
Interest received		151,964	274,228
Net cash used in operating activities	10	(2,707,145)	(1,558,623)
Cash flows from investing activities			
Payments for exploration and evaluation		(920,740)	(1,546,171)
Payments for property, plant and equipment	13	(51,590)	-
Cash acquired on acquisition	15	111,524	-
Receipt of state government grant		98,424	87,530
Term deposit maturing		-	2,000,000
Investment in subsidiaries		-	(5,101)
Advances to related party		(471,809)	-
Net cash (used in)/from investing activities		(1,234,191)	536,258
Cash flows from financing activities			
Proceeds from issue of shares	18	4,786,501	-
Proceeds from issue of options		92	-
Share issue transaction costs		(212,322)	-
Repayment of lease liabilities	17	(58,576)	(57,743)
Funds received for loyalty options		-	76,047
Net cash from financing activities		4,515,695	18,304
Net increase/(decrease) in cash and cash equivalents		574,359	(1,004,061)
Cash and cash equivalents at the beginning of the financial year		5,659,619	6,663,680
Effects of exchange rate changes on cash and cash equivalents		10,760	-
Cash and cash equivalents at the end of the financial year	9	6,244,738	5,659,619

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

Notes to the financial statements

30 June 2025

Note 1. General information

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

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

16/100 Railway Road, Daglish, WA, 6008

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

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 25 September 2025. The Directors have the power to amend and reissue the financial statements.

Note 2. Statement of material accounting policies

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 or amended Accounting Standards and Interpretations adopted

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

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern

The Group has incurred a net loss after tax for the year ended 30 June 2025 of $2,908,104 (2024: $1,694,311) and had net cash inflows from operating, investing and financing activities of $574,359 (2024: net outflow of $1,004,061). As at 30 June 2025 the Group had a working capital surplus of $5,557,588 (2024: $5,366,151) and cash and cash equivalents of $6,244,738 (2024: $5,659,619).

The Directors have prepared a cash flow forecast, which indicates that the Company will have sufficient cash after raising further capital to meet all commitments and working capital requirements for the 12 months period from the date of signing this financial report.

Based on the cash flow forecasts and other factors referred to above, the Directors are satisfied that the going concern basis of preparation is appropriate.

Should the Company be unable to raise funds, there exists a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and 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 adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

Basis of preparation

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

Historical cost convention

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

Critical accounting estimates

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

Foreign currency translation

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

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2025. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 3. Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions

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

Exploration and evaluation costs

Identifiable exploration assets acquired are recognised as assets at their cost of acquisition. Exploration and evaluation expenditure incurred subsequent to acquisition in respect of an exploration asset acquired, is accounted for in accordance with the policy outlined at note 14 for exploration expenditure incurred by or on behalf of the Group.

The recoverability of exploration and evaluation assets is dependent on the successful development and exploitation, or alternatively, sale of an area of interest. The Group reviews the carrying value of exploration and evaluation expenditure on a regular basis to determine whether economic quantities of reserves have been found or whether further exploration and evaluation work is underway or planned to support the carrying value of capitalised costs.

Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Group estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment. For the office lease executed during the year ended 30 June 2022, the Group applied a discount rate of 3.13% to calculate the related lease liability and lease receivables. Refer to note 17 for further details.

Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Note 4. Operating segments

Identification of reportable operating segments

The Group has identified its operating segments on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The business is analysed in two geographical segments namely, Australia and the Republic of Guinea. The principal activity in these locations is mineral exploration and evaluation.

Reportable segments disclosed are based on aggregating leases where the evaluation and exploration interests are considered to form a single project. This is indicated by:

- having the same ownership structure; and
- exploration programs targeting the leases as a group, indicated by the use of the same exploration team, shared geological data and knowledge across the leases.

All amounts reported to the Board of Directors as the chief decision maker are determined in accordance with AASB 8 Operating Segments.

Operating segment information

	Australia $	Guinea $	Total $
Consolidated - 2025			
Other income	153,215	-	153,215
Total revenue	153,215	-	153,215
Segment result after income tax	(2,179,554)	(728,550)	(2,908,104)
Income tax expense			-
Loss after income tax expense			(2,908,104)
Assets			
Segment assets	13,474,277	612,573	14,086,850
Total assets			14,086,850
Total assets includes:			
Exploration and evaluation assets	7,039,960	460,650	7,500,610
Liabilities			
Segment liabilities	732,864	157,914	890,778
Total liabilities			890,778

Note 5. Consultants and contractors

	Consolidated	
	2025 $	2024 $
Legal	111,716	46,404
Corporate advisory	-	93,313
Marketing	91,714	170,260
Other	28,077	14,875
	231,507	324,852

Note 6. Employee benefits expense

Aggregate compensation to key management personnel is disclosed in note 25. Other employee benefits are not considered to be material to the Group's operations.

Note 7. Exploration and evaluation expenditure

	Consolidated	
	2025 $	2024 $
Exploration and evaluation expenditure expensed	1,470,363	615,095
Option fee written-off (note 14)	154,045	-
Exploration expenditure written-off (note 14)	90,060	-
	1,714,468	615,095

Refer to note 14 for details of the accounting policy for exploration and evaluation expenditure.

Note 8. Income tax

	Consolidated	
	2025 $	2024 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(2,908,104)	(1,694,311)
Tax at the statutory tax rate of 30%	(872,431)	(508,293)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other deferred tax balances not recognized	(530,252)	(560,419)
Share-based payments	30,296	26,329
Overseas exploration expense	479,509	-
Entertainment	5,980	-
	(886,898)	(1,042,383)
Current year tax losses not recognised	886,898	1,042,383
Income tax expense	-	-

	Consolidated	
	2025 $	2024 $
Deferred tax assets and liabilities not recognised		
Deferred tax assets and liabilities not recognised comprises temporary differences attributable to:		
Provisions and accruals	65,375	33,260
Prepayments	818	(2,756)
Unrealised foreign exchange gains	(2,297)	-
Right of use assets	(30)	-
Blackhole expenditure	(147,154)	-
Tax depreciation (tenements)	(61,166)	-
Exploration and evaluation expenditure	(385,798)	(590,923)
Share based payments	30,296	26,329
Overseas exploration expense	479,509	-
Entertainment	5,980	-
Carry forward revenue losses	886,898	1,042,383
Total deferred tax assets and liabilities not recognised	872,431	508,293

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

Tax losses

Total tax losses available at the end of the year amount to $7,992,585.

Tax consolidation

For the purpose of income taxation, the Company and its 100% Australian controlled eligible entities have formed a tax consolidated group.

Note 9. Cash and cash equivalents

	Consolidated	
	2025 $	2024 $
Current assets		
Cash on hand	125,776	-
Cash at bank	6,118,962	5,659,619
	6,244,738	5,659,619

Note 10. Cash flow information

	Consolidated	
	2025 $	2024 $
Loss after income tax expense for the year	(2,908,104)	(1,694,311)
Adjustments for:		
Depreciation and amortisation	65,467	64,846
Share-based payments	100,988	87,762
Lease adjustment gain	(2,610)	(4,107)
Finance expense	3,842	5,802
Unrealised foreign exchange (gain)/loss	(7,658)	498
Exploration written off	244,105	-
Tenement acquisition - option fee[1]	(154,045)	-
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	(65,140)	2,331
Decrease/(increase) in prepayments	21,132	(60,776)
Increase in trade and other payables	33,409	7,984
Increase/(decrease) in employee benefits	(38,531)	31,348
Net cash used in operating activities	(2,707,145)	(1,558,623)

1 During the year, the Company entered into an option agreement (HOA) with Tratex Mineracao Ltda (an entity incorporated under the laws of Brazil) (Tratex), pursuant to which Tratex has agreed to grant the Company an exclusive option (Option) to acquire 100% legal and beneficial interest in the tenements comprising the Dom Silverio Project in Brazil. An Option Fee of USD100,000 (A$154,054) was paid during the year as consideration for exclusivity over the Dom Silverio Project during the period commencing on the execution of the HOA until the Company exercises the Option. Following a strategic review, the decision was made to terminate the option agreement and the amount capitalised of $154,045 has been written-off in the profit and loss.

Non-cash investing and financing activities

During the year the Company completed the acquisition of Angex with part payment of the total consideration made by issuing 19,999,983 fully paid ordinary shares with a fair value of $2,399,998. Refer to note 15 for further details.

In the prior year, the Company entered into an agreement with Copperoz Pty Ltd whereby Copperoz granted the Company an exclusive right to acquire up to an undivided 70% legal and beneficial interest in Mineral Exploration Licence EL31475 in the Northern Territory, in exchange for the issue of 3,636,000 fully paid ordinary shares with a fair value of $0.093 per share, 1,600,000 options (exercisable at $0.23 and expiring 5 years from the date of issue), having a fair value of $0.05 per option and a cash payment of $80,000 (not yet paid). Total consideration was $498,148.

Note 11. Trade and other receivables

	Consolidated	
	2025 $	2024 $
Current assets		
Other receivables	61,241	30,738
GST receivable	67,349	32,712
	128,590	63,450

Note 12. Right-of-use assets

	Consolidated	
	2025 $	2024 $
Non-current assets		
Buildings - right-of-use	261,933	263,672
Less: Accumulated depreciation	(167,095)	(113,652)
	94,838	150,020

Movements

	Consolidated	
	2025 $	2024 $
Opening balance	150,020	207,759
Additions	-	-
Lease adjustments	(2,610)	(4,107)
Amortisation charge	(52,572)	(53,632)
Closing balance	94,838	150,020

Note 13. Plant and equipment

	Consolidated	
	2025 $	2024 $
Non-current assets		
Leasehold improvements - at cost	49,749	49,749
Less: Accumulated depreciation	(31,736)	(21,443)
	18,013	28,306
Plant and equipment - at cost	51,590	51,590
Less: Accumulated depreciation	(1,951)	-
	49,639	51,590
Computer and office equipment - at cost	15,185	-
Less: Accumulated depreciation	(651)	-
	14,534	-
	82,186	79,896

Reconciliations

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

	Leasehold improvements $	Plant and equipment $	Computer and office equipment $	Total $
Consolidated				
Balance at 1 July 2023	38,598	-	-	38,598
Additions	-	51,590	-	51,590
Depreciation expense	(10,292)	-	-	(10,292)
Balance at 30 June 2024	28,306	51,590	-	79,896
Additions through asset acquisitions (note 15)	-	-	15,185	15,185
Depreciation expense	(10,293)	(1,951)	(651)	(12,895)
Balance at 30 June 2025	18,013	49,639	14,534	82,186

Accounting policy for plant and equipment

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

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

Leasehold improvements	5-10 years
Plant and equipment	5-10 years
Computer and office equipment	5-10 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Note 14. Exploration and evaluation

	Consolidated	
	2025 $	2024 $
Non-current assets		
Exploration and evaluation - at cost	7,500,610	3,542,453

	Consolidated	
	2025 $	2024 $
Opening balance	3,542,453	1,585,664
Expenditure during the year	1,439,632	1,546,171
Exploration expenditure written-off[1]	(244,105)	-
Additions through asset acquisition – Angex Australia Pty Ltd[2]	2,861,054	-
Additions through asset acquisition – Copperoz Pty Ltd	-	498,148
Northern Territory government geophysics co-funding grant	(98,424)	(87,530)
Closing balance	7,500,610	3,542,453

1 During the year, the Group wrote off a total $244,105 of capitalised exploration expenditure, comprising $90,060 relating to EL23884 and $154,045 relating to the Brazil tenement option.

2 Refer to note 15 for details of asset acquisitions during the year.

Accounting policy for exploration and evaluation assets - Australia

Exploration and evaluation expenditure incurred by or on behalf of the Group is accumulated separately for each area of interest. Such expenditure comprises net direct costs and an appropriate portion of related overhead expenditure but does not include general overheads or administrative expenditure not having a specific nexus with a particular area of interest.

Each area of interest is limited to a size related to a known or probable mineral resource capable of supporting a mining operation.

Exploration and evaluation expenditure for each area of interest is expensed as incurred unless one of the following conditions is met:

- such costs are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or
- exploration and evaluation activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing.

Expenditure which fails to meet the conditions outlined above is written off, furthermore, the directors regularly review the carrying value of exploration and evaluation expenditure and make write downs if the values are not expected to be recoverable.

When an area of interest is abandoned, any expenditure carried forward in respect of that area is written off. Expenditure is not carried forward in respect of any area of interest unless the Group's right of tenure to that area of interest is current.

Accounting policy for exploration and evaluation assets – Guinea

Exploration and evaluation expenditure incurred in relation to the Company's tenements in Guinea is expensed as incurred, with the exception of consideration for the acquisition of projects, which 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.

The directors regularly review the carrying value of exploration and evaluation expenditure and make write downs if the values are not expected to be recoverable. When an area of interest is abandoned, any expenditure carried forward in respect of that area is written off. Expenditure is not carried forward in respect of any area of interest unless the Group's right of tenure to that area of interest is current.

Note 15. Asset acquisitions

Angex Australia Pty Ltd

During the year, the Company has acquired 100% of the issued capital of Angex Australia Pty Ltd ("Angex"), a private company which holds projects and interest in Guinea's Siguiri Basin including, the Timbakouna and Kantoumania Projects. Angex has a subsidiary, Angex Services, that is either the sole legal and beneficial owner or has contractual rights to become the sole legal and beneficial owner, of certain tenements, some of which are currently tenement applications.

The consideration paid or payable consisted of;

- 18,181,803 fully paid ordinary shares, subject to voluntary escrow for 6 months from the date of issue and 1,818,180 fully paid ordinary shares subject to voluntary escrow until the 24-month anniversary of completion of the Acquisition. The shares were issued on 7 May 2025 and have a fair value of $0.12 per share; and
- The following Deferred Milestone Shares;

  - 1,818,180 Deferred Milestone Shares to be issued on ANGEX Services acquiring, within 12 months of completion, rights to the tenement known as Nzima, in which ANGEX Services currently has no interest (identified by the Company as a key acquisition target to the north of the current ANGEX Services tenements); and

  - 1,818,180 Deferred Milestone Shares to be issued upon the delivery, within 5 years of completion of the Acquisition a 500,000+ ounce JORC-compliant gold Mineral Resource Estimate across any of the tenements and/or the Nzima tenement. The Mineral Resource Estimate can be in one or more deposits across all the above tenements, however, the Mineral Resource Estimate must be an estimate based off drilling undertaken by the Group without including any Mineral Resource Estimates in existence on the tenements at the execution date.

As the project has not yet reached a stage where the Company can predict the achievement of the milestones for the Deferred Milestone Shares, no deferred consideration related to these milestones has been recognised as at 30 June 2025.

The acquisition has been accounted for as an asset acquisition and the consideration has been accounted for as a share-based payment transaction using the principles of AASB 2 *Share-Based Payments*.

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities as at the date of the acquisition are:

	Fair value recognised on acquisition $
Assets	
Cash and cash equivalents	111,524
Trade and other receivables	930
Exploration and evaluation assets	2,861,054
Plant and equipment	15,185
Total assets	2,988,693
Liabilities	
Trade and other payables	120,117
Borrowings	468,578
Total liabilities	588,695
Net assets	2,399,998
Consideration	2,399,998
Consideration shares	2,399,998

Note 16. Trade and other payables

	Consolidated	
	2025 $	2024 $
Current liabilities		
Trade payables	476,650	178,848
Accruals	280,446	103,998
	757,096	282,846

Refer to note 21 for further information on financial instruments.

Note 17. Lease liabilities

	Consolidated 2025 $	2024 $
Current liabilities		
Lease liability	56,623	54,652
Non-current liabilities		
Lease liability	44,251	102,702

	Consolidated 2025 $	2024 $
Amounts recognised in profit or loss		
Interest on lease liability	3,837	5,661
Amounts recognised in statement of cash flows		
Payments for lease liability	58,576	57,743

Refer to note 21 for the lease liability maturity analysis based on contractual undiscounted cashflows.

Note 18. Issued capital

	Consolidated			
	2025 Shares	2024 Shares	2025 $	2024 $
Ordinary shares - fully paid	186,224,454	92,586,000	17,635,131	11,414,446

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2023	88,950,000		11,076,298
Issued capital - Copperoz Pty Ltd	28 June 2024	3,636,000	$0.093	338,148
Balance	30 June 2024	92,586,000		11,414,446
Issued capital - share placement	6 May 2025	73,638,471	$0.065	4,786,501
Issued capital - Angex Australia Pty Ltd (note 15)	7 May 2025	19,999,983	$0.120	2,399,998
Capital raising costs		-		(965,814)
Balance	30 June 2025	186,224,454		17,635,131

Movements in options on issue

Details	Date	Options	Issue price	Exercise price $
Balance	1 July 2023	72,445,338	-	-
Issue of shortfall options	17 July 2023	7,604,672	0.112	0.350
Issue of options to Copperoz Pty Ltd	28 June 2024	1,600,000	0.010	0.250
Balance	30 June 2024	81,650,010	-	-
Issue of employee options (note 28)	7 May 2025	2,500,000	-	-
Issue of broker options (note 28)	9 May 2025	9,204,808	-	0.114
Balance	30 June 2025	93,354,818	-	-

Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group would look to raise additional capital when an opportunity to invest in a business or company was seen as value adding relative to the company's share price at the time of the investment.

The Group is not subject to any financing arrangements or covenants.

Note 19. Reserves

	Consolidated	
	2025 $	2024 $
Share-based payments reserve	591,714	490,726
Options reserve	1,186,334	444,750
	1,778,048	935,476

Share-based payments reserve

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

Options reserve

The reserve is used to recognise the value of options issued to investors that have been paid for in cash.

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

	Options $	Share-based payments $	Total $
Consolidated			
Balance at 1 July 2023	368,703	322,964	691,667
Value of performance rights expensed (note 28)	-	87,762	87,762
Issue of options - Copperoz Pty Ltd	-	80,000	80,000
Shortfall options	76,047	-	76,047
Balance at 30 June 2024	444,750	490,726	935,476
Value of performance rights and options expensed (note 28)	-	100,988	100,988
Issue of broker options	741,584	-	741,584
Balance at 30 June 2025	1,186,334	591,714	1,778,048

1 On 9 May 2025, 9,204,808 options were issued as broker fees to the sole lead manager for the successful Placement completed in May 2025. The options were issued for a price of $0.00001 each, have an expiry date of 9 May 2030 and are exercisable at $0.114 per option. Refer to note 28 for further details.

Note 20. Earnings per share

	Consolidated 2025 $	Consolidated 2024 $
Loss after income tax attributable to the owners of DeSoto Resources Limited	(2,908,104)	(1,694,311)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	106,679,722	88,969,923
Weighted average number of ordinary shares used in calculating diluted earnings per share	106,679,722	88,969,923

	Cents	Cents
Basic earnings per share	(2.73)	(1.90)
Diluted earnings per share	(2.73)	(1.90)

At 30 June 2025, 93,354,818 options (2024: 81,650,010) were excluded from diluted weighted average number of ordinary shares calculation as their effect would have been anti-dilutive.

Note 21. Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program seeks to minimise potential adverse effects on the financial performance of the Group. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

Risk management is carried out by senior management and the Board of Directors ('the Board') who evaluate and hedge financial risks within the Group.

Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations. The Group has exposure to Guinean Franc (GNF) and United States Dollar (USD) which arises from payments made in country in relation to its exploration activities in Guinea. At the reporting date, the Group's exposure to foreign currency risk is not considered to be significant.

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

The Group only has interest rate risk relating to its funds on deposit with banking institutions. Accordingly, the Group does not hedge its interest rate risk exposure. At 30 June 2025, if interest rates had increased/(decreased) by 100 basis points from the weighted average effective rate for the year, with other variables constant, the loss for the year would have been $62,447 lower/(higher) (2024: $56,596).

As at the reporting date, the Group had the following financial assets with exposure to interest rate risk, which is not material to the Group:

	2025		2024	
Consolidated	**Weighted average interest rate %**	**Balance $**	**Weighted average interest rate %**	**Balance $**
Cash assets	4.23%	6,244,738	2.49%	5,659,619
Net exposure to cash flow interest rate risk		6,244,738		5,659,619

Other financial instruments of the Group that are not included in the table above are non-interest bearing or have fixed interest rates and are therefore not subject to interest rate risk.

An analysis by remaining contractual maturities is shown in 'Liquidity risk' below.

Credit risk

Credit risk represents the risk of financial loss to the Company if a customer or counterparty of the financial instrument fails to meet its contractual obligations. The Group is not exposed to any significant credit risk.

As the Group operates primarily in exploration activities, it does not have any other material trade receivables and therefore is not exposed to any further credit risk in relation to trade receivables. There are no financial assets past due and there is no management or credit risk through performing and aging analysis; therefore, an aging analysis has not been disclosed.

Liquidity risk

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

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

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities and lease 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.

Consolidated - 2025	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	757,096	-	-	-	757,096
Interest-bearing - variable						
Lease liability	3.13%	58,822	44,714	-	-	103,536
Total non-derivatives		815,918	44,714	-	-	860,632

Consolidated - 2024	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	282,846	-	-	-	282,846
Interest-bearing - variable						
Lease liability	3.13%	54,652	57,649	45,053	-	157,354
Total non-derivatives		337,498	57,649	45,053	-	440,200

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

Note 22. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by HLB Mann Judd, the auditor of the Company:

	Consolidated	
	2025 $	2024 $
Audit services - HLB Mann Judd		
Audit or review of the financial statements	43,443	38,458

Note 23. Contingent liabilities

There were no contingent liabilities as at 30 June 2025 (2024: Nil).

Note 24. Commitments

The Group has the following commitments principally relating to the minimum expenditure requirements for its granted tenements;

	Consolidated	
	2025 $	2024 $
Exploration expenditure		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	4,675,857	754,500
Payable later than one year but not later than five years	17,515,902	2,278,995
	22,191,759	3,033,495

Note 25. Related party transactions

Parent entity

DeSoto Resources Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 27.

Key management personnel compensation

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

	Consolidated	
	2025 $	2024 $
Short-term benefits	450,449	546,072
Post-employment benefits	40,497	40,700
Share-based payments	56,096	56,096
	547,042	642,868

Detailed remuneration disclosures are provided in the remuneration report.

Other key management personnel transactions

A number of related companies transacted with the Company during the period. The terms and conditions of these transactions were no more favourable than those available, or which might reasonably be expected to be available, in similar transactions to non-key management personnel related companies on an arm's length basis.

The aggregate value of transactions and outstanding balances relating to key management personnel, including close family members and entities over which they have control or significant influence, were as follows:

	Consolidated	
	2025 $	2024 $
Consulting services charged by Fractore Pty Ltd, a company which Dr Finbarr (Barry) Murphy is a director[1]	57,660	40,450
Consulting services charged by Wireless Hill Pty Ltd, a company which Mr Paul Roberts is a director[1]	5,550	12,150
Design services charged by Propel Agency Pty Ltd, a company in which Mr Christopher Swallow has a 50% ownership interest[1]	30,776	16,300
Consulting services charged by Ms Bianca Manzi[1]	13,195	20,370

1 Amount not included in remuneration report

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.

Loans to/from related parties

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

Terms and conditions

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

Note 26. Parent entity information

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

Statement of profit or loss and other comprehensive income

	Parent	
	2025 $	2024 $
Loss after income tax	(2,908,104)	(1,694,311)
Total comprehensive income	(2,908,104)	(1,694,311)

Statement of financial position

	Parent	
	2025 **$**	**2024** **$**
Total current assets	6,103,285	5,702,899
Total assets	13,448,397	9,352,133
Total current liabilities	208,074	208,512
Total liabilities	252,325	311,214
Equity		
Issued capital	17,635,131	11,414,446
Share-based payments reserve	591,714	490,726
Options reserve	1,186,334	444,750
Accumulated losses	(6,217,107)	(3,309,003)
Total equity	13,196,072	9,040,919

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 2025 and 30 June 2024.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2025 and 30 June 2024.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2025 and 30 June 2024.

Material accounting policy information

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

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

Note 27. Interests in subsidiaries

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

Name	Principal place of business / Country of incorporation	Ownership interest 2025 %	2024 %
Mangusta Minerals Pty Ltd	Australia	100.00%	100.00%
MN25 Investments Pty Ltd	Australia	100.00%	100.00%
Benin Aust Minerals	Benin	100.00%	100.00%
DeSoto Brasil Mineracao Ltda[1]	Brazil	-	100.00%
Solorico SUARL[2]	Gabon	-	100.00%
Angex Australia Pty Ltd	Australia	100.00%	-
ANGEX Services	Republic of Guinea	100.00%	-
Syncerus Gold SARLU[3]	Republic of Guinea	100.00%	-
Sankarani Resources SARLU[4]	Republic of Guinea	100.00%	-

1The company was deregistered on 4 April 2025.
2The company was deregistered on 22 May 2025.
3The company was incorporated on 10 December 2024.
4The company was incorporated on 3 December 2024.

Note 28. Share-based payments

Total share-based payments expenses recognised in profit or loss during the period were as follows;

	Consolidated 2025 $	2024 $
Performance rights	87,762	87,762
Options	13,226	-
	100,988	87,762

Employee incentive options

On 7 May 2025, 2,500,000 options were issued to an employee as remuneration under the Employee Incentive Options Plan with multiple vesting conditions as follows:

i. Class A - 500,000 to vest upon the volume weighted average price (VWAP) of the Company's Shares exceeding $0.15 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded, within 18 months from date of issue;

ii. Class B - 1,000,000 to vest upon the volume weighted average price (VWAP) of the Company's Shares exceeding $0.20 per Share for at least 10 consecutive trading days on which the Company's Shares have actually traded, within 24 months from date of issue; and

iii. Class C - 1,000,000 to vest upon The Company raising a cumulative additional $2.0m of capital in support of its current or additional projects, within 36 months from date of issue. If the company expands current projects or acquires additional projects solely via the issuance of shares in the Company, the value of such shares shall count towards the $2.0m threshold.

The fair value of the options at grant date was determined using a trinomial valuation model using the following key inputs and assumptions:

Field	Class A	Class B	Class C
Valuation Date	07/05/2025	07/05/2025	07/05/2025
Vesting Date	07/11/2026	07/05/2027	07/05/2028
Expiry Date	07/05/2030	07/05/2030	07/05/2030
Vesting Period (years)	2	2	3
Option Life (years)	5	5	5
Stock Price ($)	0.12	0.12	0.12
Exercise Price ($)	nil	nil	nil
Risk Free Rate	3.65%	3.65%	3.65%
Volatility	100.00%	100.00%	100.00%
Value per Option ($)	0.0864	0.0747	0.0711

Options issued to broker

On 9 May 2025, 9,204,808 options were issued as broker fees to the sole lead manager for the successful share placement held in May 2025. The fair value of the options at grant date $0.0806 per option was determined using the Black Scholes valuation model with the following inputs:

- Exercise price of $0.114
- Underlying share price of $0.12
- Compounded risk-free interest rate of 3.53%
- Implied life of 4 years
- Share price volatility of 91.07%
- Dividend yield of nil

Accounting policy for share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

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

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.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

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

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

Note 29. Events after the reporting period

On 30 July 2025, Reconnaissance Authorisation Permit 24396, for the Syncerus Gold Project in Guinea, was granted to the Company. No other matter or circumstance has arisen since 30 June 2025 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.

Consolidated entity disclosure statement

As at 30 June 2025

Name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
DeSoto Resources Ltd	Body corporate	Australia	100.00%	Australia
Mangusta Minerals Pty Ltd	Body corporate	Australia	100.00%	Australia
MN25 Investments Pty Ltd	Body corporate	Australia	100.00%	Australia
Benin Aust Minerals	Body corporate	Benin	100.00%	Australia/Benin
Angex Australia Pty Ltd	Body corporate	Australia	100.00%	Australia
ANGEX Services	Body corporate	Republic of Guinea	100.00%	Australia/ Republic of Guinea
Syncerus Gold SARLU	Body corporate	Republic of Guinea	100.00%	Australia/ Republic of Guinea
Sankarani Resources SARLU	Body corporate	Republic of Guinea	100.00%	Australia/ Republic of Guinea

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

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

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

Directors' declaration

30 June 2025

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

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

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

On behalf of the Directors

Paul Roberts
Non-Executive Chairperson

25 September 2025
Perth, Western Australia

INDEPENDENT AUDITOR'S REPORT
To the Members of DeSoto Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of DeSoto Resources Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

(a) giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year then ended; and

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

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report, which indicates 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 the matters described on the next page to be the key audit matters to be communicated in our report.

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Key Audit Matter	How our audit addressed the key audit matter
Carrying value of deferred exploration expenditure Note 14	
The Group has capitalised exploration and evaluation expenditure of $7,500,610 as at 30 June 2025. Our audit procedures determined that the carrying value of exploration and evaluation expenditure was a key audit matter as it was an area which required the most audit effort, communication with those charged with governance and was determined to be of key importance to the users of the financial statements.	Our procedures included but were not limited to the following: – We obtained an understanding of the key processes associated with management's review of the exploration and evaluation asset carrying values; – We considered the Directors' assessment of potential indicators of impairment; – We obtained evidence that the Group has current rights to tenure of its areas of interest; – We discussed with management the nature of planned ongoing activities; – We tested additions to exploration expenditure on a sample basis during the year; – We checked the valuation of the consideration for the acquisition during the year; – We enquired with management, and reviewed ASX announcements and minutes of Directors' meetings to ensure that the Group had not decided to discontinue exploration and evaluation at its areas of interest; and – We examined the disclosures made in the financial report.

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 2025, 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:

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

(b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and for such internal control as the directors determine is necessary to enable the preparation of:

(a) 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

(b) the consolidated entity disclosure statement that is true and correct and is free from material 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 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.

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

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

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

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

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

REPORT ON THE REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the Directors' Report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of DeSoto Resources Limited for the year ended 30 June 2025 complies with Section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with Section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
25 September 2025

N G Neill
Partner

Shareholder information

30 June 2025

The shareholder information set out below was applicable as at 23 September 2025.

Distribution of equitable securities

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

	Ordinary shares		Options over ordinary shares		Performance Shares/ Rights	
	Number of holders	% of total shares issued	Number of holders	% of total options issued	Number of holders	% of total securities issued
1 to 1,000	16	-	6	-	-	-
1,001 to 5,000	34	0.07	37	0.18	-	-
5,001 to 10,000	103	0.49	12	0.11	-	-
10,001 to 100,000	263	6.05	100	4.39	-	-
100,001 and over	188	93.39	75	95.32	3	100.00
	604	100.00	230	100.00	3	100.00
Holding less than a marketable parcel	14	0.001	45	0.002	-	-

Equity security holders

Twenty largest quoted equity security holders

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

	Ordinary shares	
	Number held	% of total shares issued
HUGH BUSINESS ENTERPRISES LIMITED	17,700,000	9.48
EQUITY TRUSTEES LIMITED (LOWELL RESOURCES FUND A/C)	12,729,719	6.82
GONDWANA INVESTMENT GROUP PTY LTD (KUMOVA FAMILY SUPER A/C)	7,692,308	4.12
MR PAUL ANTHONY ROBERTS & MS ESPERANZA ANGELICA GUTIERREZ BEJARANO (WIRELESS HILL A/C)	5,153,847	2.76
CORAL BROOK PTY LTD (LLOYD SUPER FUND A/C)	4,750,000	2.54
STROBOS PTY LTD (THE STROBOS A/C)	4,743,999	2.54
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	4,615,385	2.47
BNP PARIBAS NOMINEES PTY LTD (IB AU NOMS RETAILCLIENT)	4,204,753	2.25
BACCHUS RESOURCES PTY LTD	4,000,000	2.14
NGANARE & ANGEX FAMILY	3,999,998	2.14
MR PHILLIP RICHARD PERRY	3,717,692	1.99
MR ERNST KOHLER	3,636,000	1.95
STROBOS PTY LTD (THE STROBOS A/C)	3,570,000	1.91
ROCK THE POLO PTY LTD (ROCK THE POLO A/C)	3,261,998	1.75
VAN DER SPUY PTY LTD (GROWING GRACE A/C)	3,161,998	1.69
ROCK THE POLO PTY LTD (ROCK THE POLO A/C)	3,076,923	1.65
FRACTORE PTY LTD (ARDGILLAN ESTATE SUPER FUND)	3,000,000	1.61
GPT SUPER WA PTY LTD (GPT SUPER FUND A/C)	2,903,846	1.56
CHRIS & LEONIE SWALLOW PTY LTD (CHRIS AND LEONIE SWALLOW FAMILY A/C)	2,700,000	1.45
RAM PLATINUM PTY LTD (R MICHAELS FAMILY A/C)	2,400,000	1.29
	101,018,466	54.10

	Options over ordinary shares	
	Number held	% of total options issued
ZENIX NOMINEES PTY LTD	9,204,808	9.91
HUGH BUSINESS ENTERPRISES LIMITED	8,850,000	9.53
CORAL BROOK PTY LTD (LLOYD SUPER FUND A/C)	8,255,000	8.89
MR PAUL ANTHONY ROBERTS & MS ESPERANZA ANGELICA GUTIERREZ BEJARANO (WIRELESS HILL A/C)	7,500,000	8.08
WHISTLER STREET PTY LTD (WARBURTON DISCRETIONARY A/C)	6,000,000	6.46
FRACTORE PTY LTD (ARDGILLAN ESTATE SUPER FUND)	6,000,000	6.46
CHRIS & LEONIE SWALLOW PTY LTD (CHRIS AND LEONIE SWALLOW FAMILY A/C)	4,050,000	4.36
BACCHUS RESOURCES PTY LTD	3,600,000	3.88
PARANOID ENTERPRISES PTY LTD	3,197,336	3.44
MR PAUL ANTHONY ROBERTS & MS ESPERANZA ANGELICA GUTIERREZ BEJARANO (WIRELESS HILL A/C)	2,500,000	2.69
WHISTLER STREET PTY LTD (WARBURTON DISCRETIONARY A/C)	2,350,000	2.53
GAETANO PATRICK TOMBA	2,000,000	2.15
ERNST KOHLER	1,600,000	1.72
MR GEORGE SKALTSIS	1,300,000	1.40
BUDWORTH CAPITAL PTY LTD (ROLLING HILLS CAPITAL A/C)	1,127,336	1.21
GPT SUPER WA PTY LTD (GPT SUPER FUND A/C)	1,125,000	1.21
RECHARGE ENTERPRISES PTY LTD (THE EMMANUEL CORREIA A/C)	1,005,000	1.08
GOTHA STREET CAPITAL PTY LTD (BLUE SKY NO 2 A/C)	946,320	1.02
BIANCA MANZI	937,500	1.01
MR OLIVER JUDD	937,500	1.01
	72,485,800	78.04

Unquoted/restricted equity securities

	Number on issue	Number of holders
ESCROWED SHARES, 24M FROM QUOTATION (ESCROW ENDING 7 MAY 2027)	1,818,180	9
ESCROWED SHARES, 6M FROM ISSUANCE (ESCROW ENDING 7 NOVEMBER 2025)	18,181,803	9
UNL OPT @ $0.25 EXP 01/04/2027	33,975,000	21
UNL OPT @ $0.35 EXP 01/12/2027	1,600,000	1
UNL OPT @ $0.23 EXP 28/06/2029	1,600,000	1
UNL OPT @ $0.114 EXP 09/05/2029	9,204,808	1
UNL OPT @ $0 EXP 07/05/2030	2,000,000	1
PERFORMANCE RIGHTS CLASS A	1,070,000	2
PERFORMANCE RIGHTS CLASS B	1,070,000	2
PERFORMANCE RIGHTS CLASS C	305,000	1
PERFORMANCE RIGHTS CLASS D	152,500	1
PERFORMANCE RIGHTS CLASS E	152,500	1

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

Name	Class	Number held
ZENIX NOMINEES PTY LTD	UNL OPT @ $0.114 EXP 09/05/2029	9,204,808
PAUL ANTHONY ROBERTS & ESPERANZA A G BEJARANO (WIRELESS HILL A/C)	UNL OPT @ $0.25 EXP 01/04/2027	7,500,000
BACCHUS RESOURCES PTY LTD	UNL OPT @ $0.35 EXP 01/12/2027	1,600,000
ERNST KOHLER	UNL OPT @ $0.23 EXP 28/06/2029	1,600,000
GAETANO TOMBA	UNL OPT @ $0.00 EXP 07/05/2030	2,000,000
CHRISTOPHER SWALLOW	PERFORMANCE RIGHTS CLASS A	570,000
GAETANO TOMBA	PERFORMANCE RIGHTS CLASS A	500,000
CHRISTOPHER SWALLOW	PERFORMANCE RIGHTS CLASS B	570,000
GAETANO TOMBA	PERFORMANCE RIGHTS CLASS B	500,000
BIANCA MANZI	PERFORMANCE RIGHTS CLASS C	305,000
BIANCA MANZI	PERFORMANCE RIGHTS CLASS D	152,500
BIANCA MANZI	PERFORMANCE RIGHTS CLASS E	152,500

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
HUGH BUSINESS ENTERPRISES LIMITED	17,700,000	9.48
EQUITY TRUSTEES LIMITED (LOWELL RESOURCES FUND A/C)	12,729,719	6.82

Voting rights

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

Ordinary shares

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

Options, performance rights and performance shares

No voting rights attached until conversion into ordinary shares.

There are no other classes of equity securities.

Issues of securities not yet complete

On-Market Buy Back

There is no current on-market buy back.

Project	Country	Tenement number	Interest Owned %
Fenton Gold Project	Australia	EL32886	100%
Fenton Gold Project	Australia	EL33188	100%
Fenton Gold Project	Australia	EL33189	100%
Fenton Gold Project	Australia	EL33225	100%
Fenton Gold Project	Australia	EL31356	100%
Fenton Gold Project	Australia	EL32148	100%
Fenton Gold Project	Australia	EL31899	100%
Fenton Gold Project	Australia	EL33615	100%
Siguiri Gold Project	Guinea	24094	100%
Siguiri Gold Project	Guinea	22627	100%
Syncerus Gold Project	Guinea	24396	100%
Siguiri Gold Project	Guinea	23760	100%
Siguiri Gold Project	Guinea	23396	100%
Siguiri Gold Project	Guinea	23759	100%
Siguiri Gold Project	Guinea	23456	100%
Siguiri Gold Project	Guinea	23400	100%
Siguiri Gold Project	Guinea	23547	100%
Siguiri Gold Project	Guinea	22621	100%
Siguiri Gold Project	Guinea	22611	100%
Siguiri Gold Project	Guinea	23395	100%
Siguiri Gold Project	Guinea	23978	100%
Siguiri Gold Project	Guinea	23979	100%
Gauoul Gold Province	Guinea	23823	100%
Gauoul Gold Province	Guinea	23732	100%
Gauoul Gold Province	Guinea	23733	100%

Corporate Governance Statement

The Company's 2025 Corporate Governance Statement has been released as a separate document and is located on our website at www.desotoresources.com/about/corporate-governance/.

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