ANNUAL REPORT

2025

NUCOAL
RESOURCES LTD

NuCoal Resources Ltd ABN 29 060 352 990
Annual Report – 30 June 2025

Contents

Corporate Directory

Directors	G Galt B.Eng (Mining, Hons), B.Com, GDip App Fin (Finsia), MAusIMM, MAICD *Chairman* G Lewis M Davies B.A Hons, MBA
Secretary	G Lewis
Principal registered office in Australia	c/- Level 7, 28 Honeysuckle Drive Newcastle NSW 2300 +61 2 4013 6181
Share registry	MUFG Corporate Markets (AU) Limited Liberty Place Level 41, 161 Castlereagh S Sydney NSW 2000 1300 554 474
Auditor	Ernst and Young Ernst and Young Centre 200 George Street Sydney NSW 2000
Bankers	Australia and New Zealand Banking Group Limited 490 King Street Newcastle West NSW 2300 Westpac Banking Corporation Shop 39 Wallsend Plaza 24 Kokera Street Wallsend NSW 2287
Stock exchange listings	NuCoal Resources Ltd shares are listed on the National Stock Exchange of Australia. The home exchange is Sydney.
Website address	www.nucoal.com.au

Directors' Report

Your Directors present their report on the consolidated entity (referred to hereafter as the **Group**) consisting of NuCoal Resources Ltd (referred to hereafter as the **Company** or **NuCoal**) and the entities it controlled at the end of, or during, the year ended 30 June 2025.

The report has been divided into four sections as follows:

A. General Information
B. Principal activities and review of operations
C. Remuneration report
D. Other Information

A. General Information

Directors

The directors of the Company at any time during the financial year were, and until the date of this report, unless otherwise noted, are:

Non-executive Chairman	**Non-executive Directors**
Gordon Galt	Michael Davies
	Glen Lewis

The qualifications, experience, other directorships and special responsibilities of the directors in office at the date of this report are:

Gordon Galt – B.Eng (Mining, Hons), B.Com, GDip App Fin (Finsia), MAusIMM, MAICD *Non-executive Chairman, since February 2010*

Experience and expertise:
Gordon is a mining engineer with extensive coal industry experience. From 1991 Gordon was Operations Manager, then General Manager at Ulan Coal in the NSW Hunter Valley. He became Managing Director at Cumnock Coal in 1996 before taking up roles as Managing Director with Newcrest Mining and in investment banking with ABN AMRO respectively.

Other current Directorships:
- Non-executive Chairman of Lefroy Exploration Ltd (ASX: LEX) and Qmetco Ltd
- Director of TSM Holdings Pty Ltd

Committees:
- Chair of the Audit Committee

Glen Lewis *Non-executive Director, since March 2017 (Managing Director from February 2010 to March 2017) and Company Secretary (from 29 July 2022 to date)*

Experience and expertise:
Glen is a qualified Coal Mine Manager and has worked in the coal industry since 1980. Before joining NuCoal, he held the position of General Manager Underground Operations with Xstrata Coal NSW with overall responsibility for 6 operating mines and several projects under construction.

Other current Directorships:
- Non-executive Director of TerraCom Limited (ASX: TER)

Committees:
- Member of the Audit Committee

Directors' Report (continued)

Michael Davies – B.A (Hons), MBA *Non-executive Director, since February 2010*

Experience and expertise:
Michael is a specialist in resource financing, with over 20 years' experience in investment banking (Barclays, BZW and ABN AMRO). Michael has extensive commercial experience in the coal industry, having been involved in the negotiation of joint venture agreements and acquisition and sale of coal tenements.

Other current Directorships:
- Non-executive Director of Lefroy Exploration Ltd (ASX: LEX) and Qmetco Ltd
- Director of TSM Holdings Pty Ltd

Committees:
- Member of the Audit Committee

Company Secretary

Glen Lewis *(effective 29 July 2022) – refer to experience and expertise on page 2.*

Directors' Meetings

The following table sets out the number of board and committee meetings attended by each of the directors who held office during the financial year:

	Board Meetings		Audit Committee	
Director	**A**	**B**	**A**	**B**
Gordon Galt	4	4	2	2
Glen Lewis	4	4	2	2
Michael Davies	4	4	2	2

A Number of meetings held during the time the Director held office or was a member of the committee during the period.
B Number of meetings attended.

Committee membership

As at the date of this report, the Board only had a formal Audit Committee in place. The Non-Financial Risk and Remuneration Committees were disbanded on 1 March 2015 following the Board's decision to make the entire workforce redundant.

Members acting on the Audit Committee as at the date of this report are:

	Audit Committee
Chairman	Gordon Galt
Members	Michael Davies
	Glen Lewis

Directors' Report (continued)

B. Principal activities and review of operations

Exploration Project in the Hunter Valley (100%)

The Savoy Hill Project comprises two Exploration Licences, EL 6812 and EL 9781. EL 6812 is current until June 2028. EL 9781 was granted on 25 May 2025 for a 6-year term until May 2031.

Figures 1 and 2 below show some details of the two tenements. In Figure 1, EL 9781 is the area labelled B2, which is wholly within EL 6812. In Figure 2, the location of the two tenements together is shown in relation to other tenements in the area.

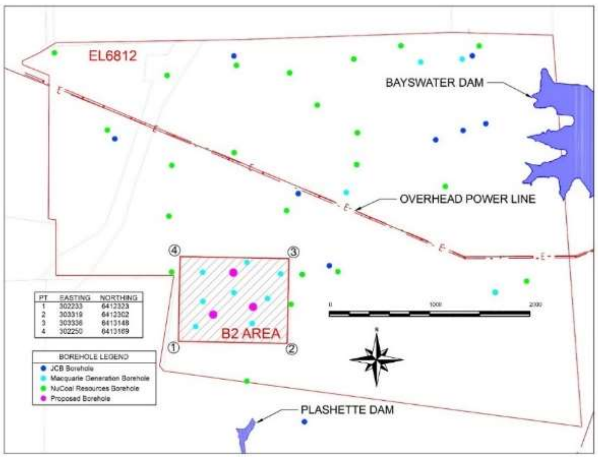

Figure 1

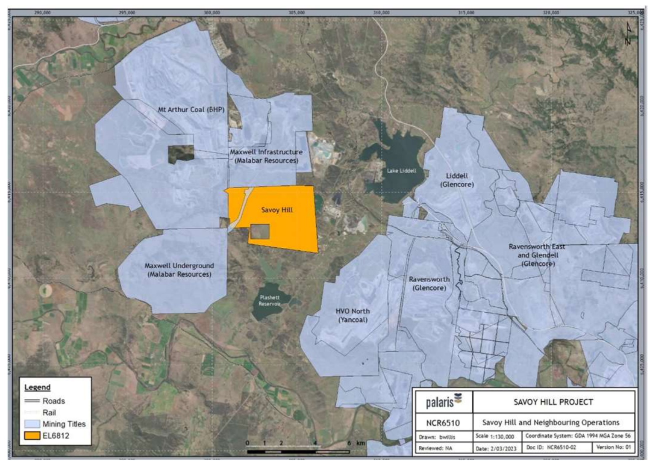

Figure 2

The granting of EL 9781 means that the whole of the Savoy Hill Project can now be evaluated without the previous tenement boundary constraints. The main remaining constraints are shown in Figure 3 – i.e. the transmission line from the Bayswater power station (black dotted line), which may not be needed after power station closure, scheduled for between 2030 and 2033, and the Malabar transport corridor (yellow).

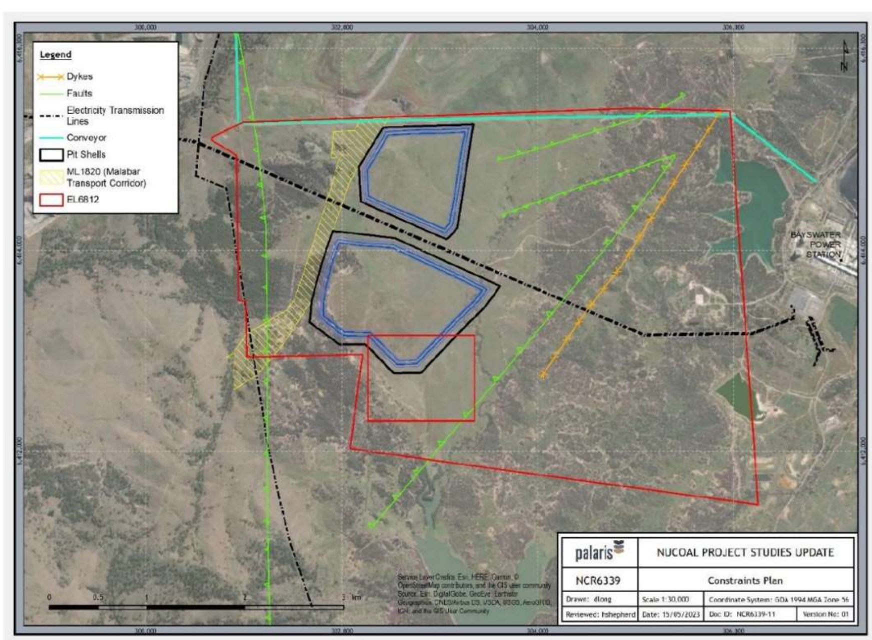

Figure 3 – Mining constraints and potential open pit outlines

Directors' Report (continued)

The Savoy Hill Project was explored by NuCoal during 2012 and 2013, with 34 fully cored boreholes completed for 7,000 metres of drilling. A further eight cored holes were drilled by Macquarie Generation in 2006. A maiden 2012 JORC Coal Resource estimate totalling 88 Mt (51 Mt Indicated and 37 Mt Inferred) was reported for EL 6812 in 2023.

A conceptual study of the potential for open cut production from the project is currently being updated, focussed on the production of low volatile PCI and thermal coal for export plus high quality crushed aggregate from some of the sills which intrude the area. The potential open pit areas are shown on Figure 3. A production level of approximately 1Mtpa (ROM basis) is being evaluated as a Base Case, with a mine life of over 20 years.

WA Exploration Applications

In September 2024, the Board considered the prospectivity of the WA tenements, the costs of further exploration and ultimately whether to hold and explore these tenements. Weighing up the relevant factors the Board decided to relinquish the tenements before any further costs are incurred.

Expropriation of Doyles Creek Exploration Licence 7270 (EL 7270)

Background

When NuCoal was first listed on the ASX in February 2010, the Company's only asset was Exploration Licence 7270 (**EL 7270** or **Licence**). NuCoal undertook the work program required under the terms of the Licence during the period between February 2010 and January 2014.

On 31 January 2014, the NSW Government passed the *Mining Amendment (ICAC Operations Jasper and Acacia) Act 2014* (NSW) (**Mining Amendment Act** or **MAA**), cancelling EL7270, with no compensation payable to NuCoal or its shareholders. The legislation was passed following an inquiry by the Independent Commission Against Corruption (**ICAC**).

Information regarding the ongoing legal and political strategy, both domestically and internationally, to seek redress for shareholders is elaborated on the Company's website and previous quarterly reports. Summary comments are given below.

Domestic Efforts

Since EL 7270 was expropriated, two Parliamentary Committees have concluded that NuCoal should be compensated. These include the Standing Committee on Law and Justice (**Standing Committee**) in 2019 and the Committee on the Independent Commission Against Corruption in 2020/21.

The latter Committee handed down its report in November 2021 and noted the following recommendation:

"the Legislative Council Standing Committee on Law and Justice's inquiry on the Mining Amendment (Compensation for Cancellation of Exploration Licence) Bill 2019, recommended for the Government to address the outstanding matters in relation to NuCoal, including the issue of compensation for 'innocent stakeholders'. The Government's response reserves its position this matter. Given the time that has passed since then, the Committee urges the NSW Government to respond to the Legislative Council's Law and Justice report as a matter of urgency."

The report was unanimous and multipartisan, so its recommendations were "uncontroversial" and should have been taken up by the Government without further delay. Since the report was published, NuCoal has held discussions with a number of NSW Government representatives to continue to progress the matter of compensation. These efforts are continuing.

Directors' Report (continued)

International Efforts

Current efforts are focused on the breach of the Australia US Free Trade Agreement (**AUSFTA**) by the Australian Government.

The breach occurred because the AUSFTA guarantees due process, which was specifically denied by the NSW Government when it passed the MAA. As background, shareholders should note that tariffs in the USA are administered by the US Department of Trade which is run by the US Trade Representative (**USTR**). The current USTR, Mr Jamieson Greer, is entirely familiar with the NuCoal matter as he served as Chief of Staff to the former USTR, Mr Robert Lighthizer, in the previous Trump administration. Mr Lighthizer wrote to the Australian Trade Minister at the time, Mr Ciobo, but was totally ignored! Letter-from-Robert-Lighthizer-to-Steven-Ciobo.pdf.

Shareholders should note that trade issues between the USA and other countries are listed in an annual Foreign Trade Barriers report (**FTB**) issued by the USTR. A link to the most recent FTB, was published in April 2025, is given here USTR Releases 2025 National Trade Estimate Report | United States Trade Representative.

On page 20 of the current FTB, the NuCoal matter is listed as the sole Investment Barrier between the USA and Australia. However, the first reference to NuCoal in the FTB was in 2017, and apart from the COVID year, the matter has been listed every year since then. The reference has become more specific over the years.

Despite its recurrence and meetings which have occurred between the USTR and the Australian side since 2017, where the matter has continued to be raised, the Australian side has not taken the matter seriously and has applied no pressure onto the NSW Government to fix their lack of due process by compensating NuCoal shareholders.

The Australian Government's position is not an oversight – it is a deliberate strategy to avoid responsibilities. The matter has been discussed by the parties as something that needed to be fixed in discussion between Mr Greer and the Australian Trade Minister, Mr Farrell in March 2025 Top Trump official presses Australia on coal compensation.

In the reporting period we have concentrated on getting press articles on our matter published in both the US and Australia – Compensation – NuCoal. They all address the requirement for compensation to NuCoal as being part of any settlement on trade between the US and Australia in the future.

We believe that the next six months will be critical for Australia in relation to trade with the US, especially in the light of many other countries completing negotiations with the US. NuCoal aims to be an integral part of these arrangements.

In addition, we are working to assist the preparation of trigger letters and other requirements for the prosecution of claims against the Australian Government by our shareholders in countries other than the US with which Australian has FTAs. These include resident shareholders of Singapore, Hong Kong, Indonesia, Thailand and PNG. Some of these FTAs have Investor-state dispute settlement (**ISDS**) clauses which allow automatic direct claims to be bought by our shareholders against Australia through international courts via arbitration.

The bottom lines are these…

- The USTR continues to raise this specific matter with the Australian Trade Minister, so it is out in the open and very public. President Trump supports the USTR. This matter has been an issue for the US since 2017 as reported in the FTB and the Australian Government has ignored their concerns for 8 years! All the facts are on the table so there should no longer be obfuscation and delay.
- Our shareholders in other jurisdictions have direct routes to arbitration in international courts.
- NuCoal is completely innocent and no due process was given – so compensation should be paid immediately.

Directors' Report (continued)

Social Media

The Company has a presence in the social media space and encourages shareholders to follow and like communications via these channels. All support received will assist in the continued fight for justice for shareholders.

Facebook – https://www.facebook.com/NuCoalMining/

Twitter – https://www.twitter.com/nucoal

Listing on the NSX

NuCoal satisfied the conditions to list on the National Stock Exchange of Australia (**NSX**) on 3 March 2025. In addition, NuCoal satisfied the conditions of the Australian Securities Exchange (**ASX**) to delist, which occurred on 28 February 2025.

Market information and announcements for NuCoal can be found on the Company's website (https://nucoal.com.au/) and on the NSX portal (https://www.nsx.com.au/marketdata/company-directory/details/NCR/).

Results of Operations

The Group recorded a loss from ordinary activities for the year ended 30 June 2025 of $808,427 (2024: $336,116).

Cash inflows from operating, investing and financing activities were $507,663 compared to net cash outflows of $125,057 in 2024.

The net asset position of the Group at 30 June 2025 was $1,739,279 (30 June 2024: $2,547,706).

Dividends - NuCoal Resources Ltd

No dividends were paid to members during the financial year ended 30 June 2025 (2024: nil). No dividend is recommended in respect of the financial year ended 30 June 2025.

Significant changes in the state of affairs

Other than those matters listed in this report, there have been no significant changes in the state of affairs of the Group during the period.

Matters subsequent to the end of the financial year

In the interval between the end of the financial year and the date of this report, there has not arisen any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group, in the future financial years.

Directors' Report – remuneration report

C. Remuneration report (Audited)

The audited remuneration report for the year ended 30 June 2025 outlines the remuneration arrangements of the Group in accordance with section 300A of the *Corporations Act 2001* (Cth) and its regulations. This information has been audited as required by section 308(3C) of the *Corporations Act 2001* (Cth).

The remuneration report details the remuneration arrangements for the Group's key management personnel (**KMP**) during the financial year ended 30 June 2025.

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group and other designated senior executives. During the year, KMP comprised the Non-executive Directors of the Company. The Group did not employ any executives during the reporting period.

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

(a) Remuneration governance
(b) Principles used to determine the nature and amount of remuneration
(c) Details of remuneration
(d) Service agreements
(e) Share-based compensation

(a) Remuneration governance

The Remuneration Committee was disbanded effective 1 March 2015 due to the Board's decision to make the Group's entire workforce redundant. From 1 March 2015, the roles and responsibilities of the Remuneration Committee have been carried out by the full Board.

(b) Principles used to determine the nature and amount of remuneration

The Group's remuneration guiding principle is to align remuneration with the creation of value for shareholders by attracting and retaining appropriately qualified and experienced employees who will contribute to the Group's success, and motivating them to achieve outstanding performance against the Group's business objectives. This guiding principle applies to employees at all levels, including Non-executive Directors.

Non-executive Directors are remunerated by way of fees and long-term incentives, but they do not receive retirement benefits.

Due to the nature of the Group's operations, which consists of minerals exploration and evaluation, the remuneration of Directors, at present, is paid as per the agreement entered into between the Company and the individual and is currently not directly related to annual financial reporting results.

Use of remuneration consultants

During the 2025 financial year no remuneration experts were engaged by the Remuneration Committee.

Remuneration approval at FY2024 Annual General Meeting

The 2024 remuneration report received positive shareholder approval at the 2024 year AGM with a vote of 97.51% in favour.

Directors' Report – remuneration report (continued)

Non-executive Director remuneration

Fees paid to Non-executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. The Chair's fees are determined independently to the fees of Non-executive Directors based on comparative roles in the external market. Fees paid to Non-executive Directors are reviewed annually by the Board.

Non-executive Directors' fees are determined within an aggregate directors' fee pool limit, which is periodically recommended for approval by shareholders. The current maximum aggregate remuneration of Non-executive Directors, approved by shareholders at a General Meeting on 28 May 2010, is $350,000 excluding the fair value of any options and share rights granted.

The annual fee levels in 2025 (with comparative data for 2024) were as follows:

	2025 ($)	2024 ($)
Position		
Chair	87,200	87,200
Other Non-executive Directors	50,000	50,000
Committee fees		
Committee chair	10,000	10,000
Committee member	NIL	NIL

Despite the annual fee rate noted above, NuCoal Non-executive Directors, Gordon Galt and Glen Lewis have received reduced fees from FY2017 to date. Non-executive Director, Michael Davies has received NIL fees since July 2015.

Non-executive Directors are eligible to receive performance-related compensation via participation in the Company's Long-Term Incentive Employee Share Plan (**ESP**). Participation by Directors in the ESP is conditional on shareholder approval.

Directors are also entitled to be reimbursed for all Group business related expenses, including travel on Group business, as may be incurred in the discharge of their duties.

Executive KMP remuneration policy and overview of incentive plans

The Group did not employ any executives during the reporting period, therefore there is no formal framework regarding Executive KMP remuneration.

(c) Details of remuneration

Details of the remuneration paid to Directors of the Company are set out below.

Directors' Report – remuneration report (continued)

Key management personnel remuneration

The following table shows details of the remuneration received by the Directors and executive KMP of the Group for the current and previous financial years.

Name	Year	Short-term benefits			
		Salary and fees	Bonus	Consulting Fees	Total
		$	$	$	$
Non-executive Directors					
G Galt (1)	2025	29,067	-	-	**29,067**
	2024	29,067	-	-	**29,067**
G Lewis (1)	2025	27,500	-	-	**27,500**
	2024	27,500	-	-	**27,500**
M Davies (2)	2025	-	-	-	**-**
	2024	-	-	-	**-**
Total key management compensation (Group)	**2025**	**56,567**	**-**	**-**	**56,567**
	2024	**56,567**	**-**	**-**	**56,567**

(1) Mr Galt and Mr Lewis have received reduced Director fees from FY2017 to date.
(2) Mr Davies has received NIL Director fees since July 2015.

Directors' Report – remuneration report (continued)

(d) Service agreements

On appointment to the Board, all Non-executive Directors enter into a service agreement with the Company in the form of a letter of appointment. In the past, remuneration arrangements for Executive KMP have been formalised in employment agreements.

The Group currently has no employment contracts in place with any Executive KMP.

(e) Share based compensation

The Employee Share Plan (**ESP**) is the Company's Long-Term Incentive (**LTI**) scheme for Directors (Executive and Non-executive), and other persons as nominated by the Board.

The Board approves participation in the ESP.

Under the ESP, eligible participants may be granted shares on terms and conditions determined by the Board and as documented in the Share Plan Rules and Trust Deed. Shares granted to participants are to be held in Trust until vesting conditions attached to the shares are satisfied. When vesting conditions are satisfied, the shares are exercised and delivered from the Trust to the eligible participant at nil cost. Shares granted under the ESP do not have an expiry date.

The terms and conditions of shares granted affecting remuneration in the current or a future reporting period are as follows:

Grant Date	Vesting conditions *	Exercise price	Fair value per share	Balance at the start and end of the year #
28 May 2010	0.60 cents	$ 0.00	$ 0.19	2,000,000
28 May 2010	0.80 cents	$ 0.00	$ 0.17	2,000,000
28 May 2010	1.00 dollar	$ 0.00	$ 0.16	2,000,000

* Shares will be issued to eligible participants from the Share Plan Trustee when vesting conditions are met. Shares will vest when the share price exceeds the nominated value for more than ten non-consecutive days of trading.

\# Balance remains the same as at the date of the Directors' Report.

No shares have been granted since 2010. No shares vested or were provided for during the years ended 2025 or 2024 as a result of vesting conditions not being met.

Directors' Report – remuneration report (continued)

The numbers of shares held in the Company by the NuCoal Share Plan Trust during the financial year for each director of NuCoal Resources Ltd and other executive KMP of the Group (if applicable), including their personally related parties, are set out below.

Name	Year	Balance at start of the year	Granted during the year as compensation	Exercised during the year	Other changes during the year	Balance at end of the year	Vested and exercisable at the end of the year
Directors of NuCoal Resources Ltd							
G Galt	2025	4,000,000	-	-	-	4,000,000	-
	2024	4,000,000	-	-	-	4,000,000	-
G Lewis (1)	2025	-	-	-	-	-	-
	2024	-	-	-	-	-	-
M Davies	2025	2,000,000	-	-	-	2,000,000	-
	2024	2,000,000	-	-	-	2,000,000	-

(1) All long-term incentives held by G Lewis were forfeited when the Board made the entire workforce redundant during February and March 2015.

The numbers of shares held in the Company during the financial year by each Director of NuCoal Resources Ltd and other key management personnel (if applicable) of the Company, including their personally-related parties, are set out below.

Name	Year	Balance at the start of the year	Received during the year as a result of vesting conditions being met	Other changes during the year	Balance at the end of the year #
Directors of NuCoal Resources Ltd					
Ordinary Shares					
G Galt	2025	50,000	-	-	50,000
	2024	50,000	-	-	50,000
G Lewis	2025	28,000,000	-	-	28,000,000
	2024	28,000,000	-	-	28,000,000
M Davies	2025	22,950,440	-	-	22,950,440
	2024	22,950,440	-	-	22,950,440

Balance remains the same as at the date of the Directors' Report.

Directors' Report (continued)

The following information does not form part of the remuneration report.

D. Other Information

Environmental regulation

The Company's operations are subject to significant environmental regulations under both Commonwealth and State legislation in relation to its activities. The Board monitors compliance with environmental regulations and the Directors are not aware of any significant breaches of these regulations during the period covered by this report.

Insurance of officers

The Company indemnifies each of its directors, officers and company secretary. The Company indemnifies each director or officer to the maximum extent permitted by the *Corporations Act 2001* (Cth) from liability to third parties, except where the liability arises out of conduct involving lack of good faith, and in defending legal and administrative proceedings and applications for such proceedings.

The Company must use its best endeavours to insure a director or officer against liability which does not arise out of conduct constituting a wilful breach of duty or a contravention of the *Corporations Act 2001* (Cth). The Company must also use its best endeavours to insure a director or officer against liability for costs and expenses incurred in defending proceedings whether civil or criminal.

The Group has paid insurance premiums in respect of directors' and officers' liability and legal expenses insurance contracts for current and former directors, executive officers and secretaries. The Directors have not included details of the premium paid in respect of the directors' and officers' liability and legal expenses insurance contracts, as such disclosure is prohibited under the terms of the contract.

Indemnification of auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreements against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the *Corporations Act 2001* (Cth) for leave 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 part of those proceedings. The Company was not a party to any such proceedings during the year.

Rounding of amounts

The company is of a kind referred to in ASIC Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in these financial statements. Amounts in these financial statements have been rounded off in accordance with that Class Order to the nearest dollar.

Non-audit services

Details of the fees and charges for the provision of audit and non-audit services provided by Ernst & Young are included in note 17 of the Financial Report. The Audit Committee has developed a policy to ensure that the independence of the Company's auditor is not impaired by providing non-audit services to the Company so that both the Company and the external auditor can comply with relevant auditor independence rules which apply in the various jurisdictions in which the Group operates.

No officer of the Group who held office during the financial year, and no current officer, was formerly a partner of Ernst & Young.

Directors' Report (continued)

The Board of Directors, in accordance with advice from the Audit Committee, is satisfied that the provision of non-audit services in prior year is compatible with the general standard of independence for auditors imposed by *Corporations Act 2001* (Cth). The directors are satisfied that these services did not compromise the external auditor's independence for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Company and have been reviewed by the Company to ensure they do not impact the integrity and objectivity of the auditor; and

- non-audit services provided do not undermine the general principles relating to auditor independence as set out in *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 an advocate for the Company or jointly sharing risks and rewards.

Auditor's independence declaration

The auditor's independence declaration, which forms part of the Directors' Report and required under section 307C of the *Corporations Act 2001* (Cth) for the year ended 30 June 2025 has been received and can be found on page 15 of this report.

This Directors' Report is signed in accordance with a resolution of Directors made pursuant to section 298(2) of the *Corporations Act 2001* (Cth).

On behalf of the Directors

G Galt
Chairman
Sydney, 30 September 2025

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Auditor's independence declaration to the directors of NuCoal Resources Limited

As lead auditor for the audit of the financial report of NuCoal Resources Limited for the financial year ended 30 June 2025, I declare to the best of my knowledge and belief, there have been:

a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;

b. No contraventions of any applicable code of professional conduct in relation to the audit; and

c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of NuCoal Resources Limited and the entities it controlled during the financial year.

Ernst & Young

Ernst & Young

James Johnson
Partner
Sydney
30 September 2025

Corporate Governance Statement

The Board of Directors of NuCoal Resources Ltd (**Company** or **NuCoal**) is responsible for establishing the corporate governance framework of the Company.

The Board is committed to best practice corporate governance principles appropriate for the size, type and activity of NuCoal.

Various corporate governance practices are discussed within this statement. Details of the main policies of corporate governance adopted by the Company and referred to in this statement are available on the Company website www.nucoal.com.au.

This Statement applies to the Company and all entities under its control, collectively referred to as the Group.

Principle 1: Lay solid foundations for management and oversight

The Board is responsible for the overall corporate governance of the Company.

Functions of the Board and delegations to Management

The Board has adopted a formal Board Charter, which sets out the functions reserved to the Board. The Board Charter is available on the Company's website.

The Board's primary role is the protection and enhancement of long-term shareholder value. It guides and monitors the business and affairs of the Group on behalf of the shareholders by whom they are elected and to whom they are accountable.

To fulfil this role, the Board, as set out in the Board Charter, is responsible for the overall corporate governance of the Group including:

- approving the Company's Corporate Strategy and monitoring its implementation;
- approving the appointment of the Managing Director / Chief Executive Officer;
- reviewing and monitoring systems of risk management and internal control, and ethical and legal compliance;
- approving major capital expenditure, acquisitions and divestitures; and
- monitoring and reviewing policies and processes aimed at ensuring the integrity of financial and other reporting.

The Board is responsible for reviewing the role and responsibilities of management through various committees it has developed. Directors are entitled to request additional information, including external advice, at any time to enable them to discharge their duties effectively. Review of the *Board Charter* occurs annually.

Terms of Directors' appointment

Directors are appointed in accordance with the terms of the Company's constitution.

Before a director is appointed, or put forward to shareholders as a candidate for election, the Group will undertake appropriate checks. These checks may include, but are not limited to, checks on a person's character, experience, education, criminal record and bankruptcy history. The Group will also provide shareholders with relevant information about any Director standing for election or re-election.

Each Director has entered into a formal letter of appointment with the Company, which sets out core terms of the Director's responsibilities and obligations to the Company.

Corporate Governance Statement (continued)

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with proper functioning of the Board. The role of the Company Secretary is outlined in the *Board Charter*.

Diversity and Equal Opportunity

The Board will determine the appropriate policy concerning diversity from time to time. This policy will include a recommendation as to whether it is appropriate for the Board to establish measurable objectives for achieving gender diversity for the Board to assess annually. Given the change in corporate structure, the Company does not have any employees so any policy would only apply to management and the Board. To the extent this position changes, the Board will consider the appropriate policy.

Performance Evaluation – Board and Committees

The Board acknowledges the importance of regular review of its performance and the performance of its Committees against appropriate measures. The Board is committed to periodically reviewing the Board, its Committees and the Directors' performance and effectiveness.

No formal evaluation was conducted during the year.

Principle 2: Structure the Board to add value

As at the date of this report, the NuCoal Board comprises the following Directors:

- Gordon Galt (Chairman)
- Michael Davies (Non-executive Director)
- Glen Lewis (Non-executive Director)

The size and composition of the Board is determined in accordance with the Company's constitution and NuCoal considers that its Board holds a diverse mix of skills appropriate for its size, type and activity.

The formal *Board Charter* requires that the Board comprise Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. Board composition is reviewed annually to consider whether it has the appropriate mix of Directors with the expertise and experience suitable for the purpose of fulfilling its collective responsibilities on behalf of shareholders. Where a vacancy exists, for whatever reason, or where it is considered that the Board would benefit from the services of a new Director with particular skills, the Board will select candidates with the relevant qualifications, skills and experience.

Information about the skills, experience and expertise and period in office of each Director who served during the year ended 30 June 2025 is set out in the Directors' Report on pages 2 to 3.

Nominations Committee

The Company does not have a fully constituted Nominations Committee as the Board believes that establishing a separate Nominations Committee at this time would contribute little to the Company's effective governance. As and when required, the full Board participates as the Nominations Committee in order to fulfil its corporate governance responsibilities in regard to:

- Board appointments and performance;
- Directors' induction program;
- Committee membership; and
- Other relevant matters.

Skills Matrix

The skills and diversity out the board are set out in the Directors' Report on pages 2 to 3.

Corporate Governance Statement (continued)

Board Independence

The Board considers a Director to be independent if he or she is not a member of management and is free of any interest and any business or other relationship which would, or could reasonably be perceived to, materially interfere with the independent exercise of their judgement. The Board assesses the materiality of any given relationship that may affect independence on a case-by-case basis. Each Non-executive Director is required to regularly disclose to the Board all information that may be relevant to this assessment, including their interest in contracts and other directorships and offices held.

Gordon Galt (Chairman) and Michael Davies are Executive Directors of one of the Company's major shareholders, Taurus Funds Management Pty Ltd, and as a result of this relationship are not considered to be independent by the Board. In addition, Glen Lewis, in his previous role as Managing Director, is not considered to be independent by the Board.

The Board is comfortable with its current board composition and is of the opinion that the objectives and current strategy of the Group are best served and achieved by a Board comprised of a majority of persons associated with the Group since its inception, irrespective of their degree of independence. In addition, the Board considers the expertise and skill of Directors to be paramount to the Group's success and believes that the current Board composition provides a range of skills and expertise to properly fulfil its responsibilities.

Board induction and training

The Group has a program for inducting new directors and provides resources to directors to help develop and maintain the appropriate skills and knowledge needed to perform their role effectively.

Principle 3: Promote ethical and responsible decision making

Code of Conduct

NuCoal has adopted a *Corporate Code of Conduct* to guide Directors, executive KMP, management and employees in carrying out their duties and responsibilities. The *Corporate Code of Conduct* sets out the principles and standards which the Board, management and employees of the Company are expected to adopt when dealing with each other, shareholders and the community as a whole.

In addition, the *Corporate Code of Conduct* specifically addresses conflicts of interest, business gifts and entertainment, improper use of the Company's property and assets, dealing with Government officials, political activities and reporting unlawful and unethical behaviour. The *Corporate Code of Conduct* is available on the Company's website.

Principle 4: Safeguard integrity in financial statements

The Board has ultimate responsibility for ensuring the integrity of the Company's financial reporting. To assist in discharging its responsibility, the Board has put in place a structure of review and authorisation designed to ensure the truthful and factual presentation of the Company's financial position.

Audit Committee

The Board has established an Audit Committee. The Audit Committee has a formal charter, which is available on the Company's website.

As at the date of this report, the Audit Committee comprises the following Non-executive Directors:

- Gordon Galt – not independent
- Michael Davies – not independent
- Glen Lewis – not independent

The relevant qualifications and experience of the members of the Audit Committee are disclosed on pages 2 to 3 of the Director's Report.

The Audit Committee meets as required, but at least twice per year. The Chief Executive Officer and the Company's external auditors are invited to attend the Audit Committee meetings.

Corporate Governance Statement (continued)

Assurance by the person making a declaration in accordance with section 295A of the Corporations Act 2001 (Cth)

The Board receives assurances from the person responsible for making a declaration in accordance with section 295A of the *Corporations Act 2001* (Cth) that any such declaration, as to the financial records and statements made, has been founded on a sound systems of risk management and internal compliance and controls and that the system is operating effectively in all material respects in relation to financial reporting risks.

Auditor

The Board and the Audit Committee also, to a certain extent, rely on the external auditors (Ernst & Young) to ensure compliance with relevant accounting standards, and give full co-operation to its auditors without absolving itself of any responsibility. Where appropriate, the Board and the Audit Committee engage independent experts or professional advisors to assist with the identification and/or management of any key risk areas identified. The external auditor attends the AGM and is available to answer questions in relation to the conduct of the audit.

Principle 5: Make timely and balanced disclosures

Continuous disclosure

NuCoal has adopted a *Continuous Disclosure Policy*, a copy of which is available on the Company's website.

The *Continuous Disclosure Policy* sets out the Company's commitment to continuous disclosure and establishes a best practice procedure relating to compliance with continuous disclosure obligations.

NuCoal is committed to providing up to date information to its shareholders and the broader investment community in accordance with its continuous disclosure obligations under the NSX Listing Rules.

The Company Secretary is primarily responsible for the management of the *Continuous Disclosure Policy* and for all communications with the NSX in relation to continuous disclosure issues. However, no announcements are made to the NSX without the prior approval of the Chairman (or their delegate).

Principle 6: Respect the rights of security holders

Shareholder Communications

NuCoal has adopted a *Shareholder Communications Policy* and *Privacy Policy*, copies of which are available on the Company's website.

NuCoal aims to ensure that its shareholders, on behalf of whom the Boards acts, are informed of all information necessary to assess the performance of the Directors and the Company.

Information is communicated to shareholders and the market through:

- The Annual Report;
- Other periodic reports (Half Year and Quarterly Reports), which are lodged through the NSX and are available for shareholder scrutiny;
- Other announcements made in accordance with the NSX Listing Rules;
- Special purpose information memoranda issued to shareholders, as appropriate;
- The Annual General Meeting and other meetings, as appropriate; and
- The Company's website.

Corporate Governance Statement (continued)

The Group is committed to minimising its impact on the environment, and for this reason encourages shareholders to receive communication from and send communications to, the Group and its share registry, electronically. Communicating with shareholders by electronic means, particularly through the Group's website, is an efficient way of distributing information in a timely and convenient manner.

General Meetings

Shareholders are encouraged to attend the Company's Annual General Meeting (**AGM**). Shareholders are given the opportunity to ask questions at the AGM and to vote.

Principle 7: Recognise and manage risk

Risk Committee

The Risk Committee was disbanded effective 1 March 2015 due to the Board's decision to make the Group's entire workforce redundant; therefore all processes of a Risk Committee are now the responsibility of the Board.

Further, the Company's Audit Committee monitors the Company's financial risks. Refer to page 18 of the Corporate Governance Statement which outlines the specific roles and responsibilities of the Audit Committee.

Internal audit

The Group does not have an internal audit function; however, the Company has designed and implemented a risk management and internal control system to manage the Company's material business risks. The Board and Audit Committee receive reports from management in respect of the effectiveness of the Company's material business risks.

Principle 8: Remunerate fairly and responsibly

Remuneration Policies

The Remuneration Committee was disbanded effective 1 March 2015 due to the Board's decision to make the Group's entire workforce redundant; therefore, all processes of a Remuneration Committee are now the responsibility of the Board.

The Company's remuneration policies and details of the nature and amount of remuneration paid to Directors' and key executives during the year are set out in the Directors' Report on pages 8 to 12.

Remuneration Review

The remuneration levels of Directors and executive KMP (if applicable) are reviewed by the Board (with abstentions from relevant Directors where there is a conflict of interest). Where the Board considers that particular expertise or information is required, appropriate external advice may be taken and reviewed prior to a final decision by the Board. In respect of the Group's equity based remuneration scheme, executive KMP are not permitted to enter into transactions which limit the economic risk of participating in the scheme.

Contents

This financial report is the consolidated financial report for the consolidated entity consisting of NuCoal Resources Ltd and its subsidiaries. This financial report is presented in the Australian currency.

NuCoal Resources Ltd is a for profit company limited by shares, incorporated and domiciled in Australia whose shares are publicly traded on the National Stock Exchange **(NSX)**. The registered office and principal place of business is:

c/- Level 7, 28 Honeysuckle Drive
Newcastle NSW 2300

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

The financial report of NuCoal Resources Ltd for the year ended 30 June 2025 was authorised for issue in accordance with a resolution of Directors on 30 September 2025. The company has the power to amend and reissue the financial statements.

Through the use of the internet, we have ensured that our corporate reporting is timely and complete. All press releases, financial reports and other information are available on our website: www.nucoal.com.au.

Continuing operations	Notes	2025 $	2024 $
Other income	4	**80,047**	109,312
Administration expenses		**(12,296)**	(16,600)
Accounting and audit fees		**(36,856)**	(36,173)
Consultants	6	**(550,449)**	(54,963)
Directors fees	20	**(56,567)**	(56,567)
Due Diligence		**-**	(26,677)
Employee benefits expense		**(9,094)**	(9,506)
Exploration expenditure impaired	7	**(722)**	(4,052)
Licence fees		**25,868**	(58,247)
Finance costs		**(1,449)**	(1,471)
Insurance		**(120,194)**	(123,533)
Legal fees		**(5,351)**	(3,910)
Listing fees		**(72,817)**	(43,171)
Rent		**(10,600)**	(10,400)
Travel and accommodation		**(37,947)**	(158)
Loss before income tax		**(808,427)**	(336,116)
Income tax expense	5	**-**	-
Loss for the year		**(808,427)**	(336,116)
Loss is attributable to:			
Equity holders of NuCoal Resources Ltd		**(808,427)**	(336,116)
Other comprehensive income / (loss)		**-**	-
Total comprehensive loss for the year		**(808,427)**	(336,116)
Total comprehensive loss is attributable to:			
Equity holders of NuCoal Resources Ltd		**(808,427)**	(336,116)
Earnings per share for loss attributable to the ordinary equity holders of the company:		**Cents**	Cents
Basic loss per ordinary share	24	**(0.10)**	(0.04)
Diluted loss per ordinary share	24	**(0.10)**	(0.04)

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

	Notes	2025 $	2024 $
ASSETS			
Current assets			
Cash and cash equivalents	8	**602,629**	94,966
Term deposits	8	**1,430,000**	2,330,000
Restricted cash and cash equivalents	8	**30,000**	20,000
Prepayments		**76,742**	73,505
Other receivables	9	**44,900**	62,997
Total assets		**2,184,271**	2,581,468
LIABILITIES			
Current liabilities			
Accruals and other payables	11	**444,992**	33,762
Total liabilities		**444,992**	33,762
Net assets		**1,739,279**	2,547,706
EQUITY			
Share Capital	13	**88,138,807**	88,138,807
Reserves	14	**4,608,035**	4,608,035
Accumulated Losses	15	**(91,007,563)**	(90,199,136)
Total equity		**1,739,279**	2,547,706

The above consolidated statement of financial position is to be read in conjunction with the accompanying notes.

	Attributable to the owners of NuCoal Resources Ltd			
	Contributed equity	**Share-based payment reserves (Note 14)**	**Accumulated losses**	**Total Equity**
	$	**$**	**$**	**$**
Balance at 30 June 2023	**88,138,807**	**4,608,035**	(89,863,020)	**2,883,822**
Loss for the year	-	-	(336,116)	(336,116)
Other comprehensive income / (loss) for the year	-	-	-	-
Total comprehensive loss for the year	-	-	*(336,116)*	*(336,116)*
Balance at 30 June 2024	**88,138,807**	**4,608,035**	**(90,199,136)**	**2,547,706**
Balance at 1 July 2024	**88,138,807**	**4,608,035**	**(90,199,136)**	**2,547,706**
Loss for the year	-	-	(808,427)	(808,427)
Other comprehensive income / (loss) for the year	-	-	-	-
Total comprehensive loss for the year	-	-	*(808,427)*	*(808,427)*
Balance at 30 June 2025	**88,138,807**	**4,608,035**	**(91,007,563)**	**1,739,279**

The above consolidated statement of changes in equity is to be read in conjunction with the accompanying notes.

	Notes	2025 $	2024 $
Cash flows from operating activities			
Receipts		**25,156**	-
Payments to suppliers and employees (inclusive of goods and services tax)		**(511,906)**	(471,646)
Payments for exploration and evaluation		**-**	(4,052)
Interest received		**104,413**	80,641
Net cash used in operating activities	23	**(382,337)**	(395,057)
Cash flows from investing activities			
Security deposit payments		**(10,000)**	-
Drawdown from term deposits		**900,000**	270,000
Net cash inflows from investing activities		**890,000**	270,000
Net (decrease) / increase in cash and cash equivalents		**507,663**	(125,057)
Cash and cash equivalents at the beginning of the financial year		**94,966**	220,023
Cash and cash equivalents at the end of year	8	**602,629**	94,966

The above consolidated statement of cash flows is to be read in conjunction with the accompanying notes.

1. Summary of material accounting policies

The principal accounting policies adopted in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied unless otherwise stated. The financial statements have been prepared for the consolidated entity consisting of NuCoal Resources Ltd and its subsidiaries for the year ended 30 June 2025.

(a) Basis of preparation

This financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the *Corporations Act 2001.* The financial report also complies with International Financial Reporting Standards (**IFRS**) including interpretations as issued by the International Accounting Standards Board (**IASB**).

Historical cost convention
The financial report has been prepared under the historical cost convention.

Critical accounting estimates and significant judgements
The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

Going concern
The Group recorded a net loss after tax of $808,427 for the year ended 30 June 2025 (2024: $336,116), however given the strong cash position of the Company and nil committed expenditure, the consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will realise its assets and extinguish its liabilities on normal terms and conditions.

The Directors have prepared a detailed cash flow forecast for the 15 month period from 1 September 2025 which indicates that the Group has sufficient funds available to meet liabilities as and when they fall due.

(b) Principles of consolidation

Subsidiaries
The consolidated financial statements incorporate the assets and liabilities of NuCoal Resources Ltd and its subsidiaries as at 30 June 2025. NuCoal Resources Ltd and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all those entities (including special purpose entities) over which the Company has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the Group on the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated comprehensive income statement and statement of financial position and statement of changes in equity respectively.

(c) Revenue Recognition

Interest revenue is recognised when earned. Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's carrying amount on initial recognition.

1. Summary of material accounting policies (continued)

(d) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

The Company and its wholly-owned Australian controlled entities have elected to implement tax consolidation legislation. As a consequence, all members of the tax-consolidated group are taxed as a stand-alone taxpayer. The head entity within the tax-consolidated group is NuCoal Resources Ltd.

(e) Cash and term deposits

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand.

Funds disclosed as term deposits are short term deposits at call with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Restricted cash and cash equivalents relate to either short-term deposits held as security for bank guarantees provided to Industry and Investment NSW – Mineral Resources and with an original maturity of more than three months, or security deposits held directly with the Industry and Investment NSW – Mineral Resources.

For the purposes of the statement of cash flows - cash and cash equivalents includes cash on hand only.

(f) Exploration, evaluation and development expenditure

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

(i) the rights to tenure of the area of interest are current; and
(ii) at least one of the following conditions is also met:

   (a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; and
   (b) exploration and evaluation activities in the area of interest have not, at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

1. Summary of material accounting policies (continued)

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision is made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

Where an area of interest is abandoned or the Directors decide that it is not commercial, any accumulated costs in respect of that area are written off in the financial period the decision is made.

Following the cancellation of the Doyles Creek Exploration Licence by the NSW Government in January 2014, the Directors have determined that any future costs associated with this Project are to be written off when incurred.

(g) Accruals and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition except those classified as non-current which are paid after 12 months from year end.

(h) Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or rights are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or rights for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

If the entity reacquires its own equity instruments, for example as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

(i) Loss per share

(i) Basic loss per share

Basic loss per share is calculated by dividing:

- the loss attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares; and
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares (note 24).

(ii) Diluted loss per share

Diluted loss per share adjusts the figures used in the determination of basic loss per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares. However, given the loss position of the Group, share options have not been taken into account in the diluted loss per share calculation since they are anti-dilutive.

1. Summary of material accounting policies (continued)

(j) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the cash flow statement on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified within operating cash flows.

(k) Rounding of amounts

The company is of a kind referred to in ASIC Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in these financial statements. Amounts in these financial statements have been rounded off in accordance with that Class Order to the nearest dollar.

(l) New or amended Accounting Standards and Interpretations adopted

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

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

2. Financial risk management

The Group's activities expose it to a variety of financial risks such as market risk (including interest rate risk), credit risk and liquidity risk. The Board of Directors has the overall responsibility for the establishment and oversight of the risk management framework. Management continually assess, monitor and manage the operational, financial reporting and compliance risks of the Company and report material risks to the Board.

Fair Values

The carrying amounts of cash and cash equivalents, term deposits, other receivables and accruals and other payables approximate their fair value due to the relatively short period to maturity of these instruments.

Market risk

Interest rate risk: Interest rate risk arises from the Group's term deposits. The Group seeks to maximise interest on its funds by exposure to short term fixed investments. Refer note 19 for further information.

Credit risk

Credit risk represents the loss that would be recognised if counterparties fail to perform as contracted. The maximum exposure to credit risk in relation to each class of recognised financial asset is the carrying value of those assets. Credit risk, with respect to cash, is managed by depositing funds only with recognised financial institutions that maintain strong credit ratings.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close-out market positions. The consolidated entity manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Refer note 19 for further information.

Capital management

The Board's policy is to maintain a strong capital base and net asset position, so as to maintain investor, creditor and market confidence and to sustain future development of the business. In the event that management consider that the consolidated entity would benefit from strengthening its capital base and/or net asset position, multiple options would be considered, for example raising additional capital and/or introduction of strategic investors.

2. Financial risk management (continued)

Capital management (continued)

The Directors would assess such options that are expected to be most beneficial for shareholders. The ultimate objective of managing the Company's equity is to enable an adequate Total Shareholder Return (**TSR**). TSR includes the total increase (decrease) in the consolidated entity's share price, after adjusting for the effects of bonus issues.

There were no changes in the consolidated entity's approach to capital management during the year. The Group is not subject to externally imposed capital requirements.

3. Segment information

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance.

The Group operates in the coal industry in New South Wales, Australia and has only one operating segment, therefore detailed segment reporting has not been performed.

4. Other income

	Consolidated	
	2025	**2024**
	$	**$**
Interest income	**80,047**	109,312
Total Other Income	**80,047**	109,312

5. Income tax expense

	Consolidated	
	2025	**2024**
	$	**$**
(a) Income tax expense		
Current tax	**(240,207)**	(99,218)
Deferred tax	**-**	-
Tax losses not recognised	**240,207**	99,218
	-	-
Deferred income tax expense / (benefit) included in income tax expense comprises:		
Increase in deferred tax assets (note 10)	**(971)**	(32)
Increase in deferred tax liabilities (note 12)	**971**	32
Deferred tax expense	**-**	-
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Loss from continuing operations before income tax expense	**(808,427)**	(336,116)
Tax at the Australian tax rate of 30% (30 June 2024 – 30%)	**(242,528)**	(100,835)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Recognition of deferred tax asset	**2,321**	1,617
Tax losses not recognised – current year	**240,207**	99,218
Income tax expense – current and deferred	**-**	-

5. Income tax expense (continued)

Deferred tax assets have only been recognised to the extent that they offset deferred tax liabilities. The company has unrecognised tax losses for which no tax loss has been booked as a deferred tax asset of approximately $74.1 million in 2025 (2024: $73.4 million). The benefit of income tax losses will only be obtained if:

(i) The Group derive future income of a nature and of an amount to enable the benefit from the deductions for the losses to be realised;
(ii) The Group continue to comply with the conditions for deductibility imposed by tax legislation; and
(iii) No changes in tax legislation adversely affect the Group in realising benefit from the deductions from the losses.

6. Consultants expense

	Consolidated 2025 $	Consolidated 2024 $
Consultants for International compensation efforts	**465,548**	54,963
Other consultants	**84,901**	-
Total consultants expense	**550,449**	54,963

7. Exploration expenditure impaired

On 18 October 2022, the Savoy Hill Exploration Licence 6812 (**EL 6812**) was renewed for a period ending on 20 June 2028. The Group incurred limited expenditure of $722 on exploration activities during the year on EL 6812 as it awaited final approval of the adjoining Exploration Licence 9781 (**EL 9781**). EL 9781 was granted on 25 May 2025 for a 6-year term until May 2031.

The granting of EL 9781 means that the whole of the Savoy Hill Project can now be evaluated without the previous tenement boundary constraints so exploration expenditure is planned to increase over the next 12 months.

8. Current assets – Cash and deposits

	Consolidated 2025 $	Consolidated 2024 $
Cash at bank and in hand	**602,629**	94,966
Total cash and cash equivalents	**602,629**	94,966
Term deposits [(b)]	**1,430,000**	2,330,000
Restricted term deposit [(c)]	**20,000**	20,000
Security deposit [(d)]	**10,000**	-
Total restricted cash and cash equivalents	**30,000**	20,000

(a) Risk exposure

All cash investments are held in transactional bank accounts or on term deposit held with reputable Australian banking institutions. The credit risk exposure of the Group in relation to cash and deposits is the carrying amount and any accrued unpaid interest.

(b) Term deposits

The $1,430,000 balance relates to a term deposit with a maturity of 3 months or less. The term deposit is held for investment purposes therefore not recognised as cash and cash equivalents.

(c) Restricted term deposit

The restricted term deposit is security for a bank guarantee provided to Industry and Investment NSW – Mineral Resources in respect of EL 6812. The term deposit has a maturity of 3 months.

8. Current assets – Cash and deposits (continued)

(d) Security deposit

The security deposit relates to funds held by Industry and Investment NSW – Mineral Resources in respect of EL 9781 which was granted in May 2025.

9. Current assets – Other receivables

	Consolidated	
	2025	**2024**
	$	**$**
GST and other tax receivables	**40,608**	34,326
Interest receivables	**4,292**	28,671
	44,900	62,997

(a) Impaired other receivables

Allowance for expected credit losses
The Group assessed that there was no additional allowance for expected credit losses for the year ended 30 June 2025 (2024: nil). No other receivables are past due.

10. Non-current assets – Deferred tax assets

	Consolidated	
	2025	**2024**
	$	**$**
Temporary differences attributable to:		
Accruals	**6,000**	7,350
Carried forward tax losses recognised	**17,022**	14,702
Total deferred tax assets	**23,022**	22,052
Set-off of deferred tax liabilities pursuant to set-off provisions (note 12)	**(23,022)**	(22,052)
Net deferred tax assets	**-**	-

11. Current liabilities – Accruals and other payables

	Consolidated	
	2025	**2024**
	$	**$**
Trade creditors	**407,833**	7,424
Accruals	**37,159**	26,338
	444,992	33,762

12. Non-current liabilities – Deferred tax liabilities

	Consolidated 2025 $	2024 $
Temporary differences attributable to:		
Prepayments	**23,022**	22,052
Total deferred tax liabilities	**23,022**	22,052
Set-off of deferred tax asset (note 10)	**(23,022)**	(22,052)
Net deferred tax liabilities	**-**	-

13. Contributed equity

	Consolidated 2025 $	2024 $
(a) Share capital		
Closing balance	**88,138,807**	88,138,807

(b) Movements in ordinary share capital

The Group has had no movement in share capital since 30 June 2012. The current number of shares on issue is 768,612,354.

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(d) Employee share scheme

Information relating to the Long-term Incentive Employee Share Plan, including details of shares issued under the Plan is set out in note 25.

(e) Share buy-back

There were no share buy-backs in the period.

14. Reserves

	Consolidated 2025 $	2024 $
(a) Reserves		
Share-based payments reserve	**4,608,035**	4,608,035

(b) Nature and purpose of reserves

The share-based payments reserve is used to recognise the fair value of shares issued but not vested under the Long-term Incentive Employee Share Plan. There has been no movement in the share-based payments reserve since 2012.

15. Accumulated losses

Movements in accumulated losses were as follows:

	Consolidated 2025 $	2024 $
Opening accumulated losses	**(90,199,136)**	(89,863,020)
Net loss for the year	**(808,427)**	(336,116)
Balance 30 June	**(91,007,563)**	(90,199,136)

16. Dividends

No dividends were announced or paid during the year ended 30 June 2025 (2024: nil).

17. Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the parent entity.

	Consolidated 2025 $	2024 $
Fees to Ernst & Young (Australia)		
Fees for auditing the statutory financial report of the Group and any controlled entities	**40,000**	38,000
Other assurance services	**4,000**	-
Total fees to Ernst & Young (Australia)	**44,000**	38,000

It is Group policy to employ Ernst & Young on assignments additional to their statutory audit duties where their expertise and experience with the Company are important. It is Company policy to seek competitive tenders for all major consulting projects.

18. Commitments

The Group has no capital expenditure commitments.

19. Financial instruments

This note is to be read in conjunction with note 2.

(a) Credit risk

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at the reporting date was:

	Note	Consolidated 2025 $	2024 $
Cash and cash equivalents	8	**602,629**	94,966
Term deposits	8	**1,430,000**	2,330,000
Restricted cash and cash equivalents	8	**30,000**	20,000
Other receivables – current	9	**44,900**	62,997
Prepayments		**76,742**	73,505
		2,184,271	2,581,468

Impairment losses – There was no impairment expense recorded during FY2025 or FY2024.

19. Financial instruments (continued)

(b) Market risk

Interest rate risk: At the reporting date, the Group's main interest rate risk arises from cash and cash equivalents held at variable rates. The other receivables does not expose the Group to any interest rate risk.

As at the reporting date, the Group had the following variable rate cash and cash equivalents outstanding:

	2025		2024	
	Weighted average interest rate	**Total $**	**Weighted average interest rate**	**Total $**
Cash and cash equivalents	0.01%	602,966	0.17%	94,966
		602,966		**94,966**

The Group has considered sensitivity analysis and noted that if the interest rate were to increase/decrease by 100 basis points, the impact to profit and loss, or equity, would be $6,025 (2024: $24,635).

(c) Liquidity risk

Trade payables are non-interest bearing and are normally settled by the Group on 30-day terms.

20. Related party transactions

(a) Parent entities

The ultimate parent entity within the Group is NuCoal Resources Ltd.

(b) Subsidiaries

Interests in subsidiaries are set out in note 21.

(c) Transactions with related parties

The Group's directors and management are engaged and paid via individual companies. Details of the payment of fees and salaries are outlined below:

	Consolidated	
	2025 $	**2024 $**
Gordon Galt via Veromas Pty Ltd	**29,067**	29,067
Glen Lewis via Lewis Mining Consulting Pty Ltd	**27,500**	27,500

21. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(b):

Name of entity	**Country of incorporation**	**Class of shares**	**Equity holding ***	
			2025 %	**2024 %**
Doyles Creek Mining Pty Limited	Australia	Ordinary	**100**	100
NuCoal Share Plan 1 Pty Ltd	Australia	Ordinary	**100**	100
Dellworth Pty Ltd	Australia	Ordinary	**100**	100

* The proportion of ownership interest is equal to the proportion of voting power held.

22. Events occurring after the reporting period

In the interval between the end of the financial year and the date of this report, there has not arisen any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group, in the future financial years.

23. Reconciliation of loss after income tax to net cash flow from operating activities

	Consolidated	
	2025	**2024**
	$	**$**
Loss for the year	**(808,427)**	(463,059)
Net cash used in operating activities before change in assets and liabilities	**(808,427)**	(336,116)
Change in operating assets and liabilities		
(Decrease) / increase in trade debtors	**18,098**	(54,217)
(Increase) / decrease in prepayments	**(3,236)**	108
(Decrease) / increase in accruals and other payables	**411,228**	(4,832)
Net cash used in operating activities	**(382,337)**	(395,057)

24. Loss per share

	Consolidated	
	2025	**2024**
	Cents	**Cents**
(a) Basic loss per share		
Loss from continuing operations attributable to the ordinary equity holders of the company	**(0.10)**	(0.04)
Total basic loss per share attributable to the ordinary equity holders of the company	**(0.10)**	(0.04)
(b) Diluted loss per share		
Loss from continuing operations attributable to the ordinary equity holders of the company	**(0.10)**	(0.04)
Total diluted loss per share attributable to the ordinary equity holders of the company	**(0.10)**	(0.04)

(c) Reconciliations of earnings used in calculating loss per share

	Consolidated	
	2025	**2024**
	$	**$**
Basic loss per share		
Loss from continuing operations attributable to the ordinary equity holders of the company used in calculating basic loss per share	**(808,427)**	(336,116)
Diluted loss per share		
Loss from continuing operations attributable to the ordinary equity holders of the company used in calculating diluted basic loss per share	**(808,427)**	(336,116)

24. Loss per share (continued)

(d) Weighted average number of shares used as the denominator

	Consolidated 2025 Number	Consolidated 2024 Number
Weighted average number of ordinary shares used as the denominator in calculating basic loss per share	**768,612,354**	768,612,354
Adjustments for calculation of diluted loss per share	**-**	-
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted loss per share	**768,612,354**	768,612,354

(e) Information concerning the classification of securities

Shares granted under the Long-term incentive Employee Share Plan

Shares granted to employees under the ESP are considered to be potential ordinary shares and are not dilutive so are therefore not included in the determination of diluted loss per share. See below information:

Name	Year	Balance at start of the year	Granted during the year as compensation	Exercised during the year	Other changes during the year	Balance at end of the year	Vested and exercisable at the end of the year
G Galt	2025	4,000,000	-	-	-	4,000,000	-
	2024	4,000,000	-	-	-	4,000,000	-
M Davies	2025	2,000,000	-	-	-	2,000,000	-
	2024	2,000,000	-	-	-	2,000,000	-

25. Share based payments

Long-term Incentive Employee Share Plan

The establishment of the Long-term Incentive ESP was approved by shareholders at the 28 May 2010 general meeting. The Long-term Incentive ESP is designed to provide long-term incentives for the Group's key management personnel (being directors and executive management) to deliver long-term shareholder returns.

Under the ESP, eligible participants may be granted shares on terms and conditions determined by the Board and as documented in the Share Plan Rules and Trust Deed. Shares granted to participants are to be held in Trust until vesting conditions attached to the shares are satisfied. If the vesting conditions are satisfied, the shares are exercised and delivered from the Trust to the eligible participant at nil cost. Shares granted under the ESP do not have an expiry date.

Shares held by eligible participants who cease being a Director or employee of the Group are forfeited immediately.

The terms and conditions of shares granted affecting remuneration in the current or a future reporting period are as follows:

Grant Date	Vesting conditions *	Exercise price	Fair value per share	Balance at the start and end of the year
28 May 2010	0.60 cents	$ 0.00	$ 0.19	2,000,000
28 May 2010	0.80 cents	$ 0.00	$ 0.17	2,000,000
28 May 2010	1.00 dollar	$ 0.00	$ 0.16	2,000,000

* Shares will be issued to eligible participants from the Share Plan Trustee when vesting conditions are met. Shares will vest when the share price exceeds the nominated value for more than ten non-consecutive days of trading.

25. Share based payments (continued)

Consolidated – 2025

- No shares were granted or exercised under the ESP during the year ended 30 June 2025.
- No shares were forfeited during the year ended 30 June 2025.

Consolidated – 2024

- No shares were granted or exercised under the ESP during the year ended 30 June 2024.
- No shares were forfeited during the year ended 30 June 2024.

26. Parent entity disclosures

A. Financial position

	30 June 2025 $	30 June 2024 $
ASSETS		
Current assets	**2,135,383**	2,540,956
Non-current assets	**49,218**	(1)
Total assets	**2,184,601**	2,540,955
LIABILITIES		
Current liabilities	**445,322**	33,771
Non-current liabilities	**-**	-
Total liabilities	**445,322**	33,771
Net assets	**1,739,279**	2,844,871
EQUITY		
Share Capital	**84,056,997**	84,056,997
Accumulated Losses	**(86,925,753)**	(86,157,849)
RESERVES		
Share based payment reserve	**4,608,035**	4,608,035
Total equity	**1,739,279**	2,507,183

B. Financial performance

	Year ended 30 June 2025 $	Year ended 30 June 2024 $
Loss for the year	**(767,904)**	(337,688)
Other comprehensive income / (loss)	**-**	-
Total comprehensive loss	**(767,904)**	(337,688)

C. Other information

No guarantees or contingencies were entered into during the year ended 30 June 2025 by the parent Company (2024: nil).

Investments in subsidiaries are accounted for at cost in the individual financial statements of NuCoal Resources Ltd.

The parent entity has no capital expenditure commitments.

Consolidated Entity Disclosure Statement

Basis of Preparation

This Consolidated Entity Disclosure Statement (**CEDS**) has been prepared in accordance with the *Corporations Act 2001*. It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

Determination of Tax Residency

Section 295 (3A) of the Corporations Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. It should be noted that the definitions of 'Australian resident' and 'foreign resident' in the Income Tax Assessment Act 1997 are mutually exclusive. This means that if an entity is an 'Australia resident' it cannot be a 'foreign resident' for the purposes of disclosure in the CEDS.

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 Tax Commissioner's public guidance in Tax Ruling TR 2018/5 and PCG 2018/9.

Foreign tax residency

Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in determining tax residency and ensure compliance with applicable foreign tax legislation.

Partnerships and Trusts

Australian tax law does not contain specific residency tests for partnerships and trust. Generally, these entities are taxed on a flow-through basis, so there is no need for a general residence test. Some provisions treat trusts as residents for certain purposes, but this does not mean the trust itself is an entity that is subject to tax.

Additional disclosures on the tax status of partnerships and trusts have been provided where relevant.

Name of Entity	Type of Entity	Trustee, partner or participant in joint venture	% of share capital held	Country of incorporation	Australian resident or foreign resident (for tax purposes)	Foreign tax jurisdiction for foreign residents
NuCoal Resources Limited	Body Corporate	N/A	-	Australia	Australian	N/A
Doyles Creek Mining Pty Limited	Body Corporate	N/A	100%	Australia	Australian	N/A
Dellworth Pty Limited	Body Corporate	N/A	100%	Australia	Australian	N/A
NuCoal Share Plan 1 Pty Limited	Body Corporate	N/A	100%	Australia	Australian	N/A

In the Directors' opinion:

(a) the financial statements and notes thereto are in accordance with the *Corporations Act 2001,* including:

   (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

   (ii) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2025 and of their performance for the financial year ended on that date,

(b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

(c) the consolidated entity disclosure statement required by section 295(3A) of the *Corporations Act 2001* is true and correct; and

(d) the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

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

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

On behalf of the Directors

Gordon Galt

G Galt
Chairman
Sydney, 30 September 2025

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Independent auditor's report to the members of NuCoal Resources Ltd

Report on the audit of the financial report

Opinion

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

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

a. Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2025 and of its consolidated financial performance for the year ended on that date; and

b. Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. We have determined that there are no key audit matters to communicate in our report.

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's 2025 annual report, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, 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 and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of:

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

for such internal control as the directors determine is necessary to enable the preparation of:

- The financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- The consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on the audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 8 to 12 of the directors' report for the year ended 30 June 2025.

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

Shape the future
with confidence

Responsibilities

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

Ernst & Young

Ernst & Young

James Johnson
Partner
Sydney
30 September 2025

Shareholder information for listed public companies

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

A. Distribution of equity securities

Analysis of numbers of equity security holders by size of holding:

Distribution	Number of shareholders
1 – 1,000	1,065
1,001 – 5,000	288
5,001 – 10,000	161
10,001 – 100,000	625
100,001 and over	426
TOTAL	**2,565**

There were 2,105 holders of less than a marketable parcel of ordinary shares.

B. Equity security holders

Quoted equity securities

Total quoted equity securities: 768,612,354

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

Ordinary Shares		Number held	Percentage
1	CAMPBELL KITCHENER HUME & ASSOCIATES PTY LTD	38,427,374	5.00%
2	CITICORP NOMINEES PTY LIMITED	32,975,624	4.29%
3	JPMORGAN CHASE BANK NA	29,306,695	3.81%
4	BAYSONI PTY LTD	26,769,200	3.48%
5	NUCOAL SHARE PLAN 1 PTY LTD	25,180,000	3.28%
6	BIG BEN HOLDINGS PTY LIMITED	25,100,000	3.27%
7	AIGLE ROYAL SUPERANNUATION PTY LTD	24,016,318	3.12%
8	REGAL PARTNERS LIMITED	23,962,015	3.12%
9	BNP PARIBAS NOMS PTY LTD	23,734,616	3.09%
10	MR MICHAEL NEIL MACGREGOR DAVIES	22,950,440	2.99%
11	MR CHRIS CARR & MRS BETSY CARR	20,000,000	2.60%
12	AQUILA RESOURCES PTY LTD	18,000,000	2.34%
13	TAURUS FUNDS MANAGEMENT PTY LTD	14,056,033	1.83%
14	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	12,780,432	1.66%
15	MR WAYNE RICHARD LONERGAN	12,486,583	1.62%
16	QUANGI PTY LTD	10,750,593	1.40%
17	VENTRY INDUSTRIES LLC	10,449,737	1.36%
18	GLENEAGLE SECURITIES (AUST) PTY LTD	9,150,000	1.19%
19	ANDREW J POOLE SUPER PTY LTD	8,558,083	1.11%
20	SPARTA GROUP MA LLC SERIES 3	8,359,778	1.09%
	Total	**397,013,521**	**51.65%**