OZZ RESOURCES LIMITED
ACN 643 844 544

PRE-QUOTATION DISCLOSURE – STATEMENT OF CONFIRMATIONS

Ozz Resources Limited (ACN 643 844 544) (**Company**) provides the following confirmations to satisfy the conditions for re-admission of the Company's securities to quotation on the official list of the ASX.

Unless otherwise stated, capitalised terms used in this announcement have the meaning given in the Company's prospectus dated 5 June 2026 (**Prospectus**), as varied by the first supplementary prospectus dated 18 June 2026 and the second supplementary prospectus dated 26 June 2026.

Completion of Offers

The Company confirms that all of the Offers under the Prospectus closed at 5:00 pm (WST) on 24 July 2026 and on 31 July 2026 the Company issued:

(a) 120,220,000 fully paid ordinary shares (**Shares**) to applicants under the Public Offer, at an issue price of $0.04 per Share to raise $4,808,800;

(b) 25,000,000 Shares to the shareholders of Sulphide Minerals Pty Ltd (or their nominees) under the Acquisition Offer, in consideration for the Proposed Acquisition, on the terms set out in section 9.1 of the Prospectus; and

(c) 10,000,000 Shares to CPS Capital Group Pty Ltd (AFSL 294848) (or its nominees) under the Facilitation Offer, in consideration for lead manager services provided to the Company, on the terms set out in section 9.2 of the Prospectus.

Final Capital Structure

The Company confirms that, on completion of the Offers and Re-Admission to the Official List of ASX, the Company's issued capital will be as outlined below:

CLASS	NUMBER
Fully paid ordinary shares	274,387,575
Performance Shares	500,000

Acquisition of Sulphide Minerals Pty Ltd

The Company confirms that all conditions precedent to Settlement under the Acquisition Agreement have been satisfied, and the Acquisition Agreement has now completed and remains in full force and effect. In accordance with the terms of the Acquisition Agreement, the Company has acquired 100% of the issued capital of Sulphide Minerals Pty Ltd (ACN 662 298 633) and has issued 25,000,000 Shares to the Sulphide Minerals Vendors (or their nominees) as follows:

(a) 6,333,223 Shares to Liguran Holdings Pty Ltd (ACN 633 005 437);

(b) 3,451,806 Shares to Kioraku Pty Ltd (ACN 131 755 587);

(c) 6,166,777 Shares to Maslom International Pty Ltd (ACN 128 284 864);

(d) 2,631,551 Shares to Marnae Investments Pty Ltd (ACN 164 794 361); and

(e) 6,416,643 Shares to Jasmine Industries Pty Ltd (ACN 646 430 195).

Bedaburra Project

The Company confirms that there are no legal, regulatory, statutory or contractual impediments to the Company entering and carrying out exploration activities on the Bedaburra Project (comprising granted exploration licences E52/4179 and E52/4195) such that the Company will be able to spend its cash in accordance with its commitments for the purposes of Listing Rule 1.3.2(b).

Restricted Securities

The Company confirms that the following securities will be subject to restriction pursuant to the ASX Listing Rules for the period outlined below.

CLASS	NUMBER	RESTRICTION PERIOD
Fully paid ordinary shares	25,000,000	24 months escrow from the date of official quotation of the Company's securities (Acquisition Shares issued to the Sulphide Minerals Vendors (or their nominees)) as outlined above.
Fully paid ordinary shares	10,000,000	24 months escrow from the date of official quotation of the Company's securities (Facilitation Shares issued to CPS Capital Group Pty Ltd (or its nominees)).
Total	**35,000,000**	

Statement of Commitments

The Company confirms that it intends to apply the funds raised from the Public Offer, together with its existing cash reserves, over the first two years following Re-Admission of the Company to the Official List of the ASX as follows:

FUNDS AVAILABLE	SUBSCRIPTION ($) ($4,808,800)	PERCENTAGE OF FUNDS (%)
Existing cash reserves	547,073	10%
Funds raised from the Public Offer	4,808,800	90%
Total	**5,355,873**	**100%**
Allocation of funds		
Exploration at the Bedaburra Project[1]	2,750,000	51%
Cash consideration payable pursuant to the Acquisition Agreement[2]	150,000	3%
Exploration on the Existing Projects[1]	275,000	5%
Identification of new projects	350,000	7%
Expenses of the Offers[3]	570,613	11%
Administration and corporate costs[4]	400,000	7%
General working capital[5]	860,260	16%
Total	**5,355,873**	**100%**

Notes:

1. Refer to Section 5.5 of the Prospectus and the Independent Technical Assessment Report in Annexure A of the Prospectus for further details with respect to the Company's proposed exploration programs at the Bedaburra Project and the Company's Existing Projects.
2. Refer to Section 9.1 of the Prospectus for a summary of the material terms of the Acquisition Agreement.
3. Refer to Section 10.8 of the Prospectus for further details.
4. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, rent and other associated costs.

5. For the purposes of this Prospectus, working capital refers to the funds required to support the Company's ongoing day-to-day operations and corporate activities following completion of the Offers. This includes, but is not limited to:
   (a) providing additional capital to fund the Company's work programs on the Projects, to the extent that the programs warrant further funding;
   (b) employee and consultant costs (including any Director remuneration and associated on-costs);
   (c) office expenses;
   (d) professional fees (including legal, accounting, audit, compliance, and registry costs);
   (e) marketing, business development, and investor relations costs; and
   (f) general operational expenses such as information technology, insurance and utilities.

   The amount allocated to working capital is intended to ensure the Company maintains sufficient liquidity to execute its business objectives, meet its statutory and corporate obligations, and provide flexibility to respond to operational requirements and opportunities that may arise. Any amounts allocated to Director remuneration have been separately disclosed within the Prospectus. Refer to Section 8.4 of the Prospectus for further information on the remuneration of each Director of the Company at Re-Admission.
6. To the extent that:
   (a) the Company's exploration activities warrant further exploration activities; or
   (b) the Company identifies additional acquisition or investment opportunities,

   the Company's working capital will also be utilised to fund such further exploration activities and/or acquisition or investment costs (including due diligence investigations and expert's fees in relation to such acquisitions or investments) as applicable. Any amounts not so expended will be applied toward corporate and administration costs for the period subsequent to the initial two-year period following Re-Admission.
7. In the event that Scorpion exercises the option granted under the Option Agreement and elects to satisfy the consideration payable for the Disposal by way of a cash payment of $2,500,000 (plus GST), the Company intends to reallocate those proceeds across the categories set out in the above table in a manner consistent with its development plan for its Projects and its stated business objectives. The Company will provide Shareholders with further details of any such reallocation at the time of exercise, in accordance with its continuous disclosure obligations under the ASX Listing Rules.

LISTING RULE 2.1 (CONDITION 2) WAIVER

On 17 April 2026, the Company made application to ASX seeking an in-principle waiver from ASX Listing Rule 2.1 (Condition 2) (**Waiver**). The Waiver was subsequently approved by the ASX on 3 July 2026.

ASX Listing Rule 2.1 (Condition 2) provides that the issue price or sale price of all the securities for which an entity seeks quotation (except options) must be at least 20 cents in cash.

The Company is currently unable to comply with Listing Rule 2.1, Condition 2 on the basis that the $0.04 Public Offer price is less than 20 cents in cash. The Public Offer price is less than 20 cents because the Company's last traded Share price prior to the Company entering voluntary suspension was approximately $0.055 per Share.

Accordingly, the Company's directors did not believe it commercially realistic to raise funds at an issue price greater than $0.04. On that basis, the Company sought waiver of ASX Listing Rule 2.1 Condition 2 to the extent necessary to permit the Company to undertake the Public Offer at an issue price of less than 20 cents in cash per Share.

Section 8.8 of ASX Guidance Note 12 provides that ASX recognises that where an entity's securities have been trading at less than 20 cents, having to undertake a consolidation or other restructure to facilitate compliance with Listing Rule 2.1, Condition 2 prior to, or in connection with, a capital raising can impose structural, timing and other impediments to the completion of a transaction that might otherwise be in there interests of an entity in its security holders. It is in these circumstances that ASX will consider a waiver from this Listing Rule, provided:

(a) the offer price is not less than 2 cents each;

(b) the offer price is specifically approved by security holders;

(c) the price at which the entity's securities traded over the last 20 trading days on which the entity's securities actually traded prior to its suspension was not less than the offer price;

(d) the entity has not undergone a deed of company arrangement or a creditors' scheme of arrangement in the previous 2 years; and

(e) ASX is otherwise satisfied that the entity's proposed capital structure after the transaction will satisfy Listing Rules 1.1, Condition 1 and 12.5 (appropriate structure for a listed entity).

The Company therefore sought the Waiver so that it would be permitted to issue fully paid ordinary shares under the Public Offer at an issue price of $0.04, being an issue price below the $0.20 issue price required pursuant to ASX Listing Rule 2.1 (Condition 2).

Based solely on the information provided, for the purpose of the re-admission of the Company to the Official List of ASX Limited, ASX granted the Company a waiver from Listing Rule 2.1 (Condition 2) to the extent necessary to permit the Company to seek quotation of the Public Offer Shares at an issue price of $0.04 each, subject to the following conditions:

(a) the issue price of the Public Offer Shares is not less than $0.02 per Public Offer Share;

(b) the Company's shareholders approve the issue price of the Public Offer Shares in conjunction with the other resolutions proposed in connection with the Company's re-admission (approval of which was received on 9 June 2026);

(c) the terms of the Waiver and the terms and conditions of the Public Offer Shares being clearly disclosed in the notice of meeting and Prospectus issued in conjunction with the Company's re-admission; and

(d) the Company disclosing the nature and effect of the Waiver and the reasons for seeking the Waiver (as outlined above).

ASX has considered Listing Rule 2.1 (Condition 2) only and makes no statement as to the Company's compliance with other ASX Listing Rules.

UPDATED PRO FORMA STATEMENT OF FINANCIAL POSITION

	OZZ DEC-25 $	SULPHIDE DEC-25 $	ACQUISITION AND CONSOL ADJUSTMENTS $	PRO FORMA $
ASSETS				
Current assets				
Cash and cash equivalents	37,387	1,744	4,596,135	4,635,266
Trade and other receivables	35,652	9,783	-	45,435
Total current assets	**73,039**	**11,527**	**4,596,135**	**4,680,701**
Non-current assets				
Exploration Expenditure	-	249,369	1,417,865	1,667,234
Total non-current assets	**-**	**249,369**	**1,417,865**	**1,667,234**
Total assets	**73,039**	**260,896**	**6,014,000**	**6,347,935**
LIABILITIES				
Current liabilities				
Trade and other payables	748,129	80,061	(631,511)	196,679
Loans and borrowings	8,540	48,700	-	57,240
Total current liabilities	**756,669**	**128,761**	**(631,511)**	**253,919**
Total liabilities	756,669	128,761	(631,511)	253,919
Net assets	**(683,630)**	**132,135**	**6,645,511**	**6,094,016**
Equity				
Share capital	8,849,088	190,002	6,769,726	15,808,819
Reserves	1,213,412			1,213,412
Accumulated losses	(10,746,130)	(57,867)	(124,218)	(10,928,215)
Parent entity interest	(683,630)	132,135	6,645,511	6,094,016
Minority interest				
Total equity	**(683,630)**	**132,135**	**6,645,511**	**6,094,016**