

11 April 2025

Quarterly Activities Report – March 2025 Quarter

Highlights:

- **High-Grade Gold Project Acquisition:** Completed agreement to acquire the **Errolls Gold Project** in Western Australia – a high-grade gold project (historic output of ~5,230 oz @ 17.6 g/t Au) with significant exploration upside. The project hosts multiple shallow high-grade drill targets (e.g. 22m @ 7.46 g/t Au from surface, incl. 3m @ 51.85 g/t Au) and remains open along strike and at depth;
- **Strategic Capital Raisings:** Strengthened the Company's financial position with a **\$0.5 million** placement completed in January and announced a further **A\$1.2 million** fully-conditional placement at quarter-end to fund accelerated exploration;
- **Drill-Ready Expansion:** Advanced exploration plans at Errolls with regulatory approvals in place – drilling is set to commence immediately upon completion of the acquisition in June 2025; and
- **Solid Cash Position:** Ended the quarter with a strong cash balance (over **A\$1.3m**), providing a firm footing for upcoming exploration programs and corporate initiatives, whilst maintaining disciplined financial management during the quarter.

Breakthrough Minerals Limited (ASX: **BTM**) ("**Breakthrough**" or "the **Company**") is pleased to provide shareholders with the Quarterly Activities Report for the period ending 31 March 2025 ("March Quarter"), together with the accompanying Appendix 5B cash flow report. The March Quarter saw Breakthrough achieve a transformational acquisition and bolster its funding to drive an aggressive gold exploration strategy in Western Australia.

Exploration Activities

Errolls Gold Project (WA) – High-Grade Gold Acquisition

Late in the March Quarter, Breakthrough secured an agreement to acquire 100% of the Errolls Gold Project ("**Errolls**"), a high-grade gold property located halfway between Meekatharra and Sandstone in the East Murchison Mineral Field of Western Australia. Errolls is situated in the **Barrambie Greenstone Belt**, in the prolific Murchison region of WA, a mining-friendly district with excellent infrastructure and a history of high-grade gold discoveries (including the adjacent Barrambie and nearby Sandstone gold centres).

Project Overview: Errolls encompasses exploration licence E57/996 and mining lease application M57/653, covering a series of shallow, high-grade gold zones in a proven gold belt. Historic mining at the main Errolls workings ("**Errolls Legacy**") yielded approximately **5,230 ounces of gold at an average grade of 17.6 g/t Au**, underscoring the project's high-grade nature. Modern exploration has been very limited with historic drill holes averaging only ~34 m depth.

Multiple outstanding intercepts have been recorded, including: **22 m @ 7.46 g/t Au from surface** (with a sub-interval of 5 m @ 31.76 g/t and 3 m @ 51.85 g/t), **11 m @ 6.88 g/t Au from 14 m** (incl. 6 m @ 12.3 g/t), and **9 m @ 2.89 g/t Au from 4 m** (incl. 5 m @ 4.89 g/t).

These results indicate robust mineralisation starting at surface and provide immediate walk-up drill targets adjacent to the historic high-grade zones

Exploration Upside: Executive Director Mr. Peretz Schapiro states: *“the Errolls Gold acquisition is a potential company-making event for Breakthrough, delivering shallow, high-grade gold with walk-up drill targets in a world-class jurisdiction”.*

The high-grade lodes remain open along strike to the north and down-dip to the southwest, offering compelling extensions beyond the historical workings. Multiple untested shear zones and targets have been identified around Errolls, and the belt is underexplored despite its prolific geology. Notably, **Neometals Ltd’s (ASX: NMT) Barrambie gold project** lies immediately adjacent to Errolls and shares the same greenstone belt; Neometals has reported an Exploration Target of 335k–775k oz Au (3.6–8.3 Mt @ 1.5–2.9 g/t Au) at Barrambie, highlighting the regional scale potential. The presence of nearby significant resources (e.g. at Sandstone and Gum Creek gold belts) further validates the project’s location.

Planned Work: Breakthrough moved quickly to advance Errolls during the quarter. A Program of Work (PoW) for initial drilling was submitted and as a result, **the project is drill-ready**, with **maiden drilling scheduled to commence immediately upon completion of the acquisition** (expected in June 2025). The Company is currently refining drill targets focusing on extending the known high-grade shoots down-plunge and along strike. This fast-tracked exploration will aim to confirm the continuity of mineralisation and test new targets that could add substantial gold ounces. Breakthrough believes Errolls offers a unique opportunity to add value rapidly via the drill bit, given the combination of exceptional grades, shallow depths, and numerous targets yet to be tested.

Maggie Hays Hill Project (WA, 80%) – Gold & Lithium

The Maggie Hays Hill Project, located in the Archaean Lake Johnston greenstone belt of Western Australia, continued to be reviewed and advanced in preparation for further exploration. During the quarter, Breakthrough focused on planning potential follow-up exploration at Maggie Hays Hill, which is prospective for both gold and lithium mineralisation. This project hosts known lithium-bearing pegmatites and gold anomalies identified in prior drilling.

Llama Lithium Project (Quebec, 100%) – James Bay Lithium District

No on-ground exploration activities were conducted at the Llama Lithium Project during the March Quarter, in line with the seasonal winter hiatus in northern Quebec. Strategic planning for this 63 km² claim package is ongoing, especially given the strong lithium prospectivity of the James Bay region. Breakthrough remains optimistic about Llama’s long-term value and is monitoring lithium market conditions. The Company may recommence exploration at Llama once market sentiment improves and logistical conditions allow.

Other Projects and Tenements

- **New Murchison Antimony Tenement (WA, 100%):** The exploration licence application (E09/2990) lodged in late 2024, targeting antimony in the Murchison region, is progressing through the grant process. No field work can commence until the licence is granted, but initial desktop studies were undertaken this quarter to refine targets. This tenement lies along strike from known high-grade antimony occurrences (e.g. Octava Minerals’ Yallalong

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project). Breakthrough is encouraged by antimony's strong market dynamics and views this as a strategic longer-term opportunity, complementary to its gold portfolio.

- **Yalgarra Ni-Cu-PGE Project (WA, 70%):** During the quarter, the Company **finalised its withdrawal from the Yalgarra Project**. Following the Board's decision (made in the prior quarter) to relinquish rights to this non-core base metal project, arrangements were completed to transfer the tenements to the partner (Century Minerals) for nil consideration. This allows Breakthrough to fully focus resources on its gold and battery metals projects moving forward.

Corporate Activities

Acquisition of Errolls Gold Project - Transaction Details

On 31 March 2025, Breakthrough **executed a binding agreement** to acquire the Errolls Gold Project from Kyarra Minerals Pty Ltd. The acquisition terms are accretive and largely equity-based, preserving the Company's cash while strongly aligning the vendor with Breakthrough's success.

Key terms of the deal include

- **Cash Consideration:** A total of **A\$150,000 in cash**, comprising a \$50,000 non-refundable deposit paid upon signing and a further \$100,000 due at completion.
- **Equity Consideration:** Issue of **3.5 million fully-paid ordinary shares** to the vendor (Kyarra). These shares will be subject to a 6 month voluntary escrow period.
- **Performance Rights:** Issue of **2.0 million performance rights** to the vendor, which convert into shares upon achievement of certain performance milestones related to exploration success at Errolls.

Completion of the acquisition is conditional on shareholder approval and regulatory consents. Breakthrough will seek shareholder approval for the share and performance rights issuance at an Extraordinary General Meeting ("**EGM**") planned for late May 2025. Settlement is expected shortly after approval, in early June 2025, assuming all conditions are met. The Company has undertaken due diligence on the project's title and prospectivity, and is satisfied with the outcomes. The Board notes that one tenement (E57/996) is currently subject to a routine forfeiture claim due to historical expenditure shortfalls; however, Breakthrough and the vendor are working with the Western Australian Department of Mines to resolve this matter prior to completion. The Board is confident the acquisition will proceed as planned, delivering Breakthrough 100% ownership of Errolls and marking a pivotal step in the Company's growth strategy.

Appointment of Company Secretary: During the quarter the Company appointed Mr Joel Ives as its new Company Secretary.

Capital Raisings - Strengthening the Balance Sheet

Placement - January 2025 (A\$0.5M Completed): During the quarter, Breakthrough successfully completed a capital raising to bolster its working capital and fund growth initiatives. In January, the Company **raised approximately A\$0.5 million** (before costs) via a share placement to sophisticated and professional investors. The placement was well supported, with several Company Directors participating for a total of ~A\$60,000, reflecting strong insider confidence in Breakthrough's direction. The successful completion of this equity financing in January significantly improved Breakthrough's cash reserves, enabling the Company to pursue the Errolls acquisition and other strategic initiatives from a position of financial strength.

Placement – March 2025 (A\$1.2M Committed): On 31 March 2025, the Company announced a further capital raising initiative in conjunction with the Errolls acquisition. Breakthrough received firm **binding commitments to raise A\$1.2 million** via a fully-conditional share placement. The placement will issue new ordinary shares at **A\$0.074 per share**. This financing is conditional on shareholder approval (to be sought at the upcoming EGM as the acquisition approval in late May 2025) and accordingly had not completed by quarter-end. The A\$1.2M placement is earmarked to **fund the Errolls exploration program and acquisition costs**. Specifically, the proceeds will be used to cover the A\$100k cash completion payment for Errolls, and to underwrite an aggressive drilling and exploration campaign at Errolls through 2025, as well as to supplement working capital. The placement saw strong demand from both new and existing shareholders, indicating market support for Breakthrough’s pivot toward high-grade gold. Settlement of the placement is expected in early June 2025, immediately after shareholder approval. This additional capital will allow Breakthrough to hit the ground running at Errolls.

Financial & Corporate Summary

Cash Position: The Company’s cash position remains robust. Cash at 31 March 2025 was approximately A\$1.3 million (unaudited). This healthy cash balance, combined with the additional \$1.2 million in proceeds anticipated post-quarter (subject to shareholder approval at an upcoming General Meeting), provides Breakthrough with sufficient funding to execute its near-term objectives. Notably, the Company is adequately funded to initiate drilling at Errolls immediately upon acquisition completion. The Board maintains a prudent approach to expenditure; during the quarter, outflows were primarily directed toward project evaluation (including Errolls due diligence) and normal corporate costs. Pursuant to Listing Rule 5.3.5, the Company advises that payments to related parties in the March Quarter totalled approximately \$2,000. It must be noted that during the quarter the Director’s elected to defer the majority of their fees and payments for payment in the June 2025 quarter. Breakthrough enters the June quarter well-capitalised and with a streamlined project portfolio focused on high-impact opportunities.

The Company looks forward to an exciting June quarter, highlighted by the anticipated completion of the Errolls acquisition, commencement of drilling at Errolls, and ongoing value-add exploration across its project suite. Shareholders will be kept informed of progress, and Breakthrough thanks them for their continued support as we transition into this new growth phase.

Table 1 – Schedule of Mining and Prospecting Tenements

BTM - SCHEDULE OF MINING AND PROSPECTING TENEMENTS						
Tenement ID	Country	Company	% Ownership	Locality	Minerals	Status
E63/2039	Australia	Global Uranium Limited	80%	Western Australia	Lithium, Nickel, Gold	Granted
CDC 2687313 to 2687316 CDC 2687376 to 2687494 CDC 2743524 to 2743535	Canada	BTM	100%	James Bay, Quebec	Lithium	Granted
E09/2990	Australia	BTM	100%	Western Australia	Antimony	Application
ELA6305	Australia	BTM	100%	New South Wales	Gold	Granted

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Compliance Statement

The information in this report is extracted from the ASX Announcements listed below which are available on the Company website <https://breakthroughminerals.com.au> and the ASX website (ASX code: BTM):

Date	Announcement Title
31 March 2025	Breakthrough Secures High-Grade WA Gold Project
31 January 2025	Successful Capital Raising to Support Growth

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in the market announcements continue to apply and have not materially changed. The Company confirm that form and context in which the Competent Person's finding are presented have not been materially modified from the original market announcements.

Authorised for release by the Breakthrough Minerals Limited Board.

For further information:

Peretz Schapiro

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Forward Looking Statements

This announcement includes forward-looking statements. These statements relate to the Company's expectations, beliefs, intentions or strategies regarding the future. These statements can be identified by the use of words like "will", "progress", "anticipate", "intend", "expect", "may", "seek", "towards", "enable" and similar words or expressions containing same.

The forward-looking statements reflect the Company's views and assumptions with respect to future events as of the date of this announcement and are subject to a variety of unpredictable risks, uncertainties, and other unknowns. Actual and future results and trends could differ materially from those set forth in such statements due to various factors, many of which are beyond our ability to control or predict. Given these uncertainties, no one should place undue reliance on any forward-looking statements attributable to the Company, or any of its affiliates or persons acting on its behalf. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Neither the Company nor any other person, gives any representation, warranty, assurance, nor will guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. To the maximum extent permitted by law, the Company and each of its advisors, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

Breakthrough Minerals Limited

ABN

65 124 408 751

Quarter ended ("current quarter")

31 March 2025

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	-	-
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(2)	(198)
	(e) administration and corporate costs	(166)	(369)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	2	7
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (OSR and GST refunds)	137	137
1.9	Net cash from / (used in) operating activities	(29)	(423)

2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	(50)	(50)
	(c) property, plant and equipment	-	-
	(d) exploration & evaluation	(26)	(609)
	(e) investments	-	-
	(f) other non-current assets	-	-

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	(76)	(659)
3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	440	1,287
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(29)	(82)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	411	1,205
4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	998	1,181
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(29)	(423)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(76)	(659)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	411	1,205

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	1,304	1,304

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	804	998
5.2	Call deposits	500	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	1,304	998

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	2
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i>		

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Mining exploration entity or oil and gas exploration entity quarterly cash flow report

7. Financing facilities	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
<i>Note: the term "facility" includes all forms of financing arrangements available to the entity.</i>		
<i>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1 Loan facilities	-	-
7.2 Credit standby arrangements	-	-
7.3 Other (please specify)	-	-
7.4 Total financing facilities	-	-
7.5 Unused financing facilities available at quarter end		-
7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		
N/a		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (item 1.9)	(29)
8.2 (Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	(79)
8.3 Total relevant outgoings (item 8.1 + item 8.2)	(108)
8.4 Cash and cash equivalents at quarter end (item 4.6)	1,304
8.5 Unused finance facilities available at quarter end (item 7.5)	-
8.6 Total available funding (item 8.4 + item 8.5)	1,304
8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)	12
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
N/A	
8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
N/A	

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

N/A

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 11 April 2025

Authorised by:Board of Directors.....
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

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