

The Manager Companies - ASX Limited
20 Bridge Street
Sydney NSW 2000

ASX Announcement
23 October 2025
(127 pages)

ANNUAL REPORT AND NOTICE OF AGM

I attach the Company's Annual Report for the year ended 30 June 2025 and a copy of the Company's Notice of Annual General Meeting to be held on Monday, 24 November 2025 at 11.00 am as being sent to shareholders today.

By the order of the Board.



Richard Edwards
Company Secretary

pjn12764

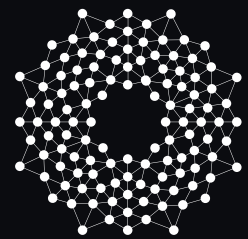
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2025

ANNUAL REPORT



Alpha **HPA**

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Chairman's Letter

Dear Fellow Shareholders,

I am extremely pleased to present to you this year's Annual Report and to reflect on what has been another remarkably busy year for our Company.

On the back of delivering a compelling Definitive Feasibility Study (DFS) last May, taking a positive final investment decision (FID) to proceed with Stage-2 of the HPA First Project, and securing strong government and shareholder funding support to underpin the Project's development, the last 12 months have seen a strong focus on advancing the numerous workstreams associated with the construction and delivery of the Project and satisfying the product qualification requirements of potential end users who will ultimately become the commercial-scale consumers of our suite of high purity aluminium products.



Alpha

HPA



Strong progress has been made at our Gladstone site with all bulk earthworks complete and with civil works, engineering and final design and major equipment fabrication now well underway. Over the course of the next several months major equipment will begin to arrive on site ready for construction and installation, an exciting development that will see the full scale Stage 2 Project really start to take shape.

In recent months it has been pleasing to see the continued evolution of our Stage 1 facility. Initially envisaged as a facility to focus on producing the Company's precursor products, this facility has expanded far beyond that into a full service facility producing the complete suite of the Company's products and in doing so playing a pivotal role in the Company's product development initiatives and servicing product qualification test orders, a key and necessary step in advancing towards large-scale commercial orders from the full-scale project.

In response to increasing customer orders for the remainder of 2025 and moving into 2026 the Company's operations team is presently reviewing a number of low-cost expansion options to increase Stage 1 production levels of selected materials before larger volumes are available from Stage 2 production.

In the last 12 months it has been particularly pleasing to see dramatic build up in demand for our suite of aluminium products from the semiconductor sector.

The growth of that sector in particular has been staggering and through the work of our sales and marketing team, working in close collaboration with end users, it has become readily apparent that the Company's

IP and novel process has unlocked an ability for us to produce materials with unique technical specifications capable of delivering industry leading performance benefits.

This demand source combined with our technology capability is truly exciting and is set to deliver enormous value for shareholders in the years ahead.

This year has also seen the continued expansion of our operations teams and a restructuring of our senior leadership team to best align with the strategic needs of our constantly evolving business. Rimas Kairaitis has transitioned to the role of Executive Director and Chief Commercial Officer, with Rob Williamson assuming the role of Managing Director, having spent the last several years as the Company's Chief Operating Officer. In Rimas and Rob we have a world class executive team and on behalf of the entire Board I would like to thank them and all of our valued employees for their hard work and efforts to unlock the significant inherent value in our Company.

With the continued development progress of our Stage 2 facility and the rapid maturing of numerous commercial scale offtake discussions with multiple end user groups the next 12 months promises to be the most exciting yet in our Company's future.

Yours sincerely

Norman A. Seckold
Chairman

Review of Operations

Overview

Alpha is an ASX-listed specialty materials and technology company focused on the delivery and operation of the HPA First and Alpha Sapphire Projects in Queensland.

Each project represents the commercialisation of the Company's proprietary aluminium purification and refining technology and the production of critical high purity aluminium materials for a range of growing high technology sectors, including:

- Semiconductors;
- Lithium-ion batteries;
- Direct Lithium Extraction (DLE)
- Synthetic sapphire glass for sapphire optics, power-semiconductors, micro-LED technology; and
- Technical ceramics and specialty catalysts

Alpha is in continuous production at its Gladstone based, HPA First Project Stage 1 (Stage 1), producing the Company's full range of high purity aluminium materials.

On the same location, the Company is also in construction of Stage 2 of the HPA First Project. Stage 2 of the HPA First Project will be the world's largest, single site facility for the manufacture of high purity aluminium materials.

The year under review saw a number of material achievements in advancing both the HPA First Project and Alpha Sapphire.



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2025 Financial Year Highlights:

Continued expansion of product marketing and product development activities with a particularly strong focus on establishing qualification supply into the semiconductor sector, where the Company has established a clear technology advantage in supplying both alumina tri-hydroxides (ATH) and high purity alumina (HPA) for thermal fillers and Chemical Mechanical Planarisation (CMP) polishing.



Award and commencement of works under the Stage 2 major civil works contract.



Successful product qualification and execution of customer Letters of Intent (LOI), with LOI coverage reaching ~62% of the Stage 2 production capacity



Award and commencement of offsite fabrication of major long lead equipment items ahead of delivery to site in late 2025 for assembly and installation.



Production expansion and optimisation of the Stage 1 facility to service smaller scale commercial orders and customer qualification test orders with a strong focus on high-purity Al-Nitrates, ATH, HPA and densified HPA tablets, servicing customers in the battery, semiconductor and sapphire glass (optics) sectors.



Continued sapphire boule production from the Company's initial 2 sapphire crystal growth units for dispatch to end-users for qualification testing and to meet sales orders.



Extension of the \$30m Sales Support Facility from QIC Critical Minerals and Battery Technology Fund (QCBM TF) to align with an anticipated Final Investment Decision (FID) phases B and C of the Alpha Sapphire Project.



Reaching Contractual Closure of the Company's \$400M senior debt financing package with the Northern Australia Infrastructure Facility (NAIF) and Export Finance Australia (EFA) with respect to the development of Stage 2 of the HPA First Project.



Establishment of Alpha Polaris project with the formal commencement of concept studies to consider the deployment of Alpha's proprietary process technology into a second HPA processing facility adjacent to Orica's facility in Alberta, Canada.



Commencement and completion of Stage 2 bulk earthworks



Review of Operations

HPA First Project – Stage 1

Production

During the year production from the Stage 1 facility continued to be expanded and optimised to support smaller scale commercial orders and customer qualification test orders with a strong focus on high-purity Al-Nitrates, ATH and densified HPA tablets, servicing customers in the battery, semiconductor and sapphire glass (optics) sectors.

Under its present configuration, Stage 1 is currently producing approximately:

- +400kg/ week of ultra-high purity (+99.997%, or +4N7) ATH powders
- +900kg/day of (+99.999%, or 5N) Al-Nitrate crystal
- +300kg/week of (+99.999%, or 5N) HPA tablets manufactured from the Stage 1 HPA inventory

The Stage 1 facility continues to be fully utilised, and in recent months has predominantly serviced test and sales orders for ATH for the semiconductor sector.

The Stage 1 facility is fully allocated for sales and qualification orders for ATH and HPA through to December 2025, with customer requests currently exceeding Stage 1 production capacity.

Expansion Options

In response to increasing customer demand for 2025 and 2026 the Company is reviewing a number of additional zero-cost to low-cost expansion options for Stage 1 to increase production rates of selected materials to meet higher customer demand before larger volumes are available from Stage 2 production.

Just prior to the end of the reporting period, Alpha initiated a minor capital program (~\$1M) to establish in-house nano alumina slurry capability to service a number of CMP (semiconductor) end-users.

This commitment follows a number of rounds of detailed end-user feedback acknowledging the novel outperformance of the Company's alumina in CMP of a number of substrates. The investment allows for an additional capture of downstream value and establishes capability to deliver up to 400 litres per day of high value nano-alumina slurry from February 2026.



Review of Operations

HPA First Project – Stage 2

At the close of FY2024, following the May 2024, Stage 2 Final Investment Decision (FID) and attendant equity financing, Alpha commenced the immediate establishment of an Integrated Owners Teams (IOT), issued key long lead equipment orders and commenced site establishment.

FY2025 saw Stage 2 construction activities consolidate with the following key milestones achieved:

Commencement and completion of bulk earthworks

Stage 2 bulk earthworks were commenced and completed on time and budget by December 2024, with retaining wall emplacement and site fill completed. Raw water connection was completed together with trade waste and stormwater ponds.



Final MCU Permit approval received

In the December 2024 quarter, Alpha received the final amendment to the Material Change of Use (MCU) approval from the Queensland Government for Stage 2 of the HPA First Project (Stage 2), representing the final Stage 2 governmental approval.



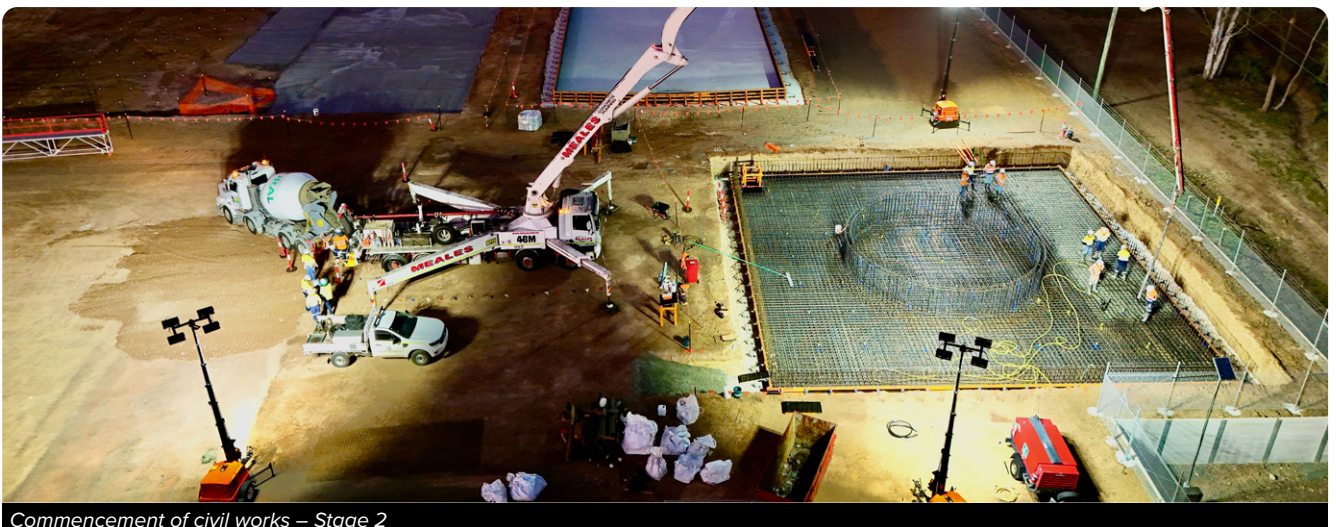
WHS accreditation received

Alpha achieved accreditation under the Australian Government building and construction Work Health and Safety (WHS) Accreditation Scheme. WHS accreditation allows Alpha to directly manage key construction works on site as the principal contractor. The accreditation is also a condition precedent to the project debt funding to be provided by the Northern Australia Infrastructure Facility (NAIF) and Export Finance Australia (EFA).



Commencement of Major Civil Works

During the final quarter of the reporting period a major civil works (concrete construction) tender was awarded, with the successful contractor completing site mobilisation. The Project engineering team issued the first “issued for construction” (IFC) concrete drawings and site works have now commenced (see photo below). Engineering will continue to focus on delivering IFC drawings in the coming months to the civil contractor, utilising their input to maximise efficiency in design and constructability.



Commencement of civil works – Stage 2

Review of Operations

Engineering and Fabrication



During the year the IOT continued to ramp up engineering resources to fill out the detailed design. Offsite fabrication of long lead equipment has progressed steadily, particular for the key solvent extraction (SX) circuit which will be shipping to site later this year (refer images on following pages).

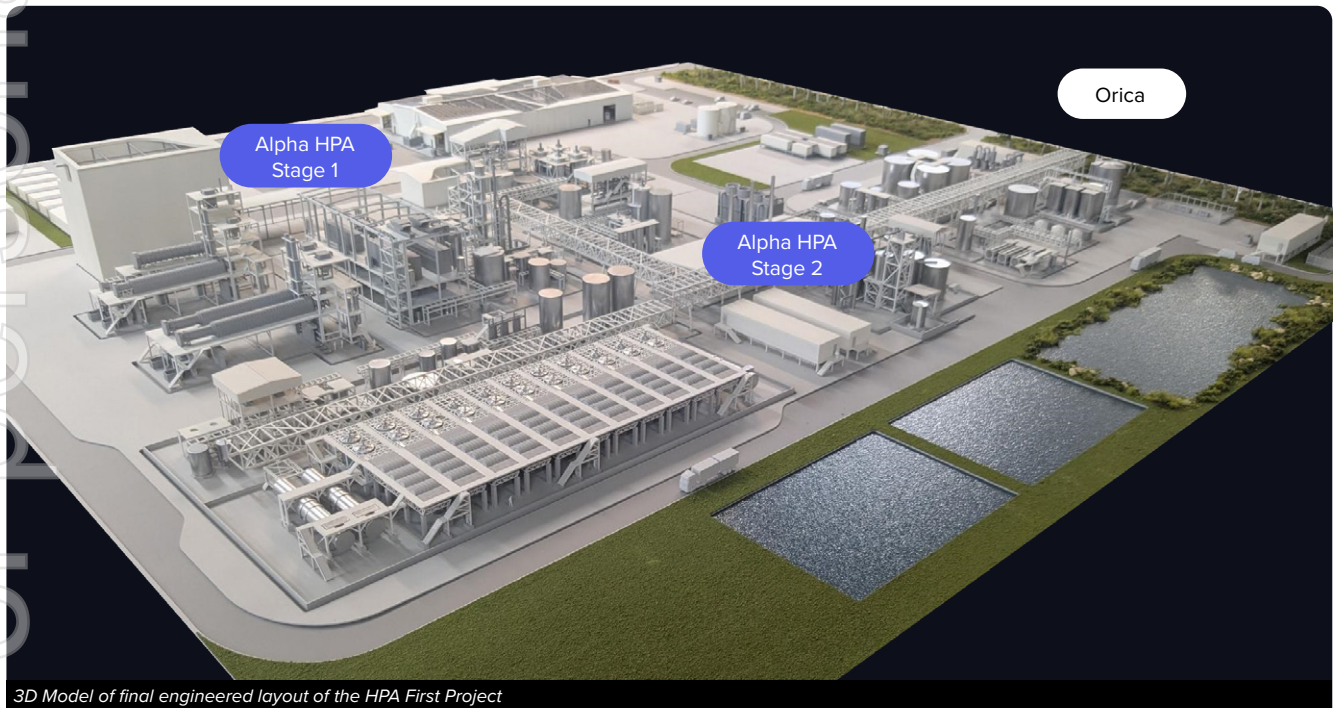
Offsite fabrication of the major tanks package commenced in the June quarter. A local structural mechanical and piping (SMP) contractor was engaged via Early Contractor Involvement (ECI) for large tank erection contract to be issued next month for tender. The project team are continuing to work with local contractors to optimise scheduling and constructability.

Project procurement has continued to advance with the steady issuance of the remaining plant equipment orders.

Operations Readiness



The operations readiness team continues the process of implementing supporting plant systems that will support both start up and ongoing operations. Specifically, the maintenance management system, safety and environment management system and a commissioning handover system to ensure all systems are properly checked and verified before Stage 2 startup.



3D Model of final engineered layout of the HPA First Project



SX Settler Tank Fabrication

By-product concentrator

SX Mixer Tank Fabrication

SX Frame Fabrication

Selected Offsite fabrication images

Review of Operations



Rio Tinto

Orca

Alpha HPA
Stage 1

Alpha HPA
Stage 2

*HPA First Project site looking west, showing completed earthworks and commencement of civil works
Orca Yarwun in midground and Rio Tinto Yarwun alumina in background*

Alpha Polaris

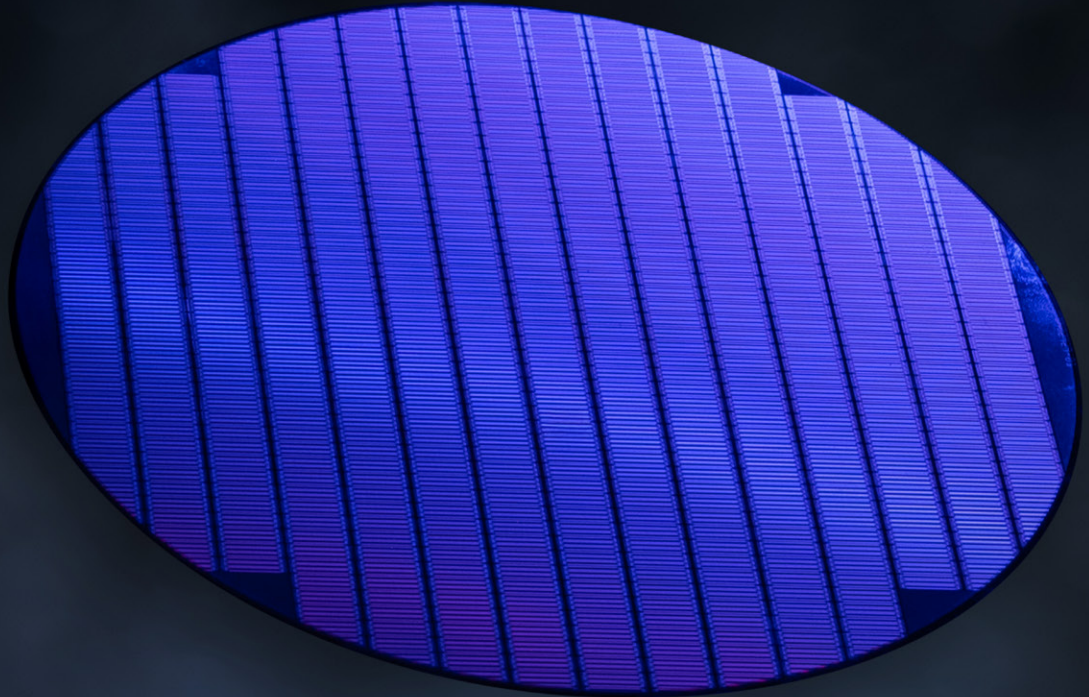
In November 2022, Alpha signed an MOU (see ASX announcement 14 November 2022) with Orca to investigate the potential deployment of the HPA First process technology adjacent to the Orca facility in Alberta Canada. Based on high volume demand signals across a number of Alpha's products, the Concept Study for this facility, to be termed Alpha Polaris, was formally initiated during the year

Study activities include:

- Review of indicative permitting/approval cost and timelines
- Review of potential Local and Provincial Govt support
- First pass review of initial capital costs and financial scenarios

Review of Operations

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Product Marketing

Overview

Over the last 12 months Alpha maintained a highly active product marketing effort to secure the highest value end-user commitments to support each of its projects.

The Company maintains a global network of marketing agents supported by an in-house sales, marketing and technical team. Product marketing is supported by test sample delivery and small-scale commercial sales from the Brisbane product development centre and the Stage 1 facility in Gladstone.

Alpha's marketing effort is focused on new demand for new technology trends which match the Company's novel process capability including:

- HPA and ATH for the manufacture of spherical thermal interface materials (fillers) for parallel processing semiconductors (Data Centres & AI)
- HPA for Chemical Mechanical Polishing (CMP) polishing of Silicon-Carbide (SiC) semiconductor substrates (used in power electronics) and hard-carbon packaging (increasingly used in high bandwidth memory (HBM), semiconductors)
- ATH for direct lithium extraction (DLE) sorbents
- Al-Nitrates for battery coatings and CMP applications

Recent marketing activities across the period included:

- Multiple end-user visits to China, Japan and South Korea during late March and May and the US in June
- Consolidation of strong demand signals and end-user qualification from the semiconductor sector
- Confirmation from semiconductor customers as being best in class for low radiation thermal filler applications
- Continued strong build up in qualification test orders and sales, now at 390 samples since Stage 2 FID in May 2024
- Steady and continued build in sales and forward sales orders

Review of Operations

Qualification

Although the qualification process and timeline varies by sector and end-user, the common elements of qualification include:

- Generally conducted under NDA (over 85 end-user NDA's in place)
- Qualification is a technically-led evolution from small, free-issue samples (1-2kg) to production scale testing, generally as commercial sales (100kg to 1,500kg)
- End-users are generally undergoing a parallel qualification downstream with their own customers
- End-user value commitment during qualification is typically >US\$1M
- Qualification timeline can be 12 months to 3 years with pricing discussions back-ended once material performance is determined
- Successful qualification will typically catalyse a Letter of Intent (LOI) or equivalent. LOI's are generally structured as a mutual commitment from Alpha to reserve and supply materials volumes and the end-user providing an intent to purchase.
- LOI forms the key terms for ongoing sales and supply contracts
- The mutual price and time investment of the technically-led qualification process builds a protective supply 'moat' and is an effective removal of price volatility

LOI Status

As at the end of the reporting period Alpha had secured LOI coverage of ~62% of the Stage 2 production capacity. In each case the LOI commitment has followed extensive end-user qualification test work and parallel end-user qualification with their downstream end-users.

In addition to the existing customer LOI's in place, at the end of the reporting period, Alpha remained in active negotiation, with;

- A further 6 end-user LOI's under draft
- A significant volume demand expansion of an existing LOI with a customer manufacturing thermal fillers for AI/Data center semiconductors

High Volume Quotations

In addition to the progress of LOI's, and based on first and second stage testwork results, Alpha is regularly issuing, formal quotations for the commercial supply of the following high purity materials, a number of recent examples issued late in the reporting period include:

- Up to 30 metric tonnes pa (mtpa) of aluminas and hydroxides for a China based manufacturer of spherical thermal interface materials for semiconductor packaging
- Up to 120mtpa of aluminas and hydroxides for a Japan based manufacturer of spherical thermal interface materials for semiconductor packaging
- Up to 500mtpa of aluminas and hydroxides for a South Korean based manufacturer of spherical thermal interface materials for semiconductor packaging
- Up to 120mtpa of high purity aluminium nitrate to US based manufacturer (end-use uncertain), and
- Up to 240mtpa of high purity aluminium nitrate to US/ Japan based semiconductor materials supplier
- Up to 20mtpa of high purity aluminium nitrate to a US based semiconductor materials supplier

Product Sales

Over the last 12 months product sales continue to build from the Stage 1 PPF, growing 9x from \$12K in cash sales for the September 2024 quarter to \$114K in cash sales in the June 2025 quarter. PPF Stage 1 third party sales revenue was \$258k for the 2025 financial year, an increase of \$202k, or 361% on the 2024 financial year.

At year end the Company had US\$194K in orders in place (under production or payment pending), with firm indications of formal orders to fulfill 110% of the current Stage 1 production capacity for ATH and HPA through to June 2026.



Selected product sales orders delivered during the reporting period

Review of Operations

Alpha Technology Advantage

Product development and marketing continues to clarify and consolidate the four discrete applications where Alpha’s process technology holds a clear advantage over competing manufacturing technologies and/or competing suppliers.

These sectors, Alpha’s technology advantage and marketing status are summarised below.

Sector	Semiconductor		DLE	Lithium-Ion Battery
Use	Thermal Fillers	CMP	DLE Sorbents	Coatings
Products	Alumina and ATH materials as spherical ‘heat sinks’ to manage temperature in high performance parallel processors (AI data centres).	Alumina abrasives for polishing silicon carbide substrates (Si-C) and package polishing.	ATH (Al(OH) ₂) as a precursor to make DLE sorbents for extracting lithium from brines	High purity Al-Nirtrate as coating precursor to apply Al-based coating on anode materials
A4N Advantage	End-users have noted Alpha is the only global supplier capable of providing <1ppb U and Th materials for ‘low-alpha’ thermal interface fillers	Novel process delivers ultra low alkali metals impurities (Na & K) and morphology driving out-performance as CMP abrasive	Novel process delivers unique amorphous ATH crystal structure = Ultra-High Performance	Alpha HPA is the first company globally to manufacture 5N purity aluminum nitrate Major Safety Benefit
Allocation	1720tpa under LOI (2 OEM’s) Qualifying with 8 x other Premium pricing ~ US\$22-35/kg Est. unmet demand: +5ktpa	4,000tpa under LOI 2 x LOI’s in draft Small scale sale commenced Qualifying for 12 x other Strong pricing ~ \$US20-30/kg Est. unmet demand: 10kt	LOI in draft Qualifying with 14 x counterparties Moderate pricing Est. unmet demand: +25ktpa	Qualified with a sector leader 2 x LOI + quotation in draft Moderate pricing (strong in HPA Eq) Est. unmet demand: +10ktpa

Review of Operations

Alpha Sapphire

Alpha Sapphire is a wholly owned subsidiary of Alpha HPA that has invested in an initial two, next-generation sapphire glass growth units (Phase A) as qualification units prior to decision on the commercial scale deployment of synthetic sapphire growth (Phase B & Phase C).

Synthetic sapphire is the crystalline form of high-purity alumina, grown in large, single crystals ('boules') within specialised sapphire growth units.

Alpha's entry into sapphire growth is based on both a logical downstream value addition from the manufacture of HPA, but also as new, high-ESG supplier of sapphire to feed new technology growth related to gallium-nitride on sapphire semiconductors and micro-LED displays.

Background

In March 2023, Alpha entered agreements with Ebner-Famotec, to provide for the staged entry by Alpha into the production and sale of synthetic sapphire glass utilising Ebner-Famotec sapphire growth technology and utilising Alpha's custom HPA tablets as feedstock. Ebner are an Austrian-based global leader in thermal technologies and have developed their proprietary next-generation sapphire growth technology with the capacity to grow five wide format (8") x c-axis sapphire crystals in a single run. The Ebner-Famotec technology is ideally configured to grow sapphire for wide format sapphire wafers, required to supply growing demand from semiconductor and LED market sectors.

During the year, the two Phase A sapphire growth units in Gladstone continued to run multiple sapphire growth runs using the Company's in-house high-purity alumina feedstock to provide synthetic sapphire for sales and end-user qualification.



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Review of Operations

Sapphire Marketing Update

Alpha Sapphire has been engaging with the synthetic sapphire end-use market since establishing maiden sapphire growth in May 2024.

Marketing has been focused on the following end-use markets:

Optics

Being sapphire glass utilisation in medical devices, watches and consumer electronics. During the quarter:

- Alpha Sapphire continued sales of sapphire boules to a counterparty in the production of ESG credentialled sapphire for their premium watch face customers.
- Alpha Sapphire reached conditional agreement on the sale of a further 2 metric tonnes of sapphire boules over the remainder of calendar 2025.

Semiconductors

Alpha Sapphire is responding to a number of inbound enquiries of new sector demand from a number of large semiconductor counterparties developing next generation Gallium-Nitride (GaN) -on-sapphire semiconductor platforms.

- GaN-on-sapphire, is an emerging semiconductor technology for high power and high-frequency devices.
- GaN-on-sapphire semiconductors are grown on wider format (8") C-plane sapphire wafers and are considered an excellent match to the capabilities of Alpha Sapphire's sapphire growth units which are optimised for wide-format C-axis sapphire growth.

Within the reporting period Alpha Sapphire:

- Completed 200mm sapphire wafers delivered to and payment received from a major global semiconductor OEM for GaN-on-sapphire qualification
- Hosted a site visit and received a formal approach from an existing sapphire optics customer to purchase >100% of forecast 2026 sapphire production

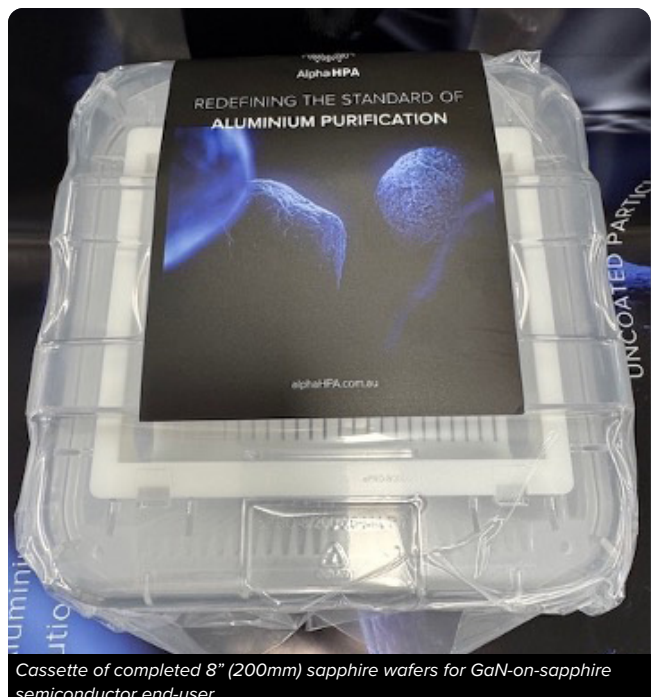
LED

Sapphire marketing to supply 8" wafers for LED has been de-emphasised based on the following market observations

- Large volume 8" (200mm) wafer demand from microLED is delayed with major end-user adoption deferred
- Alternative micro-LED consumer displays are small volumes only at this stage
- Promising technology trends from auto sector, including head-up-displays (HUD) and high-end smart watch devices
- Base-load LED supply chain is based on 4" and 6" sapphire substrates, which is well supplied with high level of cost competition

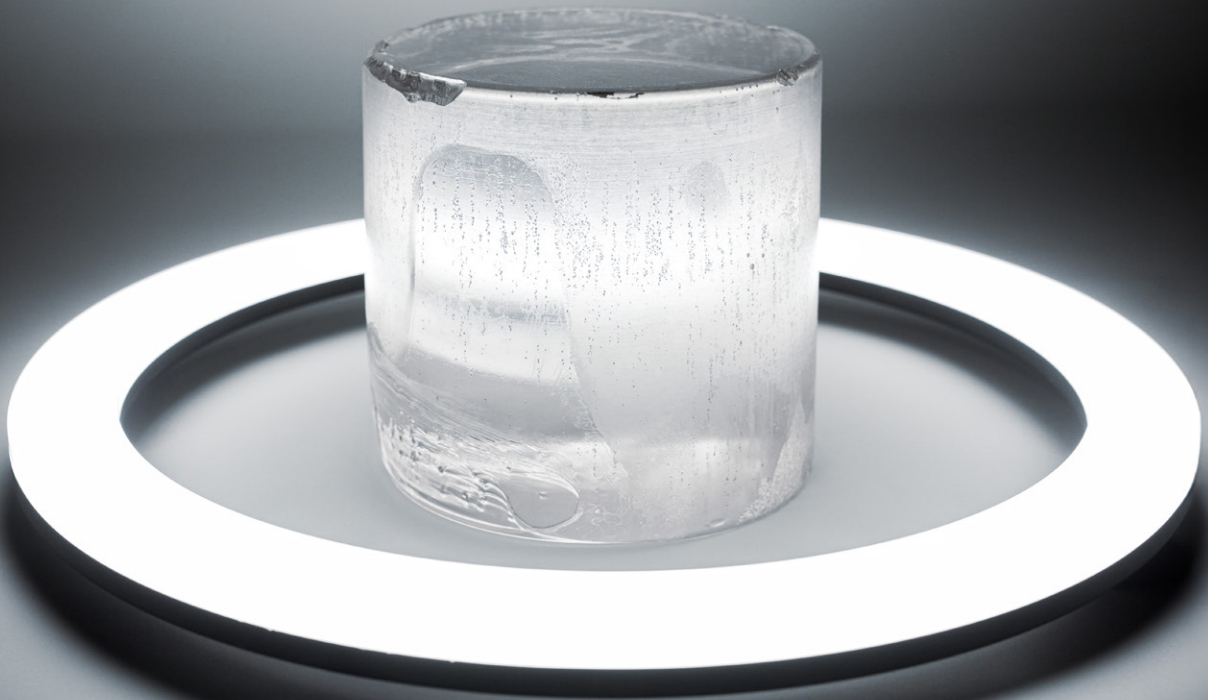
Optics

Alpha has successfully qualified and initiated ongoing sales to a sapphire optics customer manufacturing sapphire watch faces for premium watch makers seeking sustainability sourced sapphire. These sales are forecast to continue into FY26



Cassette of completed 8" (200mm) sapphire wafers for GaN-on-sapphire semiconductor end-user

Review of Operations



Raw, single crystal, c-axis sapphire boule, ready for processing (approx. 35kg)

Sapphire Growth

The continuous sapphire growth quality improvement program continued over the period, including

- A refined HPA feed blend
- A major reduction of internal bubbles and cloud zones
- A major reduction in low-angle-grain (LAG) zones
- Successful removal of molybdenum contamination and
- Successful implementation of software controlled crystal seeding

The most recent sapphire growth runs (June 2025) have recorded the highest quality sapphire growth to date in terms of very minor internal imperfections. The continuous improvement of sapphire quality is expected to increase the yield and payability on completed sapphire.

Phase B expansion

Phase B of the Alpha Sapphire Project represents the expansion of the existing 2 sapphire growth units (Phase A) to up to 48 additional sapphire growth units. Phase B feasibility assumes a new project site with access to renewable electricity.

Alpha Sapphire has made substantial progress on the Phase B feasibility study, noting:

- Detailed engineering of the Phase B development of the McSAP growing units is complete, and a value engineering process is underway to finalise CapEx estimate
- A detailed, but preliminary Phase B Project cost model has been built showing robust financial returns built on dominant sales of 8" sapphire wafer to the GaN-on-sapphire sector and conditional on improved sapphire growth pass rates.

Lease documentation has also been exchanged for the phase B site in Brisbane. The site will also house Alpha's Brisbane administration, the Product development centre, and eventually the full Stage 2 Project team. The site relocation began in the first week of August 2025.

Review of Operations

Corporate Activities

Production Tax Credit review underway

Alpha notes the introduction to the Australian Parliament of the Future Made in Australia (Production Tax Credits and Other Measures) Bill 2024. The Bill established a new refundable tax offset to support the processing of Critical Minerals (including HPA) in Australia.

The Bill passed through both houses of Parliament on 11 February 2025 and will have a material positive impact on the financial returns of the Stage 2 project.

Research and Development (R&D) Claim

In July 2024 the Company received a \$6.2M R&D rebate, which related to the 2023 financial year. The Company has lodged a \$3.1M R&D rebate claim in relation to the 2024 financial year.

Contractual Close for Senior Debt Funding

In December 2024, the Company announced it had reached Contractual Close with the NAIF and EFA, in respect of the debt funding package for the development of Stage 2 of the HPA First Project. The Company has executed a Syndicated Facility Agreement (SFA) under which NAIF (via the State of Queensland) and EFA - on its Commercial Account and under the Australian Government's Critical Minerals Facility (CMF) - have jointly (50:50) committed to provide \$400M in debt funding. There remain conditions precedent to be satisfied before EFA/NAIF debt can be utilised, including meeting an LOI volume test.

Contractual Close is the execution of debt finance agreements and represents a major funding milestone for the delivery of Stage 2.

Leadership Changes

In February 2025 the Company announced that Mr Rob Williamson, Executive Director and the Company's Chief Operations Officer (COO), would assume the role of Managing Director (MD), with Mr Rimas Kairaitis assuming the role of Executive Director and Chief Commercial Officer (CCO).

These changes were carefully planned to calibrate the Company's leadership to reflect the needs of the business into the future as the Company moves into its next phase of growth and expands its operational footprint in Queensland.

At the same time, long standing Executive Director Mr Peter Nightingale retired from the Board and his executive role.

Review of Operations

Corporate Governance Statement

The Board is committed to maintaining standards of Corporate Governance. Corporate Governance is about having a set of core values and behaviours that underpin the Company's activities and ensure transparency, fair dealing and protection of the interests of stakeholders. The Company has reviewed its corporate governance practises against the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council.

The 2025 Corporate Governance Statement is dated as 29 August 2025 and reflects the corporate governance practises throughout the 2025 financial year. The 2025 Corporate Governance Statement was approved by the Board on 29 August 2025. A description of the Company's current corporate governance practises is set out in the Company's Corporate Governance Statement which can be viewed at <https://alphahpa.com.au/asx-compliance-information/>.



Directors' Report

The Directors present their report together with the consolidated financial statements of the Group comprising of Alpha HPA Limited (**Alpha or the Company**), and its controlled entities for the financial year ended 30 June 2025 and the Auditor's report thereon.

Directors

The names of the Directors in office at any time during or since the end of the financial year are:

Norman Seckold	-	Chairman
Robert Williamson	-	Managing Director
Rimas Kairaitis	-	Director and Chief Commercial Officer
Dr Regan Crooks	-	Non-Executive Director
Marghanita Johnson	-	Non-Executive Director
Annie Liu	-	Non-Executive Director
Anthony Sgro	-	Non-Executive Director
Peter Nightingale	-	Finance Director (resigned 1 February 2025)

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Company Secretary

The Company Secretary in office during the financial year was Richard Edwards.

Principal Activities

The Company's principal activities over the last 12 months have been:

- continued expansion of product marketing and product development activities with a particularly strong focus on establishing qualification supply into the semiconductor sector
- successful product qualification and execution of customer LOIs
- reaching Contractual Closure of the Company's \$400M senior debt financing package
- commencement of construction of the full-scale Stage 2 of the HPA First Project.

Directors' Report

Financial Results

The loss of the Group for the financial year after providing for income tax amounted to \$32,555,318 (2024 - \$24,981,041 loss).

Review of Operations

A review of the Group's operations for the year ended 30 June 2025 is set out in the Review of Operations.

Dividends Paid or Recommended

The Directors do not recommend the payment of a dividend in respect of the financial year ended 30 June 2025. No dividends have been paid or declared during the financial year (2024 - \$nil).

Environmental Regulations

The Group is subject to state, federal and international environmental legislation. The Group has complied with its environmental obligations and the Group has not received a notification for environmental breaches by any Government agency to the date of this Directors' Report, and the Directors do not anticipate any obstacles in complying with the legislation.

Significant Changes in State of Affairs

In the opinion of the Directors, significant changes in the state of affairs of the Group that occurred during the year ended 30 June 2025 were as follows:

- Continued expansion of product marketing and product development activities with a particularly strong focus on establishing qualification supply into the semiconductor sector, where the Company has established a clear technology advantage in supplying both ATH and HPA for thermal fillers and CMP polishing.
- Successful product qualification and execution of customer LOIs, with LOI coverage reaching ~62% of the Stage 2 production capacity
- Production expansion and optimisation of the Stage 1 facility to service smaller scale commercial orders and customer qualification test orders with a strong focus on high-purity Al-Nitrates, ATH, HPA and densified HPA tablets, servicing customers in the battery, semiconductor and sapphire glass (optics) sectors.
- Reaching Contractual Closure of the Company's \$400M senior debt financing package with the NAIF and EFA with respect to the development of Stage 2 of the HPA First Project.
- Commencement and completion of Stage 2 bulk earthworks
- Award and commencement of works under the Stage 2 major civil works contract.
- Award and commencement of offsite fabrication of major long lead equipment items ahead of delivery to site in late 2025 for assembly and installation.
- Continued sapphire boule production from the Company's initial 2 sapphire crystal growth units for dispatch to end-users for qualification testing and to meet sales orders.
- Extension of the \$30m Sales Support Facility from QCMBTF to align with an anticipated FID phases B and C of the Alpha Sapphire Project.
- Establishment of Alpha Polaris with the formal commencement of concept studies to consider the deployment of Alpha's proprietary process technology into a second HPA processing facility adjacent to Orica's facility in Alberta, Canada.

After Balance Date Events

No matters or circumstances have arisen since the end of the reporting period, which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Directors' Report

Information on Directors



Norman Alfred Seckold
Chairman

Director since 30 November 2009.

Norman Seckold graduated with a Bachelor of Economics degree from the University of Sydney and has spent more than 35 years in the full time management of natural resource companies, both in Australia and overseas.

Mr Seckold has been the Chairman of a number of publicly listed companies including Moruya Gold Mines (1983) N.L., which acquired the Golden Reward heap leach gold deposit in South Dakota, USA, Pangea Resources Limited, which acquired and developed the Pauper's Dream gold mine in Montana, USA, Timberline Minerals, Inc. which acquired and completed a feasibility study for the development of the MacArthur copper deposit in Nevada, USA, Perseverance Corporation Limited, which discovered and developed the Nagambie gold mine in Victoria, Valdora Minerals N.L., which developed the Rustler's Roost gold mine in the Northern Territory and the Ballarat East Gold Mine in Victoria, Viking Gold Corporation, which discovered a high grade gold deposit in northern Sweden, Mogul Mining N.L., which drilled out the Magistral and Ocampo gold deposits in Mexico and Bolnisi Gold N.L, which discovered and developed the Palmarejo and Guadalupe gold and silver mines in Mexico.

Mr Seckold was a member of the Nomination Committee until April 2025.

Other current listed company directorships:

Chairman of Nickel Industries Limited (Director since 2007), Chairman of Sky Metals Limited (since 2001), Chairman of Fulcrum Lithium Limited (since 2023) and Director of Uvre Limited (since 2025).

Former directorships in the last three years:

Santana Minerals Ltd.

Interests in Company securities: 50,890,263 shares indirectly held and 97,274 performance rights directly held directly as at the date of this report.



Robert Williamson
Managing Director

Director since 1 May 2023.

Rob Williamson is a mechanical engineer and joined the Company in June 2020 having rebuilt and started up a new 155ktpa SX zinc refinery in the USA in the capacity of Vice President and GM of the facility. Rob brings 20 years of experience in large facility operations to Alpha. Rob is responsible for building a Project delivery team for our HPA project in Gladstone. Rob was appointed to the Company's Board in May 2023.

Rob is a member of the Risk and Sustainability Committee and became a member of the Nomination Committee in April 2025.

Other current listed company directorships: None.

Former directorships in the last three years: None.

Interests in Company securities: 1,530,779 shares directly held and 270,699 performance rights directly held at the date of this report.

Directors' Report



Rimas Kairaitis
Director and Chief
Commercial Officer

Director since 1 November 2017.
Managing Director from 23 August 2018 to
1 February 2025.

Mr Kairaitis is a geologist with over 30 years' experience in minerals exploration and project development in gold, base metals and industrial minerals. In his previous role, Mr Kairaitis was founding Managing Director and CEO of Aurelia Metals (ASX: AMI), which he steered from a junior exploration company IPO to a profitable NSW based gold and base metals producer. Mr Kairaitis led the geological field teams to the discovery of the Tomingley and McPhillamy's gold deposits in NSW and steered the Hera gold-lead-zinc project from discovery through to successful commissioning and commercial production.

Mr Kairaitis is a member of the Nomination Committee.

Other current listed company directorships: Sky Metals Limited (since 2019).

Former directorships in the last three years: None.

Interests in Company securities: 14,200,000 shares directly held, 660,000 shares indirectly held and 350,430 performance rights directly at the date of this report.



Dr Regan Crooks
Non-Executive Director

Director since 6 September 2022.

Regan is a Chemical Engineer who brings a wealth of experience in technology commercialisation and corporate strategy at a critical time in Alpha's development as a world class industrial chemical company.

Working in senior executive and consulting roles over the last 20 years, Regan has supported numerous multinationals, start-ups, research and venture capital groups to develop innovative products and to rapidly scale and enter global markets. As consulting CEO for private companies including Future Feed Pty Ltd and Growave Pty Ltd, Regan has been directly involved and responsible for securing numerous international licensing and collaboration partnerships and bringing new technologies to market.

Regan also has direct experience in the chemicals market having spent 7 years as R&D Manager at Solvay, a leading multinational chemical company, where she was a part of a senior management team developing and commercialising new products.

Regan is a member of the Audit, Remuneration and Risk and Sustainability Committees.

Other current listed company directorships: None.

Former listed directorships in the last three years: None.

Interests in Company securities: 3,000,000 \$0.90 31 August 2025 unlisted options held directly at the date of this report.

Directors' Report



Marghanita Johnson
Non-Executive Director

Director since 15 January 2024

Marghanita has been the CEO of the Australian Aluminium Council since 2019. She has over 25 years' experience in the Australian mining and manufacturing sectors, predominantly within the aluminium industry.

Prior to joining the Council she led government engagement and advocacy on behalf of Rio Tinto's Pacific Aluminium assets and prior to that held key climate and sustainability roles at Rio Tinto. Marghanita has Environmental Engineering and Chemistry degrees from the University of Western Australia.

Marghanita is a member of the Audit Committee and the Chair of the Risk and Sustainability Committee and became a member of the Nomination Committee in April 2025.

Other current listed company directorships: None.

Former listed directorships in the last three years: None.

Interests in Company securities: 80,000 shares and 160,000 performance rights held directly at the date of this report.



Annie Liu
Non-Executive Director

Director since 14 December 2023.

Annie is a seasoned executive, having spent over 20 years building and leading teams across stages from product incubation to rapid growth and scale-up in mature markets. Previously, Annie was the Executive Director at Ford, and prior to this Annie forged and managed Tesla's multi-billion-dollar strategic partnerships and sourcing portfolios that support Tesla's Energy and Battery business units including Battery, Battery Raw Material, Energy Storage, Solar and Solar Glass, including raw materials sourcing efforts such as lithium for battery cells.

Annie is a member of the Remuneration Committee.

Other current listed company directorships: None.

Former directorships in the last three years: None.

Interests in Company securities: 80,000 shares and 160,000 performance rights held directly at the date of this report.

Directors' Report



Anthony Sgro
Non-Executive Director

Director since 1 November 2017.

Tony Sgro is a Chemical Engineer, graduating from University of Sydney. His studies included an emphasis on minerals chlorination, which focused on the application of chlorination techniques to the extractive metallurgy of various minerals including titanium, nickel, chromium and tungsten ores.

His early career was spent with an international engineering group, including an extended period managing operations in Indonesia.

In 1979, with two partners, Mr Sgro started Kelair Pumps which grew to be the largest privately owned pumping equipment supply company in Australia. The company was sold to an international group in 2004 but Mr Sgro remained with the company as General Manager until his retirement in 2015. In a career spanning 45 years, Mr Sgro was deeply involved in the technical and commercial aspects of supply of specialised equipment to the major process industries including oil and gas, petrochemical, chemical and mining industries, including equipment specification, material selection, commercial and technical aspects of large tenders, contract negotiation and contract management.

Mr Sgro serves as Chair of the Nomination and Remuneration Committees and is a member of the Audit Committee.

Other current listed company directorships: Fulcrum Lithium Limited.

Former directorships in the last three years: None.

Interests in Company securities: 5,345,455 shares directly held and 155,297 shares indirectly held at the date of this report.



Peter James Nightingale
Finance Director

Director from 30 November 2009 to 1 February 2025.

Peter Nightingale graduated with a Bachelor of Economics degree from the University of Sydney and is a member of Chartered Accountants Australia & New Zealand. He has worked as a chartered accountant in both Australia and the USA.

As a Director or Company Secretary Mr Nightingale has, for more than 35 years, been responsible for the financial control, administration, secretarial and in-house legal functions of a number of private and public listed companies in Australia and the USA including Bolnisi Gold N.L. and Nickel Industries Limited.

Other current listed company directorships:

Prospect Limited (since 2014) and Fulcrum Lithium Limited (since 2023).

Former directorships in the last three years: Nickel Industries Limited.

Interests in Company securities: 6,920,455 shares directly held and 13,612,500 shares indirectly held at the date of his resignation as a director.



Richard James Edwards
Company Secretary

Company Secretary since 3 September 2012.

Richard Edwards graduated with a Bachelor of Commerce degree from the University of New South Wales, is a Fellow of the Governance Institute of Australia, is a member of CPA Australia and holds a Graduate Diploma of Applied Finance and Investment from FINSIA. Mr Edwards has worked for over fifteen years providing financial reporting and company secretarial services to a range of publicly listed companies in Australia. He is also Company Secretary of ASX listed Nickel Industries Limited and Prospect Limited.

Directors' Report

Meetings of Directors

Directors	Directors' Meetings		Audit Committee Meetings		Nomination Committee Meetings	
	N° eligible to attend	Attended	N° eligible to attend	Attended	N° eligible to attend	Attended
Norman Seckold	10	10			1	1
Robert Williamson	10	10	-	-	-	-
Rimas Kairaitis	10	10	-	-	1	1
Peter Nightingale ¹	6	6	-	-	-	-
Regan Crooks	10	9	7	7	-	-
Marghanita Johnson	10	9	7	6	-	-
Annie Liu	10	10	-	-	-	-
Anthony Sgro	10	10	7	7	1	1

¹ Resigned as a director on 1 February 2025

Directors	Remuneration Committee Meetings		Risk and Sustainability Committee Meetings	
	N° eligible to attend	Attended	N° eligible to attend	Attended
Norman Seckold	-	-	-	-
Robert Williamson	-	-	6	6
Rimas Kairaitis	-	-	6	4
Peter Nightingale ¹	-	-	-	-
Regan Crooks	4	4	6	6
Marghanita Johnson	-	-	6	6
Annie Liu	4	4	-	-
Anthony Sgro	4	4	-	-

¹ Resigned as a director on 1 February 2025

Directors' Report

Directors' Interests

The following table provides the total ordinary shares held by each Director as at the date of this report:

	Directly held	Indirectly held
Norman Seckold	-	50,890,263
Robert Williamson	1,530,779	-
Rimas Kairaitis	14,200,000	660,000
Regan Crooks	-	-
Marghanita Johnson	80,000	-
Annie Liu	80,000	-
Anthony Sgro	5,345,455	155,297
Total	21,236,234	51,705,560

The following table provides the total options and performance rights held by each Director as at the date of this report:

	Options		Performance Rights	
	Directly held	Indirectly held	Directly held	Indirectly held
Norman Seckold	-	-	97,274	-
Robert Williamson	-	-	270,699	-
Rimas Kairaitis	-	-	350,430	-
Regan Crooks	3,000,000	-	-	-
Marghanita Johnson	-	-	160,000	-
Annie Liu	-	-	160,000	-
Anthony Sgro	-	-	-	-
Total	3,000,000	-	1,038,403	-

Unissued Shares Under Option

At the date of this report, unissued ordinary shares of the Company under option are:

Number of options	Exercise price	Expiry date
3,000,000	\$0.90	31 August 2025

Cashless conversion of Options

In addition, 105,574 shares were issued in May 2025, following share based payment modifications through the cashless conversion of options. The number of shares issued under a cashless conversion of options is equal in value to the difference between the exercise price payable in relation to the options and the market value of the Company shares on closing the day prior to the notice of exercise being lodged. Additionally, a further 521,030 shares in the Company were issued to these option holders (excluding the director who was an option holder).

Directors' Report

Performance Rights on issue

At the date of this report, performance rights of the Company on issue are:

Number of Rights	Basis	Vesting
3,250,000	Service based	1/3 December 2025, 1/3 December 2026
180,000	Performance based	Subject to share price performance
718,403	Performance based	Subject to Total Shareholder Return
6,065,000	Service based	1/3 December 2025, 1/3 December 2026, 1/3 December 2027

Indemnification of Officers and Auditor

During or since the end of the financial year, the Group has not indemnified or made a relevant agreement to indemnify an officer or auditor of the Company against a liability incurred by such an officer or auditor. In addition, the Group has not paid or agreed to pay, a premium in respect of a contract insuring against a liability incurred by an officer or auditor.

Proceedings on Behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or 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 any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Likely Developments

Information as to likely developments in the operations of the Group and the expected results of those operations in subsequent years has not been included in this report because disclosure of this information would be likely to result in unreasonable prejudice to the Group.

Directors' Report

Non-audit Services

KPMG Australia has acted as auditor for the Group for the 2025 financial year. During the 2025 financial year the auditor performed other services in addition to statutory duties.

	2025 \$	2024 \$
Auditors of the Company - KPMG:		
Audit of annual and review of interim financial reports - KPMG	262,500	251,000
CMAI grant audit	-	7,500
R&D incentive claim services	39,710	74,718
Remuneration advisory services	-	26,765
Debt advisory services	672,664	444,458
Other services fees	36,402	36,331
	1,011,276	840,772

The Board of Directors were satisfied that the provision of non-audit services during the 2025 financial year by the auditor, or by another person or firm on the auditor's behalf were compatible with, and did not compromise the auditor independence requirements of the *Corporations Act 2001 (Cth)* for the following reasons:

- the debt advisory services were specific to the \$400 million debt funding facility with EFA and NAIF. These services are not expected by Management to be ongoing and are outside the ordinary course of business;
- the non-audit services performed have been reviewed and approved prior to engagement by the Audit Committee Pre-Approval (Section 300(11B) and ASX Listing Rules, in alignment with the Company's Non-Audit Services Policy to ensure they do not impact the integrity and objectivity of the auditor;
- all non-audit services provided do not undermine the general principles relating to auditor independence, as set out in Code of Conduct APES 110 *Code of Ethics for Professional Accountants*, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards; and
- in future management expects any fees paid for these services will not be material.

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

The lead auditor's independence declaration is set out on page 38 as required under Section 307C of the *Corporations Act 2001 (Cth)*.

Directors' Report

Business Risk Disclosures

Risk	Description	Mitigant
Environmental, social and governance risk	Stakeholders require proactive environmental, social and governance (ESG) management. Failure to consider and adequately implement effective ESG measures and provide adequate disclosures may result in reduced investments, delays in approvals, regulatory intervention, community action, increased operating and insurance costs, damaged reputation and impacts to talent attraction and retention.	<p>The Company's operations continue to grow and the Company has put in place ESG policies and procedures that are appropriate for an entity of its size and scale.</p> <p>The Company works to conduct its activities (including operating entities within its control) in an environmentally responsible manner, in accordance with applicable laws and regulations.</p> <p>The Company maintains strong community relations to ensure that the local stakeholders are supportive of the Company's operations.</p>
Management and key personnel risk	<p>The Company's business and future success depends heavily on the continued services of a small group of executive management and other key personnel. If one or more of the Company's management or key personnel were unable to (or unwilling to) continue in their present positions, the Company might not be able to replace them easily or at all.</p> <p>As a result, the Company's business may be severely disrupted, materially adversely affecting its financial condition and operational results. The Company may also incur additional expenses to recruit, train and retain new or existing personnel.</p>	<p>To mitigate, the Company continues to increase the number of its technical and management workforce.</p> <p>The Company also seeks to mitigate the risk of attrition of key personnel by offering attractive remuneration packages and has put in place both an Option Incentive Plan and a Performance Rights Plan.</p> <p>The Company is developing succession strategies for key positions and has adopted change management procedures and systems to reflect organisational changes (system, processes and people) that may occur.</p>
Climate risk	<p>Climate change may cause certain physical and environmental risks that cannot be reasonably predicted by the Company. These risks include events such as increased severity of weather patterns and incidence of extreme weather events such as cyclones.</p> <p>Further, changes in laws and policies, including in relation to carbon pricing, greenhouse gas emissions and energy efficiency, may adversely impact operations.</p>	For a discussion on the Company's current strategy to mitigate these risks, please refer to the Company's 2025 Sustainability Report.
Cyber risk	The Company and its Group Entities rely on IT infrastructure and systems. The Company's IT infrastructure, systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, power or telecommunication provider's failure or human error. Interruptions would impact the Company's ability to operate and could result in business interruption, loss of customers and revenue and damaged reputation.	<p>The Company engages a reputable third-party IT firm to manage its IT infrastructure and cyber-security.</p> <p>Employees undertake compulsory cyber awareness training, including how to identify phishing emails and how to keep data safe, and are subject to a regular program of testing.</p>

Directors' Report

Risk	Description	Mitigant
Competition	<p>The Company participates in the developing ultra-high purity aluminum market using its proprietary solvent extraction and refining technology.</p> <p>While the Company is of the view that there are currently no identified technologies which directly compete with its proprietary process there are a range of other technologies currently available and in development which offer potential alternatives, in some of the products the Company produces, e.g. High Purity Alumina from hydrochloric acid digestion of kaolin clay.</p> <p>It is conceivable that in the future the market may be entered by globally focused competitors with significantly more access to capital and resources. Should any of the Company's competitors participate more aggressively on price, product, innovation or other means this could have a material adverse impact on the Company's business.</p> <p>The synthetic sapphire market is currently dominated by low-cost production based in China and Russia. Although Alpha believes it has access to sapphire growth technology which offsets cost advantages from low-cost jurisdictions, it is conceivable that established production may operate at a temporary loss to deter new competition or develop new and competitive technology</p>	<p>To mitigate, the Company expanded and consolidated its process IP rights to the aluminium extraction and refining technology (refer to ASX announcement dated 26 July 2023).</p> <p>The Company maintains a comprehensive array of document and procedure based protections of its proprietary process.</p> <p>The Company intends to continue to invest in R&D to maintain its competitive lead.</p> <p>On the synthetic growth business, Alpha co-operates with its technology supplier to help protect its technology advantage.</p>
Technological developments / disruption	<p>The Company has developed a novel technology with limited operating history. There is no guarantee that the Company will successfully commission its full scale Stage 2 HPA First Project, and there is uncertainty surrounding the rate of growth and prospects for the Company.</p>	<p>The Company has now successfully built, commissioned and is operating the process technology at small commercial scale within the Stage 1 PPF. This represents not only a scale-up de-risk of the process flows, but has also established a higher degree of operational skills and know how across the business engineering and operational staff.</p>
End Product Pricing	<p>The Company generates revenue primarily from the sale of HPA, aluminium salts and other high purity aluminium materials. The price of the inputs used to produce our products, as well as the products sold by the Company, are determined by technically qualified business-to-business contract negotiation, which are opaque and end-user specific.</p>	<p>The Company has engaged in, and continues to engage in, a detailed, technically led market outreach and product qualification process. The Company has access to a wider network of industry intermediaries and sales agents as well as independent market consultants which aggregate to provide the Company with a well-informed view of pricing within key-end user markets</p>
Liquidity and access to capital	<p>Although the Company believes that it will have sufficient capital to develop and commission the Stage 2 and meet its business objectives, there can be no assurance that these objectives can be met without further financing or, if further financing is necessary, that financing can be obtained on favourable terms or at all.</p>	<p>The Company actively monitors and manages its liquidity position through cash flow forecasting to ensure, as far as possible, that it will have sufficient liquidity to meet its obligations when they are due, under both normal and stressed conditions.</p>

Directors' Report

Risk	Description	Mitigant
Intellectual Property	<p>The Company's ability to leverage its innovations and know-how is contingent on its capacity to protect its intellectual property and associated improvements and developments.</p> <p>The Company may be required to incur significant expenses in establishing, protecting, and monitoring its intellectual property rights, including by engaging in litigation to enforce or vindicate its rights.</p> <p>Unauthorised use of the Company's intellectual property by third parties, including potential or actual competitors of the Company, may have adverse effect on the Company.</p>	<p>To mitigate, the Company expanded and consolidated its process IP rights to the aluminium extraction and refining technology (refer to ASX announcement dated 26 July 2023).</p> <p>In addition, the Company has implemented policies, procedures and practices to protect its intellectual property.</p>
Materials handling	<p>The Company's business involves the controlled use of chemicals and is therefore subject to environmental and health and safety laws and regulations.</p> <p>There is a risk that the Company will not comply with these laws and regulations, or, despite its compliance, will nonetheless be exposed to industrial incidents relating to potentially hazardous materials. Such incidents may result in liability for contamination, compensation to individuals exposed to harm and remediation for damage caused. The Company may also be liable for fines imposed under applicable laws and regulations.</p>	<p>The Company has implemented a variety of employee training programs on handling hazardous materials and risk management.</p> <p>Further, the Company maintains policy and procedural documentation designed to comply with health and safety laws and regulations.</p>

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Directors' Report

Remuneration Report - (Audited)

Principles of Compensation - (Audited)

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the Directors and the CFO of the Company. Key management personnel remuneration levels are determined by the remuneration committee, based on the nature of the role, market rates and the skills and experience of the key management personnel and then ratified by the Board of Directors. The policy of remuneration of Directors and senior executives is to ensure the remuneration package properly reflects the person's duties and responsibilities, and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Board is responsible for reviewing and evaluating its own performance. The evaluation process is intended to assess the Group's business performance, whether long term strategic objectives are being achieved and the achievement of individual performance objectives.

Remuneration generally consists of salary payments. Longer term incentives are able to be provided through the Group's Incentive Option Plan which acts to align the Directors and senior executives' actions with the interests of the shareholders. The terms and conditions of share options offered or granted by the Group are determined by the Board in its sole and absolute discretion. The remuneration disclosed below represents the cost to the Group for the services provided under these arrangements. No Directors or senior executives received performance related remuneration in the year ended 30 June 2025.

A remuneration consultant Loftswood was used by the Group during the year ended 30 June 2025 to make remuneration recommendations in relation to key management personnel. During 2025 they were paid \$22,000. The remuneration consultant provided no other services to the Company during the year. No remuneration consultants were used in the prior year. The Company is satisfied that the remuneration recommendations were free from influence of key management personnel about whom the recommendations may relate given the 3rd party nature of the relationship. The remuneration committee undertook its own inquiries and review of the processes and procedures followed by Loftswood during the course of its work and is satisfied that its remuneration recommendations were free from undue influence.

Directors' Report

Consultancy Agreements with Key Management Personnel

The Company has entered into an executive consultancy agreement with a company associated with Norman Seckold. Under this executive consultancy agreement, the consultancy company of Mr Seckold agrees to make Mr Seckold available to perform the duties and responsibilities of the position of Executive Chairman. From July 2024 to January 2025 the consultancy company received a fee of \$13,333 per month, equating to \$160,000 per annum. From February 2025 to June 2025 the consultancy company received a fee of \$20,833 per month, equating to \$250,000 per annum.

The Company had entered into an executive consultancy agreement with a company associated with Rimas Kairaitis. Under this executive consultancy agreement, the consultancy company of Mr Kairaitis agreed to make Mr Kairaitis available to perform the duties and responsibilities of the position of Managing Director. During the year the consultancy company received a fee of \$2,500 per day. From 1 February 2025 Mr Kairaitis assumed the role of Executive Director and Chief Commercial Officer. Following this appointment, he signed an employment agreement with the Company, under which his annual fixed remuneration has been set at \$492,000 per annum including superannuation contributions and Director fees. Additionally, the Company paid \$20,000 in office rental expenses. This fixed remuneration will be reviewed on an annual basis. The Company or employee may terminate the agreement on six months' notice.

Robert Williamson is employed by the Company under an employment contract. His annual fixed remuneration was \$445,255 per annum including superannuation contributions. From 1 February 2025 Mr Williamson assumed the role of Managing Director. Following this appointment, he signed an employment agreement with the Company, under which his annual fixed remuneration was increased to \$560,000 per annum including superannuation contributions and Director fees. This fixed remuneration will be reviewed on an annual basis. The Company or employee may terminate the agreement on six months' notice.

The Company had entered into an executive consultancy agreement with a company associated with Peter Nightingale. Under this executive consultancy agreement, the consultancy company of Mr Nightingale agreed to make Mr Nightingale available to perform the duties and responsibilities of the position of Finance Director. During the year the consultancy company received a fee of \$25,000 per month, equating to \$300,000 per annum, until the date of his resignation on 1 February 2025.

Each of the Company's Non-Executive Directors had entered into Letters of Appointment with the Company to serve as Non-Executive Directors. From July 2024 to January 2025 each of the Non-Executive Directors Regan Crooks, Marghanita Johnson, Annie Liu and Tony Sgro received a fee of \$7,083 per month, equating to \$85,000 per annum. In February 2025 the Company entered into executive consultancy agreements with companies associated with Regan Crooks, Marghanita Johnson, Annie Liu. Under these executive consultancy agreements, the consultancy companies agreed to make Ms Crooks, Ms Johnson and Ms Liu available to perform the duties and responsibilities of the position of Non-Executive Director. From February to June 2025 the consultancy companies received a fee of \$9,000 per month, equating to \$108,000 per annum. Mr Sgro moved to an employment contract. His annual fixed remuneration is \$108,000 per annum including superannuation contributions.

Craig Jones is employed by the Company under an employment Contract. His annual fixed remuneration was \$343,000 per annum including superannuation contributions from 1 February 2025 and increased to \$410,000 per annum including superannuation contributions. Under the terms of his contract the Company may at any time pay, following consideration of key performance indicators of both employee and the Company, a performance based bonus not exceeding 25% of the fixed remuneration. The Company may terminate the employment by giving three months written notice, except where employment is terminated for reasons of serious misconduct. Mr Jones may terminate the agreement by giving three months written notice.

Directors' Report

Details of Remuneration for the Year Ended 30 June 2025 - (Audited)

Details of Director and senior executive remuneration and the nature and amount of each major element of the remuneration of each Director of the Company, and other key management personnel are set out below:

Key management personnel	Year	Short term	Post-employment	Annual Leave	Termination benefit	Share based payments	Total	Proportion of remuneration related %	Value of options / rights as a % of remuneration
		Salary and fees \$	Super-annuation \$			Options/ Rights \$			
Executive Directors									
Norman Seckold	2025	197,500	-	-	-	12,164	209,664	-	5.80
	2024	160,000	-	-	-	-	160,000	-	-
Robert Williamson ⁶	2025	443,261	50,975	60,995	-	33,849	589,080	-	5.75
	2024	401,131	44,124	16,970	-	77,239	539,464	-	14.32
Rimas Kairaitis ⁷	2025	492,957	21,143	14,143	-	43,819	572,062	-	7.66
	2024	576,400	-	-	-	-	576,400	-	-
Peter Nightingale ⁵	2025	175,000	-	-	-	-	175,000	-	-
	2024	300,000	-	-	-	-	300,000	-	-
Non-Executive Directors									
Dr Regan Crooks	2025	94,583	-	-	-	25,202	119,785	-	21.04
	2024	85,000	-	-	-	206,804	291,804	-	70.87
Marghanita Johnson	2025	94,583	-	-	-	107,954	202,537	-	53.30
	2024	39,073	-	-	-	43,554	82,627	-	52.71
Annie Liu ²	2025	94,583	-	-	-	107,954	202,537	-	53.30
	2024	46,278	-	-	-	43,554	89,832	-	48.48
Cameron Peacock ¹	2025	-	-	-	-	-	-	-	-
	2024	28,333	-	-	-	-	28,333	-	-
Anthony Sgro	2025	89,842	4,641	-	-	-	94,483	-	-
	2024	85,000	-	-	-	-	85,000	-	-
Justin Werner ¹	2025	-	-	-	-	-	-	-	-
	2024	28,333	-	-	-	-	28,333	-	-
Management									
Craig Jones ⁴	2025	327,993	37,951	8,756	-	30,972	405,672	-	7.63
	2024	150,628	16,569	11,587	-	41,151	219,935	-	18.71
Total	2025	2,010,403	114,711	83,893	-	361,914	2,570,921	-	14.08
	2024	1,900,177	60,693	28,556	-	412,302	2,401,728	-	17.17

¹ Resigned as a director on 2 November 2023

² Appointed as a director on 14 December 2023

³ Appointed as a director on 15 January 2024

⁴ Appointed as CFO on 8 January 2024

⁵ Resigned as a director on 1 February 2025

⁶ Appointed as Managing Director on 1 February 2025

⁷ Appointed as CCO on 1 February 2025

Other than share based payments outlined above, no bonuses were paid during the financial year. During the year Performance Rights were issued to the Executive Directors and are detailed below in the section 'Performance Rights granted as Confirmation'.

Directors' Report

Consequences of Performance on Shareholder Wealth - (Audited)

In considering the Group's performance and benefits for shareholder wealth, the Board of Directors have regard to the following indices in respect of the current financial year and the previous four financial years:

	2025	2024	2023	2022	2021
Loss attributable to owners of the Company	\$32,555,318	\$24,981,041	\$15,680,708	\$7,359,124	\$16,274,742
Dividends paid	Nil	Nil	Nil	Nil	Nil
Change in share price	(\$0.01)	(\$0.285)	\$0.595	(\$0.140)	\$0.380
Return on capital employed ¹	(14%)	(10%)	(28%)	(15%)	(32%)

¹ Return on capital employed is calculated by dividing the profit or loss for the year by total assets less current liabilities

The overall level of key management personnel's compensation is assessed on the basis of market conditions, status of the Group's projects, and financial performance of the Company.

Movement in Shares - (Audited)

No shares were granted to key management personnel during the reporting period as compensation in 2024 or 2025. The movement during the reporting period in the number of ordinary shares in the Company held directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

Key management personnel	Held at 1 July 2024	Purchases/Option conversion	Vesting of Performance Rights	Sales	Held at 30 June 2025
Norman Seckold ³	67,326,909	350,000	-	(16,786,646)	50,890,263
Robert Williamson ²	1,331,036	199,743	-	-	1,530,779
Rimas Kairaitis	15,860,000	-	-	(1,000,000)	14,860,000
Peter Nightingale ¹	20,532,955	-	-	-	20,532,955
Regan Crooks	-	-	-	-	-
Marghanita Johnson	-	-	80,000	-	80,000
Annie Liu	-	-	80,000	-	80,000
Anthony Sgro	5,500,752	-	-	-	5,500,752
Craig Jones	-	-	60,000	-	60,000

¹ Number held when resigned as a director on 1 February 2025

² 116,300 shares purchased and 33,443 shares received following a cashless conversion of options

³ 37,029,800 shares held indirectly and Mr Seckold holds a pre-emptive acquisition right over 13,510,463 shares held by Tatrani Pty Ltd ATF Jillieth Margaret Superannuation Fund

Key management personnel	Held at 1 July 2023	Purchases	Option Conversion	Sales	Held at 30 June 2024
Norman Seckold	67,291,194	35,715	-	-	67,326,909
Robert Williamson	103,763	-	1,227,273	-	1,331,036
Rimas Kairaitis	9,860,000	-	6,000,000	-	15,860,000
Peter Nightingale	18,487,500	-	2,045,455	-	20,532,955
Regan Crooks	-	-	-	-	-
Marghanita Johnson ³	-	-	-	-	-
Annie Liu ²	-	-	-	-	-
Cameron Peacock ¹	6,500,000	-	1,500,000	-	8,000,000
Anthony Sgro	3,905,297	-	2,045,455	(450,000)	5,500,752
Justin Werner ¹	13,816,835	-	2,045,455	-	15,862,290
Craig Jones ⁴	-	-	-	-	-

¹ Number held when resigned as a director on 2 November 2023

² Number held when appointed as a director on 14 December 2023

³ Appointed as a director on 15 January 2024

⁴ Appointed as CFO on 8 January 2024

Directors' Report

Movement in Shares - (Audited) (Cont'd)

In December 2024 the Company issued 220,000 shares to key management personnel following the vesting of 220,000 performance rights held by key management personnel.

In May 2025 the Company issued 33,443 shares to director Rob Williamson at \$0.915 each as a cashless conversion of 2,040,000 \$0.90 options. Under a cashless conversion the number of shares issued is based on the fair value of the options exercised. Cashless conversions result in no additional expense arising for the Company.

Movement in Options - (Audited)

The movement during the reporting period in the number of options over ordinary shares in the Company held directly, indirectly or beneficially, by each key management person, including their personally related entities, is as follows:

	Held at 1 July 2024	Exercised	Held at 30 June 2025	Vested and exercisable at 30 June 2025
Norman Seckold	-	-	-	-
Robert Williamson	2,040,000	(2,040,000)	-	-
Rimas Kairaitis	-	-	-	-
Peter Nightingale ¹	-	-	-	-
Dr Regan Crooks	3,000,000	-	3,000,000	3,000,000
Marghanita Johnson	-	-	-	-
Annie Liu	-	-	-	-
Anthony Sgro	-	-	-	-
Craig Jones	-	-	-	-

¹ Number held when resigned as a director on 1 February 2025

	Held at 1 July 2023	Exercised / Sold	Held at 30 June 2024	Vested and exercisable at 30 June 2024
Norman Seckold	-	-	-	-
Robert Williamson	3,840,000	(1,800,000)	2,040,000	2,040,000
Rimas Kairaitis	10,000,000	(10,000,000)	-	-
Peter Nightingale	3,000,000	(3,000,000)	-	-
Dr Regan Crooks	3,000,000	-	3,000,000	2,000,000
Marghanita Johnson	-	-	-	-
Annie Liu	-	-	-	-
Cameron Peacock ¹	2,000,000	(2,000,000)	-	-
Anthony Sgro	3,000,000	(3,000,000)	-	-
Justin Werner ¹	3,000,000	(3,000,000)	-	-
Craig Jones ⁴	-	-	-	-

¹ Number held when resigned as a director on 2 November 2023

² Appointed as a director on 14 December 2023

³ Appointed as a director on 15 January 2024

⁴ Appointed as CFO on 8 January 2024

⁵ 4,000,000 options sold prior to exercise

Options granted as compensation - (Audited)

No options were granted to key management personnel as compensation during the 2024 and 2025 financial years.

Directors' Report

Performance Rights granted as compensation - (Audited)

The movement during the reporting period in the number of performance rights in the Company held directly, indirectly or beneficially, by each key management person, including their personally related entities, is as follows:

Key management personnel	Held at 1 July 2024	Granted	Cancelled	Vested	Held at 30 June 2025
Norman Seckold	-	97,274	-	-	97,274
Robert Williamson	-	270,699	-	-	270,699
Rimas Kairaitis	-	350,430	-	-	350,430
Peter Nightingale	-	182,389	(182,389)	-	- ¹
Regan Crooks	-	-	-	-	-
Marghanita Johnson	240,000	-	-	(80,000)	160,000
Annie Liu	240,000	-	-	(80,000)	160,000
Anthony Sgro	-	-	-	-	-
Craig Jones	360,000	-	-	(60,000)	300,000

¹ Number held when resigned as a director on 1 February 2025

During the year the Company issued 900,792 performance rights with market based conditions to Executive Directors Norman Seckold, Rimas Kairaitis, Peter Nightingale and Robert Williamson. The rights were valued using a Monte-Carlo simulation model. Their vesting depends on the Company's absolute total shareholder return (TSR), relative to the Company's volume weighted average price (VWAP) of the Company's shares traded on the ASX for the five trading days up to, but excluding, the date of grant. The VWAP was \$0.8628. The fair value of the rights granted was \$0.59 per right, totalling \$531,467. The 182,389 rights granted to Peter Nightingale were cancelled upon his resignation as a director of the Company.

The vesting is based on the following performance conditions:

TSR Performance of the Company:

- below 10% per annum cumulative TSR growth over the performance period
- between 10% and 20% per annum cumulative TSR growth over the performance period
- more than 20% per annum cumulative TSR growth over the performance period

Vesting Outcome

- 0% of the share rights will vest
- vesting will be on a sliding scale between 0% and 100% of the share rights
- 100% of the share rights will vest

Modification of terms of equity-settled share-based payment transactions - (Audited)

No terms of equity-settled share-based payment transactions (including options or performance rights granted as compensation to a key management person) have been altered or modified by the Company during the 2025 financial year.

Loans to key management personal and their related parties - (Audited)

There were no loans made to key management personnel or their related parties during the 2024 and 2025 financial years and no amounts were outstanding at 30 June 2025 (2024 - \$nil).

Directors' Report

Analysis of options and rights over equity instruments granted as compensation – (Audited)

All options refer to options over ordinary shares of Alpha HPA Limited, which are exercisable on a one-for-one basis.

Director	Options granted		% vested at year end	% vested during the year	% forfeited at year end	Financial year in which grant vests
	Number	Date				
Dr Regan Crooks	3,000,000	23 November 2022	100%	33.33%	-	1/3 in years 2023, 2024 and 2025

Director/KMP	Performance Rights Granted		% vested at year end	% vested during the year	% forfeited at year end	Financial year in which grant vests
	Number	Type				
Norman Seckold	97,274	Performance based	0.0%	0.0%	0.0%	2028
Robert Williamson	270,699	Performance based	0.0%	0.0%	0.0%	2028
Rimas Kairaitis	350,430	Performance based	0.0%	0.0%	0.0%	2028
Peter Nightingale	182,389	Performance based	0.0%	0.0%	100.0%	Expired
Marghanita Johnson	240,000	Service based	33.3%	33.3%	0.0%	1/3 in years 2025, 2026 and 2027
Annie Liu	240,000	Service based	0.0%	0.0%	0.0%	1/3 in years 2025, 2026 and 2027
Craig Jones	180,000	Service based	33.3%	33.3%	0.0%	1/3 in years 2025, 2026 and 2027
	180,000	Performance based	0.0%	0.0%	0.0%	2027

Other transactions with key management personnel - (Audited)

These key management personnel related entities transacted with the Group during the year as follows:

Norman Seckold and Peter Nightingale hold a controlling interest in an entity, MIS Corporate Pty Limited (MIS), which provided full administrative services, including administrative, accounting and investor relations staff, rental accommodation, services and supplies, to the Group during the year. Fees charged by MIS during the year amounted to \$280,500 (2024 - \$325,000) which includes a monthly fee of \$25,000 reduced to \$18,500 per month from April 2025 and reimbursement of a consultant's expenses. At 30 June 2025, \$nil (2024 - \$nil) was outstanding.

Annie Liu holds a controlling interest in an entity, Alto Group Inc. (Alto), which provided advisory services to the Group during the year. Fees charged by Alto during the year amounted to \$373,472 (2024 - \$45,553). At 30 June 2025, \$nil (2024 - \$nil) was outstanding.

Apart from the details disclosed in this note, no Director has entered into a material contract with the Group since the end of the previous financial year and there were no material contracts involving Director's interests existing at year end.

Signed at Sydney this 29th day of August 2025 in accordance with a resolution of the Board of Directors.



Rob Williamson
Managing Director

Lead Auditor's Independence Declaration



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

To the Directors of Alpha HPA Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of Alpha HPA Limited for the financial year ended 30 June 2025 there have been:

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

A stylized, handwritten signature of the KPMG firm, appearing as 'KPMG' in a cursive font.

KPMG

A handwritten signature in cursive script, appearing to read 'S Board'.

Stephen Board
Partner

Brisbane
29 August 2025

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Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2025

	Notes	Consolidated	
		2025 \$	2024 \$
Continuing operations			
Sales revenue		317,517	44,055
Other income	5	3,107,148	6,495,420
Unrealised gain/(loss) on investments	14	1,209,963	(3,063,188)
Administration and consultant expenses^		(20,054,103)	(13,912,481)
Audit, legal and other professional fees	7	(1,170,772)	(1,086,246)
Depreciation and amortisation expenses	7	(3,326,265)	(1,959,354)
Directors' and company secretarial fees		(831,673)	(1,079,271)
Share based payments	18	(4,273,261)	(1,442,848)
Research and development expenses^		(2,694,465)	(2,531,678)
Marketing expenses^		(1,664,266)	(230,858)
Intellectual property expenses		(4,879)	-
Project operational expenses^		(9,849,153)	(7,594,716)
Operating loss before financing income		(39,234,209)	(26,361,165)
Finance income	6	7,165,559	1,632,322
Finance expense	6	(486,668)	(252,199)
Net financing income		6,678,891	1,380,123
Loss before income tax expense		(32,555,318)	(24,981,041)
Income tax expense	8	-	-
Loss after income tax expense		(32,555,318)	(24,981,041)
Total comprehensive loss for the year		(32,555,318)	(24,981,041)
Earnings per share			
Basic and diluted loss per share (cents)	9	(2.87)	(2.71)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

^ Refer to Note 2 for reclassification of prior period expenses

Consolidated Statement of Financial Position

As at 30 June 2025

	Notes	Consolidated	
		2025 \$	2024 \$
Current assets			
Cash and cash equivalents	10	102,035,989	189,618,503
Trade and other receivables	11	14,011,131	7,984,763
Prepayments		13,914,188	1,122,022
Inventory	12	4,335,581	2,702,556
Total current assets		134,296,889	201,427,844
Non-current assets			
Trade and other receivables	11	11,250,000	-
Property, plant and equipment	13	124,721,490	59,005,720
Right-of-use assets	13	782,204	454,552
Investments	14	3,549,053	2,240,472
Deposits		5,255,189	390,010
Intellectual Property licence rights	15	3,516,583	3,778,382
Total non-current assets		149,074,519	65,869,136
Total assets		283,371,408	267,296,980
Current liabilities			
Trade and other payables	16	20,379,397	7,964,396
Deferred consideration		134,759	102,050
Deferred grant recognition	17	25,968,087	5,913,029
Lease liability	13	549,956	237,249
Borrowings	20	3,533,535	218,760
Total current liabilities		50,565,734	14,435,484
Non-current liabilities			
Deferred consideration		701,313	825,619
Lease liability	13	331,878	232,995
Deferred grant recognition	17	11,250,000	-
Provision for decommissioning and rehabilitation	27	1,646,772	1,627,898
Borrowings	20	-	3,000,000
Total non-current liabilities		13,929,963	5,686,512
Total liabilities		64,495,697	20,121,996
Net assets		218,875,711	247,174,984
Equity			
Issued capital	18	352,718,198	348,983,987
Reserves	18	4,032,174	3,350,740
Accumulated losses		(137,874,661)	(105,159,743)
Total equity		218,875,711	247,174,984

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2025

Attributable to equity holders of the Group	Notes	Issued capital \$	Reserves \$	Accumulated losses \$	Total \$
Balance at 1 July 2023		127,756,651	8,437,692	(80,178,702)	56,015,641
Loss for the year		-	-	(24,981,041)	(24,981,041)
Total comprehensive loss for the year		-	-	(24,981,041)	(24,981,041)
Transactions with owners recorded directly in equity					
Contributions by and distributions to owners of the Company					
Issue of shares	18	225,073,214	-	-	225,073,214
Cost of issue	18	(8,375,678)	-	-	(8,375,678)
Fair value of options exercised during the period		4,529,800	(4,529,800)	-	-
Transaction with option holder		-	(2,000,000)	-	(2,000,000)
Share based payments	19	-	1,442,848	-	1,442,848
Balance at 30 June 2024		348,983,987	3,350,740	(105,159,743)	247,174,984
Balance at 1 July 2024		348,983,987	3,350,740	(105,159,743)	247,174,984
Loss for the year		-	-	(32,555,318)	(32,555,318)
Total comprehensive loss for the year		-	-	(32,555,318)	(32,555,318)
Transactions with owners recorded directly in equity					
Contributions by and distributions to owners of the Company					
Issue of shares	17	1,543,700	(1,543,700)	-	-
Cost of issue	16	(17,216)	-	-	(17,216)
Fair value of options exercised during the period	16	1,738,800	(1,738,800)	-	-
Transfer to option premium reserve	16	-	159,600	(159,600)	-
Share based payments	17	468,927	3,804,334	-	4,273,261
Balance at 30 June 2025		352,718,198	4,032,174	(137,874,661)	218,875,711

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

For the year ended 30 June 2025

	Notes	Consolidated	
		2025 \$	2024 \$
Cash flows from operating activities			
Receipts from customers		171,730	48,737
Payments in the course of operations		(31,605,893)	(23,564,946)
Interest received		7,015,380	1,100,788
R&D rebate received		6,182,415	-
Net cash used in operating activities	21	(18,236,368)	(22,415,421)
Cash flows from investing activities			
Payments for capital works in progress		(83,483,179)	(11,397,518)
Payments for research and development		(2,694,465)	(5,746,948)
Payments for property, plant and equipment		(2,061,296)	(11,823,931)
Payments for investments		(98,617)	-
Payments for security deposits		(4,865,178)	(110,454)
Payments for intellectual property rights		-	(2,113,844)
Government grants and incentives received		23,815,000	6,059,091
Net cash used in investing activities		(69,387,735)	(25,133,604)
Cash flows from financing activities			
Proceeds from issue of shares	18	-	223,973,213
Transaction costs on share issue		(17,216)	(8,175,678)
Payment to option holders		-	(2,000,000)
Receipt of funds from borrowings		-	3,000,000
Repayment of lease liabilities		(350,302)	(217,636)
Net cash (used in)/from financing activities		(367,518)	216,579,899
Net (decrease)/increase in cash held		(87,991,620)	169,030,874
Cash and cash equivalents at 1 July		189,618,503	20,588,748
Effect of exchange rate adjustments on cash held		409,106	(1,119)
Cash and cash equivalents at 30 June	10	102,035,989	189,618,503

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Notes to the Consolidated Financial Statements

1 Reporting Entity

Alpha HPA Limited (the Company) is a company domiciled in Australia. The consolidated financial statements of the Company as at and for the year ended 30 June 2025 comprise the Company and its subsidiaries (together referred to as the 'Group').

The Group is a for-profit entity developing the HPA First Project, to produce high purity alumina products for the battery, LED and semi-conductor markets, as well as synthetic sapphire glass.

2 Basis of Preparation

Statement of compliance

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. The consolidated financial statements comply with the International Financial Reporting Standards (IFRSs) adopted by the International Accounting Standards Board (IASB).

The consolidated financial statements were authorised for issue by the Board of Directors on 29 August 2025.

Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items in the Statement of Financial Position:

- Investments - financial assets measured at fair value through profit and loss.

Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

Use of estimates and judgements

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are described in the following notes:

- Note 3 Accounting for research and development activities, which involves distinguishing between research and development activities in accordance with AASB 138. Management have determined that the criteria to capitalise development costs have not been met during the 2025 financial year.
- Note 8 Unrecognised deferred tax assets
- Note 15 Intellectual Property licensing rights
- Note 19 Share based payments
- Note 20 Accounting for QIC borrowings

Reclassification of prior period expenses

Certain types of expenses have been reclassified with the Consolidated Statement of Profit or Loss and Other Comprehensive Income to align with current year presentation. The impact of this change on the previously reported comparative period includes an increase of research and development expenses of \$2,292,612, a decrease in administration and consultant expenses of \$601,974, a decrease in marketing expenses of \$196,995, a decrease in rent expense \$56,775 and of project operations expenses of \$1,436,868.

Notes to the Consolidated Financial Statements

2 Basis Of Preparation (Cont'd)

Going concern

The consolidated financial statements have been prepared on a going concern basis, which contemplates the continuation of normal business operations, the realisation of assets and the settlement of liabilities in the normal course of business. The Group incurred a loss after tax of \$32,555,318 (2024 - \$24,981,041), and had net cash outflows from operating activities, research and development activities and construction of the plant facilities of \$104,414,012 (2024 - \$51,383,818) for the year ended 30 June 2025.

The Group's main activity is the development of the HPA First Project and has minimal operating income. It is reliant on equity raisings or funds from other external sources to fund its activities.

The Directors have prepared cash flow projections that support the ability of the Group to continue as a going concern. These cash flow projections assume net cash outflows from operating and investing activities will continue and the operational expenditures are maintained within available funding levels. In addition, the cash flow projections indicate sufficient funds are available for the Group to realise its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the consolidated financial statements.

Accordingly, the consolidated financial statements for the year ended 30 June 2025 have been prepared on a going concern basis as, in the opinion of the Directors, there is a reasonable expectation that the Group will be able to pay its debts as and when they fall due for at least the next 12 months from the date of this report.

3 Material Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by all entities in the Group.

Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Transactions eliminated on consolidation

Intragroup balances and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements. Where a controlled entity issues shares to minority interests which does not result in loss of control by the Group, any gain or loss arising on the Group's interest in the controlled entity is recognised directly in equity.

Finance income and finance costs

Finance income comprises interest income on funds invested (including financial assets at fair value through profit or loss), dividend income, foreign exchange gains and gains on the disposal of financial assets at fair value through profit or loss. Interest income is recognised as it accrues in profit or loss, using the effective interest method. Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Finance costs comprise interest expense on borrowings, losses on disposal of financial assets, foreign exchange losses and impairment losses recognised on financial assets. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Notes to the Consolidated Financial Statements

3 Material Accounting Policies (Cont'd)

Research and development expenditure

Research related expenditure is expensed as incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use. Otherwise, development expenditure is recognised in profit or loss when incurred.

Property, plant and equipment

Items of property, plant and equipment are measured on the cost basis less depreciation and impairment losses.

Depreciation

The depreciable amount of all fixed assets is depreciated over the assets' estimated useful lives to the Group commencing from the time the asset is ready for use.

The depreciation rates and useful lives used for each class of depreciable assets are:

Fixed asset class	Depreciation rate	Depreciation basis
Building	5%	Straight line
Furniture and fittings	10%	Straight line
Lab equipment	10%	Straight line
Motor vehicles	20%	Straight line
Office equipment	20% to 50%	Straight line
Plant and equipment	5% to 50%	Straight line

Construction in progress

The Group recognises plant construction in progress costs at cost in a construction in progress account. Once construction has been completed and the plant is in service, costs recognised as construction in progress will be transferred to the appropriate assets category within property, plant and equipment and depreciation charges will commence.

Government grants

Where a rebate is received relating to research and development or other costs that have been expensed, the rebate is recognised as other income when the rebate becomes receivable and the Company complies with all attached conditions. If the research and development or other costs have been capitalised, the rebate is deducted from the carrying value of the underlying asset when the grant becomes receivable and there is reasonable assurance the Group will comply with the relevant conditions.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group applies a single measurement recognition and approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Notes to the Consolidated Financial Statements

3 Material Accounting Policies (Cont'd)

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group's exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Financial instruments

Non-derivative financial assets

The Group initially recognises loans and receivables on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the Statement of Financial Position when, and only when, the Group has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

On initial recognition, a financial asset is classified and measured at:

- amortised cost;
- fair value through other comprehensive income (FVOCI) – equity investment; or
- fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both the following conditions and is not designated as fair value through profit or loss:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value through OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through profit or loss. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Notes to the Consolidated Financial Statements

3 Material Accounting Policies (Cont'd)

Subsequent measurement and gains and losses

Financial assets at amortised cost These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Equity instruments at FVOCI These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in other comprehensive income and are never reclassified to profit or loss.

Financial assets at FVTPL These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Non-derivative financial liabilities

The Group initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Other financial liabilities comprise trade and other payables.

Tax

Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; or
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Notes to the Consolidated Financial Statements

3 Material Accounting Policies (Cont'd)

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the Consolidated Statement of Cash Flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Impairment

Financial instruments

The Group recognises expected credit losses (ECLs), where material, on:

- Financial assets measured at amortised cost;

The Group measures loss allowances at an amount equal to lifetime ECLs.

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

Non-financial assets

The carrying amounts of the Group's assets, other than deferred tax assets and inventories, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Goodwill, being an indefinite life intangible asset, is subject to annual impairment testing, in which the goodwill is allocated to a cash generating unit (CGU) for impairment testing and the value-in-use is compared to the carrying value of assets and liabilities in that CGU.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement, unless an asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through profit or loss.

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on retranslation are recognised in profit or loss.

Notes to the Consolidated Financial Statements

3 Material Accounting Policies (Cont'd)

Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on average costs over the relevant period of production, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Intellectual property

Intellectual property rights are recognised when it is probable that future economic benefits will be derived from the asset and will flow to the entity, provided these costs can be measured reliably. At initial recognition, these assets are measured at cost. Subsequently carried at its cost less any accumulated amortisation and any accumulated impairment losses at end of each period. Amortisation is done on a straight line basis, over the life of the Intellectual property licence agreement period, being 7 years. This accounting policy is in accordance with AASB 138 "Intangible Assets".

Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

Share-based payment transactions

The grant date fair value of share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

Site restoration

In accordance with the Group's environmental policy and applicable legal requirements, a provision for site restoration in respect of contaminated land, and the related expense, is recognised when the land is contaminated.

New standards and interpretations not yet 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's assessment of the impact of these new or amended Accounting Standards and Interpretations, is that there would be no material impact.

Notes to the Consolidated Financial Statements

4 Determination of Fair Values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Equity securities

The fair values of investments in equity securities are determined with reference to their quoted closing bid price at the measurement date.

Share-based payment transactions

The fair value of the employee share options is measured using the Black-Scholes formula. Measurement inputs include share price on the measurement date, exercise price of the instrument, expected volatility (based on an evaluation of the historic volatility of the Company's share price, particularly over the historical period commensurate with the expected term), expected term of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions are not taken into account in determining fair value.

The fair value of performance rights with market conditions is measured using a Monte Carlo simulation model. Measurement inputs include share price, expected time to vesting, risk free rate, dividend yield and volatility.

5 Other Income

	Consolidated	
	2025 \$	2024 \$
R&D tax rebate	3,107,148	6,182,415
Recognition of government grant	-	313,005
Total Other Income	3,107,148	6,495,420

6 Finance Income and Finance Costs

	Consolidated	
	2025 \$	2024 \$
Recognised in profit or loss		
Interest income on cash deposits	6,755,787	1,452,959
Interest income on R&D rebate	-	179,363
Interest expense QIC loan	(314,775)	(218,760)
Interest expense – lease liability	(171,893)	(31,084)
Foreign exchange gain/(loss)	409,772	(2,355)
Net finance income recognised in profit or loss	6,678,891	1,380,123

Notes to the Consolidated Financial Statements

7 Loss for the Year

	Consolidated	
	2025	2024
	\$	\$
Loss before income tax expense has been determined after:		
Depreciation of non-current assets		
- Plant and equipment	2,630,225	1,451,530
- Right of use asset	434,241	247,887
- Amortisation of intellectual property	261,799	259,937
Depreciation and amortisation expense	3,326,265	1,959,354
Audit of annual and review of interim financial statements	262,500	251,000
CMAI grant audit	-	7,500
Legal fees	908,272	827,746
Audit and legal fees	1,170,772	1,086,246
Total employee remuneration	9,575,444	6,199,434
Superannuation expense	1,192,354	747,328
Total employment expenses	10,767,798	6,946,762

Notes to the Consolidated Financial Statements

8 Income Tax

	Consolidated	
	2025 \$	2024 \$
Current tax expense		
Current year	(5,686,589)	(6,024,278)
Tax losses not recognised	5,686,589	6,024,278
Current tax expense	-	-
Numerical reconciliation of income tax expense to prima facie tax payable:		
Loss before tax	(32,555,318)	(24,981,041)
Prima facie income tax benefit at the Australian tax rate of 25% (2024 - 25%)	(8,138,829)	(6,245,260)
Increase in income tax expense due to:		
Non-deductible expenses	305,422	(409,517)
Tax losses not recognised	5,686,589	6,024,278
Effect of net deferred tax assets not brought to account	2,146,818	630,499
Income tax expense	-	-
Unrecognised deferred tax assets		
Deferred tax assets have not been recognised in respect of the following items:		
Taxable temporary differences (net)	948,170	941,262
Tax losses	19,670,792	14,833,970
Net	20,618,962	15,775,232

Deferred tax assets have not been recognised in respect of these items because it is not considered probable that future taxable profit will be available against which the Group can utilise the benefits therefrom. All tax losses relate to Australia and do not expire. To utilise these tax losses, the Group must meet requirements in relation to continuity of ownership or same business.

Notes to the Consolidated Financial Statements

9 Loss Per Share

	Consolidated	
	2025 \$	2024 \$
Basic and diluted loss per share have been calculated using:		
Net loss for the year attributable to equity holders of the Company	(32,555,318)	(24,981,041)
	N° of Shares	N° of shares
Weighted average number of ordinary shares (basic and diluted)		
- Issued ordinary shares at the beginning of the year	1,134,580,693	857,806,079
- Effect of shares issued on 26 July 2023	-	904,877
- Effect of shares issued on 28 July 2023	-	18,735,097
- Effect of shares issued on 8 November 2023	-	35,331,986
- Effect of shares issued on 24 May 2024	-	7,383,121
- Effect of shares issued on 20 June 2024	-	190,461
- Effect of shares issued on 27 June 2024	-	1,347,905
- Effect of shares issued on 16 December 2024	966,538	-
- Effect of shares issued on 6 May 2025	94,679	-
Weighted average number of shares at the end of the year	1,135,641,911	921,699,527

As the Group is loss making, none of the potentially dilutive securities are currently dilutive. Details on the 3,000,000 options and the 10,213,403 performance rights on issue are set out in Note 18.

10 Cash and Cash Equivalents

	Consolidated	
	2025 \$	2024 \$
Cash at bank	102,035,989	189,618,503
Cash and cash equivalents in the statement of cash flows	102,035,989	189,618,503

Notes to the Consolidated Financial Statements

11 Trade and Other Receivables

	Consolidated	
	2025	2024
	\$	\$
Current		
Government grant receivable	8,500,000	-
GST receivable	1,481,160	1,265,719
R&D rebate receivable	3,107,148	6,182,415
Interest receivable	271,940	531,533
Other receivables	650,883	5,096
Current trade and other receivables	14,011,131	7,984,763
Non-current		
Government grant receivable	11,250,000	-
Non-current trade and other receivables	11,250,000	-

12 Inventory

	Consolidated	
	2025	2024
	\$	\$
Current		
Raw materials	1,312,801	912,091
Work in progress	386,497	-
Finished goods	2,636,283	1,790,465
Total Inventory	4,335,581	2,702,556

Notes to the Consolidated Financial Statements

13 Property, Plant and Equipment & Lease

	Consolidated	
	2025	2024
	\$	\$
PROPERTY, PLANT AND EQUIPMENT		
Furniture and fittings		
Furniture and fittings - cost	146,152	102,112
Accumulated depreciation	(30,962)	(9,663)
Net book value	115,190	92,449
Office equipment		
Office equipment - cost	369,434	240,139
Accumulated depreciation	(158,362)	(76,741)
Net book value	211,072	163,398
Plant and equipment		
Plant and equipment - cost	46,763,701	45,743,061
Government grant recognition - cost	(15,196,995)	(15,196,995)
Accumulated depreciation	(2,725,877)	(991,096)
Net book value	28,840,829	29,554,970
Building		
Building - cost	14,171,651	14,015,745
Accumulated depreciation	(1,806,649)	(1,098,942)
Net book value	12,365,002	12,916,803
Lab equipment		
Lab equipment - cost	731,503	274,334
Accumulated depreciation	(89,704)	(44,378)
Net book value	641,799	229,956

Notes to the Consolidated Financial Statements

13 Property, Plant and Equipment & Lease (Cont'd)

	Consolidated	
	2025 \$	2024 \$
Motor vehicles		
Motor vehicles - cost	128,158	46,193
Accumulated depreciation	(36,111)	(16,912)
Net book value	92,047	29,281
Construction in progress		
Construction in progress - cost	108,420,989	33,871,088
Transfer to fixed assets	(20,347,633)	(20,348,688)
Government grant recognition	(8,281,914)	(161,971)
Net book value	79,791,442	13,360,429
Land		
Land - cost	2,648,851	2,648,851
Net book value	2,648,851	2,648,851
Software		
Software - cost	19,700	11,500
Accumulated depreciation	(4,441)	(1,917)
Net book value	15,259	9,583
Total property, plant and equipment	124,721,490	59,005,720

Notes to the Consolidated Financial Statements

13 Property, Plant and Equipment & Lease (Cont'd)

Reconciliations of the carrying amounts for each class of property, plant and equipment are set out below.

	Consolidated	
	2025 \$	2024 \$
Furniture and fittings		
Carrying amount at the beginning of the year	92,449	5,957
Additions	44,040	95,624
Depreciation	(21,299)	(9,132)
Net book value	115,190	92,449
Office equipment		
Carrying amount at the beginning of the year	163,398	43,191
Additions	147,062	177,104
Depreciation	(99,388)	(56,897)
Net book value	211,072	163,398
Plant and equipment		
Carrying amount at the beginning of the year	29,554,970	15,651,716
Additions	891,836	518,059
Additions – transferred from CIP	128,804	16,859,847
Government grant recognition	-	(2,811,663)
Depreciation	(1,734,781)	(662,989)
Net book value	28,840,829	29,554,970

Notes to the Consolidated Financial Statements

13 Property, Plant and Equipment & Lease (Cont'd)

	Consolidated	
	2025 \$	2024 \$
<p>Upon confirmation of \$15,500,000 of grant funding under the Federal Government's Critical Minerals Development Program (CMDP) the Company recognised this amount as a deferred government grant. Eligible expenditure under the grant agreement has been undertaken by the Company to expand the production capability of the Precursor Production Facility (PPF). In accordance with AASB 120 – Accounting for Government Grants and Disclosure of Government Assistance, \$15,200,000 has been included as an offset to the carrying value of the PPF (construction in progress). During the 2024 financial year, \$303,005 was recognised as other income, reflecting the portion related to operating expenditure.</p> <p>During the 2025 financial year, the Group received \$20,350,000 (2024: \$4,500,000) of the Federal Government Modern Manufacturing Initiative-Collaboration Stream grant. \$2,035,000 (10%) was paid to Orica or recorded as accrued expenses during the 2025 reporting period. The Group recognised total eligible grant income of \$8,119,943 as a deduction to the HPA First Project construction in progress during the 2025 financial year. The remaining balance, \$37,218,087, has been recorded as deferred grant income (liability).</p>		
Building		
Carrying amount at the beginning of the year	12,916,803	13,425,858
Additions	155,906	190,274
Depreciation	(707,707)	(699,329)
Net book value	12,365,002	12,916,803
Lab equipment		
Carrying amount at the beginning of the year	229,956	235,417
Additions	457,169	24,333
Depreciation	(45,326)	(29,794)
Net book value	641,799	229,956
Motor vehicles		
Carrying amount at the beginning of the year	29,281	38,520
Additions	81,966	-
Depreciation	(19,200)	(9,239)
Net book value	92,047	29,281
Construction in progress		
Carrying amount at the beginning of the year	13,360,429	5,513,279
Additions	74,549,901	24,868,968
Transfer to fixed assets	1,055	(16,859,847)
Government grant recognition	(8,119,942)	(161,971)
Net book value	79,791,442	13,360,429

Construction in progress expenditure relates to the construction of the HPA First Project Stage 2.

Notes to the Consolidated Financial Statements

13 Property, Plant and Equipment & Lease (Cont'd)

	Consolidated	
	2025 \$	2024 \$
Land		
Carrying amount at the beginning of the year	2,648,851	2,648,851
Net book value	2,648,851	2,648,851
Software		
Carrying amount at the beginning of the year	9,583	-
Additions	8,200	11,500
Depreciation	(2,525)	(1,917)
Net book value	15,259	9,583
LEASE		
Right of use assets – office space and warehouses		
Right of use assets		
Right of use assets - cost	1,594,005	1,102,271
ROUA disposal - cost	-	(95,321)
ROUA disposal - amortisation	-	95,321
Accumulated amortisation	(811,801)	(647,719)
Net book value	782,204	454,552
Right of use assets		
Carrying amount at the beginning of the year	454,552	290,197
Additions	587,056	412,242
Amortisation	(259,404)	(247,887)
Net book value	782,204	454,552
Lease liability		
Current	549,956	237,249
Non-current	331,878	232,995
Total lease liability	881,834	470,244

Notes to the Consolidated Financial Statements

14 Investments - Shares at Fair Value

	Consolidated	
	2025 \$	2024 \$
Opening balance	2,240,472	5,303,660
Additions	98,617	-
Unrealised gain/(loss) on investments	1,209,963	(3,063,188)
Closing balance	3,549,053	2,240,472

At 30 June 2025 the Company held the following shares in ASX listed entities:

- 17,125,000 shares in Far East Gold Limited, the fair value of which was \$2,654,375;
- 20,000,000 shares in Helix Resources Limited the fair value of which was \$40,000; and
- 1,643,610* shares in Santana Minerals Limited, the fair value of which was \$854,678.

* In October 2024 Santana Minerals Limited underwent a reconstruction of capital, under which shareholders received 3 shares for every 1 share held. In February 2025 the Company exercised 273,936 bonus options for which no consideration had been paid, receiving a further 273,936 shares in Santana Minerals Limited. The cost of exercising the options was \$98,617.

Fair value is based on the closing market value of the shares on the last day of trading on ASX prior to 30 June 2025. The fair value measurements for the Group's investments have been categorised as Level 1 fair values based on quoted prices in an active market for identical assets.

15 Intellectual Property Rights

During the year ended 30 June 2024 the Company signed an amendment and restatement deed to the sublicense agreement that expanded and consolidated its Intellectual Property (IP) rights to the aluminium extraction and refining technology on which the HPA First Project process flow sheet has been developed.

In consideration for securing these expanded IP rights, the Company completed the following cash and share based payments:

- \$2.0 million cash (plus GST), and
- \$1.0 million (plus GST) as fully paid ordinary shares at a price of \$1.1326 per share.

Under the sublicense agreement, the Company is required to pay the licensor an annual, CPI adjusted license fee of \$100,000. A quarterly royalty is also required to be paid, equal to 2% of gross revenue prior to practical completion (and 1% thereafter), of the full-scale Gladstone plant.

The Company has recorded an intangible asset on the balance sheet, comprising the cash and share based consideration paid for the expanded IP rights as well as an amount equalling the net present value of the future annual licence fees over remaining term.

	Consolidated	
	2025 \$	2024 \$
Intellectual property rights		
Carrying amount at the beginning of the year	3,778,382	-
Additions	-	4,038,320
Amortisation	(261,799)	(259,937)
Net book value	3,516,583	3,778,382

Notes to the Consolidated Financial Statements

16 Trade and Other Payables

	Consolidated	
	2025 \$	2024 \$
Current		
Trade creditors	4,255,206	3,235,847
Sundry creditors and accruals	9,124,191	4,728,549
Debt funding upfront fees	7,000,000	-
Total Trade and Other Payables	20,379,397	7,964,396

17 Deferred Grant Recognition

	Consolidated	
	2025 \$	2024 \$
Current		
Opening balance	5,913,029	5,364,668
Increase	28,175,000	6,075,000
Grant recognition into CIP/PP&E	(8,119,942)	(5,526,639)
Current deferred grant recognition	25,968,087	5,913,029
Non-current		
Opening balance	-	-
Increase	11,250,000	-
Non-current deferred grant recognition	11,250,000	-

During the 2025 financial year, the Company received Federal Government funding of \$20,350,000 (GST inclusive) under the Modern Manufacturing Initiative – MMI-C grant. In accordance with the grant terms, 10% of the total amount has either been paid to Orica or recorded as accrued expenses. A portion of the grant has also been recognised as an offset to property, plant and equipment.

The Company has recognised the government grant as earned based on the proportion of life to date expenditure to total estimated project cost. Grant funds received or receivable but not yet earned are recorded as a liability, classified as Deferred grant recognition.

The Company received \$5,500,000 (GST inclusive) in State Government funding under the Industry Partnership Program Agreement (IPP) during 2025 financial year. As at 30 June 2025, no amounts have been recognised as income or applied as an offset to property, plant and equipment.

Notes to the Consolidated Financial Statements

18 Capital and Reserves

	Consolidated			
	2025	2024		
	\$	\$		
Share capital				
Fully paid ordinary shares of 1,137,002,297 (2024 - 1,134,580,693)	352,718,198	348,983,987		
			2025	2024
Ordinary shares	N° of shares	\$	N° of shares	\$
Balance at the beginning of the year	1,134,580,693	348,983,987	857,806,079	127,756,651
Issue of shares	521,030	468,927	256,547,341	221,423,214
Cashless conversion of options	105,574	1,738,800	20,227,273	8,179,800
Vesting of performance rights	1,795,000	1,543,700	-	-
Costs of issue	-	(17,216)	-	(8,375,678)
Balance at the end of the year	1,137,002,297	352,718,198	1,134,580,693	348,983,987

Notes to the Consolidated Financial Statements

18 Capital and Reserves (Cont'd)

2025 Financial Year

In December 2024 the Company issued 1,795,000 shares following the vesting of 1,795,000 performance rights.

The Company issued 105,574 shares following the cashless conversion of 6,440,000 options, at an exercise price of \$0.90 per option. The grant date fair value of the share options exercised transferred from reserves to share capital was \$1,738,800. Additionally, the Company issued 521,030 shares to those holders of expiring \$0.90 options still employed by the Company, excluding key management personnel. The fair value of the shares granted was \$468,927, based on the closing price of \$0.90 of the Company's closing share price at grant date.

2024 Financial Year

In July 2023 the Company issued 971,217 shares to its IP Licensor for global exclusive Licensee rights to the process IP. The value of the shares granted, based on a 5 day VWAP was \$1.1326 per share, equal to consideration of \$1,100,000. Share costs totalled \$6,033.

Additionally, the Company issued 10,428,571 shares at \$0.35 each for cash totalling \$3,650,000, following the exercise of 10,428,571 \$0.35 options. The grant date fair value of the share options exercised transferred from reserves to share capital was \$2,096,286. Share costs totalled \$28,382.

Additionally, the Company issued 9,798,702 shares following the cashless conversion of 14,371,429 \$0.35 options. The grant date fair value of the share options exercised transferred from reserves to share capital was \$2,433,514.

In November 2023 the Company issued 54,794,521 shares at \$0.73 each, to sophisticated investors, for cash totalling \$40,000,000. Share costs totalled \$1,946,317.

In May 2024 the Company issued 71,111,111 shares at \$0.90 each, to sophisticated investors, for cash totalling \$64,000,000. Share costs totalled \$2,361,543.

In June 2024 the Company issued 6,337,158 shares at \$0.84 each, to shareholders under a Share Purchase Plan, for cash totalling \$5,323,213. Share costs totalled \$16,294.

In June 2024 the Company issued 123,333,334 shares at \$0.90 each, to sophisticated investors, for cash totalling \$111,000,000. Share costs totalled \$4,017,110.

Terms and conditions - shares

The Company does not have authorised capital or par value in respect of its issued shares. All issued shares are fully paid.

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

Notes to the Consolidated Financial Statements

18 Capital and Reserves (Cont'd)

Nature and purpose of reserves

Option premium and performance rights reserve

The option premium and performance rights reserve is used to recognise the grant date fair value of options vested but not exercised.

Foreign currency translation reserve

The foreign currency translation reserve records the foreign currency differences arising from the translation of the financial statements of foreign operations where their functional currency is different to the presentation currency of the reporting entity.

	Consolidated	
	2025 \$	2024 \$
Option premium reserve	789,000	2,342,998
Performance rights reserve	3,223,895	988,463
Foreign currency translation reserve	19,279	19,279
Total reserve	4,032,174	3,350,740
Movements during the period		
<i>Option premium reserve</i>		
Balance at beginning of period	2,342,998	8,418,413
Share options issued – share based payments	25,202	454,385
Exercise of options	(1,738,800)	(4,529,800)
Transfer to option premium reserve	159,600	-
Transaction with option holder	-	(2,000,000)
Balance at end of period	789,000	2,342,998
<i>Foreign currency translation reserve</i>		
Balance at beginning of period	19,279	19,279
Balance at end of period	19,279	19,279
<i>Performance rights reserve</i>		
Balance at beginning of period	988,463	-
Issue of performance rights	3,897,359	991,185
Vesting of performance rights	(1,543,700)	-
Cancellation of performance rights	(118,227)	(2,722)
Balance at end of period	3,223,895	988,463

Notes to the Consolidated Financial Statements

18 Capital and Reserves (Cont'd)

Unlisted options to take up ordinary shares in the capital of the Company have been granted as follows:

Exercise Period	Exercise Price	Opening Balance 1 July 2024 Number	Options Issued Number	Options Exercised Number	Options Expired Number	Closing Balance 30 June 2025 Number
On or before 30 April 2025	\$0.90	8,960,000	-	(6,440,000)	(2,520,000)	-
On or before 31 August 2025	\$0.90	3,000,000	-	-	-	3,000,000

Exercise Period	Exercise Price	Opening Balance 1 July 2023 Number	Options Issued Number	Options Exercised Number	Options Expired Number	Closing Balance 30 June 2024 Number
On or before 31 July 2023	\$0.35	24,800,000	-	(24,800,000)	-	-
On or before 30 September 2023	\$0.35	5,000,000	-	-	(5,000,000)	-
On or before 30 April 2025	\$0.90	9,120,000	-	-	(160,000)	8,960,000
On or before 31 August 2025	\$0.90	3,000,000	-	-	-	3,000,000

At 30 June 2025 the following options were vested and exercisable:

Number of options	Exercise price	Expiry date
3,000,000	\$0.90	31 August 2025

Unlisted performance rights to convert to ordinary shares in the capital of the Company have been granted as follows:

Name of Tranche	Basis	Opening Balance 1 July 2024 Number	Rights Issued Number	Rights Exercised Vested	Rights Cancelled Number	Closing Balance 30 June 2025 Number
Invite 1	Service	5,400,000	-	(1,795,000)	(355,000)	3,250,000
Invite 1	Performance	180,000	-	-	-	180,000
Executive Directors	Performance	-	900,792	-	(182,389)	718,403
Invite 2	Service	-	6,830,000	-	(765,000)	6,065,000

Name of Tranche	Basis	Opening Balance 1 July 2023 Number	Rights Issued Number	Rights Exercised Vested	Rights Cancelled Number	Closing Balance 30 June 2024 Number
Invite 1	Service	-	5,415,000	-	(15,000)	5,400,000
Invite 1	Performance	-	180,000	-	-	180,000

Notes to the Consolidated Financial Statements

19 Share Based Payments

The following share based payment expenses in relation to options on issue were recognised during the year ended 30 June 2025.

Number of options	Exercise price	Expiry date	Expense recognised during current period
3,000,000	\$0.90	31 August 2025	\$25,202

During the year ended 30 June 2025,

- the Company issued 6,830,000 service based performance rights for no consideration. The fair value of 5,750,000 of the service based rights was the Company's closing share price of \$0.91 on the grant date of 17 January 2025. The fair value of 1,080,000 of the service based rights was the Company's closing share price of \$0.855 at grant date on 30 June 2025. One third of the rights vest on 14 December 2025, 1/3 vest on 14 December 2026 and 1/3 vest on 14 December 2027. The fair value of the service based rights granted was \$6,155,900. A share based payment expense of \$1,337,416 was recorded during the 2025 financial year; and
- the Company issued 900,792 performance rights with market based conditions to Executive Directors Norman Seckold, Rimas Kairaitis, Peter Nightingale and Robert Williamson. The rights were valued using a Monte-Carlo simulation model. Their vesting depends on the Company's absolute total shareholder return (TSR), relative to the Company's volume weighted average price (VWAP) of the Company's shares traded on the ASX for the five trading days up to, but excluding, the date of grant. The VWAP was \$0.8628.

The vesting is based on the following performance conditions:

TSR Performance of the Company:

- below 10% per annum cumulative TSR growth over the performance period
- between 10% and 20% per annum cumulative TSR growth over the performance period
- more than 20% per annum cumulative TSR growth over the performance period

Vesting Outcome

- 0% of the share rights will vest
- vesting will be on a sliding scale between 0% and 100% of the share rights
- 100% of the share rights will vest

The fair value of the rights granted was \$0.59 per right, totalling \$531,467. A share based payment expense of \$89,832 was taken up during the year ended 30 June 2025.

The following share based payment expenses in relation to rights on issue were recognised during the year ended 30 June 2025.

Number of rights	Basis	Vesting	Expense recognised during current period
3,250,000	Service based	1/3 December 2024, 1/3 December 2025, 1/3 December 2026	\$2,320,911
180,000	Performance based	Subject to share price performance	\$30,972
718,403	Performance based	Subject to share price performance	\$89,832
6,065,000	Service based	1/3 December 2025, 1/3 December 2026, 1/3 December 2027	\$1,337,417

Notes to the Consolidated Financial Statements

19 Share Based Payments (Cont'd)

During the 2025 financial year the Company issued 521,030 shares in the Company to holders of 30 April 2025 \$0.90 options that were employed with the Company. The fair value of the shares issued was recorded as \$0.90 per share which was the closing price of the Company's shares at grant date (6 May 2025). A share based payment expense of \$468,927 was recorded during the 2025 reporting period.

During the year ended 30 June 2024,

- the Company issued 5,415,000 service based performance rights for no consideration. The fair value of the service based rights was the Company's closing share price of \$0.86 at the grant date. One third of the rights vested on 14 December 2024, 1/3 vest on 14 December 2025 and 1/3 vest on 14 December 2026. The fair value of the service based rights granted was \$0.86 per share, totalling \$4,656,900. A share based payment expense of \$979,978 was recorded during the year ended 30 June 2024.
- The Company issued 180,000 performance rights with market based conditions to CFO Craig Jones. The rights were valued using a Monte Carlo simulation model. Their vesting depends on the Company's VWAP at completion of the performance period on 14 December 2026, with nil vesting if the Company's share price is below \$1.30 and up to 100% vesting if the share price is \$1.90 or higher. The fair value of the rights granted was \$0.47 per share, totalling \$84,600. A share based payment expense of \$8,485 was taken up during the year ended 30 June 2024.

The following share based payment expenses in relation to rights on issue were recognised during the year ended 30 June 2024.

Number of rights	Basis	Vesting	Expense recognised during current period
5,400,000	Service based	1/3 December 2024, 1/3 December 2025, 1/3 December 2026	\$979,978
180,000	Performance based	Subject to share price performance	\$8,485

20 Borrowings

The Group's borrowings relate to a \$30,000,000 facility from QIC Critical Minerals and Battery Technology Fund (QCBTF) to fund the roll-out of the initial 50 sapphire growth units at the Alpha Sapphire project. The project funding facility may be applied in two phases:

- Phase A - \$3,000,000 drawable to re-imburse investment in the first two growth units; and
- Phase B - \$27,000,000 drawable (to reimburse or progressively fund) from Final Investment Decision ('FID'), until 30 September 2025.

The Group has drawn down the first \$3,000,000 during the 2025 financial year. The debt facility has a sales based repayment mechanism being 4.35% of the gross revenue (less power costs) capped to the first 2,500 tonnes of production, and is secured by a first ranking charge over shares in Alpha Sapphire Pty Ltd and its assets, subject to agreed exceptions. QCBTF agreed in December 2024 to extend the availability period to 30 September 2025 on the condition that a positive FID was taken by the Group on or before 30 June 2025. In June 2025 QCBTF agreed to a further extension to make positive FID until 31 August 2025. Failure to meet this condition or submit a utilisation request for the remaining \$27,000,000 by 30 September 2025 will result in the outstanding \$3,000,000 needing to be immediately repaid in full along with accrued interest at a rate of 10% per annum (accrued monthly) on the drawn amount since the date of drawing.

During the 2025 financial year, Solindo Pty Ltd (Solindo) (a wholly owned subsidiary and owner of the HPA First Project), executed a Syndicated Facility Agreement (SFA) under which NAIF (via the State of Queensland) and EFA - on its Commercial Account and under the Australian Government's Critical Minerals Facility (CMF) - have jointly (50:50) committed to provide \$400,000,000 in debt funding. Under the terms of the SFA, Solindo is required to pay Upfront Fees to the lenders totalling \$7,000,000 (which has been accrued per the disclosure in Note 15). Drawdown of the SFA remains subject to satisfaction of conditions that are typical for a facility of this nature (including Solindo securing letters of intent and product qualification for a minimum aggregate volume of production).

Notes to the Consolidated Financial Statements

21 Reconciliation of Cash Flows from Operating Activities

	Consolidated	
	2025 \$	2024 \$
Cash flows from operating activities		
Loss from ordinary activities after income tax	(32,555,318)	(24,981,041)
Adjustments for:		
Depreciation and amortisation	3,326,265	1,959,352
Revaluation of investment	(1,209,963)	3,063,188
Share based payments	4,273,261	1,442,848
Development and Intellectual Property expenses	2,694,465	249,403
Financing expenses	486,668	250,166
Effect of exchange rate adjustments	(409,106)	1,119
Changes in assets and liabilities:		
Trade and other receivables	(9,786,312)	(2,275,233)
Provisions for payroll liabilities	604,643	375,907
Prepayments	(12,792,167)	(709,264)
Inventories	(1,633,024)	(1,592,922)
Trade and other payables	28,764,220	(198,944)
Net cash used in operating activities	(18,236,368)	(22,415,421)

22 Auditor's Remuneration

	Consolidated	
	2025 \$	2024 \$
Auditors of the Company - KPMG:		
Audit of annual and review of interim financial reports - KPMG	262,500	251,000
CMAI grant audit	-	7,500
R&D incentive claim services	47,210	74,718
Remuneration advisory services	-	26,765
Debt advisory services*	672,664	444,458
Other services fees	28,902	36,331
	1,011,276	840,772

* The debt advisory services were specific to the \$400 million debt funding facility with EFA and NAIF. These services are not expected by Management to be ongoing.

Notes to the Consolidated Financial Statements

23 Financial Instruments

Financial risk management objectives and policies

The Group's financial instruments comprise deposits with banks, receivables, investments in financial assets, trade and other payables and from time to time short term loans from related parties. The Group does not trade in derivatives or in foreign currency.

The Group manages its risk exposure of its financial instruments in accordance with the guidance of the Board of Directors. The main risks arising from the Group's financial instruments are market risk, credit risk and liquidity risks. This note presents information about the Group's exposure to each of these risks, its objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. Risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. These policies are reviewed regularly to reflect changes in market conditions and the Group's activities.

The primary responsibility to monitor the financial risks lies with the Managing Director, the Chief Financial Officer and the Company Secretary under the authority of the Board.

Climate related risks

Alpha acknowledges that climate related risks have the potential to impact existing and proposed business operations of the Company. These risks include energy pricing risks, related to energy transition, and the input costs of key materials and labour related to climate impacts in key suppliers.

Market risks

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

The Group's exposure to market interest rates relates exclusively to cash and cash equivalents and is not considered a material risk.

At balance date the Group's variable interest bearing financial instruments were:

	Consolidated	
	2025	2024
	\$	\$
Financial assets		
Cash and cash equivalents	102,035,989	189,618,503

The Group did not have any variable market based interest bearing financial liabilities in the current or prior year.

The Group does not have interest rate swap contracts. The Group has nine interest bearing accounts from where it draws cash when required to pay liabilities as they fall due. The Group normally invests its funds in at least nine accounts to maximise the available interest rates. The Group always analyses its interest rate exposure when considering renewals of existing positions including alternative financing.

Notes to the Consolidated Financial Statements

23 Financial Instruments (Cont'd)

The following sensitivity analysis is based on the interest rate risk exposures at balance date.

For the year ended 30 June 2025, if the interest rates had moved, as illustrated in the table below, with all other variables held constant, the post-tax loss and equity would have been affected as follows:

Judgement of reasonable possible movements:

	Post tax loss (Higher)/Lower 2025 \$	Post tax loss (Higher)/Lower 2024 \$	Total equity (Higher)/Lower 2025 \$	Total equity (Higher)/Lower 2024 \$
+ 1% higher interest rate	1,458,272	1,051,036	1,458,272	1,051,036
- 0.5% lower interest rate	(729,136)	(525,518)	(729,136)	(525,518)

The movements in the loss after tax are due to higher/lower interest earned from variable movement in the interest rate on cash balances.

Currency risk

The Groups functional currency is Australian dollars. The Group holds some cash in US\$ and some trade receivables/payables denominated in US\$.

The Group's gross financial position exposure to foreign currency risk at 30 June 2025 is as follows:

- US\$14,657,191 (\$22,415,034) cash at bank;
- €5,285 (\$9,466) cash at bank
- US\$87,194 (\$133,345) of trade and other receivables; and
- US\$76,117 (\$116,405) of trade and other payables.

The Group's gross financial position exposure to foreign currency risk at 30 June 2024 is as follows:

- US\$103,252 (\$155,246) cash at bank;
- US\$3,389 (\$5,096) of trade and other receivables; and
- US\$97,376 (\$146,413) of trade and other payables.

The following significant exchange rates applied during the year:

	Average rate		Reporting date spot rate	
	2025	2024	2025	2024
A\$				
US\$	0.6585	0.6565	0.6539	0.6650

Notes to the Consolidated Financial Statements

23 Financial Instruments (Cont'd)

The following sensitivity analysis is based on the exchange rate risk exposures at balance date.

For the year ended 30 June 2025, if the exchange rate between the Australian dollar to the United States dollar had moved, as illustrated in the table below, with all other variables held constant, the post-tax loss and equity would have been affected as follows:

Judgement of reasonable possible movements:

	Post tax loss (Higher)/Lower 2025 \$	Post tax loss (Higher)/Lower 2024 \$	Total equity (Higher)/Lower 2025 \$	Total equity (Higher)/Lower 2024 \$
+ 10% higher AUD to USD exchange rate	(2,039,270)	(1,266)	(2,039,270)	(1,266)
+ 5% higher AUD to USD exchange rate	1,019,635	(633)	1,019,635	(633)

The Group seeks to minimise currency risk through the alignment of the proportion of cash balances held in various currencies with forecast expenditures and the underlying currency denomination of those forecast expenditures.

Price risk

The group holds listed shares. The following sensitivity is based on the price risk exposures at balance date.

	Post tax loss (Higher)/Lower 2025 \$	Post tax loss (Higher)/Lower 2024 \$	Total equity (Higher)/Lower 2025 \$	Total equity (Higher)/Lower 2024 \$
+ 10% higher of the share price	354,905	224,047	354,905	224,047

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors rolling forecasts of liquidity on the basis of expected fund raisings, trade payables and other obligations for the ongoing operation of the Group.

At balance date, the Group has available funds of \$102,035,989 for its immediate use.

Notes to the Consolidated Financial Statements

23 Financial Instruments (Cont'd)

The following are the contractual maturities of financial liabilities, including estimated interest payments:

Financial liabilities	Carrying amount \$	Contractual cash flows \$	Less than 6 months \$	6 to 12 months \$	1 to 5 years \$	More than 5 years \$
30 June 2025						
Trade and other payables	20,379,397	20,379,397	15,129,397	-	5,250,000	-
Deferred Consideration	836,072	836,072	134,759	-	701,313	-
QIC	3,533,535	3,533,535	3,533,535	-	-	-
Lease liabilities*	881,835	3,944,823	474,097	841,624	2,629,101	-
	25,630,839	28,693,827	19,271,788	841,624	8,580,414	-

* Includes lease liability related to Brisbane new plant in Morningside, not included in the Balance Sheet as the lease start date is 1 August 2025 and executed 30 June 2025.

Financial liabilities	Carrying amount \$	Contractual cash flows \$	Less than 6 months \$	6 to 12 months \$	1 to 5 years \$	More than 5 years \$
30 June 2024						
Trade and other payables	7,964,396	7,964,396	7,964,396	-	-	-
Deferred Consideration	927,670	927,670	102,050	-	825,620	-
QIC*	3,218,760	9,000,000	53,309	55,351	592,774	8,298,565
Lease liabilities	470,244	534,694	168,005	105,123	261,566	-
	12,581,070	18,426,760	8,287,760	160,474	1,679,960	8,298,565

* An estimate based on the operation of two sapphire growth units only, operating until 2069.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

Notes to the Consolidated Financial Statements

23 Financial Instruments (Cont'd)

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The carrying amount of financial assets represents the maximum credit risk exposure. The maximum exposure to credit risk at the reporting date was:

	Consolidated	
	2025 \$	2024 \$
Cash and cash equivalents	102,035,989	189,618,503
Trade and other receivables	14,011,131	7,984,763
Other financial assets	5,255,188	390,010
	121,302,308	197,993,276

Other financial assets for the year ended 30 June 2025 and 30 June 2024 represent bank guarantees and environmental bonds held with Government Departments.

All financial assets and liabilities are current, with the exception of bonds totalling \$5,255,188. The receivables primarily relate to the balance of the R&D tax incentive rebate which represents minimal credit risk. All other financial assets are not past due or impaired and the Group does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the Group except for the cash and cash equivalents described below.

The cash and cash equivalents are held with Australian banks, which are rated AA- by S&P.

Capital management

Management controls the capital of the Group in order to maintain an appropriate debt to equity ratio and ensure that the Group can fund its operations and continue as a going concern.

The Group's capital includes ordinary share capital supported by financial assets. There are no externally imposed capital requirements on the Group.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of cash levels, distributions to shareholders and share issues. There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

Notes to the Consolidated Financial Statements

24 Related Parties

Parent and ultimate controlling party

Alpha HPA Limited is both the parent and ultimate controlling party of the Group.

Key management personnel compensation

Information regarding individual key management personnel's compensation and some equity instruments disclosures as required by the *Corporations Act* and *Corporations Regulations 2M.3.03* are provided in the Remuneration Report section of the Directors' Report. Compensation paid to key management personnel during the year is set out in the table below. At 30 June 2025 there were \$38,833 of fees outstanding (2024: \$101,904).

	2025 \$	2024 \$
Primary fees/salary	2,010,403	1,900,177
Share based payments	361,914	412,302
Superannuation	114,711	60,693
Other benefit	83,893	28,556
	2,570,921	2,401,728

Key management personnel and Director transactions

The following key management personnel holds a position in another entity that results in them having control or joint control over the financial or operating policies of that entity, and this entity transacted with the Company during the year as follows:

Director Norman Seckold and former director Peter Nightingale hold a controlling interest in an entity, MIS Corporate Pty Limited (**MIS**), which provided full administrative services, including administrative, accounting and company secretarial and investor relations staff, rental accommodation, services and supplies, to the Group during the year. Fees charged by MIS during the year amounted to \$280,500 (2024: \$325,000) which includes a monthly fee of \$25,000 from July 2024 to March 2025, reduced to \$18,500 from April 2025 and reimbursement of consultant expenses incurred by MIS on behalf of the Group. At 30 June 2025, \$nil (2024: nil) remained outstanding.

Annie Liu holds a controlling interest in an entity, Alto Group Inc. (**Alto**), which provided advisory services to the Group during the year. Fees charged by Alto during the year amounted to \$373,472 (2024: \$45,553). At 30 June 2025, nil (2024: nil) was outstanding.

Notes to the Consolidated Financial Statements

25 Segment Information

Segment information is presented in respect of the Group's management and internal reporting structure.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly income earning assets and revenue, interest bearing loans, borrowings and expenses, and corporate assets and expenses.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets that are expected to be used for more than one period in that geographic region.

For the year ended 30 June 2025, the Group had two segments, being development of the HPA First Project and the Alpha Sapphire Project.

The Group has two reportable segments as follows:

	HPA First Project \$	Alpha Sapphire Project \$	Total \$
30 June 2025			
Revenue	259,640	57,877	317,517
Other income	3,107,148	-	3,107,148
Reportable segment loss before tax	(28,052,975)	(2,534,828)	(30,587,803)
Depreciation and amortisation	3,098,476	227,789	3,326,265
Reportable segment assets	190,315,450	5,400,151	195,715,601
Reportable segment liabilities	45,712,174	3,714,791	49,426,965
30 June 2024			
Revenue	44,055	-	44,055
Other income	6,495,420	-	6,495,420
Reportable segment loss before tax	(18,323,643)	(750,589)	(19,074,232)
Depreciation and amortisation	(1,939,536)	(19,816)	(1,959,352)
Reportable segment assets	70,747,802	5,527,346	76,275,148
Reportable segment liabilities	13,028,972	3,468,849	16,497,821

Notes to the Consolidated Financial Statements

25 Segment Information (Cont'd)

	Consolidated	
	2025	2024
	\$	\$
Reconciliations of reportable segment revenues and profit or loss		
Profit or loss		
Total loss for reportable segments	(30,587,803)	(19,074,232)
Unallocated amounts:		
Interest income	6,755,787	1,632,322
Net other corporate income/(expenses)	(8,723,302)	(7,539,131)
Consolidated loss before tax	(32,555,318)	(24,981,041)
Reconciliations of reportable assets and liabilities		
Assets		
Total assets for reportable segments	195,715,601	76,275,148
Unallocated corporate assets	87,655,807	191,021,832
Consolidated total assets	283,371,408	267,296,980
Liabilities		
Total liabilities for reportable segments	49,426,965	16,497,821
Unallocated corporate liabilities	15,068,732	3,624,175
Consolidated total liabilities	64,495,697	20,121,996

Notes to the Consolidated Financial Statements

26 Commitments and Contingencies

There are no contingent assets or liabilities as at the date of this financial report.

At balance date the Group had capital commitments of \$64,259,017.

27 Provision for Decommissioning and Rehabilitation

The Group may have an obligation to decommission the site of its Precursor Production Facility and restore the site at the end of the assets useful life. Management have assessed what obligations may exist and recorded a provision of an additional provision of \$18,874, taking the total provision to \$1,646,772.

	2025 \$	2024 \$
Opening balance	1,627,898	-
Additions	18,874	1,627,898
Provision for Decommissioning and Rehabilitation	1,646,772	1,627,898

28 Parent Entity Disclosures

As at and throughout the financial year ended 30 June 2025 the parent and ultimate controlling entity of the Group was Alpha HPA Limited.

	2025 \$	2024 \$
Result of the parent entity:		
Net loss	(16,508,532)	(27,001,791)
Other comprehensive loss	-	-
Total comprehensive loss	(16,508,532)	(27,001,791)
Financial position of the parent entity:		
Current assets	79,580,340	188,689,971
Non-current assets	154,992,186	57,564,804
Total assets	234,572,526	246,254,775
Current liabilities	1,470,948	1,060,309
Total liabilities	1,470,948	1,060,309
Net assets	233,101,578	245,194,466
Total equity of the parent entity:		
Share capital	352,718,198	348,983,987
Reserves	4,032,174	3,350,740
Accumulated losses	(123,648,794)	(107,140,262)
Total equity	233,101,578	245,194,466

The Directors are of the opinion that no contingencies existed at, or subsequent to, year end.

The Company had no capital commitments at the balance date.

Notes to the Consolidated Financial Statements

29 Events Subsequent to Reporting Date

No matters or circumstances have arisen since the end of the reporting period, which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

30 Group Entities

Particulars in relation to each controlled entity:

	Country of incorporation	Company interest in ordinary shares	
		2025 %	2024 %
Parent entity			
Alpha HPA Limited	Australia		
Controlled entities			
Augur Investments Pty Limited	Australia	100	100
Alapex Pty Ltd	Australia	100	100
Bugis Pty Ltd	Australia	100	100
Alpha Sapphire Pty Ltd	Australia	100	100
Solindo Pty Ltd	Australia	100	100

Consolidated Entity Disclosure Statement

For the year ended 30 June 2025

30 Group Entities (Cont'd)

Entity Name	Body corporate, partnership or trust	Place incorporated/formed	% of share capital held directly or indirectly by the Company in the body corporate	Australian or Foreign tax resident
Alpha HPA Limited	Body corporate	Australia		Australian
Augur Investments Pty Limited	Body corporate	Australia	100%	Australian
Alapex Pty Ltd	Body corporate	Australia	100%	Australian
Bugis Pty Ltd	Body corporate	Australia	100%	Australian
Alpha Sapphire Pty Ltd	Body corporate	Australia	100%	Australian
Solindo Pty Ltd	Body corporate	Australia	100%	Australian

Key assumptions and judgements:

Determination of Tax Residency

Section 295 (3A) of the Corporation Acts 2001 requires that the tax residency of each entity which is included in the Consolidated Entity Disclosure Statement (CEDS) be disclosed. In the context of an entity which was an Australian resident, "Australian resident" has the meaning provided in the Income Tax Assessment Act 1997. The determination of tax residency involves judgment as the determination of tax residency is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

- Australian tax residency - The consolidated entity has applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation's public guidance in Tax Ruling TR 2018/5.
- Foreign tax residency - The consolidated entity has applied current legislation and where available judicial precedent in the determination of foreign tax residency. Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with.

Directors' Declaration

1. In the opinion of the Directors of Alpha HPA Limited (the Company):
 - (a) the consolidated financial statements and notes thereto, set out on pages 39 to 79, and the Remuneration Report in the Directors Report, as set out on pages 31 to 37, are in accordance with the *Corporations Act 2001*, including:
 - (i) giving 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; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*;
 - (b) the consolidated entity disclosure statement as at 30 June 2025 set out on page 66 is true and correct; and
 - (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the chief executive officer and chief financial officer for the financial year ended 30 June 2025.
3. The Directors draw attention to Note 3 to the consolidated financial statements which includes a statement of compliance with International Financial Reporting Standards.

Signed at Sydney this 29th day of August 2025 in accordance with a resolution of the Board of Directors.



Robert Williamson
Managing Director

Independent Auditor's Report



Independent Auditor's Report

To the shareholders of Alpha HPA Limited

Report on the audit of the Financial Report

Opinion

We have audited the **Financial Report** of Alpha HPA Limited (the Company).

In our opinion, the accompanying Financial Report of the Company gives a true and fair view, including of the **Group's** financial position as at 30 June 2025 and of its financial performance for the year then ended, in accordance with the *Corporations Act 2001*, in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Consolidated statement of financial position as at 30 June 2025;
- Consolidated statement of profit or loss and other comprehensive income, Consolidated statement of changes in equity, and Consolidated statement of cash flows for the year then ended;
- Consolidated entity disclosure statement and accompanying basis of preparation as at 30 June 2025;
- Notes, including material accounting policies; and
- Directors' Declaration.

The **Group** consists of the Company and the entities it controlled at the year end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 *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 fulfilled our other ethical responsibilities in accordance with these requirements.

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Independent Auditor's Report



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.

This matter was 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 this matter.

Property, plant and equipment - \$124,721,490

Refer to Note 3 and Note 13 to the Financial Report

The key audit matter

Property, plant and equipment is considered to be a key audit matter due to the significance of the amount (being 44% of total assets) and the audit effort associated with assessing the completeness, existence, accuracy and classification of the amounts recorded by the Group given the stage of the Group's construction of significant plant and equipment projects.

The balance of property, plant and equipment mainly represents the costs the Group has capitalised, and the Group's recognition of the capital portion of government grants received in relation to the construction of plant and equipment as a reduction to its carrying value.

How the matter was addressed in our audit

Our procedures included:

- Assessing the Group's accounting policy for property, plant and equipment against the requirements of the accounting standards.
- For a statistical sample of items recorded as property, plant and equipment, checking the:
 - Expenditure amount recorded for consistency to invoices from third parties or other underlying documentation;
 - Classification of the expenditure as property, plant and equipment for consistency with its nature, by inspecting invoices from third parties or other underlying documentation and considering the Group's accounting policy.
- Testing the completeness of property plant and equipment expenditure recorded in the year by inspecting the underlying documentation for a sample of payments recorded by the Group after year end and unprocessed invoices at year end for evidence of the timing of the related expenditure.
- Reading the executed government grant agreements to understand the key terms of the agreements.
- Evaluating the appropriateness of the Group's accounting policies for recognition of government grants against the requirements of the accounting standards and our understanding of the business.
- Evaluating the recognition of government grants as a reduction in the carrying value of property, plant and equipment by considering the terms of the grants and the percentage

Independent Auditor's Report



	<p>completion of the projects.</p> <ul style="list-style-type: none">• Evaluating the disclosures made in the financial statements against the requirements of the accounting standards.
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Other Information

Other Information is financial and non-financial information in Alpha HPA Limited's annual report which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*;
- implementing necessary internal control to enable the preparation of a Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and that is free from material misstatement, whether due to fraud or error; and
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- 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.

Independent Auditor's Report



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. They 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 the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: https://www.auasb.gov.au/media/bwvicgre/ar1_2024.pdf. This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

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

Directors' 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 responsibilities

We have audited the Remuneration Report included in pages 31 to 37 of the Directors' report for the year ended 30 June 2025.

Our responsibility is to express an opinion as to whether the Remuneration Report complies in all material respects with *Section 300A* of the *Corporations Act 2001*, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

Stephen Board
Partner

Brisbane
29 August 2025

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Additional ASX Information

Additional information required by the Australian Securities Exchange Limited and not shown elsewhere in this report is as follows. The information is current as at 1 August 2025.

Distribution of Equity Securities

ORDINARY SHARES			
Range	Number of Holders	Number of Shares	% Units
1 - 1,000	900	560,166	0.05
1,001 - 5,000	1,686	4,665,315	0.41
5,001 - 10,000	820	6,477,201	0.57
10,001 - 100,000	1,533	54,680,019	4.81
100,001 - 9,999,999	484	1,070,672,562	94.16
Total		1,137,055,263	

The number of shareholders holding less than a marketable parcel is 381.

Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are:

N°	ORDINARY SHARES SHAREHOLDER	N° OF SHARES	TOTAL %
1	JP Morgan Nominees Australia Pty Ltd	164,386,352	14.46
2	Citicorp Nominees Pty Limited	127,227,588	11.19
3	HSBC Custody Nominees (Australia) Limited	100,776,890	8.86
4	Orica Investments Pty Ltd	57,737,762	5.08
5	UBS Nominees Pty Ltd	51,381,525	4.52
6	Permgold Pty Ltd	37,029,800	3.26
7	Palmer Bookmaking Pty Limited	32,220,059	2.83
8	BT Portfolio Services Limited <Warrell Holdings S/F A/C>	21,950,000	1.93
9	HSBC Custody Nominees (Australia) Limited – A/C 2	17,708,311	1.56
10	BNP Paribas Noms Pty Ltd	14,188,092	1.25
11	BNP Paribas Nominees Pty Ltd <IB AU Noms Retailclient>	13,704,467	1.21
12	Rosignol Pty Ltd <Nightingale Family A/C>	13,612,500	1.20
13	Tatranji Pty Ltd <Jillieth Margaret S/F A/C>	13,510,463	1.19
14	All-States Finance Pty Limited	13,204,545	1.16
15	Ninan Pty Ltd	12,171,678	1.07
16	HSBC Custody Nominees (Australia) Limited – GSI EDA	10,830,314	0.95
17	AMP Racing Pty Limited <AMP Racing A/C>	10,392,341	0.91
18	MRP Racing Pty Limited <MRP Racing A/C>	10,391,776	0.92
19	GAP Bookmaking Pty Limited <GAP Racing A/C>	10,391,767	0.91
20	Merrill Lynch (Australia) Nominees Pty Limited	9,057,835	0.80
Total		741,874,065	65.25

There are no current on-market buy backs.

Additional ASX Information

Substantial Shareholders

Substantial shareholders and the number of equity securities in which it has an interest, as shown in the Company's Register of Substantial Shareholders is:

Shareholder	N° of Shares Held
Regal Funds Management Pty Ltd (RFM)	114,186,941
AustralianSuper Pty Ltd	56,839,220
Orica Limited and Orica Investments Pty Ltd	57,737,762

Class of Shares and Voting Rights

The voting rights attached to ordinary shares, as set out in the Company's Constitution, are that every member in person or by proxy, attorney or representative, shall have one vote when a poll is called, otherwise each member present at a meeting has one vote on a show of hands.

Corporate Directory

Directors

Mr Norman Seckold (Chairman)
Mr Robert Williamson (Managing Director)
Mr Rimas Kairaitis (Chief Commercial Officer)
Dr Regan Crooks
Ms Marghanita Johnson
Ms Annie Liu
Mr Anthony Sgro

Company Secretary

Mr Richard Edwards

Principal Place of Business and Registered Office

Level 2, 66 Hunter Street
SYDNEY NSW 2000
Phone: 61-2 9300 3310
Fax: 61-2 9221 6333
Homepage: www.alphahpa.com.au

Auditors

KPMG
Level 11, Heritage Lanes
80 Ann Street
BRISBANE QLD 4000

Share Registrar

Computershare Investor Services Pty Limited
Level 4, 44 Martin Place
SYDNEY NSW 2000
Phone: 1300 787 272
Overseas Callers: 61-3 9415 4000
Fax: 61-3 9473 2500

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Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting of Alpha HPA Limited (**Alpha** or **the Company**) will be held at Level 11, 5 Martin Place, Sydney, NSW, on Monday, 24 November 2025 at 11.00am Australia Eastern Daylight Saving Time (AEDT).

Shareholders unable to attend the AGM in person will be able to view a webcast of the meeting at: <https://webcast.openbriefing.com/a4n-agm-2025/>

Shareholders are encouraged to lodge a directed proxy and submit written questions in advance of the meeting. Instructions on doing so are set out in the Notice and Access Letter sent to Shareholders along with the Notice of Meeting.

AGENDA

Financial Statements

To receive and consider the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2025.

To consider and, if thought fit, to pass the following resolutions, with or without amendment:

Ordinary Resolution 1. Approval of Remuneration Report

'That the Remuneration Report for the year ended 30 June 2025 be and is hereby adopted.'

Ordinary Resolution 2. Re-election of Mr Rimantas Kairaitis as a Director

'That Mr Rimantas Kairaitis be and is hereby re-elected as a Director.'

Ordinary Resolution 3. Re-election of Mr Anthony Sgro as a Director

'That Mr Anthony Sgro be and is hereby re-elected as a Director.'

Ordinary Resolution 4. Approval to issue Performance Rights to Director – Mr Norman Seckold

That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Mr Seckold (and/or his nominees) under the Company's Incentive Performance Rights Plan on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.

A voting exclusion statement and voting prohibition statement applies to this resolution. Please see below.

Ordinary Resolution 5. Approval to issue Performance Rights to Director – Mr Rimas Kairaitis

That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Mr Kairaitis (and/or his nominees) under the Company's Incentive Performance Rights Plan on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.

A voting exclusion statement and voting prohibition statement applies to this resolution. Please see below.

Ordinary Resolution 6. Approval to issue Performance Rights to Director – Mr Robert Williamson

That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Mr Williamson (and/or his nominees) under the Company's Incentive Performance Rights Plan on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.

A voting exclusion statement and voting prohibition statement applies to this resolution. Please see below.

Voting Prohibition Statement

As resolutions 4, 5 and 6 are connected with the remuneration of Key Management Personnel, a person appointed as a proxy must not vote on the basis of that appointment on resolution 4, 5 or 6 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with remuneration of Key Management Personnel.

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of:

- (a) resolution 4 by any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Incentives Performance Rights Plan in question (including Mr Seckold and/or his nominees) and any of his associates, regardless of the capacity in which the vote is cast; or
- (b) resolution 5 by any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr Kairaitis and/or his nominees) and any of her associates, regardless of the capacity in which the vote is cast,
- (c) resolution 6 by any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr Williamson and/or his nominees) and any of her associates, regardless of the capacity in which the vote is cast,

However, this does not apply to a vote cast in favour of resolution 4, 5 or 6 by:

- (a) a person as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person entitled to vote on the resolutions, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolutions; and
 - (ii) the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board

A handwritten signature in black ink, appearing to read 'R Edwards', is written over a light grey rectangular background.

Richard Edwards
Company Secretary

20 October 2025

Explanatory Memorandum to the Notice of Annual General Meeting to be held on 24 November 2025

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting to be held at Level 11, 5 Martin Place, Sydney, NSW, on Monday, 24 November 2025 at 11.00am (AEDT).

Financial Report

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2025 will be laid before the meeting. There is no requirement for shareholders to approve these reports, however, the Chairman of the meeting will allow a reasonable opportunity to ask about the content of the Annual Report.

Resolution 1

The Remuneration Report, which can be found as part of the Directors' Report in the Company's 2025 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to key management personnel, Directors and senior executives.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This resolution is advisory only and does not bind Directors.

The Chairman will allow a reasonable opportunity for shareholders as a whole to ask about or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company's consolidated group (at the date of the meeting or whose remuneration is disclosed in the remuneration report) (**KMP**) and their closely related parties (such as close family members and controlled companies), unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- by the Chairman of the Meeting as a proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

The Directors recommend that you vote IN FAVOUR of advisory Resolution 1.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.

Resolution 2

Pursuant to Article 10.1(c) of the Company's Constitution and the Corporations Act, Mr Rimas Kairaitis retires by rotation and, being eligible, offers himself for re-election.

Mr Kairaitis is a minerals industry professional with over 30 years' experience in minerals exploration, minerals processing and project development in gold, base metals and critical minerals. Mr Kairaitis was Managing Director of Alpha HPA from 2018 to Feb 2025. Prior to joining Alpha, Mr Kairaitis was founding Managing Director and CEO of Aurelia Metals (ASX: AMI), which he steered from a junior exploration company IPO to a profitable NSW based gold and base metals producer. Mr Kairaitis led the geological field teams to the discovery of the Tomingley and McPhillamy's gold deposits in NSW and steered the Hera gold-lead-zinc project from discovery through to successful commissioning and commercial production.

Mr Kairaitis is a member of the Nomination Committee.

Date appointed Director: 1 November 2017.

Other current listed company directorships: Sky Metals Limited (since 2019).

Former listed directorships in the last three years: None.

Interests in Company securities: 14,200,000 shares directly held, 660,000 shares indirectly held and 350,430 performance rights directly at the date of this report.

The Directors recommend that you vote IN FAVOUR of Resolution 2.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.

Resolution 3

Pursuant to Article 10.1(c) of the Company's Constitution and the Corporations Act, Mr Anthony Sgro retires by rotation and, being eligible, offers himself for re-election.

Tony Sgro is a Chemical Engineer, graduating from University of Sydney. His studies included an emphasis on minerals chlorination, which focused on the application of chlorination techniques to the extractive metallurgy of various minerals including titanium, nickel, chromium and tungsten ores.

His early career was spent with an international engineering group, including an extended period managing operations in Indonesia.

In 1979, Mr Sgro started Kelair Pumps with two business partners, which grew to be the largest privately owned pumping equipment supply company in Australia. The company was sold to an international group in 2004 but Mr Sgro remained with the company as General Manager until his retirement in 2015. In a career spanning 45 years, Mr Sgro was deeply involved in the technical and commercial aspects of supply of specialised equipment to the major process industries including oil and gas, petrochemical, chemical and mining industries, including equipment specification, material selection, commercial and technical aspects of large tenders, contract negotiation and contract management.

Mr Sgro serves as Chair of the Nomination and Remuneration Committees and is a member of the Audit Committee.

Date appointed Director: 1 November 2017.

Other current listed company directorships: Fulcrum Lithium Limited.

Former listed directorships in the last three years: None.

Interests in Company securities: 5,345,455 shares directly held and 155,297 shares indirectly held at the date of this report.

The Directors recommend that you vote IN FAVOUR of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 3.

Resolutions 4, 5 and 6

Approval of grant of performance rights to Mr Seckold, Mr Kairaitis and Mr Williamson

The Company is seeking shareholder approval for the proposed grant of performance rights to fully-paid ordinary shares in the Company (**performance rights**) to the executive directors included in the following table, comprising:

- the long-term incentive (**LTI**) awarded for the financial year ending 30 June 2026 (FY26); and
- the short-term incentive (**STI**) awarded for the financial year ending 30 June 2025 (FY25)

Executive Director	Role	Resolution
Norman Seckold	Executive Chairman	4
Rimas Kairaitis	Director and Chief Operating Officer	5
Robert Williamson	Managing Director	6

Details of the terms and conditions and the approach taken to calculate the number of performance rights to be granted are set out below.

Subject to Shareholder approval, the grant of Rights will be made under the Company's Incentive Performance Rights Plan (**Plan**).

As the performance rights form part of the remuneration for each Executive Director, they will be granted at no cost and there will be no amount payable on vesting. Each performance right will entitle the director to receive one ordinary share in the Company on vesting, although the Company retains discretion to pay any of these directors cash to the same value as an alternative to providing shares where necessary or desirable (for example, where the performance rights vest after a director ceases employment).

Overview of Executive Director remuneration arrangements for FY26

Executive Director remuneration arrangements are structured to encourage a long-term approach to decision-making, while providing a balance between short-term results and longer-term business growth and success. For this reason, a proportion of the directors' remuneration is comprised of 'at-risk' elements that will only be paid if pre-determined performance hurdles are met and the Company considers these awards are appropriate in all circumstances.

Performance under the FY26 LTI award will be measured over a three-year period against an absolute total shareholder return (**TSR**) hurdle (explained in more detail below). This hurdle will ensure that the awards received by the Executive Directors reflect the Company's performance and shareholders' experience over a prolonged time frame.

The STI award obtainment is dependent on achievement of business and individual performance targets that were measured over the FY25 financial year, which include key financial and non-financial drivers that are anticipated to support short and long-term success of the Company.

Company's Incentive Performance Rights Plan

A copy of the Company's Incentive Performance Rights Plan is attached to this Notice of Meeting as 'Annexure A' and is also available to download from the Company's website, <https://alphahpa.com.au/wp-content/uploads/2025/02/Alpha-HPA-Performance-Rights-Plan.pdf>. The Plan is unchanged from the Plan first released on ASX in the Company's ASX announcement of 25 October 2024.

Key terms of the FY26 LTI award

Quantum of award

Based on market data relative to appropriate peer groups for their roles, the Company has set the face value of LTI performance rights for each Executive Director as follows:

Executive Director	Annual Fixed Remuneration as at 30 June 2025	LTI Face Value as a % of Fixed Remuneration	LTI Face Value (\$)
Norman Seckold	\$250,000	60%	\$150,000
Rimas Kairaitis	\$492,000	60%	\$295,200
Robert Williamson	\$560,000	60%	\$336,000

Subject to shareholder approval, the number of performance rights to be granted will be determined based on the price of Alpha shares at the time of grant, so it is not possible to specify the maximum number of performance rights.

More specifically, the actual number of performance rights to be granted will be determined by dividing the **LTI Face Value** by the volume weighted average price (**VWAP**) of Alpha shares traded on the ASX for the five trading days up to, but excluding, the date of grant (to follow shareholder approval at the AGM). The number of performance rights resulting from this calculation will be rounded down to the nearest whole number of performance rights.

For example, supposing the VWAP of Alpha shares for the grant was \$0.75 (this price is for illustrative purposes, noting that the VWAP will be recalculated at the time of grant), the number of performance rights granted to Mr Kairaitis would be 393,600 (i.e. \$295,200 divided by \$0.75). Should 393,600 converts to Alpha shares, this would represent 0.03% of the Company's current issued capital.

This quantum of performance rights granted represents the maximum number that can vest at the end of the three-year performance period if the vesting conditions set for the award, as outlined below, are satisfied in full. Should the Company not perform at least to the threshold TSR performance, none of these Rights will vest and the full amount will lapse.

Vesting conditions

The performance rights comprising the FY26 LTI award will vest at the end of a three-year performance period from 1 July 2025 to 30 June 2028, subject to service, performance, dealing and forfeiture conditions under the Company's Incentive Performance Rights Plan, a copy of which is attached to this Notice of Meeting as Annexure A. Vesting is expected to occur following the release of the Company's full year results for FY28 (i.e. in August 2028).

The FY26 LTI will be subject to testing against the following performance conditions:

TSR Performance of the Company:	Vesting Outcome
- below 10% per annum cumulative TSR growth over the performance period	0% of the performance rights will vest
- between 10% and 20% per annum cumulative TSR growth over the performance period	vesting will be on a sliding scale between 0% and 100% of the performance rights
- more than 20% per annum cumulative TSR growth over the performance period	100% of the performance rights will vest

The TSR growth over the performance period, will be based on the Ending TSR, divided by Starting TSR, where:

- The Starting TSR will be the volume weighted average price (VWAP) of Alpha shares traded on the ASX for the twenty trading days up to 30 June 2025.
- The Ending TSR will be calculated using the volume weighted average price (VWAP) of Alpha shares traded on the ASX for the twenty trading days up to 30 June 2028, with consideration of reinvested dividends.

There will be no re-testing if the performance conditions are not met.

Key terms of the FY25 STI award

Quantum of award

Based on market data relative to appropriate peer groups for their roles, the Company has set the maximum value of FY25 STI outcomes for each Executive Director as 60% of Annual Fixed Remuneration. Half of the STI is delivered in Rights that vest immediately, and half in Rights that are deferred to vest after two years, subject to continued employment.

The Board assessed KMP performance and determined that Mr Seckold, Mr Kairaitis and Mr Williamson earned an STI outcome for FY25 that was 64% of the maximum award. This outcome is reflective of performance against pre-determined business objectives and individual performance criteria approved by the Board at the start of FY25.

For the FY25 STI award, business objectives were as follows:

STI Business Scorecard Metric	Weighting
Total Company SHEQ Performance	10%
Project financing complete	20%
HPA First Net Project Cost savings identified as 5% of DFS value	10%
HPA First Project 60% engineering achieved on schedule	20%
Alpha Sapphire FID taken by 30 June 2025	10%
50% LOI's in place	20%
10% offtake agreements in place	10%
Total	100%

Individual objectives are

- delivery of expectations of the role
- contribution to delivery of business strategy and objectives
- adhering to Company values
- agility and openness to change
- high standards of integrity, honesty and fairness
- respect to others
- strategic in ideas and thinking
- adherence to governance principles

The number of rights to be granted, subject to shareholder approval, is determined based on the 20-day VWAP of Alpha shares to 30 June 2025, of \$0.8182. The number of performance rights resulting from this calculation has been rounded down to the nearest whole number.

The outcomes of the FY25 STI award, that will be granted subject to shareholder approval, are outlined in the following table:

Executive Director	Annual Fixed Remuneration as at 30 June 2025	STI maximum opportunity at 60% (AUD)	FY25 STI Awarded (64% of Max)	FY25 STI Forfeited (\$)	Total Number of Rights to be Awarded
Norman Seckold	\$250,000	\$150,000	\$96,390	\$53,610	117,807
Rimas Kairaitis	\$492,000	\$295,200	\$189,696	\$105,504	231,845
Robert Williamson	\$560,000	\$336,000	\$215,914	\$120,086	263,889

Vesting conditions

Of this total number of rights, 50% will vest immediately and the remaining 50% will vest at the end of the two-year deferral period, subject to service, dealing and forfeiture conditions. Of the deferred performance rights, vesting is expected to occur following the release of the full year results for the financial year ending 30 June 2027.

Common terms of the LTI and STI awards

Cessation of employment

The Board ultimately has discretion to determine how the LTI and STI awards will be treated upon cessation of employment with the Company to ensure an appropriate outcome in all the circumstances. Unvested Rights may vest immediately (for example, if a director ceases employment due to death or serious injury), lapse immediately (for example, where a director resigns or is terminated for cause) or in any other circumstance, a pro rata portion of the unvested award may remain on foot (subject to the Board's discretion to lapse or vest the award).

Change of control

In circumstances where there is a likely or actual change in the control of the Company, the Board has discretion to determine the level of vesting (if any) having regard to the portion of the vesting period elapsed, performance to date against the performance conditions and any other factors it considers appropriate.

Clawback and malus

The Board has broad discretion under the Plan to reduce or clawback vested and unvested awards in certain circumstances to ensure that no inappropriate benefit is obtained by the participant. These circumstances include where: a participant engages in misconduct; vesting of a participant's awards has been triggered by another person's misconduct; there is a material misstatement in the Company's accounts; or any other factor exists that justifies the exercise of the Board's forfeiture or clawback discretion.

Dealing restrictions

The Executive Directors are not permitted to deal with performance rights granted as LTI or STI awards to them before vesting. The Directors are not allowed to protect the value of any unvested awards or to use unvested awards as collateral in any financial transaction, including hedging and margin loan arrangements.

Why is shareholder approval being sought?

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders. The proposed grants of performance rights to these Executive Directors fall under Listing Rule 10.14 and therefore require shareholder approval.

Technical information required by Listing Rule 14.1A

If shareholder approval is obtained, it is intended that the Rights will be granted to the Executive Directors following shareholder approval at the AGM and, in any event within 3 months of the AGM. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise these directors.

Technical information required by Listing Rule 10.15

Pursuant to, and in accordance with the requirements of Listing Rule 10.15, the following additional information is provided in relation to resolutions 4, 5 and 6:

- (a) the performance rights will be issued to:
 - (i) Norman Seckold (and/or his nominees) pursuant to resolution 4;
 - (ii) Rimas Kairaitis (and/or his nominees) pursuant to resolution 5; and
 - (iii) Robert Williamson (and/or his nominees) pursuant to resolution 6.
- (b) Mr Seckold, Mr Kairaitis and Mr Williamson are directors of the Company and therefore the issue of the performance rights fall within Listing Rule 10.14.1 such that shareholder approval is required for each to acquire securities under an employee incentive scheme.
- (c) The number of the performance rights to be granted under this approval will be determined at the time of grant as outlined above.
- (d) The Company uses performance rights under the Plan because they create share price alignment between executives and ordinary shareholders but do not provide executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the performance rights vest.
- (e) 718,403 performance rights have been issued previously to these Executive Directors under the current Plan for nil consideration as follows:
 - Norman Seckold – 97,274 performance rights
 - Rimas Kairaitis – 350,430 performance rights
 - Robert Williamson – 270,699 performance rights
- (f) No loan will be made by the Company in connection with the acquisition of performance rights under the proposed awards to Mr Seckold, Mr Kairaitis and Mr Williamson.
- (g) The 'fair value' of the performance rights for accounting purposes will be determined at their grant date and the value expensed over the relevant service period, in accordance with the Australian equivalent of the International Financial Reporting Standards (AIFRS-2).
- (h) Details of any performance rights issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (i) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolutions 4, 5 and 6 are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.
- (j) Voting exclusion statements are included in this Notice for resolutions 4, 5 and 6.

The Chair of the Meeting for resolutions 4, 5 and 6 intends to vote undirected proxies IN FAVOUR of Resolution 4, 5 and 6.

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ALPHA HPA LIMITED ACN 106 879 690
(Company)

INCENTIVE PERFORMANCE RIGHTS PLAN

Approved by the Board of Directors on 27 February 2024

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ALPHA HPA LIMITED

INCENTIVE PERFORMANCE RIGHTS PLAN

The Directors are empowered to operate the Alpha HPA Limited Incentive Performance Rights Plan (**Plan**) on the following terms and in accordance with the ASX Listing Rules (where applicable).

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

For the purposes of the Plan, the following words have the following meanings.

Application Form means the Application Form by which an Eligible Participant or Nominee (as applicable) applies for Performance Rights in response to an Offer for Performance Rights.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official Listing Rules of the ASX as they apply to the Company from time to time.

Bad Leaver means a Participant whose employment or office with a Group Company ceases in circumstances where the Participant is not a Good Leaver, unless otherwise determined by the Board in its sole and absolute discretion.

For the avoidance of doubt, for the purposes of these Rules and any Offer, a Participant ceases employment when they are no longer employed or engaged by, and no longer hold any other office with, any Group Company.

Blackout Period means a period when the Participant is prohibited from trading in the Company's securities by the Company's written policies or applicable law.

Board means the board of Directors of the Company, or any committee or duly authorised person or body to which the Board has delegated its powers for the purposes of the Plan.

Business Day means those days, other than a Saturday, Sunday or public holiday in the State, on which banks are open for business.

Cash Payment means, in respect of a vested Performance Right, except as otherwise provided for in the Offer for that Performance Right, a cash amount equal to the current Market Value of a Share.

Change of Control Event means:

- (a) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and the Board resolves to recommend the bid, or the bid is, or is declared, unconditional;
- (b) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement pursuant to which control of the majority of the shares in the Company may change;
- (c) an administrator, liquidator, provisional liquidator, receiver or receiver and manager is appointed in respect of the Company or substantially all of the assets of the Company;
- (d) a notice of a general meeting of the Company proposing a resolution to voluntarily wind-up the Company is dispatched to members of the Company; or
- (e) any transaction or event is proposed that, in the opinion of the Board, is likely to result in one or more persons becoming entitled to exercise control over the Company.

Closing Date means the date on which an Offer is stated to close.

Company means Alpha HPA Limited (ACN 106 879 690).

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Deal or Dealing means, in relation to Performance Rights, a sale, transfer, gift or other disposal, or entry into a Derivative in relation to the Performance Rights, or the grant or disposal of an option to dispose of the Performance Rights, or the use of the Performance Rights as security or the grant of any encumbrance over the Performance Rights, or the engagement in any other transaction involving a beneficial interest or a change in the legal or beneficial ownership of the Performance Rights, or the entry into any agreement to do any of the above things.

Derivative includes derivatives within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars) and any other transaction in financial products that operates to limit the economic risk associated with holding the relevant securities.

Director means any person occupying the position of a director of any Group Company (including an alternate director or managing director appointed in accordance with the relevant constitution).

Eligible Participant means:

- (a) a Director (whether executive or non-executive) of any Group Company;
- (b) a full or part time employee of any Group Company;
- (c) a casual employee or contractor of a Group Company; or
- (d) a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under Rules (a), (b) or (c) above,

who is declared by the Board in its discretion to be eligible to receive grants of Performance Rights under the Plan.

Expiry Date means, in respect of a Performance Right, the date on which the Performance Right lapses (if it has not already otherwise lapsed in accordance with the Plan), being the date 15 years from the date of the Grant Date or such other date determined by the Board and specified in the Offer Document.

Good Leaver means, a Participant who ceases employment or office with any Group Company as a result of genuine Redundancy, death, Total and Permanent Disability, terminal illness or Retirement.

Grant Date means, in relation to a Performance Right, the date on which the Performance Right is granted.

Group Company means the Company or any Related Body Corporate.

Holding Lock means a mechanism arranged or approved by the Board and administered by or on behalf of the Company that prevents Shares being disposed of by a Participant.

Market Value, in respect of a Share, means:

- (a) where the Company is not listed on the ASX, the more recent of:
 - (i) the most recent cash or cash equivalent price at which Shares were issued or sold for valuable consideration in a bona fide, arms' length transaction (not being Shares issued under this Plan); and
 - (ii) the market value of a Share as determined by the Company, acting reasonably, such valuation being no less than twelve(12) months old as at the date the Market Value is to be determined; or
- (b) where the Company is listed on the ASX, the volume weighted average market price for Shares traded on the ASX over the 10 most recent trading days on which the Shares were traded prior to the day on which the Market Value is to be determined.

Nominee means a nominee of an Eligible Participant that is one of the following:

- (a) an immediate family member of the Eligible Participant (being a spouse, parent, child or sibling);
- (b) a body corporate controlled by the Eligible Participant or their immediate family member as described in (a); or
- (c) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the Eligible Participant is a director of the trustee.

Offer means an invitation to treat made to an Eligible Participant to be granted one or more Performance Rights under the Plan as set out in an Offer Document.

Offer Document means an offer document in the form as approved by the Board from time to time consistent with the Corporations Act.

Participant means an Eligible Participant to whom Performance Rights have been granted under the Plan and who has accepted an Offer to participate in or, if Rule 5.4 applies, a Nominee of the Eligible Participant to whom Performance Rights have been granted under the Plan and has accepted an Offer.

Performance Period means the period or periods over which the Vesting Conditions are assessed as specified by the Board for the purposes of each Offer.

Performance Right means a conditional right to be issued or transferred a Share (or paid a Cash Payment), upon and subject to the terms of these Rules and the terms of any applicable Offer.

Plan means the plan as set out in this document, subject to any amendments or additions made under Rule 16.

Redundancy means termination of the employment, office or engagement of a Relevant Person due to economic, technological, structural or other organisational change where:

- (a) no Group Company requires the duties and responsibilities carried out by the Relevant Person to be carried out by anyone; or
- (b) no Group Company requires the position held by the Relevant Person to be held by anyone.

Related Body Corporate means a related body corporate (as defined in the Corporations Act) of the Company.

Relevant Person means:

- (a) in respect of an Eligible Participant, that person; and
- (b) in respect of a Nominee of an Eligible Participant, that Eligible Participant.

Restricted Shares means Shares issued on the exercise of a Performance Right granted under the Plan that the Board has determined are subject to restrictions on Dealing for a Restriction Period.

Restriction Period means the period during which Performance Rights, or a Share issued on the exercise of a Performance Right are subject to Dealing restrictions in accordance with this Plan and the terms of the Offer.

Retirement means where a Relevant Person intends to permanently cease all gainful employment in circumstances where the Relevant Person provides, in good faith, a written statutory declaration to the Board to that effect.

Rules means the rules of the Plan set out in this document, as amended from time to time.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

State means New South Wales.

Total and Permanent Disability means that the Relevant Person has, in the opinion of the Board, after considering such medical and other evidence as it sees fit, become incapacitated to such an extent as to render the Relevant Person unlikely ever to engage in any occupation with any Group Company for which he or she is reasonably qualified by education, training or experience.

Vesting Condition means, in respect of a Performance Right, any service and/or other condition set out in the Offer which must be satisfied (unless waived in accordance with the Plan) before that Performance Right can be exercised or any other restriction on exercise of that Performance Right specified in the Offer or in this Plan.

1.2 Interpretation

In this Plan unless the context otherwise requires:

- (a) headings are for convenience only and do not affect the interpretation of this Plan;
- (b) any reference in the Plan to any enactment of the ASX Listing Rules includes a reference to that enactment or those ASX Listing Rules as from time to time amended, consolidated, re-enacted or replaced;
- (c) the singular includes the plural and vice versa;
- (d) any words denoting one gender include the other gender;
- (e) where any word or phrase is given a definite meaning in this Plan, any part of speech or other grammatical form of that word or phrase has a corresponding meaning;
- (f) a reference to:
 - (i) a person includes a natural person, partnership, joint venture, government agency, association, corporation or other body corporate;
 - (ii) a document includes all amendments, schedules, attachments or supplements to that document;
 - (iii) a Rule, schedule or attachment is a reference to a Rule of or schedule or

attachment to this Plan;

- (iv) a law includes a constitutional provision, treaty, decree, convention, statute, regulation, ordinance, by-law, judgment, rule of common law or equity or a rule of an applicable financial market and is a reference to that law as amended, consolidated or replaced;
 - (v) an agreement other than this Plan includes an undertaking, or legally enforceable arrangement or understanding, whether or not in writing; and
 - (vi) a monetary amount is in Australian dollars; and
- (g) when the day on which something must be done is not a Business Day, that thing must be done on the following Business Day. In determining the time of day, where relevant to this document, the relevant time of day is:
- (i) for the purposes of giving or receiving notices, the time of day where a party receiving a notice is located; or
 - (ii) for any other purpose under this document, the time of day in the place where the party required to perform an obligation is located.

2. PURPOSE

The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to performance and the creation of Shareholder value;
- (c) align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants to receive Shares;
- (d) provide Eligible Participants with the opportunity to share in any future growth in value of the Company; and
- (e) provide greater incentive for Eligible Participants to focus on the Company's longer term goals.

Introduction

2.1 Governing Rules

- (a) The Plan operates according to these Rules which bind the Company and each Participant.
- (b) These Rules should be read in conjunction with the relevant Offer Document, the Trust Deed (if applicable), the Constitution and the Company's Security Trading Policy. In the event of any inconsistency between these documents, the following order of priority shall apply:
 - (i) the Constitution;
 - (ii) the Company's Security Trading Policy;
 - (iii) the relevant Offer;
 - (iv) these Rules; and
 - (v) the trust deed of a trust established for the purposes of clause 17 (if applicable).

2.2 Title to Awards

- (a) Unless the Board determines otherwise, Offers may not be registered in any name other than that of the Participant.

3. COMMENCEMENT AND TERM

- (a) This Plan will commence on the date determined by resolution of the Board and will continue until terminated by the Board.
- (b) The Board may suspend or terminate the Plan at any time by resolution for such period or periods as it thinks appropriate. Termination shall not affect the rights or obligations of a Participant or the Company which have arisen under the Plan before the date of termination and the provisions of the Plan relating to a Participant's Performance Rights shall survive termination of the Plan until fully satisfied and discharged.

4. OFFER OF PERFORMANCE RIGHTS

4.1 Offer

- (a) The Board may, from time to time, in its absolute discretion, make a written invitation to any Eligible Participant (including an Eligible Participant who has previously received an Offer) to apply for Performance Rights, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (**Offer**).
- (b) In exercising that discretion, the Board may have regard to the following (without limitation):
 - (i) the Eligible Participant's length of service with any Group Company;
 - (ii) the contribution made by the Eligible Participant to any Group Company;
 - (iii) the potential contribution of the Eligible Participant to any Group Company;
or
 - (iv) any other matter the Board considers relevant.
- (c) For the avoidance of doubt, nothing in this document obliges the Company at any time to make an Offer, or further Offer, to any Eligible Participant.
- (d) The Board is not obliged to make Offers of any or the same number of Performance Rights to all Eligible Participants and may make Offers on a differential basis to Eligible Participants. For the avoidance of doubt, an Eligible Participant is not eligible to participate in the Plan unless and until the Board makes an Offer to that Eligible Participant.

4.2 Offer Document

An Offer must be made using an Offer Document.

4.3 Personal Offer

Subject to Rule 5.4, an Offer is personal to the Eligible Participant to whom it is made and accordingly, the Offer may only be accepted by, and Performance Rights may only be granted to, the Eligible Participant to whom the Offer is made, unless otherwise determined by the Board.

4.4 Nominee

- (a) Where agreed in advance in writing with the Board, upon receipt of an Offer, an Eligible Participant may nominate a Nominee in whose favour the Eligible Participant will renounce the Offer.
- (b) The Board may, in its discretion, resolve not to allow a renunciation of an Offer in favour of a Nominee without giving any reason for that decision.

4.5 Minimum Contents of Offer Document

Without in any way limiting the Board's discretion, an Offer Document must advise the Eligible Participant of the following minimum information regarding the Performance Rights:

- (a) the maximum number of Performance Rights that the Eligible Participant may apply for, or the formula for determining the number of Performance Rights that may be applied for;
- (b) the maximum number of Shares that the Participant is entitled to be issued or transferred on the exercise of each Performance Right or the formula for determining the maximum number of Shares;
- (c) any applicable Vesting Conditions;
- (d) the relevant Performance Period;
- (e) any Dealing restrictions and Restriction Period applied by this Plan or that the Board has resolved to apply to Shares issued on exercise of the Performance Rights;
- (f) when Performance Rights will expire (**Expiry Date**);
- (g) the manner in which the Rights may be exercised;
- (h) the circumstances in which the Performance Rights will lapse or are forfeited;
- (i) the manner and form of acceptance of the Offer;
- (j) the date by which an Offer must be accepted (**Closing Date**); and
- (k) any other information required by law or the ASX Listing Rules or considered by the Board to be relevant to the Performance Rights or the Shares to be issued on the exercise of the Performance Rights.

4.6 Number of Performance Rights

- (a) Subject to Rule 5.12, the number of Performance Rights to be offered to an Eligible Participant from time to time will be determined by the Board in its discretion and in accordance with applicable law and the ASX Listing Rules.
- (b) Each Performance Right will entitle the holder to be issued or transferred one Share (or to be paid a Cash Payment in lieu of the issue or transfer of one Share) unless the Plan or an applicable Offer otherwise provides.

4.7 No Consideration

Performance Rights granted under the Plan will be issued for nil cash consideration.

4.8 Vesting Conditions

A Performance Right may be made subject to Vesting Conditions as determined by the Board in its discretion and as specified in the Offer for the Performance Right.

4.9 Share Restriction Period

A Share issued on exercise of a Performance Right may be subject to a Restriction Period as determined in accordance with Rule 10 of this Plan.

4.10 Deferred Taxation

Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to the Plan such that the Performance Rights granted are subject to deferred taxation in Australia, except to the extent an Offer provides otherwise.

4.11 Quotation of Performance Rights

Performance Rights will not be quoted on the ASX, except to the extent provided for by this Plan or unless the Offer provides otherwise.

4.12 Legal constraints

Notwithstanding any other rule:

- (a) a person may not acquire Shares; or
- (b) be granted Performance Rights; or
- (c) receive a Cash Payment determined by reference to the value of an Offer (at the election of the Board),

under the Plan if it appears to the Board that doing so would contravene these Rules, the Constitution, the ASX Listing Rules or any law of a jurisdiction in which the person resides or, in the Board's opinion, would give rise to unreasonable cost or regulatory requirements for the Company.

5. ACCEPTANCE OF OFFER

5.1 Acceptance of Offer

An Eligible Participant (or permitted Nominee) may accept an Offer, by signing and returning an Application Form to the Company no later than the Closing Date.

5.2 Board's right to reject

- (a) The Board may accept or reject any Application Form in its absolute discretion.
- (b) Before accepting or rejecting the Application Form, the Board may require the applicant to provide any information that the Board requests concerning the person's entitlement to lodge an Application Form under this Plan.
- (c) The Board must promptly notify an applicant if an Application Form has been rejected, in whole or in part.

5.3 Participant Agrees to be Bound

- (a) An Eligible Participant, by submitting an Application Form, agrees to:
 - (i) participate in the Plan and be bound by the terms and conditions of the Offer, Rules and the Application Form;
 - (ii) become a member of the Company and be bound by the Constitution upon receiving Shares; and
 - (iii) comply with the Company's Security Trading Policy and any other relevant Group Company policies.

If the Board resolves to allow a renunciation of an Offer in favour of a Nominee, the Eligible Participant will procure that the permitted Nominee accepts the Offer made to that Eligible Participant and that both the Eligible Participant and the Nominee agree to be bound by the terms and conditions of the Offer and Application Form, the Plan and the Constitution of the Company, as amended from time to time.

5.4 Lapse of Offer

To the extent an Offer is not accepted in accordance with Rule 6.1, the Offer will lapse on the date following the Closing Date, unless the Board determines otherwise.

6. GRANT OF PERFORMANCE RIGHTS

6.1 Grant of Performance Rights

- (a) Subject to Rule 7.2, once the Board has received and approved a duly signed and completed Application Form for Performance Rights, the Company must, provided the Eligible Participant to whom the Offer was made remains an Eligible Participant, promptly grant Performance Rights to the applicant, upon the terms set out in the Offer, the Application Form and the Plan and upon such additional terms and conditions as the Board determines.
- (b) The Company will, within a reasonable period after the Grant Date of the Performance Rights, issue the applicant with a certificate evidencing the grant of the Performance Rights.

6.2 Approvals

The Company's obligation to grant Performance Rights is conditional on:

- (a) the grant of the Performance Rights complying with all applicable legislation, the ASX Listing Rules and the Constitution; and
- (b) all necessary approvals required under any applicable legislation and the ASX Listing Rules being obtained prior to the grant of the Performance Rights.

6.3 Restrictions on Dealings

- (a) Subject to the ASX Listing Rules, and except as otherwise provided for by an Offer, a Participant must not Deal with any Performance Right granted under the Plan unless:
 - (i) with the consent of the Board (which may be withheld in its absolute discretion); or
 - (ii) where required by law (including on death or bankruptcy of a Participant) and the Participant (or the Participant's legal personal representative or trustee in bankruptcy) has provided evidence satisfactory to the Board of that fact.
 - (iii) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.

7. VESTING AND EXERCISE OF PERFORMANCE RIGHTS

7.1 Vesting Conditions

- (a) Subject to Rules 8.2 and 8.3, a Performance Right granted under the Plan will not vest and be exercisable unless the Vesting Conditions (if any) attaching to that Performance Right have been satisfied, as determined by the Board acting reasonably, and the Board has notified the Participant of that fact.
- (b) Vesting Conditions may be varied or waived by the Company at its discretion, by notice to the relevant Participant, subject to any requirements under applicable law (including shareholder approval).

7.2 Vesting Condition Exceptions

Notwithstanding Rule 8.2, the Board may in its absolute discretion, except in respect of Rule 8.2(b) where (unless an Offer provides otherwise) Vesting Conditions are deemed to be automatically waived, by written notice to a Participant, resolve to waive any of the Vesting Conditions applying to Performance Rights due to:

- (a) a Change of Control Event occurring; or
- (b) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company,

in which case Rule 8.3 applies.

7.3 Exercise on Vesting

A Participant (or their personal legal representative where applicable) may, subject to the terms of this Plan and any Offer, exercise any vested Performance Right in the form and manner specified in the Offer.

8. ISSUE/TRANSFER OF SHARES OR CASH PAYMENT

8.1 Cash or equity settlement

- (a) Following the exercise of a Performance Right, the Company must, at the election of the Board, either:
 - (i) allocate to, or procure the transfer to or for the benefit of the Participant (or his or her personal legal representative) the number of Shares that relate to each vested Performance Right exercised; or
 - (ii) make a Cash Payment in full satisfaction of the vested Performance Right, at which time the Performance Right will automatically lapse.
- (b) The amount in clause 9.1(a)(ii), will be paid in cleared funds to or on behalf of the Participant less any tax required to be withheld and inclusive of any superannuation contribution.
- (c) The Board may make a decision for the purposes of clause 9.1(a), by notice to the relevant Participant, upon or in advance of any exercise of Performance Rights, and in relation to some or all of the Performance Rights which may vest from time to time or within a specified period (and, for the avoidance of doubt, on a per Performance Right basis).

8.2 Fractions of Shares

If Performance Rights are exercised simultaneously, then the Company may aggregate the number of Shares or fractions of Shares for which the Participant is entitled to subscribe. Fractions in the aggregate number only will be disregarded in determining the total entitlement of a Participant.

8.3 Blackout Period, Takeover Restrictions and Insider Trading

If the issue or transfer of Shares on exercise of a Performance Right would otherwise fall within a Blackout Period, or breach the insider trading or takeover provisions of the Corporations Act, or the ASX Listing Rules, the Company may delay the issue of the Shares until 10 Business Days following the expiration, as applicable, of the Blackout Period or the day on which the insider trading or takeover provisions or the ASX Listing Rules, no longer prevent the issue or transfer of the Shares.

8.4 Rights attaching to Shares

A Participant will, from and including the issue date of Shares under this Plan, be the legal owner of the Shares issued in respect of them and will be entitled to dividends and to exercise voting rights attached to the Shares.

8.5 Share ranking

All Shares issued under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.

8.6 Quotation on ASX

The Company will apply to the ASX to have Shares allotted and issued pursuant to the Plan quoted as soon as practicable after they are issued, if the Company's Shares are quoted on ASX at that time.

8.7 Sale of Shares

- (a) Subject to Rules 9.7(d) and 10 and the Company's Constitution, there will be no transfer restrictions on Shares issued or transferred under the Plan unless the sale, transfer or disposal by the Participant of the Shares issued or transferred to them on exercise of the Performance Rights (or any interest in them) would require the preparation of a disclosure document (as that term is defined in the Corporations Act).
- (b) If a disclosure document is required, the Participant agrees to enter into such arrangements with the Company as the Board considers appropriate to prevent the sale, transfer or disposal of the relevant Shares in a manner that would require a disclosure document to be prepared.
- (c) The Company will issue, where required to enable Shares issued on exercise of Performance Rights to be freely tradeable on the ASX (subject to any Restriction Period), a cleansing statement under Section 708A(5) of the Corporations Act at the time Shares are issued. Where a cleansing statement is required, but cannot be issued, the Company will lodge a prospectus in relation to the Shares with ASIC which complies with the requirements of the Corporations Act and allows the Shares to be freely tradeable on the ASX (subject to any Restriction Period).
- (d) A Participant must not sell, transfer or dispose of any Shares issued to them on exercise of the Performance Rights (or any interest in them) in contravention of the Corporations Act, including the insider trading and on-sale provisions.

9. RESTRICTION ON DEALING IN SHARES

9.1 Restriction Period

Subject to clause 10.4, the Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued or transferred to a Participant on exercise of those Performance Rights (**Restricted Shares**), up to a maximum of five (5) years from the Grant Date of the Performance Rights (**Restriction Period**).

9.2 Waiver of Restriction Period

Subject to Rule 10.4, the Board may, in its sole discretion, having regard to the circumstances at the time, waive a Restriction Period determined pursuant to Rule 10.1.

9.3 No Dealing in Restricted Shares

A Participant must not Deal with any Shares issued to them under the Plan while they are Restricted Shares.

9.4 ASX Imposed Escrow

Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules.

9.5 Enforcement of Restriction Period

- (a) The Company may implement any procedure it considers appropriate to restrict a Participant from dealing with any Shares for as long as those Shares are subject to a Restriction Period.
- (b) The Participant agrees to:
 - (i) execute a restriction agreement in relation to the Restricted Shares reflecting any Restriction Period applying to the Restricted Shares under the Plan or any escrow imposed by the ASX Listing Rules;
 - (ii) the Company lodging the share certificates for the Shares (where issuer sponsored) with a bank or recognised trustee to hold until the expiry of any Restriction Period applying to the Shares or until the Shares are otherwise released from restrictions (at which time the Company shall arrange for the share certificates to be provided to the Participant); and
 - (iii) the application of a Holding Lock over Shares until any Restriction Period applying to the Shares under the Plan has expired (at which time the Company shall arrange for the Holding Lock to be removed).

9.6 Lapse of Restriction Period

When a Share ceases to be a Restricted Share, all restrictions on disposing of or otherwise dealing or purporting to deal with that Share provided in or under these Rules will cease.

10. LAPSE OF PERFORMANCE RIGHTS

10.1 Lapsing of Performance Right

Unless the Board determines otherwise, a Performance Right will lapse upon the earlier to occur of:

- (a) unauthorised Dealing in the Performance Right occurring, as governed by Rule 10;
- (b) a Vesting Condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board acting reasonably, unless the Board exercises its discretion to waive the Vesting Condition in accordance with these Rules;

the Performance Right lapses in accordance with the Cessation of Employment provisions of this Plan;
 - (i) upon payment of a Cash Payment in respect of the Performance Right ;
- (c) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant under these Rules (Fraud and Related Matters);
- (d) the Performance Right lapses in accordance with the Change of Control provisions of this Plan; and
- (e) the Expiry Date of the Performance Right.

10.2 On Lapsing

Where a Participant's Performance Rights have lapsed under clause [11.1](#):

- (a) all rights of a Participant under the Plan in respect of those Performance Rights are forfeited;
- (b) the Company will:
 - (i) cancel the Performance Rights; and
 - (ii) unless the Board determines otherwise, not be liable for any consideration, compensation, damages or other amounts to the Participant in respect of the Performance Rights.

10.3 Fraud and Related Matters

Notwithstanding any other provision of this document, where in the opinion of the Board:

- (a) a Participant at any time:
 - (i) acts, or has acted, fraudulently or dishonestly, or has made a material misstatement on behalf of any Group Company;
 - (ii) is grossly negligent, demonstrates serious and/or wilful misconduct;
 - (iii) is in material breach of any of his or her obligations towards any Group Company;
 - (iv) causes a material adverse effect on the reputation of any Group Company;
 - (v) deals with or disposes of Performance Rights or Restricted Shares contrary to the provisions of this Plan or any applicable Offer;
 - (vi) becomes ineligible to hold his or her office due to Part 2D.6 of the Corporations Act; or
 - (vii) is convicted of an offence or has a judgment entered against them in connection with the affairs of any Group Company;
- (b) a Participant has retained Performance Rights, or a Participant's Performance Rights have been treated in a particular manner, upon the Participant ceasing to be employed by a Group Company, and the Board subsequently becomes aware of circumstances in existence at the time that the Participant's employment with a Group Company ceased which, had the circumstances been known at that time would, in the opinion of the Board, have resulted in the Performance Rights being forfeited or being treated in a different manner;
- (c) there is a material misstatement in, or omission from, the Company's financial statements, or a misstatement concerning the satisfaction of a Vesting Condition applicable to Performance Rights (in each case whether intentional or inadvertent), which results in a Participant obtaining Performance Rights, Performance Rights vesting or a Dealing restriction in relation to Performance Rights granted under the Plan being lifted, where, in the opinion of the Board, such Performance Rights would not have been obtained or vested, or such restriction would not have been lifted (as applicable) but for that misstatement or omission;
- (d) all or part of the initial Offer is no longer justified having regard to information or circumstances which have come to light after the Offer under the Plan was made; or

the Board may without limitation, at its discretion and subject to applicable law, by written notice to the Participant:

- (e) adjust the conditions applicable to the assessment of an Offer;
- (f) reduce or extinguish a Participant's entitlement to an Offer;
- (g) deem any unvested, or vested but unexercised, Performance Rights of the Participant to have lapsed or be forfeited (as applicable) or else remain on foot but subject to conditions;
- (h) require the Participant to pay back some or all of any Cash Payment paid to the Participant and/or all or part of the net proceeds of sale where Shares acquired under the Plan have been sold, which is deemed to be a debt due and payable by the Participant on demand;
- (i) require the Participant to do all such things necessary to cancel any Shares issued on exercise of the Participant's Performance Rights; or
- (j) adjust the Participant's incentive entitlements or participation in the Plan in the current year or any future year,

if it determines, acting in good faith, that such action is warranted to ensure that no unfair benefit is derived by the Participant.

11. CESSATION OF EMPLOYMENT

11.1 Good Leaver

Unless the Board determines otherwise, where a Participant becomes a Good Leaver:

- (a) any and all vested Performance Rights held by the Participant which have not been exercised will continue in force and remain exercisable until the Expiry Date or such lesser period as determined by the Board;
- (b) the Board may determine, in its sole and absolute discretion, the manner in which any unvested Performance Rights held by the Participant will be dealt with, including but not limited to:
 - (i) allowing some or all of those unvested Performance Rights to continue to be held by the Participant, and be subject to existing Vesting Conditions; and/or
 - (ii) requiring that any remaining unvested Performance Rights automatically lapse in accordance with clause 11.1.

11.2 Bad Leaver

Subject to applicable law, where a Participant becomes a Bad Leaver, unless the Board in its sole and absolute discretion determines otherwise:

- (a) any and all vested Performance Rights held by the Participant which have not been exercised will continue in force and remain exercisable until the Expiry Date; and
- (b) all unvested Performance Rights held by the Participant will automatically lapse in accordance with clause 11.1.

12. CHANGE OF CONTROL EVENT

- (a) If a company (**Acquiring Company**) obtains control of the Company as a result of a Change of Control Event and both the Company, the Acquiring Company and the Participant agree, a Participant may be provided with awards or shares in the Acquiring Company, or its parent or subsidiary, in lieu of the Performance Rights, on substantially the same terms and subject to substantially the same conditions as the Performance Rights, but with appropriate adjustments to the number and kind of shares subject to the Performance Rights.
- (b) If a Change of Control Event occurs prior to the vesting and exercise (as applicable) of Performance Rights, or Performance rights ceasing to be subject to any Dealing restrictions and/or Restriction Period, the Board may determine in its absolute discretion, whether some or all of the Performance rights:
 - (i) vest (whether subject to further conditions or not, and whether subject to

- any Dealing or disposal restrictions or not);
- (ii) lapse or are forfeited;
 - (iii) remain on foot subject to the applicable conditions, Dealing restrictions and/or Restriction Period;
 - (iv) remain on foot subject to substitute or varied conditions, Dealing restrictions and/or Restriction Period; or
 - (v) may only be exercised within a specific period and will otherwise lapse or be forfeited,

having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the Change of Control Event, the extent to which the applicable Vesting Conditions have been satisfied and/or the proportion of any applicable Performance Period and/or Restriction Period that has passed at that time.

- (c) Where the Board does not exercise its discretion pursuant to rule 13(a) and a Change of Control Event occurs then, unless the Board determines otherwise:
 - (i) any unvested Performance Rights will vest on a pro-rata basis to time, based on the proportion of the Performance Period that has passed at the time of the Change of Control Event;
 - (ii) Performance Rights which are subject to any Dealing restrictions and/or Restriction Period at the time of the Change of Control Event, will no longer be subject to Dealing or other restrictions; and
 - (iii) where the Change of Control Event occurs during the period Performance rights are exercisable, the Performance Rights may only be exercised during the period specified by the Board, which can be a period that is shorter or ends earlier than the Expiry Date.
- (d) Notwithstanding the default treatment set out in these Rules, the Board may specify in the Offer to the Participant a particular treatment that will apply to unvested or unexercised Performance Rights in the context of a Change of Control Event.

13. PARTICIPATION RIGHTS AND REORGANISATION

13.1 Participation Rights

- (a) There are no participation rights or entitlements inherent in the Performance Rights and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right and holding Shares prior to the record date for the determination of entitlements.
- (b) A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.
- (c) A Participant who is not a Shareholder is not entitled to:
 - (i) notice of, or to vote or attend at, a meeting of the Shareholders of the Company; or
 - (ii) receive any dividends declared by the Company,

unless and until any Performance Right is exercised and the Participant holds Shares that provide the right to notice and dividends.

13.2 Adjustment for Reorganisation

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction, buy back or cancellation), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules (if applicable) at the time of the reorganisation.

13.3 Notice of Adjustments

Whenever the number of Shares to be issued on the exercise of a Performance Right is adjusted pursuant to these Rules, the Company will give notice of the adjustment to the Participant and ASX (where required) together with calculations on which the adjustment is based.

13.4 Cumulative Adjustments

Effect will be given to Rule 14.3 in such manner that the effect of the successive applications of them is cumulative, with the intention being that the adjustments they progressively effect will reflect previous adjustments.

14. OVERRIDING RESTRICTIONS ON ISSUE AND EXERCISE

Notwithstanding the Rules or the terms of any Performance Right, no Performance Right may be offered, granted or exercised and no Share may be issued under the Plan if to do so:

- (a) would contravene the Corporations Act, the ASX Listing Rules or any other applicable law; or
- (b) would contravene the local laws or customs of an Eligible Participant's country of residence or in the opinion of the Board would require actions to comply with those local laws or customs which are, in the absolute discretion of the Board, impractical.

15. AMENDMENTS

15.1 Power to amend Plan

Subject to Rule 16.2, the Corporations Act and the ASX Listing Rules:

- (a) the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, an Offer or the terms or conditions of any Performance Right granted under the Plan or amend, reduce or waive the application of any of these Rules to relation to a Participant; and
- (b) subject to any shareholder approval (if required) any amendment may be given such retrospective effect as is specified in the written instrument or resolution by which the amendment is made;
- (c) unless otherwise determined by the Board, amendment of these Rules or the terms of an Offer will be of immediate effect.

15.2 Adjustment to Performance Right Terms

No adjustment or variation of the terms of a Performance Right will be made without the consent of the Participant who holds the relevant Performance Right if such adjustment or variation would have a materially prejudicial effect upon the Participant (in respect of his or her outstanding Performance Rights), other than an adjustment or variation introduced primarily:

- (a) for the purpose of complying with or conforming to present or future State, territory or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or like plans;
- (b) to correct any manifest error or mistake;
- (c) to enable a Group Company to comply with the Corporations Act, the ASX Listing Rules, applicable foreign law, or a requirement, policy or practice of the ASIC or other foreign or Australian regulatory body; or

- (d) to take into consideration possible adverse taxation implications in respect of the Plan, including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation.

15.3 Notice of amendment

As soon as reasonably practicable after making any amendment under Rule 16.1, the Board will give notice in writing of that amendment to any Participant affected by the amendment. Failure by the Board to notify a Participant of any amendment will not invalidate the amendment as it applies to that Participant.

16. TRUST

- (a) The Board may, at any time:
- (i) appoint a trustee on terms and conditions which it considers appropriate to do all such things and perform all such functions as it considers appropriate to operate the Plan, including to acquire and hold Performance Rights or Shares allocated in respect of Performance Rights on behalf of Participants, for transfer to future Participants or otherwise for the purposes of the Plan;
 - (ii) establish a trust for the purposes set out above.
- (b) The Board may determine that the trustee will hold the Shares allocated to or on behalf of a Participant as beneficial owner in accordance with these Rules.
- (c) Each Participant has a beneficial interest in the Shares allowed to him or her and is at all times absolutely entitled to those Shares (or a cash payment equal in value to a Share, at the election of the Board) as against the trustee upon the terms set out in these Rules, except that any dealing with the Shares by the Participant will be restricted as provided in these Rules.

The Board may at any time amend all or any of the provisions of this Plan to effect the establishment of a trust and the appointment of a trustee as detailed in this Rule.

17. MISCELLANEOUS

17.1 Rights and obligations of Participant

- (a) The rights and obligations of an Eligible Participant under the terms of their office, employment or contract with a Group Company are not affected by their participation in the Plan. This Plan will not form part of, and is not incorporated into, any contract of any Eligible Participant (whether or not they are an employee of a Group Company).
- (b) No Participant will have any rights to compensation or damages in consequence of:
- (i) the termination, for any reason, of the office, employment or other contract with a Group Company of the Participant (or, where the Participant is a Nominee of the Eligible Participant, that Eligible Participant) where those rights arise, or may arise, as a result of the Participant ceasing to have rights under the Plan as a result of such termination; or
 - (ii) the lapsing of Performance Rights in accordance with this Plan.
- (c) Nothing in this Plan, participation in the Plan or the terms of any Performance Right:
- (i) affects the rights of any Group Company to terminate the employment, engagement or office of an Eligible Participant or a Participant (as the case may be) in accordance with applicable law;
 - (ii) affects the rights and obligations of any Eligible Participant or Participant

under the terms of their employment, engagement or office with any Group Company;

- (iii) confers any legal or equitable right on an Eligible Participant or a Participant whatsoever to take action against any Group Company in respect of their employment, engagement or office;
 - (iv) creates any contractual or other right to receive future Offers or future participation in the Plan, or benefits in lieu of participation in the Plan, even if participation is offered repeatedly;
 - (v) confers on an Eligible Participant or a Participant any rights to compensation or damages in consequence of the termination of their employment, engagement or office by any Group Company for any reason whatsoever including ceasing to have rights under the Plan as a result of such termination; or
 - (vi) confers any responsibility or liability on any Group Company or its directors, officers, employees, representatives or agents in respect of any taxation liabilities of the Eligible Participant or Participant.
- (d) If a Vesting Condition attached to a Performance Right requires a Participant to remain an employee of a Group Company, then the Participant will be treated as having ceased to be an employee of a Group Company at such time the Participant's employer ceases to be a Group Company.
- (e) A Participant who is granted an approved leave of absence and who exercises their right to return to work under any applicable award, enterprise agreement, other agreement, statute or regulation before the exercise of a Performance Right under the Plan will be treated for those purposes as not having ceased to be such an employee.
- (f) The Board may from time to time require a Participant to complete and return any documents that are required by law to be completed by the Participant and any other documents which the Company considers should, for legal or taxation reasons, be completed by the Participant.

17.2 Power of the Board

- (a) The Plan is administered by the Board which has power to:
- (i) determine appropriate procedures for administration of the Plan consistent with this Plan;
 - (ii) make all other determinations which the Board considers necessary or desirable for the administration of this Plan;
 - (iii) take and rely upon independent professional or expert advice in or in relation to the exercise of any of its powers or discretions under this Plan;
 - (iv) appoint or engage specialist service providers for the operation and administration of the Plan; and
 - (v) delegate to any one or more persons, for such period and on such conditions as it may determine, the exercise of any of its powers or discretions arising under the Plan.
- (b) Except as otherwise expressly provided in this Plan, the Company and the Board each have absolute and unfettered discretion to act, or refrain from acting, under or in connection with the Plan or any Performance Rights under the Plan and in the exercise of any power or discretion under the Plan.

17.3 Dispute or disagreement

In the event of any dispute or disagreement as to the interpretation of the Plan, or as to any question of fact or right arising from or related to the Plan or to any Performance Rights granted under it, the decision of the Board is final and binding.

17.4 Calculations or adjustments

- (a) Any calculations or adjustments which are required to be made in connection with any Performance Rights under the Plan will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Participant.
- (b) Where any calculation or adjustment to be made pursuant to these Rules produces a fraction of a cent or a fraction of a Share, the fraction will be eliminated by rounding down to the nearest whole number.

17.5 Non-residents of Australia

- (a) The Board may adopt additional rules of the Plan applicable in any jurisdiction outside Australia under which rights offered under the Plan may be subject to additional or modified terms, having regard to any securities, exchange control or taxation laws or regulations or similar factors which may apply to the Participant or to any Group Company in relation to the rights. Any additional rule must conform to the basic principles of the Plan.
- (b) When a Performance Right is granted under the Plan to a person who is not a resident of Australia the provisions of the Plan apply subject to such alterations or additions as the Board determines having regard to any securities, exchange control or taxation laws or regulation or similar factors which may apply to the Participant or to any Group Company in relation to the Performance Right.

17.6 Communication

- (a) Any notice or other communication under or in connection with the Plan may be given by personal delivery or by sending the same by post or by email:
 - (i) in the case of a company, to its registered office by ordinary prepaid post addressed to the Company Secretary or emailed to the email address specified in the Offer for these purposes;
 - (ii) in the case of an individual, to the individual's last notified address; or
 - (iii) where a Participant is a Director or employee of a Group Company, either to the Participant's last known address or to emailed to the email address specified by that person for these purposes (which will be taken to be their work email unless otherwise specified).
- (b) Where a notice or other communication is given by post, it is deemed to have been received two Business Days after it was put into the post (where the addressee is located in Australia) or seven Business Days (where the addressee is located outside Australia) properly addressed and stamped.
- (c) Where a notice or communication is given by email, it is deemed to have been received when the sender receives an automated message confirming deliver or one hour after the time sent (as recorded on the device which the sender sent the email) unless the sender receives an automated message that the email has not been delivered, whichever happens first.

- (d) Despite this Rule if any communication is received, or taken to be received under this Rule, after 5.00pm in the place of receipt or on a non-Business Day, it is taken to be received at 9.00am on the next Business Day and take effect from that time unless a later time is specified.

17.7 Attorney

Each Participant:

- (a) irrevocably appoints the Company and any person nominated from time to time by the Company (each an attorney), severally, as the Participant's attorney to complete and execute any documents, including applications for Shares and Share transfers, and to do all acts or things on behalf of and in the name of the Participant which may be convenient or necessary for the purpose of enforcing a Participant's obligations, or exercising the Company's rights, under this Plan or an Offer (including to effect the lapse or forfeiture of Awards in accordance with this Plan);
- (b) (or after his or her death, his or her legal representative) will be deemed to ratify and confirm any act or thing done pursuant to this power and to indemnify the attorney in respect of doing so;
- (c) except in respect of any losses caused by the Company's reckless or wilful misconduct, indemnifies and holds harmless each Group Company and the attorney in respect thereof.

17.8 Costs and Expenses

The Company will pay all expenses, costs and charges in relation to the establishment, implementation and administration of the Plan, including all costs incurred in or associated with the issue or purchase of Shares for the purposes of the Plan.

17.9 Tax Withholding

- (a) No Group Company is responsible for any taxes which may become payable by a Participant in connection with the issue or transfer of any Performance Rights or any other dealing by a Participant with such Performance Rights, including any Cash Payment. Participants are solely responsible for such amounts.
- (b) Where any taxes referred to in paragraph (a) are required to be withheld and remitted to the relevant taxation authority by a Group Company, the Company may either:
- (i) require the Participant to reimburse the Group Company for any taxes which the Group Company is required to withhold;
 - (ii) sell on behalf of the Participant that number of Performance Rights, or Shares which would otherwise have been issued to the Participant on the exercise of Performance Rights, required to provide the funds required to be withheld on account of taxes; or
 - (iii) raise the amount required to be withheld on account of taxes through any combination of the methods in paragraphs (i) and (ii),
- and by participating in the Plan, each Participant authorises the relevant Group Company to make any such deduction or withholding through any combination of the above methods.

17.10 Data protection

By lodging an Application Form and accepting the Offer, each Participant consents to the collection, holding, use, disclosure and processing of personal data provided by the Participant to any Group Company for all purposes relating to the operation of the Plan. These include, but are not limited to:

- (a) administering and maintaining Participants' records;
- (b) providing information to trustees of any employee benefit trust, registrars, brokers or third party administrators of the Plan;
- (c) the disclosure of information about the Plan and themselves to the Australian Taxation Office (or relevant tax authority in any other jurisdiction) which is required to be provided in accordance with the Company's reporting obligations under Australian tax legislation or relevant tax legislation in any other jurisdiction;
- (d) providing information to future purchasers of the Company or the business in which the Participant works; and
- (e) transferring information about the Participant to a country or territory outside Australia.

17.11 Waiver

A provision of this Plan or the Offer, or a right created under either of them, may not be waived or varied except in writing, signed by the party or parties to be bound.

17.12 Error in Allocation

If any Performance Rights are provided under this Plan in error or by mistake to a person (**Mistaken Recipient**) who is not the intended recipient, the Mistaken Recipient shall have no right or interest, and shall be taken never to have had any right or interest, in those Performance Rights and those Performance Rights will immediately lapse.

17.13 No fiduciary capacity

The Board must exercise any power or discretion conferred on it by this Plan in the interest or for the benefit of the Company, and in so doing the Board is not required to act in the interests of another person or as requested by another person and will not be under any fiduciary obligation to another person.

17.14 ASX Listing Rules

If, and for so long as, the Company is admitted to the ASX, the provisions of the ASX Listing Rules of the ASX will apply to the Plan, and to the extent that the Plan and the ASX Listing Rules are inconsistent, the provisions of the ASX Listing Rules will prevail.

17.15 Enforcement

If the whole or any part of a provision of this Plan or an Invitation is void, unenforceable or illegal in a jurisdiction it is severed for that jurisdiction. The remaining provisions have full force and effect and the validity or enforceability of that provision in any other jurisdiction is not affected. This rule has no effect if the severance alters the basic nature of this Plan, or is contrary to public policy.

17.16 Entire Agreement

These Rules, the Offer, the Constitution, the Company's Security Trading Policy, the terms of the relevant Eligible Participant's employment, engagement or office with a Group Company and the

Trust Deed (if applicable) constitute the entire agreement between the Company and the relevant Participant about their subject matter.

17.17 Applicable Law

To the extent that any covenant or other provision contained in the Plan is inconsistent with any applicable law, then this Plan is deemed modified to the extent necessary to make it consistent with applicable law.

17.18 Laws governing Plan

- (a) This Plan, and any Awards issued under it, are governed and are to be construed in accordance with the laws of New South Wales.
- (b) The Company and the Participants submit to the non-exclusive jurisdiction of the courts of New South Wales.

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