

Winchester Energy Limited

ACN 168 586 445

Half Year Report - For the period ended 30 June 2025

Directors	Mr Jason Peterson Mr David Wheeler Mr Chris Zielinski
Company secretaries	Mr Daniel Smith Mr John Kay
Registered office	Level 8, 99 St Georges Terrace, Perth, WA, Australia 6000 Telephone: +61 8 9486 4036
Principal place of business	Level 8, 99 St Georges Tce, Perth, WA, Australia 6000 Telephone: +61 8 9486 4036
Share registry	Automic Registry Services Level 5, 191 St Georges Terrace, Perth, WA, Australia 6000 Telephone: +618 9324 2099
Auditor	Hall Chadwick WA Audit Pty Ltd 283 Rokeby Road, Subiaco WA 6008 Telephone: +61 8 9426 0666
USA Office	Suite 780 4900 Woodway Drive, Houston, TX, 77056 USA Telephone: +1 713 333 0610
Lawyers (USA)	Looper Ballew Suite 200, 1300 Post Oak Blvd, Houston, Texas, USA 77056
Stock exchange listing	Winchester Energy Limited shares are listed on the Australian Securities Exchange (ASX code: WEL)
Website	www.winchesterenergyltd.com

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Winchester Energy Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 30 June 2025.

Directors

The following persons were directors of Winchester Energy Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Mr Jason Peterson	Non-Executive Director, appointed 30 July 2025
Mr David Wheeler	Non-Executive Director, appointed 30 July 2025
Mr Chris Zielinski	Non-Executive Director, appointed 20 August 2025

Mr Rory McGoldrick	Executive Director, resigned 20 August 2025
Mr Lloyd Flint	Non-Executive Chairman, ceased 23 July 2025
Mr Iain Smith	Non-Executive Director, ceased 23 July 2025
Mr Ricardo Garzon Rangel	Non-Executive Director, ceased 23 July 2025

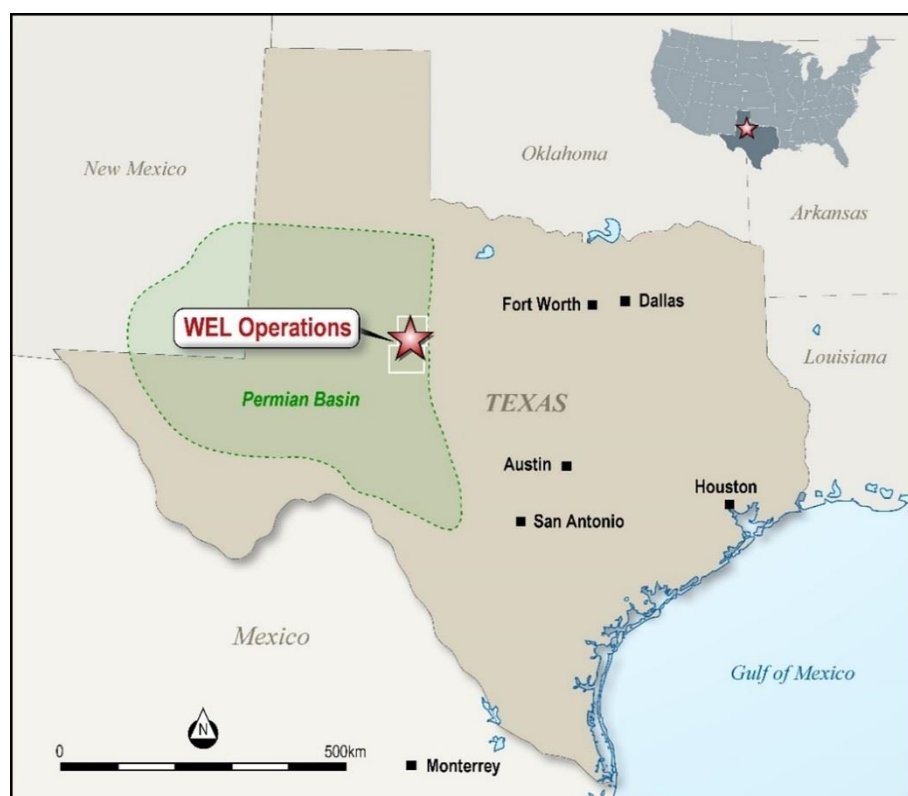
Review of operations

The loss for the Group after providing for income tax amounted to US\$555,118 (30 June 2024: US\$308,037).

The loss for the Group after income tax amounted to US\$555,118 (30 June 2024: US\$308,037), including non-cash impairment and depreciation and depletion expense of US\$460,417 (30 June 2024: US\$308,037).

Winchester Energy Limited (Winchester or Company), as operator, continued oil and gas exploration and production operations within its oil and gas lease position in the Permian Basin, West Texas, USA during the half year ended 30 June 2025. A summary of the activity of the Company during the period is set out below.

All references to dollars in this report will be US\$ unless stated otherwise.



Oil and Gas Production

During the reporting period Winchester produced from 14 operated wells and a further 6 non-operated wells all within the East Permian Basin, Texas.

The following gross oil and gas production for the half-year ending 30 June 2025 (March and June 2025 quarters) was recorded for the Company across all oil wells in which Winchester has a working interest (WI). Winchester's WI average oil and gas production for the half-year ended 30 June 2025 was 73 barrels of oil equivalent per day (boepd).

Oil Production (boe) ¹	Half-year	June Quarter 2025	March Quarter 2025	December Quarter 2024	September Quarter 2024
Gross Oil Production	14,294	6,844	7,450	7,200	7,292
WEL WI Share*	13,297	6,618	6,679	6,621	6,673

1: boe (barrels of oil equivalent). Gas quantities are converted to boe using 6,000 cubic feet of gas to one barrel of oil. The 6:1 conversion ratio is based on energy equivalency and does not represent value equivalency. Estimates are rounded to the nearest boe.

*Winchester is entitled to its WI share of revenue after royalty payments to the oil and gas mineral rights owners.

Well Summary:

Well ID	Drilled/ Workcover	Formation	Oil Field	WEL WI	Status
White Hat 2002	Apr 2017	Strawn	Mustang	50%	Producing
White Hat 2003	Mar 2019	Strawn	Mustang	75%	Producing
White Hat 2005	Aug 2019	Strawn	Mustang	75%	Producing
White Hat 3902	Dec 2019	Ellenburger	-	100%	Producing
White Hat 2006	Jan 2020	Strawn	Mustang	75%	Producing
Arledge 1602	Jul 2019	Cisco Sands	Lightning	100%	Producing
McLeod 1703	Dec 2019	Cisco Sands	Lightning	100%	Producing
Bast 2	1985	Strawn	Bast	94%	Producing
Bast A-1	1985	Strawn	Bast	93%	Producing
McLeod 1705	Jun 2021	Strawn	-	100%	Producing
White Hat 2106	Jul 2021	Ellenburger	-	100%	Producing
Group 4000 – 15A	Nov 2022	Cisco Sands	Group	75%	Producing
Group 4000 – 16A	Jul 2022	Cisco Sands	Group	75%	Producing
Group 4000 – 23A	Aug 2022	Cisco Sands	Group	75%	Producing
JVU#11WSW	Oct 2022	Strawn	Varn	100%	Water supply well
JVU#6	Nov 2022	Strawn	Varn	100%	Producing

Jocelyn Varn Oil Field (100% WI)

Operations have continued at Winchester's Jocelyn Varn Oil Field (situated in Taylor County, Texas, USA) which is located 18 miles to the east of Winchester's existing producing assets (White Hat) located in Nolan County, Texas, USA. Winchester continues to generate primary production from its first producing oil and gas well in the Jocelyn Varn Oil Field, the JVU#6 well. Through to 30 June 2025 the JVU#6 well has produced more than 15,500 gross barrels of oil and has shown zero decline since February 2023.

Calculated Jocelyn Varn Oil Field Reserves - Mire Petroleum Consultants (refer to ASX Release dated 3 December 2021)

Reserves	Product	1P – Proved Reserve	2P – Proved + Probable Reserve	3P – Proved + Probable + Possible Reserve
Upper and Lower Fry Sands	BO	415,000	994,000	1,680,000
Upper and Lower Fry Sands	MCF	169,000	442,000	894,000
Upper and Lower Fry Sands	BOE	443,000	1,068,000	1,829,000

- **BO** means barrels of oil
- **BOE** means barrel of oil equivalent
- **MCF** means one thousand cubic feet of gas
- The above stated Calculated Reserves incorporates WEL's net revenue interest of 77%
- Further ASX Listing Rule 5.31 Information (Notes to Reserves) related to these reserves is provided in Winchester's ASX release of 3 December 2021

Commodity Prices

For the first half ended 30 June 2025, Winchester realized an average oil price of \$66.85 per barrel of oil (**bo**) (Half year ended 30 June 2024: \$81.79). Winchester has no existing hedges or oil pre-sales, and therefore, can fully benefit from any increases in oil prices.

Continued Operational Improvements

The Company is committed to reshaping the business with a keen focus on disciplined capital allocation to maximise value for shareholders and maintain balance sheet flexibility. Going forward, costs will be managed in line with revenue, opportunity and market conditions. This approach will ensure viability of the Company's US business and position Winchester to consider new opportunities should they arise.

Winchester continues to deliver stable production, execute operational improvements, and reduce costs to maximize its reserve potential and increase its already high producing margins.

Growth Opportunities

In addition to its existing portfolio of development opportunities across its Permian, Eastern Shelf acreage, Winchester is actively reviewing potential new project growth opportunities.

Net Lease Area

At 30 June 2025, the Company's lease holding totalled 2,642* net acres.

WEL Interest Held at end of quarter	Lease/Prospect	Location
100%	McLeod (HBP only)	Nolan County Texas
100%	Coke	Coke County Texas
100%	White Hat (HBP only)	Nolan County Texas
100%	Arledge (HBP only)	Nolan County Texas
92%	Bast (HBP only)	Nolan County Texas
100%	Jocelyn Varn Oil Field	Taylor County Texas
75%	Group Prospect	Nolan County Texas

HBP means Held by Production (and therefore no lease costs or holding obligations as long as oil and gas production continues).

*: The Company's net acreage position varies modestly in accordance with earned interests in drilling units of the current operations.

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements which are identified by words such as "believes", "estimates", "expects", "targets", "intends", "may", "will", "would", "could", or "should" and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this report, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of Winchester, the Directors and management of Winchester. These risks, uncertainties and assumptions could cause actual results to differ materially from those expressed in any forward-looking statements. Winchester has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this report, except where required by law. Winchester cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this report will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Financial Results

Revenue from continuing operations for half year to 30 June 2025 was US\$818,035 (HY to 31 Dec 2024: US\$992,861). The company reported a net loss before tax of US\$555,118 for the half year ended 30 June 2025 (HY to 31 Dec 2024: US\$308,037). The result included impairment and depreciation and depletion expense of US\$460,417 (2024: US\$398,579). The cash and bank deposit position at 30 June 2025 was US\$398,865 (31 December 2024: US\$519,954).

Significant changes in the state of affairs

There were no significant changes in the Company's state of affairs that occurred during the half year ended 30 June 2025.

Dividends

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

Matters subsequent to the end of the financial half-year

Subsequent to year end, the following board appointments were made:

David Wheeler (Non-Executive Director)

Mr Wheeler has more than 30 years of Executive Management, Directorship, and Corporate Advisory experience. He is a foundation Director and Partner of Pathways Corporate a boutique Corporate Advisory firm that undertakes assignments on behalf of family offices, private clients, and ASX listed companies.

Mr Wheeler has successfully engaged in business projects in the USA, UK, Europe, NZ, China, Malaysia, Singapore and the Middle East. Mr Wheeler is a Fellow of the Australian Institute of Company Directors and serves on public and private company boards currently holding a number of Directorships and Advisory positions in Australian ASX listed companies.

Jason Peterson (Executive Director)

Jason Peterson is a Founder and Managing Director / Head of Corporate of CPS Capital Group Pty Ltd. Mr Peterson has over 29 years of stockbroking and corporate advisory experience across APAC, EMEA & Americas. He provides strategic advice and capital raising expertise for over 50 corporate transactions yearly from seed level to publicly listed entities.

Chris Zielinski (Non-Executive Director)

Mr Zielinski is an experienced corporate lawyer and director of Nova Legal, a Perth based corporate law firm. Mr Zielinski has a wide range of experience in all forms of corporate and commercial law, with a focus on mergers and acquisitions, equity capital markets, regulatory compliance and commercial transactions – particularly in the resources and technology sectors in the ASX listed environment. Mr Zielinski graduated from the University of Notre Dame Australia with a Bachelor of Laws and Bachelor of Commerce (Finance). Mr Zielinski is a Member of the Australian Institute of Company Directors (AICD) and an Associate of the Governance Institute of Australia (GIA).

Mr Rory McGoldrick transitioned from the role of Executive Director to Chief Executive Officer on 20 August 2025.

On 28 July 2025, the Company announced that 37,500,000 options at an exercise price of \$0.016 expired.

On 12 August 2025, the Company announced that 20,000,000 Performance Rights Class A and 20,000,000 Performance Rights Class B lapsed.

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.

Auditor's independence declaration

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

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

On behalf of the directors



Mr David Wheeler
Director

12 September 2025

To the Board of Directors

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit Director for the review of the financial statements of Winchester Energy Limited and the entities it controlled for the half year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- any applicable code of professional conduct in relation to the review.

Yours Faithfully,



HALL CHADWICK WA AUDIT PTY LTD



MARK DELAURENTIS CA
Director

Dated 12th day of September 2025
Perth, Western Australia

Winchester Energy Limited
Condensed Consolidated statement of profit or loss and other comprehensive income
For the half-year ended 30 June 2025



		Consolidated	
	Note	30 Jun 2025	30 Jun 2024
		US\$	US\$
Revenue			
Sales of oil and natural gas		818,035	992,861
Interest income		1,883	64
Expenses			
Operating costs		(530,939)	(399,428)
Administration expenses	3	(374,671)	(533,084)
Depletion, depreciation and amortisation		(330,770)	(398,579)
Impairment expense		(129,647)	(32,934)
Share-based payment expense		(8,358)	63,898
Finance costs		(5,780)	(835)
Changes in accrued restoration provision		5,129	-
Loss before income tax expense		(555,118)	(308,037)
Income tax expense		-	-
Loss after income tax expense for the half-year attributable to the owners of Winchester Energy Limited		(555,118)	(308,037)
Other comprehensive income/(loss)			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		8,176	(10,875)
Other comprehensive income/(loss) for the half-year, net of tax		8,176	(10,875)
Total comprehensive loss for the half-year attributable to the owners of Winchester Energy Limited		(546,942)	(318,912)
		Cents	Cents
Basic loss per share		(0.047)	(0.030)
Diluted loss per share		(0.047)	(0.030)

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

Winchester Energy Limited
Condensed Consolidated statement of financial position
As at 30 June 2025



		Consolidated	
	Note	30 Jun 2025	31 Dec 2024
		US\$	US\$
Assets			
Current assets			
Cash and cash equivalents		398,865	199,966
Term deposits		-	319,988
Trade and other receivables		334,333	365,162
Inventories		38,083	106,512
Total current assets		<u>771,281</u>	<u>991,628</u>
Non-current assets			
Deposit		50,000	50,000
Right-of-use assets		88,549	106,258
Plant and equipment	4	1,396,324	1,652,977
Exploration and evaluation	5	3,863,029	3,985,468
Oil & Gas properties	6	273,278	326,343
Total non-current assets		<u>5,671,180</u>	<u>6,121,046</u>
Total assets		<u>6,442,461</u>	<u>7,112,674</u>
Liabilities			
Current liabilities			
Trade and other payables		271,859	321,508
Lease liabilities		36,367	33,893
Restoration Provision		735,533	743,354
Total current liabilities		<u>1,043,759</u>	<u>1,098,755</u>
Non-current liabilities			
Lease liability - Non-current		64,148	83,147
Restoration Provision		28,363	85,997
Total non-current liabilities		<u>92,511</u>	<u>169,144</u>
Total liabilities		<u>1,136,270</u>	<u>1,267,899</u>
Net assets		<u>5,306,191</u>	<u>5,844,775</u>
Equity			
Issued capital	7	41,075,242	41,075,242
Reserves		81,631	65,097
Accumulated losses		(35,850,682)	(35,295,564)
Total equity		<u>5,306,191</u>	<u>5,844,775</u>

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

Winchester Energy Limited
Condensed Consolidated statement of changes in equity
For the half-year ended 30 June 2025



Consolidated	Issued capital US\$	Option Premium Reserve US\$	Share-based Payment Reserve US\$	Foreign Currency Translation Reserve US\$	Accumulated Losses US\$	Total US\$
Balance at 1 January 2024	40,437,639	1,894,344	1,480,627	(3,230,532)	(33,965,185)	6,616,893
Loss after income tax expense for the half-year	-	-	-	-	(308,037)	(308,037)
Other comprehensive loss for the half-year, net of tax	-	-	-	(10,875)	-	(10,875)
Total comprehensive loss for the half-year	-	-	-	(10,875)	(308,037)	(318,912)
<i>Transactions with owners in their capacity as owners:</i>						
Contributions of equity, net of transaction costs	425,624	-	-	-	-	425,624
Share-based payments	-	-	(56,535)	-	-	(56,535)
Balance at 30 June 2024	40,863,263	1,894,344	1,424,092	(3,241,407)	(34,273,222)	6,667,070

Consolidated	Issued capital US\$	Option Premium Reserve US\$	Share-based Payment Reserve US\$	Foreign Currency Translation Reserve US\$	Accumulated losses US\$	Total equity US\$
Balance at 1 January 2025	41,075,242	1,894,344	1,425,359	(3,254,606)	(35,295,564)	5,844,775
Loss after income tax expense for the half-year	-	-	-	-	(555,118)	(555,118)
Other comprehensive income for the half-year, net of tax	-	-	-	8,176	-	8,176
Total comprehensive income/(loss) for the half-year	-	-	-	8,176	(555,118)	(546,942)
<i>Transactions with owners in their capacity as owners:</i>						
Share-based payments	-	-	8,358	-	-	8,358
Balance at 30 June 2025	41,075,242	1,894,344	1,433,717	(3,246,430)	(35,850,682)	5,306,191

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

Winchester Energy Limited
Condensed Consolidated statement of cash flows
For the half-year ended 30 June 2025



		Consolidated	
	Note	30 Jun 2025	30 Jun 2024
		US\$	US\$
Cash flows from operating activities			
Receipts from customers		903,496	1,007,634
Payments to suppliers and employees		(948,211)	(921,360)
Interest and other finance costs paid		(5,511)	-
Net cash from/(used in) operating activities		(50,226)	86,274
Cash flows from investing activities			
Payments for exploration, oil and gas activities		(137,254)	(67,204)
Payments for property, plant and equipment	4	-	(43,528)
Proceeds from disposal of property, plant and equipment		66,378	-
Proceeds from withdrawal of term deposits		326,319	-
Interest received		1,883	64
Net cash from/(used in) investing activities		257,326	(110,668)
Cash flows from financing activities			
Proceeds from issue of shares		-	459,954
Share issue transaction costs		-	(34,330)
Repayment of lease liabilities		(16,525)	(20,089)
Net cash from/(used in) financing activities		(16,525)	405,535
Net increase in cash and cash equivalents		190,575	381,141
Cash and cash equivalents at the beginning of the financial half-year		199,966	219,211
Effects of exchange rate changes on cash and cash equivalents		8,324	(3,512)
Cash and cash equivalents at the end of the financial half-year		398,865	596,840

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

Note 1. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 30 June 2025 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 31 December 2024 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, 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 financial statements have been prepared on the basis that the Group is a going concern, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business. The Group incurred a net loss before income tax of \$555,118 (30 June 2024: \$308,037) and a net operating cash outflow of \$50,266 (30 June 2024: inflow of \$86,274).

The ability of the Group to continue as a going concern is dependent on the Group securing additional funding through the issue of equity, raising of debt, joint venturing assets, trading profitably or the sale of assets as and when the need to raise working capital arises to continue to fund its planned operational activities.

There has been significant volatility in world oil and gas pricing. Notwithstanding that the oil and gas prices have recovered, these conditions also indicate a material uncertainty that may cast a significant doubt about the entity's ability to continue as a going concern and that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Management have prepared a cash flow forecast for a period of 12 months beyond the sign off date of this half-year report and believes there is sufficient funds to meet the Group's working capital requirements.

The financial statements have been prepared on the basis that the Group is a going concern for the following reasons:

- The Group is currently generating cashflow from operating wells;
- The Group has a recent proven history of successfully raising capital if required.
- Following the Board and business restructure completed in 2024, the Group has reduced its expenditure reductions progressively.

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

Functional and presentation currency

Items included in the condensed consolidated financial statements of each of the group entities are measured using the currency of the primary economic environment in which entity operates (functional currency). The Company's functional currency is Australian dollars and other entities are US dollars. The consolidated financial statements are presented in US dollars.

Note 2. Operating segments

Identification of reportable operating segments

The Group is organised into one operating segment, being the exploration and development of its oil and gas assets in the United States. This is based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

Note 3. Administration expenses

	Consolidated	
	30 Jun 2025	30 Jun 2024
	US\$	US\$
Employee benefits and directors' fees	325,348	481,130
Other expenses	49,323	51,954
	<u>374,671</u>	<u>533,084</u>

Note 4. Plant and equipment

	Consolidated	
	30 Jun 2025	31 Dec 2024
	US\$	US\$
Plant and equipment - at cost	2,570,445	2,641,486
Less: Accumulated depreciation	(1,174,121)	(988,509)
	<u>1,396,324</u>	<u>1,652,977</u>

Reconciliations

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

	Consolidated	
	30 Jun 2025	31 Dec 2024
	US\$	US\$
Opening balance	1,652,977	2,029,456
Additions	-	88,786
Depreciation expense	(190,042)	(402,445)
Disposal	(66,611)	-
Write off assets	-	(12,820)
Transfers in/(out)	-	(50,000)
	<u>1,396,324</u>	<u>1,652,977</u>

Note 5. Exploration and evaluation

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

	Consolidated	
	30 Jun 2025	31 Dec 2024
	US\$	US\$
Opening balance	3,985,468	3,978,932
Exploration and evaluation expenditure capitalised during the period	68,604	30,505
Changes in restoration provision estimates	(61,396)	(235)
Impairment	(129,647)	(23,734)
	<u>3,863,029</u>	<u>3,985,468</u>

In certain circumstances costs have been written off where it was perceived there might be diminished prospectively of securing production and more prospective leases pursued. Whilst all leases have been maintained in accordance with lease terms, no leases have been abandoned during the current year. A review carried out by management on relevant wells has determined that no leases exceed their recoverable value.

Note 6. Oil & Gas properties

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

Consolidated	US\$
Balance at 1 January 2025	326,343
Additions	68,650
Changes in restoration provision estimates	(277)
Depletion expense	<u>(121,438)</u>
Balance at 30 June 2025	<u>273,278</u>

Note 7. Issued capital

	Consolidated			
	30 Jun 2025	31 Dec 2024	30 Jun 2025	31 Dec 2024
	Shares	Shares	US\$	US\$
Ordinary shares - fully paid	<u>1,363,018,946</u>	<u>1,363,018,946</u>	<u>41,075,242</u>	<u>41,075,242</u>

No movements of issued capital during the period.

Ordinary shares

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

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

Note 8. Dividends

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

Note 9. Fair values of financial instruments

Recurring fair value measurements

The Group does not have any financial instruments that are subject to recurring or non-recurring fair value measurements.

Fair values of financial instruments not measured at fair value

Due to their short-term nature, the carrying amounts of current receivables and current trade and other payables is assumed to equal their fair value.

Note 10. Commitments and contingencies

Commitments

There are no capital expenditure commitments or other expenditure commitments as at 30 June 2025 (31 December 2024: Nil).

Contingencies

On Friday 9 August 2024, the Company advised that it had received a Petition filed in the 32nd Judicial District Court of Nolan County, Texas by Westex Resources, Inc. (Westex). Westex is claiming that Winchester is in breach of its farm-in obligations regarding the Group Prospect in Nolan County, Texas. In the Petition, Westex is alleging that Winchester failed to perform all of the agreed farm-in work commitments and is therefore claiming damages in an amount of US\$413,500.

On 9 May 2025, the Company advised that it had successfully defended the above legal proceedings. Following an application for summary judgement filed by Winchester earlier this year, Westex has responded by filing a “notice of non-suit” which has the effect of abandoning all claims against the Company. The District Court of Nolan County, Texas has now made orders that all claims against Winchester be dismissed. These orders have the effect of immediately terminating the proceedings with no orders as to damages or costs. The Company does not expect any further action regarding this dispute.

Note 11. Events after the reporting period

Subsequent to year end, the following board appointments were made:

David Wheeler (Non-Executive Director)

Mr Wheeler has more than 30 years of Executive Management, Directorship, and Corporate Advisory experience. He is a foundation Director and Partner of Pathways Corporate a boutique Corporate Advisory firm that undertakes assignments on behalf of family offices, private clients, and ASX listed companies.

Mr Wheeler has successfully engaged in business projects in the USA, UK, Europe, NZ, China, Malaysia, Singapore and the Middle East. Mr Wheeler is a Fellow of the Australian Institute of Company Directors and serves on public and private company boards currently holding a number of Directorships and Advisory positions in Australian ASX listed companies.

Jason Peterson (Executive Director)

Jason Peterson is a Founder and Managing Director / Head of Corporate of CPS Capital Group Pty Ltd. Mr Peterson has over 29 years of stockbroking and corporate advisory experience across APAC, EMEA & Americas. He provides strategic advice and capital raising expertise for over 50 corporate transactions yearly from seed level to publicly listed entities.

Note 11. Events after the reporting period (continued)

Chris Zielinski (Non-Executive Director)

Mr Zielinski is an experienced corporate lawyer and director of Nova Legal, a Perth based corporate law firm. Mr Zielinski has a wide range of experience in all forms of corporate and commercial law, with a focus on mergers and acquisitions, equity capital markets, regulatory compliance and commercial transactions – particularly in the resources and technology sectors in the ASX listed environment. Mr Zielinski graduated from the University of Notre Dame Australia with a Bachelor of Laws and Bachelor of Commerce (Finance). Mr Zielinski is a Member of the Australian Institute of Company Directors (AICD) and an Associate of the Governance Institute of Australia (GIA).

Mr Rory McGoldrick transitioned from the role of Executive Director to Chief Executive Officer on 20 August 2025.

On 28 July 2025, the Company announced that 37,500,000 options at an exercise price of \$0.016 expired.

On 12 August 2025, the Company announced that 20,000,000 Performance Rights Class A and 20,000,000 Performance Rights Class B lapsed.

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.

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Mr David Wheeler
Director

12 September 2025

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF WINCHESTER ENERGY LIMITED

Conclusion

We have reviewed the accompanying half-year financial report of Winchester Energy Limited ("the Company") and Controlled Entities ("the Consolidated Entity") which comprises the condensed consolidated statement of financial position as at 30 June 2025, the condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half-year ended on that date, a summary of material accounting policies and other selected explanatory notes, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Winchester Energy Limited and Controlled Entities does not comply with the *Corporations Act 2001* including:

- a. Giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2025 and of its performance for the half-year ended on that date; and
- b. Complying with Accounting Standard AASB 134: *Interim Financial Reporting* and *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company 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* that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001* which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's review report.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that the Consolidated Entity incurred a net loss of \$555,118 during the half year ended 30 June 2025. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Responsibility of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2025 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



HALL CHADWICK WA AUDIT PTY LTD



MARK DELAURENTIS CA
Director

Dated 12th day of September 2025
Perth, Western Australia