



# 2025

## Annual Report

FOR THE YEAR ENDED 30 JUNE 2025



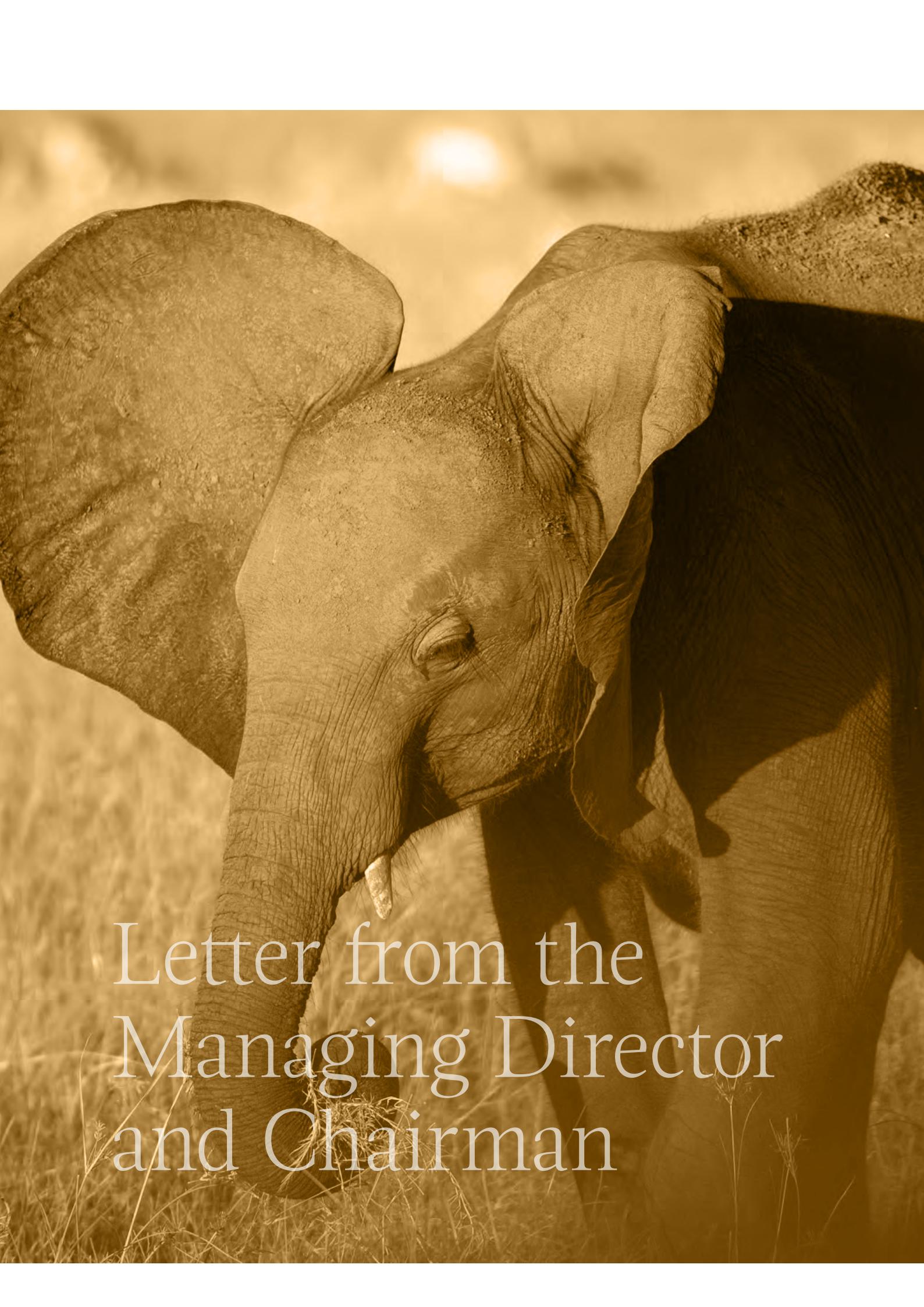
INVICTUS  
ENERGY LIMITED

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**Invictus Energy Limited**  
ABN 21 150 956 773

## Corporate Directory

<b>DIRECTORS</b>	<i>John Bentley</i>	Non-Executive Chairman
	<i>Joseph Mutizwa</i>	Non-Executive Director & Deputy Chairman
	<i>Mr Scott Macmillan</i>	Managing Director
	<i>Mr Gabriel Chiappini</i>	Non-Executive Director
	<i>Mr Robin Sutherland</i>	Non-Executive Director
<b>COMPANY SECRETARY</b>	<i>Mr Gabriel Chiappini</i>	
<b>REGISTERED OFFICE</b>	Level 1, 10 Outram Street West Perth WA 6005 Tel: +618 6102 5055 Fax: +618 6323 3378	
<b>SHARE REGISTER</b>	<i>Computershare Investor Services Pty</i> Level 17, 221 St Georges Terrace Perth Western Australia 6000 Tel: 1300 787 272 Fax: +618 9323 2033 Email: web.queries@computershare.com.au	
<b>STOCK EXCHANGE LISTING</b>	<i>Australian Securities Exchange</i> (ASX: IVZ)	
<b>AUDITOR</b>	<i>BDO Audit Pty Ltd</i> Level 9, Mia Yellagonga Tower 2 5 Spring Street Perth WA 6000	
<b>SOLICITORS</b>	<i>Steinepreis Paganin</i> Level 4, The Read Buildings 16 Milligan Street Perth WA 6001	
<b>WEBSITE</b>	<a href="http://www.invictusenergy.com">www.invictusenergy.com</a>	



Letter from the  
Managing Director  
and Chairman

# A year of transition

## Laying the foundation for growth

**It is with great pride and optimism that we reflect on the achievements of Invictus Energy Ltd over the course of the 2024 Financial Year. This year has been transformational for our company, marked by major milestones that significantly advance our journey from exploration to development, bringing us closer to realising the full potential of our projects in Zimbabwe that continue to position Invictus as a leader in Southern Africa's energy landscape.**

**“We share a deep sense of pride in securing this partnership and in the opportunities AMOG presents for all stakeholders as it looks to unlock Africa’s vast energy potential.”**



## Securing a transformational partnership

Confirmation of our partnership with Qatari-based Al Mansour Holdings (AMH), led by His Highness Sheikh Mansour bin Jabor bin Jassim Al Thani of Qatar, represents one of the most important milestones in Invictus's history. This outcome followed more than a year of detailed negotiations, led by our senior leadership team with strong support from the Board.

Finalised shortly after year end, this partnership has been exceptionally well received by the market. It reflects confidence not only in the quality of our Cabora Bassa Project, but also in Invictus' emergence as a trusted and credible African upstream company.

AMH brings long-term institutional backing and investment commitment across multiple industries in Africa. By aligning with AMH, Invictus is strategically positioned at the centre of a far-reaching African growth story.

## Expanding our African energy footprint

Together with AMH, we launched Al Mansour Oil & Gas (AMOG), a new Africa-focused upstream joint venture company. While Cabora Bassa remains our flagship asset, AMOG has been established to acquire and invest in upstream producing and near-term development oil and gas assets across Africa, as well as pursue strategic corporate merger and acquisition opportunities.

The venture will be underpinned by the technical and commercial expertise of Invictus with the financial backing of a sovereign-linked financial partner through AMH and the Al Mansour Group. AMOG aspires to be the largest private Qatari E&P company with interests outside of Qatar. AMOG will serve as the energy sector anchor within a broader pan-African investment strategy by AMH.



## Deepening national partnerships

Invictus Energy has continued to strengthen its partnerships within Zimbabwe, underscoring the national importance of the Cabora Bassa Project and its role as a catalyst for the development of a domestic oil and gas industry.

During the year, the Company received strong support from institutional shareholder, Mangwana Capital, which has been instrumental in mobilising a strategic investment consortium. This cornerstone group includes the Mutapa Investment Fund (the Sovereign Wealth Fund of Zimbabwe), the National Social Security Authority (NSSA) and a number of other leading local institutional investors. Their participation not only reinforces confidence in the Company's long-term prospects but also demonstrates alignment between Invictus' success and Zimbabwe's economic development objectives.

A landmark achievement was Invictus' listing on the Victoria Falls Stock Exchange (VFEX), providing Zimbabwean investors with the opportunity to directly participate in the Company's growth. This milestone broadens the shareholder base, fosters inclusive ownership and enhances alignment with national stakeholders.

Following year end, the Company achieved another significant milestone with the award of National Project Status (NPS) by the Government of Zimbabwe. NPS recognises projects of strategic national importance and confers both fiscal and non-fiscal incentives to accelerate development.

In parallel, Invictus and the Government have finalised the terms of the Petroleum Production Sharing Agreement (PPSA), which at time of writing was being prepared for execution. The PPSA establishes the fiscal and legal framework for the Cabora Bassa Project and lays the foundation for the project to deliver lasting benefits for Zimbabwe.

## Community and environmental stewardship

Invictus prides itself on strong connections with the communities in which it operates. During the year, we supported a range of social and cultural initiatives in our districts, including Independence Day celebrations and awareness workshops.

In the week following year end, our team participated in a Ministry of Education careers day for students from 11 rural schools in upper Muzarabani, highlighting the diverse career opportunities within the energy sector. Throughout the year, Invictus was also represented at various trade and industry events and contributed to Ministry of Energy workshops on the development of a National Energy Plan.

Corporate Social Responsibility activities towards the end of 2024, particularly fire prevention and road clearing, prevented uncontrolled bushfires during the dry season, with benefits extending into 2025, supporting effective environmental recovery during the wet season.

During the year, the Environmental Management Agency (EMA) approved our Environmental and Social Impact Assessment (ESIA) for pilot production activities at the Cabora Bassa Project, which includes the Eureka Gold Mine Gas-to-Power Project. The ESIA approval reinforces our commitment to responsible, sustainable development, and paves the way for 3D seismic and further appraisal drilling.

Additionally, the Company's Exploration Environmental Impact Assessment Certificate was renewed in April, which represents one of Zimbabwe's largest and most comprehensive ESIA's ever developed and our commitment to best practice management of environmental and social issues in our operational footprint.

## MFCI sets eye on carbon future

Invictus's Miombo Forest Carbon Investments (MFCI) division has been closely monitoring the development and introduction of the Climate Change Management Bill 2025 - Zimbabwe's first national legislation governing emerging carbon markets.

The Bill establishes a robust framework to monitor and regulate carbon credits for projects such as the Ngamo-Gwayi-Sikumi (NGS) REDD+ project, which supports the Company in offsetting Scope 1 and 2 emissions generated across the lifecycle of the Cabora Bassa Project.

MFCI and its partner the Forestry Commission of Zimbabwe have completed the registration process and submitted all documentation required for approval of the NGS REDD+ project under the new regulatory framework and are now awaiting approval.

**Letter from the  
Managing Director and Chairman**



**“ Planning for high-impact exploration drilling at the Musuma-1 well is advanced and will provide valuable insights into the Eastern Margin plays, and targeted appraisal at the Mukuyu gas field will refine our focus for the project’s initial development phase.”**



## Operational outlook

Over the past two years, Cabora Bassa exploration success has positioned Invictus as an emerging energy producer in Sub-Saharan Africa.

The next 24 months will include well testing and appraisal drilling at Mukuyu, pilot production planning for our gas-to-power pilot at Eureka Gold Mine and critical permitting and infrastructure approvals. Planning for high-impact exploration drilling at the Musuma-1 well is advanced and will provide valuable insights into the Eastern Margin plays, refining our focus for the project's initial development phase.

While the precise timeline for development will ultimately be guided by the outcomes of appraisal activities, the work completed to date has established a strong foundation for the transition to development. These milestones underscore the Company's commitment to advancing the Cabora Bassa Project in a disciplined and transparent manner.

Licence renewals (including Special Grant 4571 and EPO 1848 and 1849) provide extended tenure security across the basin, supporting ongoing exploration and development.

## Improving facilities

Activity will be supported from our new corporate headquarters in Harare to facilitate ongoing growth as well as accommodate senior expatriate staff while in country during field activities.

Development works also continued at our supply base in the Cabora Bassa Basin, which now has accommodation for 20 staff and supporting storage, logistics and workshop spaces to cater to full-scale exploration drilling and associated contractor activity.

These facilities will provide us with the infrastructure to deliver our future programs and activities.

## Unlocking value and growing our resource base

Invictus is committed to growing its resource base through a disciplined program of high-impact exploration and appraisal across the Cabora Bassa portfolio.

Our fields, prospects and leads are continually advanced through seismic acquisition, drilling and well testing programs, with the objective of converting resources into Reserves classification - commercial resources that underpin long-term value.

Completion of these appraisal programs will enable us to define a robust development plan, secure sales agreements, meet licensing requirements and obtain the financing necessary to bring these resources into production.

The Mukuyu Gas Field's resource estimates will be updated following 3D seismic, appraisal drilling and well testing across its large 200km<sup>2</sup> area to determine the ultimate resource volume.

The Eastern Margin gas prospects in the Cabora Bassa Basin (which comprise eight high potential targets) are estimated to hold Prospective Resources of approximately 2.9 trillion cubic feet (Tcf) of gas and 184 million barrels of condensate (gross mean unrisked). This includes the Musuma prospect, targeted by the upcoming Musuma-1 well, which is estimated to contain 1.2 Tcf of gas and 73 million barrels condensate (gross mean unrisked).

The Southern Basin Margin play contains conventional oil targets with an estimated Prospective Resource of 1.2 billion barrels of oil (gross mean unrisked) across five high potential prospects. Upcoming exploration drilling will aim to test and de-risk these targets.

## Corporate and financial strength

During the year, Invictus significantly enhanced its corporate and financial position through a series of strategic initiatives. A cornerstone US\$12 million placement was completed with Mangwana Capital, reinforcing strong local institutional support.

Subsequent to year end, this was complemented by the landmark strategic investment from Al Mansour Holdings, which contributed US\$24.5 million and secured conditional future financing of up to US\$500 million to bring the Cabora Bassa Project into commercial production. The Qatari investment demonstrates confidence that the Zimbabwean Government's business-friendly policies provide a stable investment environment.

The sovereign backing of Al Mansour Holdings underpins the establishment of Al Mansour Oil & Gas (AMOG), a joint venture platform with Invictus that will pursue broader upstream opportunities across Africa.

Alongside these financial achievements, the Company strengthened its executive team with experienced leaders, ensuring organisational capacity is in place to deliver the next phase of growth and development.

## Looking ahead

As we reflect on the year, we are energised by the foundation our Company has built. With the AMH partnership secured, AMOG established, NPS awarded, PPSA executed and preparations underway for appraisal and new exploration drilling, Invictus is poised for a new chapter of exploration, development and commercial success.

The 2026 Financial Year will be one of execution - moving from partnerships and planning into tangible operational progress on the ground. With strong ongoing support from our partners, investors and the Government of Zimbabwe, we are confident in our ability to unlock the energy potential of Cabora Bassa for the benefit of all stakeholders.

Furthermore, through our participation in AMOG, we aim to secure a position as one of Africa's leading players in the upstream sector, driving energy security, economic development and shareholder value.

We thank our shareholders for your continued belief in our vision. Your support has been instrumental in achieving what many thought impossible and together, we are shaping a new chapter for Invictus Energy.

**John Bentley**  
CHAIRMAN

**Scott Macmillan**  
MANAGING DIRECTOR



# Directors' Report

Your Directors present their report together with the financial statements on Invictus Energy Limited (the 'Company') and the entities it controlled (the "consolidated entity") at the year ended 30 June 2025.

## Review of Operations

### **During the year the Company undertook the following activities:**

- Eight high potential prospects defined in eastern Cabora Bassa totalling 2.9 Tcf gas and 184 MMbbl condensate (gross mean unrisked basis)
- Narrowed focus to next exploration drilling at Musuma prospect to test eastern Cabora Bassa gas prospectivity
- Exploration licence for SG 4571, which contains the Mukuyu discoveries, extended for three years by the Mining Affairs Board of Zimbabwe
- 3D seismic and additional appraisal drilling and testing at Mukuyu planned
- US\$10 million Zimbabwe strategic capital raise completed at AU\$0.10 per share with an additional US\$2 million in oversubscriptions accepted by the Company
- Invictus lists on Victoria Falls Stock Exchange (VFEX) under ticker code INV.vx
- Zimbabwe Environmental Management Agency (EMA) has approved the Environmental Social Impact Assessment (ESIA) for pilot production activities at the Cabora Bassa Project
- Musuma-1 confirmed as first high impact exploration well to be drilled outside the Mukuyu gas-condensate discovery area, selection based on strong direct hydrocarbon indicators identified
- Preparation underway to spud well, including obtaining outstanding long lead items
- Updated draft consolidated Petroleum Production Sharing Agreement and Petroleum Exploration Development and Production Agreement received with subsequent discussions held to finalise the terms of the agreement
- Ministry of Finance has agreed to provide National Project Status to the Cabora Bassa Project, once formalised this would recognise the project's potential to generate broad-based economic benefits, attract foreign investment, create employment opportunities
- Ongoing positive discussion with potential strategic partners.



# **1. Directors and Company Secretary**

The Directors and the company secretary of the Company at any time during or since the end of the financial year are as follows.

## **Directors**

### **Mr John Bentley – Non-Executive Chairman (Appointed 1 February 2023)**

Mr Bentley has more than 40 years' experience in international natural resource development, with a specific focus on Africa's upstream oil and gas industry since 1993, when he was appointed CEO exploration and production at South African oil company Engen Ltd. In 1996 he was instrumental in the formation of Energy Africa Ltd. and its listing on the Johannesburg and Luxembourg stock exchanges. Over the next five years as CEO, Mr Bentley led Energy Africa's growth, with a fourfold increase in production, operations in 12 African countries, and several important hydrocarbon resource discoveries. This laid the foundation for Tullow Oil to launch a successful US\$500 million takeover of the Company in 2004. Mr Bentley has held executive and board roles in numerous E&P companies with the majority Africa focused including Vanco Energy Company, FirstAfrica Oil plc, Rift Oil plc, Caracal Energy Inc, Faroe Petroleum plc, Wentworth Resources Ltd and most recently Africa Energy Corp, which made the significant Brulpadda and Luiperd play opening discoveries offshore South Africa. Mr Bentley holds a degree in Metallurgy from Brunel University.

Mr Bentley has not held any other directorships in the past 3 years.

Interests in Invictus Energy Limited shares and options: 861,111 Ordinary shares, 8,188,333 Options and 3,500,000 Performance Rights.

### **Mr Joe Mutizwa – Non-Executive Director Mangwana Capital (Appointed 19 May 2021)**

Mr Mutizwa is a non executive director of Mangwana Capital, a major shareholder of the Company and is a director of the Company's 100% owned local subsidiary Invictus Energy Resources Zimbabwe Pty Ltd. Mr Mutizwa served for ten years as Chief Executive of Delta Corporation, one of Zimbabwe's largest listed companies before taking early retirement in 2012. He currently sits on the Presidential Advisory Council (PAC), a body appointed by Zimbabwe's President, His Excellency CDE E.D Mnangagwa, and is comprised of experts and leaders drawn from diverse sectors to advise and assist the President in formulating key economic policies and strategies in the country. Mr Mutizwa served on the board of the Reserve Bank of Zimbabwe (2015-2019) and currently chairs the boards of the of Star Africa Corporation Zimbabwe (ZSE:SACL), a local sugar refiner; as well as the board of the Infrastructure Development Bank of Zimbabwe (IDBZ). Mr Mutizwa has a BSc degree (with first class honours) from The London School of Economics; an MBA from the University of Zimbabwe and an MSc from HEC – Paris and Oxford University.

Mr Mutizwa has not held any other directorships in the past 3 years.

Interests in Invictus Energy Limited shares and options: 1,428,570 Ordinary shares and 7,600,000 Options

### **Mr Scott Macmillan – Managing Director (Appointed 21 June 2018)**

Mr Macmillan is a Reservoir Engineer and founder of Invictus Energy Resources Pty Ltd. He has a Bachelor of Chemical Engineering and an MSc in Petroleum Engineering from Curtin University. He is a member of the Society of Petroleum Engineers (SPE) and has over 15 years experience in exploration, field development planning, reserves and resources assessment, reservoir simulation, commercial valuations and business development. He also has extensive business experience in Zimbabwe.

Mr Macmillan is currently a Director of Condor Energy Ltd (ASX:CND).

No former directorships held in the last 3 years.

Interests in Invictus Energy Limited shares and options: 73,271,547 Ordinary shares, 9,515,000 Options and 5,000,000 Performance Rights.

### **Mr Gabriel Chiappini – Non-executive Director (Appointed 6 August 2015)**

Mr Chiappini is a professional ASX Director with extensive experience in capital markets and corporate advisory services. For the last 20 years he has been managing his own consulting firm offering corporate advisory and company restructure services including acting as Chairman, Non-Executive Director and other executive services to ASX-listed clients. He has provided advice and services on equity raisings exceeding AU\$1.1bn, debt financing in excess of AU\$650m and assisted clients with both divestment and acquisition strategies.

Mr Chiappini is a member of the AICD and CA ANZ and is currently Chair of Heavy Rare Earths Ltd (ASX:HRE) and Governance Chair/ Non-Executive Director for Black Dragon Gold Inc (ASX:BDG). He also acts as Governance Chair and Company Secretary for Middle Island Resources (ASX:MDI) and a corporate advisor to Voltaic Strategic Resources (ASX:VSR). Recently he served as the Head of Governance Australia, for Adriatic Metals plc from its IPO in 2018 through to the recent US\$1.3.bn takeover by DMP Metals Inc (DPM.TO | ASX:DPM).

Mr Chiappini is currently a Director of Black Dragon Gold Corp (ASX:BDG) and Heavy Rare Earths Ltd (ASX:HRE).

Former directorships held in the last 3 years: Blackrock Mining Ltd (ASX:BKT).

Interests in Invictus Energy Limited shares and options: 9,070,995 Ordinary shares, 7,704,166 Options and 3,500,000 Performance Rights.



## Directors' Report (CONTINUED)

### **Mr Robin Sutherland – Non-executive Director (Appointed 1 February 2023)**

Mr Sutherland has extensive experience in the African E&P sector, having worked on the continent for more than 35 years. He has held a variety of technical and leadership roles, joining the highly respected Energy Africa team as a specialist geophysicist in 1997, playing a role in a number of important hydrocarbon resource discoveries across several African countries. Following the acquisition of Energy Africa by Tullow in 2004, he led Tullow's exploration team through the discovery and appraisal of the Jubilee and TEN fields in Ghana, and the Lokichar Basin in Kenya before becoming Tullow's General Manager Exploration Africa in 2015. In 2020, Mr Sutherland launched a successful consultancy business, assisting companies with exploration, appraisal and development of Africa's extensive natural resources. Mr Sutherland holds a first class honours degree in Geophysics from Edinburgh University.

Mr Sutherland has not held any other directorships in the past 3 years.

Interests in Invictus Energy Limited shares and options: 461,667 Ordinary shares, 7,808,333 Options and 3,500,000 Performance Rights.

### **Company Secretary**

Mr Gabriel Chiappini – refer to director details for information on Mr Chiappini.

### **1.1 Directors' Meetings**

The number of Directors' meetings and number of meetings attended by each of the Directors of the Company during the financial year were:

DIRECTOR	BOARD OF DIRECTORS MEETINGS	
	ELIGIBLE TO ATTEND	ATTENDED
John Bentley	8	8
Joe Mutizwa	8	8
Scott Macmillan	8	8
Gabriel Chiappini	8	8
Robin Sutherland	8	8

During the reporting period, the Directors also met or communicated as a collective group on numerous occasions to discuss and consider governance and operational strategies and resolutions.

### **1.2 Corporate Governance**

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Invictus Energy Limited support and have adhered to the principles of sound corporate governance. The board recognises the recommendations of the Australian Securities Exchange Corporate Governance Council and considers that the Company is in compliance with those guidelines which are of importance to the commercial operation of a junior listed resource company. The Company's Corporate Governance Statement has been approved by the Board and can be located on the Company's website at [www.invictusenergy.com](http://www.invictusenergy.com).



## 2. Remuneration Report (Audited)

### Letter from the Remuneration Committee

Dear Shareholders

We are pleased to present the Invictus Energy Limited (Invictus, or the Company) Remuneration Report (Report) for the Financial Year (FY) to 30 June 2025 (FY25).

#### FY25 Performance Highlights

To support the Company's near and long-term exploration and corporate strategies, the Board believes it's important to set KMP remuneration packages appropriately to ensure retention and attraction whilst ensuring affordability for the Company. The remuneration outcomes should reflect KMP's commitment, contributions to key achievements, and alignment with shareholder interests.

#### FY25 Remuneration Outcomes

In line with market peers of similar size and stage, the FY25 remuneration approach includes fixed pay and equity-based awards through a short-term performance rights plan (STI Rights) and a long-term premium-priced options plan (LTI Options). The Board believes these equity-based incentives offer a cost-effective way to compensate KMP, enabling the company to allocate more cash reserves to operations compared to cash-based incentives. Below is a summary of the FY25 outcomes.

- **Fixed Remuneration (FR):** there has been no change to the Managing Director (MD) fixed remuneration package.
- **STI:** No Rights were issued to KMP members and other employees of the Company during the year ended 30 June 2025. No rights vested during the year ended 30 June 2025
- **LTI:** a total of 35,000,000 unlisted options, were issued to Directors as a replacement retention and incentive options that lapsed during the year. These options were approved by shareholders at the 21 October 2024 shareholders meeting. The options have an exercise price of \$0.105, and an expiry date of 13 November 2027. None of these options in the class vested during the year ended 30 June 2025
- **Non-Executive Director (NED) policy fees:** to improve alignment with market peers, the NED fee pool was increased to \$500,000 from \$400,000 (as approved at the 2023 annual general meeting). There has been no change to the NED fees paid to the NED's during FY25.

We are committed to transparency and an ongoing dialogue with shareholders on remuneration and we look forward to your ongoing feedback and continuing discussions with our shareholders on our remuneration approach.

Sincerely,

The Remuneration Committee



## 2. Remuneration Report (Audited) (CONTINUED)

### 1. Key Management Personnel

Key Management Personnel (KMP) disclosed in this Report are defined as those directors and senior executives who had authority and responsibility for planning, directing and controlling the activities of the Group during the financial year, directly or indirectly. The KMP during FY25 are set out in the following table.

NAME	POSITION	TERM AS KMP
<b>John Bentley</b>	Non-Executive Chairman	Full year
<b>Joe Mutizwa</b>	Non-Executive Director and Deputy Chairman	Full year
<b>Scott Macmillan</b>	Managing Director	Full year
<b>Gabriel Chiappini</b>	Non-Executive Director & Governance Chair	Full year
<b>Robin Sutherland</b>	Non-Executive Director	Full year

### 2. Remuneration Governance

The KMP remuneration decision making is guided by the Company's remuneration governance framework as follows:

<b>Board of Directors (the Board)</b>	<p>The Board:</p> <ul style="list-style-type: none"> <li>• approves the Company's remuneration framework including the remuneration arrangements of senior executives</li> <li>• proposes the aggregate remuneration of NEDs for shareholder approval and sets remuneration for individual NEDs</li> <li>• considers the recommendations from the Remuneration Committee</li> </ul>
<b>Remuneration Committee (the Committee)</b>	<p>The Committee assists the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company including:</p> <ul style="list-style-type: none"> <li>• ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration</li> <li>• recommending to the Board the remuneration of executive Directors</li> <li>• fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market</li> <li>• reviewing and approving the remuneration of direct reports to the Managing Director, and as appropriate other senior executives; and</li> <li>• reviewing and approving any equity-based plans and other incentive schemes.</li> </ul>
<b>External remuneration consultants</b>	<p>To ensure the Committee / Board is fully informed when making remuneration decisions, it may seek external, independent remuneration advice on remuneration related issues. Remuneration consultants may be engaged directly by the Committee.</p> <p>No remuneration consultants were engaged during the year ended 30 June 2025.</p>
<b>Securities trading policy</b>	<p>The Company has a securities trading policy in place. The Board of Directors ratified and approved the policy previously adopted without change, on 15 September 2019.</p> <p>Please refer to the Company website for further information regarding the policy.</p>



## 2. Remuneration Report (Audited) (CONTINUED)

### 3. Remuneration principles

In determining KMP remuneration, the Board aims to ensure that remuneration practices are aligned with the following key principles:

- **Competitive and Reasonable:** remuneration design and quantum are market competitive and appropriate for the results delivered, enabling the Company to attract and retain key talent
- **Aligned to the Company strategy:** there should be a performance linkage / alignment of executive remuneration setting and outcomes with the achievement of strategic business objectives
- **Transparent:** remuneration arrangements, decision making should be transparent and fair; and
- **Acceptable to shareholders:** the form of award and remuneration outcomes are acceptable to shareholders, the creation of value for shareholders.

### 4. FY25 KMP remuneration framework

The KMP remuneration framework consists of two components: fixed remuneration and equity-based awards. The equity-based awards are delivered through a Short-Term Incentive (STI) program and a Long-Term Incentive (LTI) program.

The equity-based incentive awards recognise the Company's current stage of operations (pre-production, yet to generate revenue) whilst creating alignment between KMP remuneration and shareholder interest.

The following table provides an overview of the various elements for FY25

FIXED REMUNERATION (FR)	STI (PERFORMANCE RIGHTS)	LTI (OPTIONS)
<b>Purpose</b> Attract and retain high quality executives through market competitive and fair remuneration.	Focus executives and employees on delivering shared business priorities in the short term.	Support KMP (senior executives and NEDs) retention and align the financial interest of executives and directors with that of shareholders over the long term.
<b>Delivery</b> Includes base salary, superannuation (as required under the Australian superannuation guarantee legislation) and other prescribed non-financial benefits at the board's discretion.	Delivered in the form of Performance Rights (Rights). Rights will vest 12 months after the grant only if certain share price hurdles are met, and the participants are still employed by the Company following the end of the vesting period.  For FY24 STI awards, the vesting hurdle is set at a 20-day volume Weighted Average Price (VWAP) of A\$0.30 or higher.	Delivered in the form of Premium Priced Options (Options). Options vest after 3 years with the exercise price set at a 145% premium to spot share price on issue.
<b>Alignment to performance</b> Set and reviewed annually to ensure the executive's remuneration level is competitive with the market, as well as the size, responsibilities of the role, and skills and experience.  Note that during FY25, the Company undertook a review of fixed remuneration for KMP. Notwithstanding recognition of some misalignment to market, no increases to fixed remuneration were made during the year with deferral of any such increases considered prudent by the Board at the time of the review.	KPIs are chosen to represent the key drivers of short-term success for the Company with reference to the Company's current business context and long-term strategy.	Exercise price for LTI options is set at a premium to the share price at grant (e.g., 145%) to align with shareholder interests over the long term.



## 2. Remuneration Report (Audited) (CONTINUED)

### 5. Non-Executive Director (NED) remuneration policy

At Invictus NED fees and payments to NEDs reflect the demands and responsibilities of their roles and are reviewed annually by the Board to ensure alignment with external market benchmarks and business needs.

NED fees are determined within an aggregate Directors' fee pool limit, which is periodically recommended for approval by shareholders. The fee pool maximum was increased to \$500,000 from \$400,000 per annum and the increase was approved by shareholders at the general meeting on 27 October 2023.

The base policy fee of NEDs is set at \$60,000 per annum plus superannuation where applicable. There was no additional fee payable for being the member of or chairing any sub-committee, however in light of the additional complexity of the Company and the associated increased risks and work-flow, a small fee will be payable to the Committee Chairs during FY25.

From time to time, NEDs may be granted Options as part of the LTI to support retention and align NED remuneration with shareholder interests. Please refer to Section 9 Additional disclosure for further details regarding options granted during the year.

Section 7 Service agreements set out the FY25 fee arrangements for each NED. Section discloses actual total fees received by each NED during FY25.

### 6. Company performance and Executive Remuneration Outcomes in FY25

The remuneration policy has been tailored to increase goal congruence between shareholders and KMP. Currently, this is facilitated through the issue of options and performance shares to Directors and executives to encourage the alignment of personal and shareholder interests.

#### 6.1. Overview of Company performance over the past five years interests.

The table below shows key measures of the Group's financial performance over the past five years as required by the Corporations Act 2001.

ITEM	2025	2024	2023	2022	2021
EPS loss – (cents)	(\$0.30)	(\$0.38)	(\$0.53)	(\$0.58)	(\$0.25)
Net loss – ('000)	(\$4,966,815)	(\$5,318,445)	(\$4,951,928)	(\$3,786,181)	(\$1,255,646)
Share price (AUD)	\$0.054	\$0.063	\$0.115	\$0.175	\$0.170

#### 6.2. STI outcomes

During the June 2025 financial year, no rights vested and no short-term cash bonuses were paid or accrued for during the year.

On 20 October 2023, a total of 1,540,000 Performance Rights were issued to KMP members and other employees of the Company. The Performance Rights will convert to ordinary shares upon the achievement of a 20 Day VWAP of \$0.30 or higher before the expiry date of 15 October 2024.

#### Service agreements

Remuneration and other terms of employment for KMP are formalised in service agreements. The service agreements specify the components of remuneration, benefits and termination notice periods where applicable. Details of the service agreements are outlined in the following table.

KMP	TITLE	TERM OF AGREEMENT	SALARY / FEE (EXCLUSIVE OF SUPERANNUATION)	NOTICE PERIOD
John Bentley	Non-Executive Chairman	No fixed term	GBP 50,000	N/A
Joe Mutizwa	NED and Deputy Chairman	No fixed term	AUD 60,000	N/A
Gabriel Chiappini	NED & Governance Chair	No fixed term	AUD 120,000 <sup>1</sup>	N/A
Robin Sutherland	NED	No fixed term	AUD 60,000	N/A
Scott Macmillan	Managing Director	No fixed term	AUD 350,000	3 months by either party

Notes:

<sup>1</sup>. Includes a NED fee of \$60,000 per annum and a Governance Chair/company secretary fee of \$60,000 per annum

The Company may, from time to time, offer the Managing Director and NEDs the right to participate in an employee incentive plan and may be granted performance shares or other incentives on terms and performance criteria to be determined by the Board in its absolute discretion.

No other key management personnel have service contracts in place with the consolidated entity.



## 2. Remuneration Report (Audited) (CONTINUED)

### 7. Details of remuneration

The following tables set out remuneration paid to key management personnel of the Company during the previous year:

	SHORT TERM		SUPERANNUATION	EQUITY SETTLED			PROPORTION OF REMUNERATION		
	CASH SALARY AND FEES	OTHER <sup>1</sup>		SHARES	PERFORMANCE SHARES <sup>2</sup>	OPTIONS	TOTAL	FIXED	PERFORMANCE LINKED
<b>2025</b>	\$	\$	\$	\$	\$	\$	\$	%	%
John Bentley	100,000	74,965	-	-	(30,100)	266,144	411,009	43%	57%
Joe Mutizwa	60,000	67,150	-	-	(94,640)	266,144	298,654	43%	57%
Scott Macmillan	350,000	-	40,250	-	(135,200)	266,144	521,194	75%	25%
Gabriel Chiappini	120,000	1,492	-	-	(94,640)	266,144	292,996	41%	59%
Robin Sutherland	60,000	-	-	-	(30,100)	266,144	296,044	20%	80%
<b>Total</b>	<b>690,000</b>	<b>143,607</b>	<b>40,250</b>	<b>- (384,680)</b>	<b>1,330,720</b>	<b>1,819,897</b>	<b>48%</b>	<b>52%</b>	

<sup>1</sup> Represents reimbursements and out of scope work

<sup>2</sup> Represents the reversal of the share based payment expense of the class A performance rights which expired on 31 December 2024.

The following tables set out remuneration paid to key management personnel of the Company during the previous year:

	SHORT TERM		SUPERANNUATION	EQUITY SETTLED			PROPORTION OF REMUNERATION		
	CASH SALARY AND FEES	OTHER <sup>1</sup>		SHARES	PERFORMANCE SHARES	OPTIONS	TOTAL	FIXED	PERFORMANCE LINKED
<b>2024</b>	\$	\$	\$	\$	\$	\$	\$	%	%
John Bentley	95,916	-	-	-	-	258,089	354,005	27%	73%
Joe Mutizwa	-	-	-	60,000	-	87,234	147,234	41%	59%
Scott Macmillan	350,000	-	38,500	-	-	365,656	754,156	52%	48%
Gabriel Chiappini	120,000	11,512	-	-	-	87,234	218,746	60%	40%
Robin Sutherland	60,000	7,148	-	-	-	202,836	269,984	25%	75%
<b>Total</b>	<b>625,916</b>	<b>18,660</b>	<b>38,500</b>	<b>60,000</b>	<b>- 1,001,049</b>	<b>1,744,125</b>	<b>43%</b>	<b>57%</b>	

<sup>1</sup> Represents reimbursements and out of scope work

### 8. Additional disclosures

#### Amounts owing to Key management Personnel

There is \$9,618 owed to Key Management Personnel as at 30 June 2025 (30 June 2024: nil).

#### Share-based compensation

##### Options

On 13 November 2024, 35,000,000 unlisted options, valued at \$1,330,720 were issued to the Directors. The options have an exercise price of \$0.105, and an expiry date of 13 November 2027. The fair value per option is \$0.038. The options were valued using the Black-Scholes European Pricing Model, with the following inputs used:

- *Grant date: 21 October 2024*
- *Expiry date: 13 November 2027*
- *Risk free rate: 3.81%*
- *Stock volatility: 91%*
- *Share price at grant date: \$0.073*
- *Exercise price: \$0.105*

\$1,330,720 has been recognised as Share based payments, within the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the current year.



## 2. Remuneration Report (Audited) (CONTINUED)

### Performance rights

During the June 2025 financial year, no performance rights were issued to Key Management Personnel as part of their renumeration.

### Ordinary shares

During the June 2025 financial year, no ordinary shares were issued to Key Management Personnel as part of their renumeration.

On 21 July 2023 306,373 ordinary shares were issued to Mangwana Capital, (as nominated by Mr Joe Mutizwa) in lieu of Director fees owed, valued at \$60,000.

### Equity instruments held by key management personnel

#### (i) Option holdings

The following table show options held by key management personnel during the current year.

	BALANCE AT START OF THE YEAR	GRANTED	EXERCISED/ LAPSED	OTHER	BALANCE AT THE END OF THE YEAR	VESTED DURING THE YEAR	VESTED AND EXERCISABLE	UNVESTED
2025								
John Bentley	4,188,333	7,000,000	(3,000,000)	-	8,188,333	-	8,188,333	-
Joe Mutizwa	1,314,285	7,000,000	(714,285)	-	7,600,000	-	7,600,000	-
Scott Macmillan	5,515,000	7,000,000	(3,000,000)	-	9,515,000	-	9,515,000	-
Gabriel Chiappini	3,704,166	7,000,000	(3,000,000)	-	7,704,166	-	7,704,166	-
Robin Sutherland	3,808,333	7,000,000	(3,000,000)	-	7,808,333	-	7,808,333	-
<b>Total</b>	<b>18,530,117</b>	<b>35,000,000</b>	<b>(12,714,285)</b>	-	<b>40,815,832</b>	-	<b>40,815,832</b>	-

#### (ii) Performance Rights holdings

The following table show options held by key management personnel during the financial year.

	BALANCE AT START OF THE YEAR	GRANTED	EXERCISED/ LAPSED	OTHER	BALANCE AT THE END OF THE YEAR	VESTED DURING THE YEAR	VESTED AND EXERCISABLE	UNVESTED
2025								
John Bentley	7,000,000	-	(3,500,000)	-	3,500,000	-	-	3,500,000
Joe Mutizwa	-	-	-	-	-	-	-	-
Scott Macmillan	10,000,000	-	(5,000,000)	-	5,000,000	-	-	5,000,000
Gabriel Chiappini	7,000,000	-	(3,500,000)	-	3,500,000	-	-	3,500,000
Robin Sutherland	7,000,000	-	(3,500,000)	-	3,500,000	-	-	3,500,000
<b>Total</b>	<b>31,000,000</b>	<b>-</b>	<b>(15,500,000)</b>	<b>-</b>	<b>15,500,000</b>	<b>-</b>	<b>-</b>	<b>15,500,000</b>

#### (iii) Share holdings

The following table shows ordinary shares held by key management personnel during the current year.

	BALANCE AT START OF THE YEAR	RECEIVED ON EXERCISE OF OPTIONS DURING THE YEAR	RECEIVED ON VESTING OF PERFORMANCE SHARES DURING THE YEAR	ISSUED IN LIEU OF CASH PAYMENTS DURING THE YEAR	OTHER CHANGES	BALANCE AT THE END OF THE YEAR
2025						
<b>Directors</b>						
John Bentley	861,111	-	-	-	-	861,111
Joe Mutizwa	1,428,570	-	-	-	-	1,428,570
Scott Macmillan	73,271,547	-	-	-	-	73,271,547
Gabriel Chiappini	9,070,995	-	-	-	-	9,070,995
Robin Sutherland	416,667	-	-	-	-	416,667
<b>Total</b>	<b>85,048,890</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>85,048,890</b>



## **2. Remuneration Report (Audited) (CONTINUED)**

### **Other transactions with key management personnel**

During FY25, 35,000,000 unlisted options, valued at \$1,330,720 were issued to the Directors of the Company. Refer to note 19 for terms and conditions of the options.

During the current year, the Company paid \$120,000 to Laurus Corporate Services Pty Ltd, an entity related to Mr Gabriel Chiappini, for the provision of non- executive director and company secretarial services (2024: \$129,091).

During the current year, the Company paid \$170,911 to Ptarmigan Natural Resources Ltd, an entity related to Mr John Bentley, for the provision of non- executive director services. (2024: \$95,916).

Black Dragon Gold Ltd an entity related to Mr Gabriel Chiappini, rents one office and one car bay at a cost of \$1,326 plus GST from the Company per calendar month. The arrangement is for no fixed term and can be cancelled by either party by providing one month's notice.

There were no other transactions with related parties during the current year.

## **3. Principal Activities**

The principal activities of the consolidated entity carried out during the financial year consisted of the exploration and appraisal of the Cabora Bassa Project.

## **4. Business Risks**

The Group's activities have inherent risks and the Board is unable to provide certainty of the expected results of activities, or that any or all of the likely activities will be achieved. The material business risks faced by the Group that could influence the Group's future prospects, and the Group manages these risks, are detailed below:

### **Exploration**

Potential investors should understand that oil and gas exploration and development are high-risk undertakings. There can be no assurance that exploration of Invictus's projects, or any other permits that may be acquired in the future, will result in the discovery of an economic oil and gas resource or reserve. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its permits and obtaining all required approvals for its activities.

In the event that exploration programs prove to be unsuccessful this could lead to a diminution in the value of its permits, a reduction in the case reserves of the Company and possible relinquishment of the permits. The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

### **Potential acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies or assets that are complementary to its business, projects, blocks or prospects in Zimbabwe, or elsewhere in Africa or other parts of the world. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.

### **Permit applications and license renewal**

The Company expects that the applications for permit renewals or for any new permits will be granted following approval by the relevant Government of Zimbabwe regulatory authorities. However, the Company cannot guarantee that the current Special Grant 4571 permit that expires in June 2027 and/or Exclusive Prospecting Orders 1848 and 1849 that expire in September 2025 or any future permit applications will be granted.



## 4. Business Risks (CONTINUED)

### **Liquidity risks**

There is no guarantee that there will be an ongoing liquid market for Securities. Accordingly, there is a risk that, should the market for Securities become illiquid, Shareholders will be unable to realise their investment in the Company.

### **Litigation**

The Company may in the ordinary course of business become involved in litigation and disputes, for example with agents, contractors or third parties in respect of land access to its Tenements. Any such litigation or dispute could involve significant economic costs and damage to relationships with agents, contractors and other stakeholders. Such outcomes may have an adverse impact on the Company's business, reputation and financial performance. As at the date of this Prospectus, the Company is not currently involved in any litigation or aware of any pending litigation.

### **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees ceases their employment with the Company.

### **Contractual disputes**

The Company's business model is dependent in part on contractual agreements with third parties that have an interaction with the Company's target market. The Company is aware that there are associated risks when dealing with third parties including but not limited to insolvency, fraud and management failure. Should a third party contract fail, there is the potential for negative financial and brand damage for the Company.

### **Environmental**

The Company will be subject to environmental laws and regulations with operations it may pursue in the oil and gas industry. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws. However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals may prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations that may be adopted in the future, including whether any such laws and regulations would materially increase the Company's cost of doing business or affect its operations in any area.

### **Insurance**

The Company seeks to maintain appropriate policies of insurance consistent with those customarily carried by organisations in their industry sector. Any increase in the cost of the insurance policies of the Company or the industry in which they operate could adversely affect the Company's business, financial condition and operational results. The Company's insurance coverage may also be inadequate to cover losses it sustains. Uninsured loss or a loss in excess of the Company's insured limits could adversely affect the Company's business, financial condition and operational results.

### **Sovereign risk**

The Company's projects are located in Zimbabwe. Possible sovereign risks include, without limitation, changes in relevant legislation or government policy, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Further, no assurance can be given regarding the future stability in any country in which the Company has, or may have, an interest. Any of these factors may, in the future, adversely affect the financial performance of the Company.

### **Hydrocarbon Reserve Estimates**

Hydrocarbon reserve estimates are expressions of judgment based on knowledge, experience, interpretation and industry practice. Estimates that were valid when made may change significantly when new information becomes available. In addition, reserve estimates are necessarily imprecise and depend to some extent on interpretations, which may prove inaccurate. Should the Company encounter oil and/or gas deposits or formations different from those predicted by past drilling, sampling and similar examinations, then reserve estimates may have to be adjusted and production plans may have to be altered in a way which could adversely affect the Company's operations. Where possible, the Company will seek to have any such estimates verified or produced by an independent party with sufficient expertise in their chosen field.

Oil and natural gas exploration, production and related operations are subject to extensive rules and regulations promulgated by federal, state and local agencies. Failure to comply with such rules and regulations can result in substantial penalties. The regulatory burden on the oil and gas industry increases the cost of doing business and affects profitability. Because such rules and regulations are frequently amended or reinterpreted, the Company is unable to predict the future cost or impact of complying with such laws. Permits are required in some of the areas in which the Company will operate following completion of the Proposed Transaction for drilling operations, drilling bonds and the filing of reports concerning operations and other requirements are imposed relating to the exploration and production of oil and gas. The Company will be required to comply with various federal and state regulations regarding plugging and abandonment of oil and natural gas wells, which will impose a substantial rehabilitation obligation on the Company, which may have a material adverse effect on the Company's financial performance.



## **4. Business Risks (CONTINUED)**

### **Drilling**

Oil and gas drilling activities are subject to numerous risks, many of which are beyond the Company's control. The Company's drilling operations may be curtailed, delayed or cancelled due to a number of factors including weather conditions, mechanical difficulties, shortage or delays in the availability or delivery of rigs and/or other equipment and compliance with governmental requirements. Hazards incident to the exploration and development of oil and gas properties such as unusual or unexpected formations, pressures or other factors are inherent in drilling and operating wells and may be encountered by the Company. Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs.

### **Farm in Partners and contractors**

Oil and gas ventures are typically operated under a farm in and/or joint venture arrangements. These arrangements include provisions that often require certain decisions relating to the projects to be passed with unanimous or majority approval of all participants. Where a venture partner does not act in the best commercial interest of the project, it could have a material adverse effect on the interests of the Company.

The Company is unable to predict the risk of:

- a) financial failure, non-compliance with obligations or default by a participant in any venture to which the Company is, or may become, a party; or
- b) insolvency or other managerial failure by any of the contractors used by the Company in any of its activities; or
- c) insolvency or other managerial failure by any of the other service providers used by the Company for any activity;
- d) all of which could have a material adverse effect on the operations and financial performance of the Company.

The Company is undertaking ongoing due diligence and internal approvals by additional parties which may result in farm in proposals to partner with the Company for its forward work program. However, as at the date of this report, the Company confirms no binding farm-in or farm-out agreements have been entered into.

Through its 80% owned subsidiary Geo Associates (Pvt) Ltd, it has entered into an assignment agreement with Sovereign Wealth fund of Zimbabwe (SWFZ) in respect to exploration rights to Exclusive Prospecting Orders 1848 and 1849, which are contiguous to the Company's current SG 4571 licence. The assignment from SWFZ expands the Company's area in the Cabora Bassa Basin. The assignment confers all exploration rights and obligations for the two Prospecting Orders and a conversion to a Special Grant upon application following ga commercial discovery. The Company makes no guarantee of a discovery or that any discovery will be commercially feasible.

### **Economic & Political**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Adverse changes in the general economic and political climate in Zimbabwe and on a global basis that could impact on economic growth, oil and gas prices, interest rates, the rate of inflation, taxation and tariff laws and domestic security, which may affect the viability of any oil and gas activity that may be conducted by the Company upon the Cabora Bassa Project.

### **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- a) general economic outlook;
- b) introduction of tax reform or other new legislation;
- c) interest rates and inflation rates;
- d) changes in investor sentiment toward particular market sectors;
- e) the demand for, and supply of, capital; and
- f) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.



## 4. Business Risks (CONTINUED)

### **Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

### **Oil and gas price fluctuations**

The demand for, and price of, oil and natural gas is highly dependent on a variety of factors, including international supply and demand, the level of consumer product demand, weather conditions, the price and availability of alternative fuels, actions taken by governments and international cartels, and global economic and political developments.

International oil and gas prices have fluctuated widely in recent years and may continue to fluctuate significantly in the future. Fluctuations in oil and gas prices and, in particular, a material decline in the price of oil or gas may have a material adverse effect on the Company's business, financial condition and results of operations.

### **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Placement. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

Additional funding may be sourced from one or a combination of equity, debt, industry farm-in, or other financing methods as determined on a case by case basis when those funds are needed. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its strategy, plans or operations.

## 5. Results and Dividends

The consolidated entity's loss after tax from continuing operations attributable to members of the consolidated entity for the financial year ending 30 June 2025 was \$4,966,815 (2024: \$5,318,445 loss).

No dividends have been paid or declared by the Company during the year ended 30 June 2025 (2024: nil).

## 6. Loss Per Share

The basic loss per share for the consolidated entity for the year was \$0.30 per share (2024: \$0.38 loss per share).

## 7. Significant Changes in the State of Affairs

There have not been any significant changes in the State of Affairs of the Company. Invictus Energy remains focused on advancing its 80% owned Cabora Bassa Project and the development of the Ngamo-Gwayi-Sikumi (NGS) REDD+ project in Zimbabwe.

## 8. Events Subsequent to Reporting Date

On 20 August 2025 the Company issued 11,999,997 performance rights under a short-term incentive (12 month) plan and granted 22,832,154 options under the long-term incentive plan to Key Management Personnel and staff. This includes 2,500,000 performance rights and 5,075,000 options to Managing Director Scott Macmillan which are conditional to shareholder approval at the next Annual General Meeting likely to be convened in November 2025.

On 27 August 2025 the Company announced a binding Memorandum of Understanding ("MOU") and share subscription agreement under which Al Mansour Holdings will acquire a 19.9% strategic equity stake in Invictus Energy Ltd. The strategic investment of \$37.8million (before costs) at a share price of \$0.095 will provide funding for the near term Cabora Bassa works program. Al Mansour Holdings has also agreed to provide the Company with up to US\$500 million of conditional future funding. Al Mansour Holdings will appoint one representative to the Board of Directors of the Company.

In parallel, Al Mansour Holdings and Invictus have established a joint venture ("JV") company, Al Mansour Oil & Gas ("AMOG"), an upstream oil and gas company focused on acquiring producing and near-term development oil and gas assets across key jurisdictions in Africa.

On 15 September 2025 the Company announced the EPO 1848 & 1849 licences had been renewed for a further 3 year term.

Other than the above, no matters or circumstances have arisen since the end of the financial year which have significantly affected or may significantly affect the operations, results or state of affairs of the Group in future financial years.



## 9. Likely Developments and Expected Results of Operations

The Company intends to develop its Cabora Bassa Basin Gas Condensate project in Zimbabwe which could be funded by debt, equity, a senior farm-in partner or a combination of each.

In addition, the Company intends to advance the Ngamo-Gwaai-Sikumi REDD+ (NGS REDD+) with a view to generating potential carbon offset credits that may be tradeable in the future on carbon offset credits trading exchange.

## 10. Environmental Regulations

The company is not subject to the reporting requirements of either the Energy Efficiency Opportunities Act 2006 or the National Greenhouse and Energy Reporting Act 2007. When operations commence in Zimbabwe, the Company will be subject to meeting the environmental laws and regulations.

## 11. Equity Instruments on Issue

### Ordinary shares

As at the date of this report, there were 1,603,481,774 listed ordinary shares on issue.

### Listed options

As at the date of this report, the following listed options over ordinary shares on issue is as follows:

EXPIRY	EXERCISE	NUMBER
7-Jun-2026	\$0.20	256,045,203

### Unlisted options

As at the date of this report, the following unlisted options over ordinary shares on issue is as follows:

EXPIRY	EXERCISE	NUMBER
1-Feb-2026	\$0.46	13,586,956
30-Sept-2027	\$0.40	108,695,645
15-Oct-2026	\$0.29	9,430,000
13-Nov-2027	\$0.105	35,000,000
31-Jan-2027	\$0.30	46,391,134

Included in these options were options granted as renumeration to the directors during the year. Details of options granted to key management personnel are disclosed on page 15 above.

On 20 August 2025 the Company granted 22,832,154 options under the long-term incentive plan to Key Management Personnel and staff. This includes 5,075,000 options to Managing Director Scott Macmillan which are conditional to shareholder approval at the next Annual General Meeting.

No option holder has any right under the options to participate in any other share issue of the company or any other entity

### Performance rights

As at the date of this report, there the following unlisted performance rights over ordinary shares on issue is as follows:

CLASS	NUMBER	ISSUE DATE	EXPIRY DATE	VESTING CONDITION
B	15,500,000	9-Aug-22	31-Dec-26	a) An independent estimate of Contingent Resources or Reserves (as those defined in the Guidelines for Application of the Petroleum Resources Management System (2011 Edition) of greater than or equal to two hundred million barrels or oil equivalent (200 mmboe) on a 100% gross project basis; and b) The Company achieving a 20-day volume weighted average price of at least \$0.75 on or before 31 December 2026.
B	7,000,000	27-Jun-23	31-Dec-26	a) An independent estimate of Contingent Resources or Reserves (as those defined in the Guidelines for Application of the Petroleum Resources Management System (2011 Edition) of greater than or equal to two hundred million barrels or oil equivalent (200 mmboe) on a 100% gross project basis; and b) The Company achieving a 20-day volume weighted average price of at least \$0.75 on or before 31 December 2026.



## 12. Indemnification and Insurance of Officers and Auditors

### Indemnity and insurance of Officers

An indemnity agreement has been entered into with each of the Directors and company secretary of the Company named earlier in this report. Under the agreement, the Company has agreed to indemnify those officers against any claim or for any expenses or costs which may arise as a result of work performed in their respective capacities to the extent permitted by law. There is no monetary limit to the extent of this indemnity. During the financial year the Company paid a premium in respect of a contract to insure the directors and officers of the Company against the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

### Indemnity and insurance of Auditors

The Company has not, during or since the end of the financial year ended 30 June 2025, indemnified or agreed to indemnify BDO Audit Pty Ltd or any related entity against a liability incurred by the auditors. During the financial year ended 30 June 2024, the Company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

## 13. Corporate Structure

Invictus Energy Limited is a Company limited by shares that is incorporated and domiciled in Australia. The Company is listed on the Australian Securities Exchange under the code "IVZ".

## 14. Audit and Non-Audit Services

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and the experience with the Company and/or the Group are important.

Details of the amounts paid or payable to the auditor, BDO Audit Pty Ltd ("BDO"), are set out below.

	30-JUN-25 A\$	30-JUN-24 A\$
<b>Services provided by the Auditor – BDO Audit Pty Ltd</b>		
Audit and review of financial statements	73,010	51,283
<b>Total services provided by the Auditor</b>	<b>73,010</b>	51,283

## 15. Proceedings on Behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the company, or to 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 the proceedings.

No proceedings have been brought or intervened in on behalf of the company with leave of the Court under section 237 of the *Corporations Act 2001*.

## 16. Rounding of Amounts

The company is of a kind referred to in ASIC Legislative Instruments 2016/191, relating to the 'rounding off' of amounts in the directors' report. Amounts in the directors' report have been rounded off in accordance with the instrument to the nearest dollar.

## 17. Auditor's independence declaration

The lead auditor's Independence Declaration is set out on page 50 for the financial year ended 30 June 2025.

This report is signed in accordance with a resolution of the board of Directors and is signed on behalf of the Directors by:



**Scott Macmillan**  
MANAGING DIRECTOR  
19 September 2025



**Auditors**  
**Independence Declaration**



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Australia

**DECLARATION OF INDEPENDENCE BY JARRAD PRUE TO THE DIRECTORS OF INVICTUS ENERGY LIMITED**

As lead auditor of Invictus Energy Limited for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Invictus Energy Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read "Jarrad Prue".

Jarrad Prue

Director

BDO Audit Pty Ltd

Perth

19 September 2025

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of A.C.N. 050 110 275 Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit Pty Ltd and A.C.N. 050 110 275 Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

	NOTES	2025 A\$	2024 A\$
<b>Continuing operations</b>			
Interest revenue		187,626	182,577
Other Income		85,498	-
Corporate costs		(633,085)	(425,060)
Professional fees	6	(516,572)	(1,084,311)
Directors' and executives' fees		(1,754,352)	(1,998,065)
Finance costs		(33,291)	(28,795)
Other	6	(2,046,153)	(1,993,290)
Depreciation		(185,009)	(241,910)
Foreign currency (loss)/gain		(37,900)	270,409
<b>Loss from continuing operations before income tax</b>		<b>(4,933,238)</b>	(5,318,445)
Income tax expense	8	(33,577)	-
<b>Loss from continuing operations after income tax</b>		<b>(4,966,815)</b>	(5,318,445)
<b>(Loss)/profit for the year attributable to:</b>			
Members of the parent entity		(4,654,883)	(5,003,204)
Non-controlling interest	15	(311,932)	(315,241)
<b>(Loss)/profit for the year</b>		<b>(4,966,815)</b>	(5,318,445)
<b>Other comprehensive income/(loss):</b>			
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation – members of parent entity		200,062	1,993
Foreign currency translation – non-controlling interest	15	97,364	2,779
<b>Total other comprehensive income/(loss) net of tax for the year</b>		<b>297,426</b>	4,772
<b>Total comprehensive (loss)/gain for the year attributable to:</b>			
Members of the parent entity		(4,454,821)	(5,001,211)
Non-controlling interest		(214,568)	(312,462)
		<b>(4,669,389)</b>	(5,313,673)
Basic and diluted loss per share (cents)	9	<b>(0.30)</b>	(0.38)

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



## Consolidated Statement of Financial Position

	NOTES	2025 A\$	2024 A\$
<b>Assets</b>			
<i>Current assets</i>			
Cash and cash equivalents	10	8,677,024	3,256,044
Trade and other receivables		384,615	251,909
Other financial assets		120,771	-
Other current assets		113,271	79,876
<b>Total current assets</b>		<b>9,295,681</b>	3,587,829
<i>Non-current assets</i>			
Investments in associates		5,084	-
Exploration and evaluation expenditure	11	127,942,928	122,097,259
Leasehold acquisition costs for Carbon Credits		774,093	733,252
Property, plant and equipment		27,898	53,241
Right of use asset		126,581	160,821
Other financial assets		-	120,771
<b>Total non-current assets</b>		<b>128,876,584</b>	123,165,344
<b>Total assets</b>		<b>138,172,265</b>	126,753,173
<b>Liabilities</b>			
<i>Current liabilities</i>			
Trade and other payables	12	643,746	2,967,212
Provisions		171,098	119,658
Lease liability		62,653	166,881
<b>Total current liabilities</b>		<b>877,497</b>	3,253,751
<i>Non-current liabilities</i>			
Lease liability		105,040	52,277
<b>Total non-current liabilities</b>		<b>105,040</b>	52,277
<b>Total liabilities</b>		<b>982,537</b>	3,306,028
<b>Net assets</b>		<b>137,189,728</b>	123,447,145
<b>Equity</b>			
Share capital	13	165,893,098	148,332,526
Reserves	14	9,978,993	8,927,531
Accumulated loss		(38,888,152)	(34,233,269)
<b>Total equity attributable to owners of Invictus Energy Limited</b>		<b>136,983,939</b>	123,026,788
Non-controlling interest	15	205,789	420,357
<b>Total equity</b>		<b>137,189,728</b>	123,447,145

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



# Consolidated Statement of Changes in Equity

	SHARE CAPITAL	FOREIGN CURRENCY TRANSLATION RESERVE	SHARE-BASED PAYMENT RESERVE	TOTAL RESERVES	ACCUMULATED LOSS	ATTRIBUTABLE TO EQUITY HOLDERS OF THE GROUP/COMPANY A\$	NON-CONTROLLING INTEREST	TOTAL EQUITY
	A\$	A\$	A\$	A\$	A\$	A\$	A\$	A\$
<b>Balance at 1 July 2023</b>	<b>117,371,778</b>	<b>337,074</b>	<b>6,838,230</b>	<b>7,175,304</b>	<b>(29,230,065)</b>	<b>95,317,017</b>	<b>732,819</b>	<b>96,049,836</b>
Loss for the year	-	-	-	-	(5,003,204)	(5,003,204)	(315,241)	(5,318,445)
Foreign currency translation	-	1,993	-	1,993	-	1,993	2,779	4,772
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>1,993</b>	<b>-</b>	<b>1,993</b>	<b>(5,003,204)</b>	<b>(5,001,211)</b>	<b>(312,462)</b>	<b>(5,313,673)</b>
Issue of shares – capital raising	32,140,295	-	-	-	-	32,140,295	-	32,140,295
Capital raising costs (note 13 and 19)	(2,113,543)	-	-	-	-	(2,113,543)	-	(2,113,543)
Shares issued - exercise of options	165,660	-	-	-	-	165,660	-	165,660
Share-based payments (note 19)	768,336	-	-	1,750,234	1,750,234	-	2,518,570	2,518,570
Total distributions to owners of Company recognised directly in equity	30,960,748	-	-	1,750,234	1,750,234	-	32,710,982	32,710,982
<b>Balance at 30 June 2024</b>	<b>148,332,526</b>	<b>339,067</b>	<b>8,588,464</b>	<b>8,927,531</b>	<b>(34,233,269)</b>	<b>123,026,788</b>	<b>420,357</b>	<b>123,447,145</b>
Loss for the year	-	-	-	-	(4,654,883)	(4,654,883)	(311,932)	(4,966,815)
Foreign currency translation	-	200,062	-	200,062	-	200,062	97,364	297,426
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>200,062</b>	<b>-</b>	<b>200,062</b>	<b>(4,654,883)</b>	<b>(4,454,821)</b>	<b>(214,568)</b>	<b>(4,669,389)</b>
Issue of shares – capital raising	18,857,717	-	-	-	-	18,857,717	-	18,857,717
Capital raising costs (note 13 and 19)	(1,300,182)	-	-	-	-	(1,300,182)	-	(1,300,182)
Shares issued - exercise of options	3,037	-	-	-	-	3,037	-	3,037
Share-based payments (note 19)	-	-	851,400	851,400	-	851,400	-	851,400
Total distributions to owners of Company recognised directly in equity	17,560,572	-	851,400	851,400	-	18,411,972	-	18,411,972
<b>Balance at 30 June 2025</b>	<b>165,893,098</b>	<b>539,129</b>	<b>9,439,864</b>	<b>9,978,993</b>	<b>(38,888,152)</b>	<b>136,983,939</b>	<b>205,789</b>	<b>137,189,728</b>

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



## Consolidated Statement of Cash Flows

	NOTES	2025 A\$	2024 A\$
<i>Cash flows from operating activities</i>			
Payments to suppliers and employees		(4,770,297)	(2,757,157)
Interest received		187,626	182,577
Interest paid		(18,043)	-
Income tax paid		(8,030)	-
Other		85,498	-
<b>Net cash used in operating activities</b>	16	<b>(4,523,246)</b>	(2,574,580)
<i>Cash flows from investing activities</i>			
Exploration and evaluation payments	11	(7,563,656)	(47,288,144)
Purchase of PPE		(9,561)	
Acquisition of associate		(5,084)	
<b>Net cash used in investing activities</b>		<b>(7,578,301)</b>	(47,288,144)
<i>Cash flows from financing activities</i>			
Proceeds from issue of shares	13	18,857,717	32,140,295
Share issuance costs	13	(1,291,000)	(2,113,543)
Exercise of options	13	3,037	165,660
<b>Net cash from financing activities</b>		<b>17,569,754</b>	30,192,412
Total cash movement for the year		5,468,207	(19,670,312)
Cash at the beginning of the year		3,256,044	22,931,927
Effect of exchange rate changes on cash and cash equivalents		(47,227)	(5,571)
<b>Total cash at the end of the year</b>	10	<b>8,677,024</b>	3,256,044

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



# Notes to the Consolidated Financial Statements

## 1. Summary of Material Accounting Policies

### A. Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. Invictus Energy Limited is a for-profit entity for the purpose of preparing the financial statements.

#### (i) Compliance with IFRS

The consolidated financial statements of the Invictus Energy Limited Group also comply with International Financial Reporting Standards (IFRS).

The Group has not elected to early adopt any new Standards or Interpretations.

All new and amended accounting standards mandatory as at 1 July 2024 have not had an impact on the financials. Refer to note 2 for further details.

#### (ii) Going concern

The going concern concept relates to the assessment of the Company's ability to continue its operations (and pay its debts when they fall due) for the next 12 months from the date when the directors sign the financial report without the need to raise money from issuing shares or other sources of funding. The financial report has been prepared on a going concern basis.

For the full year ended 30 June 2025 the Group incurred a loss after tax of \$4,966,815 (2024: \$5,318,445) and had total net cash outflows from operating and investing activities of \$12,101,547 (2024: \$49,862,724).

The Directors have prepared an estimated cash flow forecast for the period to 31 October 2026 to determine if the Company may require additional funding during this period. The Group intends to continue with its operating activities at the Cabora Bassa Project and will incur related cash expenditure. This results in a material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern, and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors have made an assessment on whether it is reasonable to assume that the Company will be able to continue its normal operations based on the following factors and judgements:

- The Directors are of the opinion that the Group's exploration and development assets will attract further capital investment when required; and
- The Directors expect the Group to be successful in securing additional funding through debt or equity issues, when and if required.

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

#### (iii) Basis of consolidation

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

### B. Foreign currency translation

#### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The functional currency of Invictus Energy Limited is Australian dollars ("A\$","\$").

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



# **1. Summary of Material Accounting Policies (CONTINUED)**

## **(ii) Transactions and balances**

Transactions in foreign currencies are translated to the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Australian dollars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the statement of comprehensive income.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to A\$ at foreign exchange rates ruling at the dates the fair value was determined.

## **(iii) Financial statements of foreign operations**

The revenues and expenses of foreign operations, excluding foreign operations in hyperinflationary economies, are translated to Australian dollars at rates approximating to the foreign exchange rates ruling at the dates of the transactions.

Foreign exchange differences arising on translation are recognised directly in the foreign currency translation reserve ("FCTR"), as a separate component of equity. When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to profit or loss, as part of the gain or loss on sale where applicable.

## **C. Impairment of assets**

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the statement of comprehensive income.

The recoverable amount is the greater of the asset's net selling price and its value in use. In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount and it is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised. The reversal is recognised in the income statement.

## **D. Financial instruments**

### **(i) Non-derivative financial instruments**

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs, except as described below. Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

A financial instrument is recognised if the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Purchases and sales of financial assets are accounted for at trade date, i.e. the date that the Group commits itself to purchase or sell the asset. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

### **(ii) Subsequent measurement**

Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method.

Details on how the fair value of financial instruments is determined are disclosed in note 3.

### **(iii) Impairment**

The Group assesses at each reporting date whether there is objective evidence that a financial asset or Group of financial assets is impaired.

## **E. Goods and Services Tax / Value Added Tax**

Revenue, expenses and assets are recognised net of the amount of goods and services tax ("GST") or Value Added Tax ("VAT"), except where the amount of GST/VAT incurred is not recoverable from the taxation authority. In these circumstances, the GST/VAT is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST/VAT included. The net amount of GST/VAT recoverable from, or payable to, the relevant tax authority is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST/VAT components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the relevant tax authority are classified as operating cash flows.



# Notes to the Consolidated Financial Statements

## 1. Summary of Material Accounting Policies (CONTINUED)

### F. Employee benefits

#### (i) Short-term employee benefits

Wages, salaries, bonuses and other salary related expenses are recognised as expenses in the year in which the associated services are rendered by employees of the Company. Short-term accumulating compensated absences such as paid annual leave are recognised when services rendered by employees, that increase their entitlement to future compensated absences, occur. Short-term accumulating compensated absences such as sick leave are recognised when absences occur.

#### (ii) Defined contribution plans

Employee benefits include statutory social insurance payments to the State Social Insurance Scheme. Contributions to this defined contribution plan are recognised as an expense as incurred.

#### (iii) Share-based payments

The Company provides benefits to employees (including Directors) of the Company in the form of share-based payment transactions, whereby employees render services in exchange for shares or options over shares ("equity-settled transactions").

The fair value of options is recognised as an expense with a corresponding increase in equity (share-based payments reserve). The fair value is measured at grant date and recognised over the period during which the holder become unconditionally entitled to the options. Fair value is determined using an appropriate valuation method. In determining fair value, no account is taken of any performance conditions other than those related to the share price of Invictus Energy Limited ("market conditions"). The cumulative expense recognised between grant date and vesting date is adjusted to reflect the Directors best estimate of the number of options that will ultimately vest because of internal conditions of the options, such as the employees having to remain with the Company until the vesting date, or such that employees are required to meet internal performance targets.

## 2. New and Amended Standards not yet adopted by the Group

The Directors have also reviewed AASB 2024-2 Amendments to Australian Accounting Standards – Classification and Measurement of Financial Instruments and AASB 18 Presentation and Disclosure in Financial Statements which are on issue not yet adopted for the year ended 30 June 2025. As a result of this review, the directors have determined that there is no material impact of the Standards and Interpretation on issue not yet adopted on the Group and, therefore, no change is necessary to the Group's accounting policies.

## 3. Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed.

Risk management is carried out by the management under policies approved by the board of Directors. Group management identifies, evaluates and hedges financial risks by holding cash in interest earning deposits.

The Group holds the following financial instruments:

	2025 A\$	2024 A\$
<b>Financial assets</b>		
Cash and cash equivalents	8,677,024	3,256,044
Trade and other receivables	384,615	259,909
<b>Total financial assets</b>	<b>9,061,639</b>	3,515,953
<b>Financial liabilities</b>		
Trade payables	(643,746)	(2,967,212)
Lease liability – current	(62,653)	(166,881)
Lease liability – non current	(105,040)	(52,277)
<b>Total financial liabilities</b>	<b>(811,439)</b>	(3,186,370)
<b>Net financial instruments</b>	<b>8,250,198</b>	329,583



### 3. Financial Risk Management (CONTINUED)

#### (a) Market risk

##### Foreign currency risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency and net investments in foreign operations. The consolidated entity has the Australian dollar (A\$) as its functional currency, which is also the currency for the Group's transactions. Some exposure to foreign exchange risk exists in respect to its Cabora Bassa project which has transactions denominated in US Dollars. The risk is measured using sensitivity analysis and cash flow forecasting.

The Group's exposure to US Dollar foreign currency risk at the reporting date, expressed in Australian Dollars, was:

	2025 A\$	2024 A\$
Cash and cash equivalents	5,497,018	225,876
Trade and other payables	(450,653)	(2,455,826)
Lease liabilities	(115,414)	-
<b>Total exposure to foreign currency risk</b>	<b>4,930,951</b>	(2,229,950)

Group sensitivity to movements in foreign exchange rates is shown in the summarised sensitivity analysis table below:

30 JUNE 2025	CARRYING AMOUNT A\$	FOREIGN EXCHANGE RISK			
		-10%		10%	
		PROFIT A\$	EQUITY A\$	PROFIT A\$	EQUITY A\$
<b>Financial assets</b>					
Cash and cash equivalents	5,497,018	(549,702)	549,702	549,702	(549,702)
Trade and other payables	(450,653)	45,065	(45,065)	(45,065)	45,065
Lease liabilities	(115,414)	11,541	(11,541)	(11,541)	11,541
<b>Net exposure to foreign currency risk</b>	<b>4,930,951</b>	<b>(493,096)</b>	<b>493,096</b>	<b>493,096</b>	<b>493,096</b>

30 JUNE 2024	CARRYING AMOUNT A\$	FOREIGN EXCHANGE RISK			
		-10%		10%	
		PROFIT A\$	EQUITY A\$	PROFIT A\$	EQUITY A\$
<b>Financial assets</b>					
Cash and cash equivalents	225,876	(22,588)	22,588	22,588	(22,588)
Trade and other payables	(2,455,826)	245,583	(245,583)	(245,583)	245,583
<b>Net exposure to foreign currency risk</b>	<b>(2,229,950)</b>	<b>222,995</b>	<b>(222,995)</b>	<b>(222,995)</b>	<b>222,995</b>

Foreign exchange volatility was chosen to reflect expected short-term fluctuations in the US Dollar.

#### (b) 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, the ability to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the management aims at maintaining flexibility in funding by keeping committed credit lines available with a variety of counterparties. Surplus funds are only invested in instruments that are tradeable in highly liquid markets.

The tables below analyse the Group's financial liabilities into relevant maturity groupings. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

30-JUN-25	LESS THAN 6 MONTHS	TOTAL CONTRACTUAL CASH FLOWS	CARRYING AMOUNT OF LIABILITIES
Trade and other payables	643,746	643,746	643,746
<b>Total exposure to liquidity risk</b>	<b>643,746</b>	<b>643,746</b>	<b>643,746</b>



## Notes to the Consolidated Financial Statements

### 3. Financial Risk Management (CONTINUED)

#### (b) Liquidity risk (continued)

30-JUN-24	LESS THAN 6 MONTHS	TOTAL CONTRACTUAL CASH FLOWS	CARRYING AMOUNT OF LIABILITIES
Trade and other payables	2,967,212	2,967,212	2,967,212
<b>Total exposure to liquidity risk</b>	<b>2,967,212</b>	<b>2,967,212</b>	<b>2,967,212</b>

#### Interest rate risk

The Group's exposure to interest rate risk and the effective weighted average interest rate for classes of financial assets and liabilities is set out below:

	WEIGHTED AVERAGE INTEREST RATE	30-JUN-25	WEIGHTED AVERAGE INTEREST RATE	30-JUN-24
<b>Floating interest rate:</b>				
Cash available at call	2.76%	6,002,024	0.00%	611,044
<b>Fixed interest rate:</b>				
Deposits at call	3.06%	2,675,000	3.30%	2,645,000
<b>Total exposure to interest rate risk</b>		<b>8,677,024</b>		3,256,044

The Group's sensitivity to movement in interest rates is not significant to the group.

#### (c) Credit risk

The carrying amount of cash and cash equivalents and trade and other receivables (excluding prepayments) represent the Group's maximum exposure to credit risk in relation to financial assets.

Cash and short-term liquid investments are placed with reputable banks, so no significant credit risk is expected. None of the financial assets are either past due or impaired.

#### (d) Fair value measurements

The carrying values less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

### 4. Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates and judgements may differ from the related actual results and may have a significant effect on the carrying amount of assets and liabilities within the next financial year and on the amounts recognised in the financial statements. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### (a) Impairment of deferred exploration and evaluation expenditure

Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current. These costs are carried forward in respect of an area that has not at balance date reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. The Board and Management have assessed the carrying value of the Exploration and Evaluation Expenditure to be impaired. Refer to the accounting policy stated in note 11 for movements in the exploration and evaluation expenditure balance.

#### (b) Share-based payment transactions

The group measures the cost of equity-settled transactions with Directors, employees and consultants by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using appropriate valuation techniques.

#### (c) Tax in foreign jurisdictions

The consolidated entity operates in overseas jurisdictions and accordingly is required to comply with the taxation requirements of those relevant countries. This results in the consolidated entity making estimates in relation to taxes including but not limited to income tax, goods and services tax, withholding tax and employee income tax. The consolidated entity estimates its tax liabilities based on the consolidated entity's understanding of the tax law. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact profit or loss in the period in which they are settled.



## 5. Segment Information

### Description of segments

The Directors have determined the Group has one reportable segment, being exploration of oil and gas in Zimbabwe. As the Group is focused on hydrocarbon exploration, the Board monitors the Group based on actual versus budgeted exploration expenditure incurred by area of interest. This internal reporting framework is the most relevant to assist the Board with making decisions regarding the Group and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

## 6. Expenses

	2025 A\$	2024 A\$
<b>Professional fees</b>		
Audit fees	73,010	51,284
Company Secretarial	60,000	60,000
Accounting fees	47,725	137,731
Legal fees	59,428	21,851
Corporate advisory	29,500	11,000
Staff recruitment costs <sup>1</sup>	51,736	266,656
Investor relations	161,415	175,636
Corporate tax advice	33,758	4,080
Share-based payments expense – Consultants - shares issued in lieu of services <sup>2</sup>	-	250,000
Share-based payments expense – Consultants - options issued in lieu of services <sup>3</sup>	-	106,073
<b>Total professional fees</b>	<b>516,572</b>	1,084,311
<b>Other</b>		
Corporate costs for the foreign subsidiaries	1,678,086	1,629,258
Other	368,067	364,032
<b>Total other expenses</b>	<b>2,046,153</b>	1,993,290

<sup>1</sup> Included within staff recruitment costs for the financial year end 30 June 2024 is \$231,156 which relates to 6,000,000 unlisted options, which were granted to Directors of the Company. The options were awarded to Mr Bentley and Mr Sutherland (3,000,000 options each) as consideration for their appointment to the Board of Directors. The options will vest after 12 months of service. The options had an exercise price of \$0.2355 and an expiry date of 23 July 2024. There were no options issued in the current year related to staff recruitment costs. Refer to Note 19 for further details.

<sup>2</sup> On 21 July 2023 2,083,333 ordinary shares were issued to the Company's investor relations company in lieu of fees owed, valued at \$250,000.

<sup>3</sup> On 21 July 2023, 1,041,667 unlisted options, valued at \$106,073 were issued to the Company's Investor relations company. The options have an exercise price of \$0.20 and an expiry date of 7 June 2026. Refer to Note 19 for further details.

## 7. Auditor Remuneration

	2025 A\$	2024 A\$
<i>Services provided by the Auditor – BDO Audit Pty Ltd</i>		
Audit and review of financial statements	73,010	51,283
<b>Total services provided by the Auditor</b>	<b>73,010</b>	51,283

The BDO entity performing the audit of the Group transitioned from BDO Audit (WA) to BDO Audit Pty Ltd on 23 August 2024. The disclosures include amounts received or due and receivable by BDO Audit (WA) Pty Ltd, BDO Audit Pty Ltd and their respective related entities.



## Notes to the Consolidated Financial Statements

### 8. Taxation

The income tax expense for the period presented comprises current and deferred tax. Income tax is recognised in the statement of profit or loss and other comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised, or to the extent that the Group has deferred tax liabilities with the same taxation authority.

The Group is subject to income taxes in Australia and jurisdictions where it has foreign operations. Significant judgement is required in determining the provision for income taxes across the Group. There are certain transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The group estimates its tax liabilities based on the Group's understanding of the tax law. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

	2025 A\$	2024 A\$
<b>INCOME TAX EXPENSE</b>		
<b>The components of tax expense comprise:</b>		
Current income tax charge (benefit)	25,547	-
Adjustments in respect of previous current income tax	8,030	-
<b>Total income tax expense from continuing operation</b>	<b>33,577</b>	-
 <b>A reconciliation of income tax expense (benefit) applicable to accounting profit before income tax at the statutory income tax rate to income tax expense at the Company's effective income tax rate for the years ended 30 June 2025 and 30 June 2024 is as follows:</b>		
Accounting profit (loss) before income tax	(4,933,238)	(5,318,445)
Prima facie tax payable on profit from ordinary activities before income tax at 30% (2024: 30%) adjusted for:	(1,479,972)	(1,595,533)
Non-deductible expenses	390,253	452,950
NANE related expenditure	-	-
Temporary differences and losses not recognised	690,504	611,860
Share based payments expense	399,219	530,723
Adjustments in respect of previous current income tax	8,030	-
Assessment of passive income	25,547	-
<b>Income tax expense/(benefit)</b>	<b>33,577</b>	-
 The applicable weighted average effective tax rates are as follows:	2.27%	0%



## 8. Taxation (CONTINUED)

	2025 A\$	2024 A\$
<b>Unrecognised deferred tax assets/(liabilities)</b>		
Deferred tax assets/(liabilities) have not been recognised in respect of the following items:		
Receivables	(1)	48,927
Prepayments	-	(565)
Right of use asset	(3,711)	(48,246)
Trade and other payables	64,718	38,945
Right of use liability	15,684	65,747
Australian tax losses	6,063,163	5,183,956
Capital loss	57,956	57,956
Capital raising costs	1,226,814	1,371,626
	<b>7,424,623</b>	6,718,346
Offset against deferred tax liabilities recognised	-	-
<b>Deferred tax assets not brought to account</b>	<b>7,424,623</b>	6,718,346

The tax losses do not expire under current legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilise the benefits. The tax benefits of the above deferred tax assets will only be obtained if:

- a. The consolidated entity derives future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;
- b. The consolidated entity continues to comply with the conditions for deductibility imposed by law; and
- c. No changes in income tax legislation adversely affect the consolidated entity from utilising the benefits.

## 9. (Loss) per Share

### Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for the bonus elements in ordinary shares issued during the year.

The calculation of basic gain per share at the reporting date was based on the loss attributable to ordinary shareholders of \$4,654,883 (2024: loss of \$5,003,204) and a weighted average number of ordinary shares outstanding during the current financial year of 1,544,070,441 (2024: 1,320,397,067) shares calculated as follows:

	2025 A\$	2024 A\$
Loss for the year	(4,654,883)	(5,003,204)
Weighted average number of ordinary shares (basic and diluted)	1,544,070,441	1,320,397,067
Basic and diluted loss per share (cents)	(0.30)	(0.38)

### Diluted gain/(loss) per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings 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 shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Potential ordinary shares are not considered dilutive, thus diluted gain/(loss) per share is the same as basic gain/(loss) per share.



## Notes to the Consolidated Financial Statements

### 10. Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances, short-term bills and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the consolidated entity's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

	2025 A\$	2024 A\$
Cash and cash equivalents consist of:		
Cash on hand	6,002,024	611,044
Term deposits	2,675,000	2,645,000
<b>Total cash and cash equivalents</b>	<b>8,677,024</b>	3,256,044

### 11. Exploration and Evaluation Expenditure

Exploration and evaluation costs are allocated separately to specific areas of interest. Each area of interest is limited to a size related to a known and probable Mineral Resource capable of supporting a mining operation. Such costs comprise net direct costs and an appropriate portion of related overhead expenditure directly related to activities in the area of interest.

Exploration and evaluation costs incurred in the normal course of operations are capitalised.

Exploration and evaluation costs are capitalised where they are the result of an acquisition from a third party. These capitalised costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

When a decision to proceed to development is made the exploration and evaluation costs capitalised to that area are transferred to mine development within property, plant and equipment. All costs subsequently incurred to develop a mine prior to the start of mining operations within the area of interest are capitalised. These costs include expenditure to develop new ore bodies within the area of interest, to define further mineralisation in existing areas of interest, to expand the capacity of a mine and to maintain production.

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Company decides to exploit the related lease itself, or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact future recoverability include the level of reserves and resources, future technological changes, cost of drilling and production, production rates, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

As at 30 June 2025, the carrying value of the capitalised exploration and evaluation properties of the consolidated entity was \$127,942,928 (2024: \$122,097,259); the carrying amounts of individual projects are as per the reconciliation of movement in exploration and evaluation property below.

#### Reconciliation of movement in exploration and evaluation expenditure

CABORA BASSA PROJECT	2025 A\$	2024 A\$
<b>Project carrying value at 1 July</b>	122,097,259	74,256,799
Cost incurred during the year	5,554,675	47,849,320
Effect of translation to presentation currency	290,994	(8,860)
<b>Project carrying value at 30 June</b>	<b>127,942,928</b>	122,097,259

The total recoverability of the carrying amounts of exploration and evaluation assets is dependent on the successful development and commercial exploitation or sale of the respective areas of interest.



## 12. Trade and Other Payables

Trade and other payables are non-interest bearing liabilities stated at cost and settled within 30 days.

	2025 A\$	2024 A\$
Trade creditors	522,849	2,722,121
Accrued expenses	120,897	245,091
<b>Total trade and other payables</b>	<b>643,746</b>	2,967,212

Trade and other payables are non-interest bearing liabilities stated at cost and settled within 30 days. Information about the Group's exposure to foreign currency risk is provided in note 3.

## 13. Share Capital

Ordinary shares are classified as equity and recognised at the fair value of the consideration received by the Company.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options 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 a 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.

The Group's capital is comprised of ordinary shares and options over ordinary shares of the Company.

	2025 A\$	2024 A\$
Shares on issue	181,516,227	162,655,473
Issuance cost	(15,623,129)	(14,322,947)
<b>Total share capital</b>	<b>165,893,098</b>	148,332,526

### Reconciliation of movement in issued capital

	NUMBER OF SHARES	A\$
<b>Balance as at 1 July 2023</b>	<b>1,178,116,846</b>	<b>117,371,778</b>
Shares issued - placement	232,663,529	32,140,295
Shares issued – suppliers in lieu of fees owed	6,047,360	768,336
Shares issued – options exercised	1,067,813	165,660
Share issuance costs	-	(2,113,543)
<b>Balance as at 30 June 2024</b>	<b>1,417,895,548</b>	<b>148,332,526</b>
Shares issued <sup>1</sup>	185,564,536	18,857,717
Shares issued – options exercised	21,690	3,037
Share issuance costs	-	(1,300,182)
<b>Balance as at 30 June 2025</b>	<b>1,603,481,774</b>	<b>165,893,098</b>

<sup>1</sup> The Company raised \$18,857,717 by issuing 185,564,536 ordinary shares and 46,391,134 free-attaching – unlisted options (one-for-four basis) from a capital raise in Zimbabwe. The shares were issued in 3 tranches 2 August 2024, 4 September 2024 and 31 December 2024. The unlisted options are exercisable at \$0.30, by 31 January 2027.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in the proportion to the number and amount paid on the shares held.

At 30 June 2025, the Company had 469,148,938 options over ordinary shares on issue (2024: 431,522,687).



## Notes to the Consolidated Financial Statements

### 13. Share Capital (CONTINUED)

#### Reconciliation of movement in unlisted options over ordinary shares

	NUMBER	ISSUE DATE	EXPIRY DATE	EXERCISE PRICE (CENTS)
<b>Total options as at 1 July 2023</b>	<b>381,751,499</b>			
Key Management Personnel options	4,135,000	19-Sep-23	15-Oct-26	29
Director options	2,515,000	27-Oct-23	15-Oct-26	29
Consultant options	1,041,667	21-Jul-23	7-Jun-26	20
Placement options	2,916,667	24-Aug-23	7-Jun-26	14.5
Placement options	33,333,289	2-Nov-23	7-Jun-26	14.5
Director options	2,780,000	27-Oct-23	15-Oct-26	29
Placement options	57,692,308	2-Jan-24	7-Jun-26	20
Placement options	5,722,896	13-Mar-24	7-Jun-26	20
Exercise of options	(546,599)	various	31-Jan-25	14
Exercise of options	(504,545)	various	30-Mar-24	17
Exercise of options	(16,669)	various	7-Jun-26	20
Lapse of options	(59,297,826)			
<b>Total options as at 30 June 2024</b>	<b>431,522,687</b>			
Director options <sup>1</sup>	35,000,000	13-Nov-2024	13-Nov-2027	10.5
Placement options <sup>2</sup>	46,391,134	31-Jan-2025	31-Jan-2027	30
Exercise of options	(21,690)	various	31-Jan-25	14
Lapse of options	(43,743,193)			
<b>Total options as at 30 June 2025</b>	<b>469,148,938</b>			

<sup>1</sup> On 13 November 2024 Directors of the Company were awarded 35,000,000 unlisted options with an expiry date of 13 November 2027 and an exercise price of \$0.105.

<sup>2</sup> The Company raised \$18,857,717 by issuing 185,564,536 ordinary shares and 46,391,134 free-attaching – unlisted options (one-for-four basis) from a capital raise in Zimbabwe. The shares were issued in 3 tranches 2 August 2024, 4 September 2024 and 31 December 2024. The unlisted options are exercisable at \$0.30, by 31 January 2027.

Options over ordinary shares carry no voting or dividend rights.

#### Performance shares over ordinary shares

On 31 December 2024, 22,500,000 Class A performance shares expired. The vesting conditions for the performance shares was dependent on the drilling of an exploration or appraisal well in the Cabora Bassa Project that results in the maiden booking of Contingent Resources or Reserves (as those terms are defined in the Guidelines for Application of the Petroleum Resources Management System (2011 Edition) on or before 31 December 2024 and the Company achieving a 20 day volume weighted average price of at least \$0.50 on or before 31 December 2024.

There were no performance shares issued in the year ended 30 June 2025 (2024: 1,540,000 shares)

As at 30 June 2025, the Company has 22,500,000 performance rights over ordinary shares on issue (2024: 46,540,000).

#### Reconciliation of movement in performance rights over ordinary shares

	NUMBER	ISSUE DATE	EXPIRY DATE
<b>Total as at 30 June 2023</b>	<b>45,000,000</b>		
Performance rights granted	1,540,000	20-Oct-23	15-Oct-24
<b>Total as at 30 June 2024</b>	<b>46,540,000</b>	-	-
Performance rights lapsed	(24,040,000)	-	-
<b>Total as at 30 June 2025</b>	<b>22,500,000</b>	-	-

#### Capital risk management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.



## 14. Reserves

### Share-based payments reserve

The share-based payments reserve represents the value of options issued under the compensation arrangement that the consolidated entity is required to include in the consolidated financial statements. No gain or loss is recognised in the profit or loss on the purchase, sale, issue or cancellation of the consolidated entity's own equity instruments.

### Translation reserve

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

	2025 A\$	2024 A\$
Share-based payments reserve	9,439,864	8,588,464
Foreign currency translation reserve	539,129	339,067
<b>Total reserves</b>	<b>9,978,993</b>	8,927,531
 <i>Reconciliation of movement in reserves</i>		
<b>Share-based payments reserve</b>		
<b>Balance as at 1 July</b>	<b>8,588,464</b>	6,838,230
Performance rights – Key Management Personnel (note 19)	-	106,876
Options issued – recruitment costs (note 19)	-	231,156
Options issued – Directors (note 19)	1,330,720	769,840
Options issued – Investor relations (note 19)	-	106,073
Options issued – Key Management Personnel (note 19)	-	536,289
Options exercised/expired/lapsed	(479,320)	-
<b>Balance as at 30 June</b>	<b>9,439,864</b>	8,588,464
 <b>Foreign currency translation reserve</b>		
<b>Balance as at 1 July</b>	<b>339,067</b>	337,074
Effect of translation of foreign currency operation to Group presentation currency	200,062	1,993
<b>Balance as at 30 June</b>	<b>539,129</b>	339,067
 <b>Total reserves balance as at 30 June</b>	<b>9,978,993</b>	8,927,531

## 15. Interests in Other Entities

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Invictus Energy Limited ("the Company" or "the parent entity") as at 30 June 2025 and the results of all subsidiaries for the year then ended. Invictus Energy Limited and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases. Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition method of accounting is used to account for business combinations by the Group. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognized directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.



## Notes to the Consolidated Financial Statements

### 15. Interests in Other Entities (CONTINUED)

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

#### (a) Subsidiaries

The consolidated entity's principal subsidiaries at 30 June 2025 and 30 June 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the consolidated entity, and the proportion of ownership interests held equals the voting rights held by the consolidated entity. The country of incorporation or registration is also their principal place of business. Principal activity of all subsidiaries is gas exploration and development.

NAME OF ENTITY	PLACE OF BUSINESS/ COUNTRY OF INCORPORATION	OWNERSHIP INTEREST HELD BY			
		THE CONSOLIDATED ENTITY		NON-CONTROLLING INTERESTS	
		2025	2024	2025	2024
Invictus Energy Limited	Australia	N/A	N/A	N/A	N/A
HIS Texas LLC	USA	100%	100%	100%	100%
Invictus Energy Resources Pty Limited	Australia	100%	100%	100%	100%
Invictus Energy Mauritius Limited	Mauritius	100%	100%	100%	100%
Invictus Energy Resources Zimbabwe (Pvt) Ltd	Zimbabwe	100%	100%	100%	100%
Geo Associates (Pvt) Ltd	Zimbabwe	80%	80%	20%	20%
Miombo Forest Carbon Investments Pty Ltd	Australia	100%	100%	100%	100%
Miombo Forest Carbon Investments Mauritius Ltd	Mauritius	100%	100%	100%	100%
Miombo Forest Carbon Investments Zimbabwe (Pvt) Ltd	Zimbabwe	100%	100%	100%	100%
Ngamo-Gwaiyi-Sikumi Carbon Investments (Pvt) Ltd	Zimbabwe	100%	100%	100%	100%

#### (b) Associates

The consolidated entity's principal associates at 30 June 2025 and 30 June 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the consolidated entity, and the proportion of ownership interests held equals the voting rights held by the consolidated entity. The country of incorporation or registration is also their principal place of business

NAME OF ENTITY	PLACE OF BUSINESS/ COUNTRY OF INCORPORATION	OWNERSHIP INTEREST HELD BY			
		THE CONSOLIDATED ENTITY		NON-CONTROLLING INTERESTS	
		2025	2024	2025	2024
Stratum Resources (Private) Limited	Zimbabwe	33%	N/A	67%	N/A



**c) Non-controlling interests**

The following table sets out the summarised financial information for each subsidiary that has non-controlling interests. Amounts disclosed are before intercompany eliminations.

	GEO ASSOCIATES (PVT) LTD	
	2025 A\$	2024 A\$
<b><i>Summarised statement of financial position</i></b>		
Current assets	834,347	16,618
Current liabilities	(10,374)	-
<b>Current net liabilities/assets</b>	<b>823,973</b>	16,618
Non-current assets <sup>1</sup>	9,645,456	8,767,916
Non-current liabilities	(16,325,182)	(12,499,952)
<b>Non-current net assets / liabilities</b>	<b>(6,679,726)</b>	(3,732,036)
<b>Net liabilities</b>	<b>(5,855,753)</b>	(3,715,418)
Accumulated NCI	205,789	420,357
<sup>1</sup> Represents capitalised exploration costs. Refer to note 11 for further details.		
<b><i>Statement of Profit or Loss and Other Comprehensive Income</i></b>		
Revenue	-	-
<b>Loss for the year</b>	<b>1,559,659</b>	1,576,205
Other comprehensive loss	-	-
<b>Total comprehensive loss</b>	<b>1,559,659</b>	1,576,205
Loss allocated to NCI	(311,932)	(315,241)
FCTR allocated to NCI	97,364	2,779
<b><i>Summarised cash flows</i></b>		
Cash flows from/ (used in) operating activities	-	-
Cash flows from/ (used in) investing activities	-	-
Cash flows from/ (used in) financing activities	-	-
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>-</b>	<b>-</b>

**(d) Transactions with non-controlling interests**

There were no transactions with the non-controlling interests during the current year (2024: nil).



**Notes to the  
Consolidated Financial Statements**

**16. Reconciliation of Loss After Income Tax to Net Cash Outflow Used**

	NOTES	<b>2025 A\$</b>	<b>2024 A\$</b>
Loss after tax		(4,966,815)	(5,318,445)
<b>Add/(less) non-cash items:</b>			
Share-based payments expense – Director and Executive Management	19	851,400	1,413,005
Recruitment costs – Director options	19	-	231,156
Depreciation		185,009	241,910
Share-based payments expense – Consultants - shares issued in lieu of services	19	-	106,073
Share-based payments expense – Consultants - shares issued in lieu of services	19	-	250,000
<b>Changes in working capital:</b>			
Increase/(decrease) in trade and other receivables		(132,706)	92,577
Increase/(decrease) in other assets		(33,995)	2,871
(Decrease)/increase in trade and other payables		(478,179)	379,389
Increase in provisions		51,440	26,884
<b>Net cash outflow from operating activities</b>		<b>(4,523,246)</b>	(2,574,580)
<b>Non-cash investing and financing activities:</b>			
Capital issuance costs – shares issued to consultants	19	278,697	-
Capitalised exploration costs – supplier costs settled in shares	19	-	458,336



## 17. Parent Entity

	2025 A\$	2024 A\$
Current assets	5,475,659	208,631
Non-current assets	13,407	297,057
<b>Total assets</b>	<b>5,489,066</b>	505,688
Current liabilities	(383,288)	502,093
Non-current liabilities	-	52,277
<b>Total liabilities</b>	<b>(383,288)</b>	554,370
<b>Net assets</b>	<b>5,105,778</b>	(48,682)
Contributed equity	165,893,098	148,332,526
Share-based payment reserve	9,904,040	8,588,464
Foreign currency translation reserve	-	-
Accumulated losses	(170,691,360)	(156,969,672)
<b>Total equity</b>	<b>5,105,778</b>	(48,682)
Loss for the year	13,721,688	51,572,927
<b>Total comprehensive loss for the year</b>	<b>13,721,688</b>	51,572,927

### Commitments

Refer to note 21: Capital and Other Commitments.

### Contingencies

There were no contingent assets or liabilities of the parent as at 30 June 2025 related to exploration and evaluation expenditure (30 June 2024: \$nil).

### Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

There are no deeds of cross guarantee in place by the parent entity.

### Determining the parent entity financial information

The financial information for the parent entity has been prepared on the same basis as the consolidated financial statements, except as set out below

(i) Investments in subsidiaries and associates entities

Investments in subsidiary and associate entities are accounted for at cost, less any impairments, in the financial statements of parent entity. Dividends received from associates are recognised in the parent entity's profit and loss which its right to receive the dividend is established.

## 18. Related Party Transactions

### (a) Parent entities

The ultimate parent entity within the Group is Invictus Energy Limited incorporated in Australia.

### (b) Subsidiaries

Interests in subsidiaries are set out in note 15(a).

### (c) Other related party transactions

During FY25, 35,000,000 unlisted options, valued at \$1,330,720 were issued to the Directors of the Company. Refer to note 19 for terms and conditions of the options.

During the current year, the Company paid \$130,000 to Laurus Corporate Services Pty Ltd, an entity related to Mr Gabriel Chiappini, for the provision of non- executive director and company secretarial services (2024: \$129,091).

During the current year, the Company paid \$170,911 to Ptarmigan Natural Resources Ltd, an entity related to Mr John Bentley, for the provision of non- executive director services (2024: \$95,916).



## Notes to the Consolidated Financial Statements

### 18. Related Party Transactions (CONTINUED)

Black Dragon Gold Ltd an entity related to Mr Gabriel Chiappini, rents one office and one car bay at a cost of \$1,326 plus GST from the Company per calendar month. The arrangement is for no fixed term and can be cancelled by either party by providing one month's notice.

There were no other transactions with related parties during the current year.

#### (d) Key management personnel

The following persons were Directors and key management personnel of Invictus Energy Limited during the financial year:

Non-Executive Chairman	Mr J Bentley
Non-Executive Deputy Chairman	Mr J Mutizwa
Managing Director	Mr S Macmillan
Non-executive Directors	Mr R Sutherland
Non-executive Director and Company Secretary	Mr G Chiappini

There were no other persons, other than the Directors as detailed above, that were identified as key management personnel of the Company during the current year.

#### (e) Key management personnel compensation

The key management personnel compensation was as follows:

	2025 A\$	2024 A\$
Short-term employee benefits	833,607	644,576
Post-employment benefits	40,250	38,500
Share-based payment	946,040	1,001,046
<b>Total key management personnel compensation</b>	<b>1,819,897</b>	1,684,122

### 19. Share Based Payments

#### (a) Employee options over ordinary shares

Decisions to grant options are made by the Board and are based on aligning the long-term interests of key management personnel, employees, consultants and strategic external parties with those of the Company's shareholders.

The exercise price of options is based on the weighted average price at which the Company's shares are traded on the Australian Securities Exchange (ASX) on or about the date of grant.

Each option is convertible into one ordinary share.

The fair value of an option is measured using an appropriate valuation method. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

#### Share options granted

##### 2025

On 13 November 2024, 35,000,000 unlisted options, valued at \$1,330,720 were issued to the Directors. The options have an exercise price of \$0.105, and an expiry date of 13 November 2027. The fair value per option is \$0.038. The options were valued using the Black-Scholes European Pricing Model, with the following inputs used:

- *Grant date: 21 October 2024*
- *Expiry date: 13 November 2027*
- *Risk free rate: 3.81%*
- *Stock volatility: 91%*
- *Share price at grant date: \$0.073*
- *Exercise price: \$0.105*

\$1,330,720 has been recognised as Share based payments, within the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the current year.



## 19. Share Based Payments (CONTINUED)

### **2024**

On 21 July 2023, 1,041,667 unlisted options, valued at \$106,073 were issued to the Company's Investor relations company. The options have an exercise price of \$0.20 and an expiry date of 7 June 2026. The options were valued using the Black-Scholes European Pricing Model, with the following inputs used:

- *Grant date: 21 July 2023*
- *Expiry date: 7 June 2026*
- *Risk free rate: 3.60%*
- *Stock volatility: 117.57%*
- *Share price at grant date: \$0.1550*
- *Exercise price: \$0.20*

\$106,073 has been recognised as professional fees, within the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the prior year.

On 19 September 2023, 4,135,000 unlisted options, valued at \$536,289 were issued to the Company's Key Management Personnel. The options have an exercise price of \$0.29 and an expiry date of 15 October 2026. The options were valued using the Black-Scholes European Pricing Model, with the following inputs used:

- *Grant date: 19 September 2023*
- *Expiry date: 15 October 2026*
- *Risk free rate: 3.74%*
- *Stock volatility: 115.74%*
- *Share price at grant date: \$0.20*
- *Exercise price: \$0.29*

\$536,289 has been recognised as Directors' and executives' fees, within the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the prior year.

On 27 October 2023, 5,295,000 unlisted options, valued at \$769,840 were issued to the Directors. The options have an exercise price of \$0.29, and an expiry date of 15 October 2026. The options were valued using the Black-Scholes European Pricing Model, with the following inputs used:

- *Grant date: 27 October 2023*
- *Expiry date: 15 October 2026*
- *Risk free rate: 4.34%*
- *Stock volatility: 116.55%*
- *Share price at grant date: \$0.22*
- *Exercise price: \$0.29*

\$769,840 has been recognised as Directors' and executives' fees, within the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the prior year.

### **(a) Employee options over ordinary shares**

#### **Reconciliation of movement in share options**

	2025		2024	
	AVERAGE EXERCISE PRICE PER OPTION	NUMBER OF OPTIONS	AVERAGE EXERCISE PRICE PER OPTION	NUMBER OF OPTIONS
<b>As at 1 July</b>	\$0.26	431,522,687	\$0.28	381,751,499
Granted during the year	\$0.22	81,391,134 <sup>1</sup>	\$0.21	110,136,827
Exercised during the year	\$0.14	(21,690)	\$0.16	(1,067,813)
Lapsed during the year	\$0.18	(43,743,193)	\$0.19	(59,297,826)
<b>As at 30 June</b>	<b>\$0.26</b>	<b>469,148,938</b>	\$0.26	431,522,687
Vested and exercisable at 30 June	<b>\$0.26</b>	<b>469,148,938</b>	\$0.26	431,522,687

<sup>1</sup> During the current year, there were a total of 46,391,134 unlisted options ('free attaching placement options') issued to participants in capital raises during the year, on a 1:4 basis (1 option for every 4 shares). The options have an exercise price of \$0.30 and an expiry date of 31 January 2027 respectively. No amount is recognised in respect of these free attaching placement options.



## Notes to the Consolidated Financial Statements

### 19. Share Based Payments (CONTINUED)

#### Share options outstanding at the end of the year

EXPIRY DATE	EXERCISE PRICE (CENTS)	NUMBER OF OPTIONS	
		2025	2024
23.07.2024	23.55	-	18,000,000
30.3.2024	17	-	-
31.1.2025	14	-	25,764,883
30.9.2027	40	108,695,645	108,695,645
7.6.2026	20	256,045,203	256,045,203
1.2.2026	46	13,586,956	13,586,956
15.10.2026	29	9,430,000	9,430,000
31.01.2027	30	46,391,134	-
13.11.2027	10.5	35,000,000	-
		<b>469,148,938</b>	431,522,687

Weighted average remaining contractual life of options outstanding at 30 June 2025 is 1.41 years (30 June 2024: 2.11 years).

#### (b) Performance shares over ordinary shares

Decisions to grant performance rights are made by the Board and are based on aligning the long-term interests of key management personnel, employees, consultants and strategic external parties with those of the Company's shareholders.

Each performance right converts into one ordinary share for a nil exercise price upon the completion of certain vesting conditions.

The fair value of a performance right is measured using the share price at the date the vesting condition is met.

#### Performance shares granted

##### 2025

No performance rights were granted in the financial year ended 30 June 2025

##### 2024

On 20 October 2023, 1,540,000 Performance Rights were issued to Key Management Personnel and other employees of the Company. The Performance Rights will convert to ordinary shares upon the following milestone being achieved:

- 20 Day VWAP of \$0.30 or higher

Set out below are the assumptions used in assessing the indicative fair value of the Performance Rights:

ASSUMPTIONS	PERFORMANCE RIGHTS
<b>Valuation Date</b>	20 October 2023
<b>Spot Price (\$)</b>	\$0.15
<b>Exercise Price (\$)</b>	Nil
<b>Issue Date</b>	20 October 2023
<b>Expiry Date</b>	15 October 2024
<b>Expected future volatility (%)</b>	92%
<b>Risk free rate (%)</b>	4.29%
<b>Dividend yield (%)</b>	0%
<b>Vesting Date</b>	-
<b>Provision for Employee Exit (%)</b>	-
<b>Performance Hurdle</b>	20 Day VWAP of \$0.30 or higher
<b>Probability of success (%)</b>	100%
<b>Valuation</b>	\$106,876

\$106,876 has been recognised as professional fees, within the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the current year.



## 19. Share Based Payments (CONTINUED)

### Reconciliation of movement in performance rights

	2025 NUMBER	2024 NUMBER
<b>As at 1 July</b>	<b>46,540,000</b>	45,000,000
Granted during the year	-	1,540,000
Exercised during the year	-	-
Expired during the year	(24,040,000)	-
<b>As at 30 June</b>	<b>22,500,000</b>	46,540,000

Decisions to grant performance rights are made by the Board and are based on aligning the long-term interests of key management personnel, employees, consultants and strategic external parties with those of the Company's shareholders.

Each performance right converts into one ordinary share for a nil exercise price upon certain milestones being met.

The fair value of a performance right is measured using the share price at the date the vesting condition is met.

### (c) Shares issued

#### 2025

On 31 December 2024 the company settled \$278,697 amounts due to suppliers related to the Zimbabwe strategic capital raise by issuing 2,711,298 ordinary shares were issued. The fair value of the shares recognised is by direct reference to the fair value of the services received.

#### 2024

On 21 July 2023 306,373 ordinary shares were issued to Mangwana Capital, (as nominated by Mr Joe Mutizwa) in lieu of Director fees owed, valued at \$60,000.

On 21 July 2023 2,083,333 ordinary shares were issued to the Company's investor relations company in lieu of fees owed, valued at \$250,000.

On 24 August 2023 the Company settled \$458,336 amounts due to suppliers by issuing 3,657,654 ordinary shares were issued.

### (d) Expenses arising from share-based payment transactions

	2025 A\$	2024 A\$
Directors' and executives' fees – shares issued to Directors	-	60,000
Directors' and executives' fees – options issued to Directors	851,400	769,840
Directors' and executives' fees – performance rights issued to key management personnel	-	106,876
Directors' and executives' fees – options issued to key management personnel	-	536,289
Professional fees – shares issued to consultants	-	250,000
Professional fees – options issued to consultants	-	106,973
Professional fees – options issued to Directors (staff recruitment costs)	-	231,156
<b>Total share-based payments expense recognised in income statement</b>	<b>851,400</b>	2,060,234
Capital issuance costs:		
Professional fees – shares issued to consultants	278,697	-
Capitalised exploration and evaluation expenditure:		
Amounts owed to supplier settled in shares	-	458,336
<b>Total share based payments</b>	<b>1,609,417</b>	2,518,570



## Notes to the Consolidated Financial Statements

### 20. Events Occurring after Reporting Date

On 20 August 2025 the Company issued 11,999,997 performance rights under a short-term incentive (12 month) plan and granted 22,832,154 options under the long-term incentive plan to Key Management Personnel and staff. This includes 2,500,000 performance rights and 5,075,000 options to Managing Director Scott Macmillan which are conditional to shareholder approval at the next Annual General Meeting likely to be convened in November 2025.

On 27 August 2025 the Company announced a binding Memorandum of Understanding ("MOU") and share subscription agreement under which Al Mansour Holdings will acquire a 19.9% strategic equity stake in Invictus Energy Ltd. The strategic investment of \$37.8million (before costs) at a share price of \$0.095 will provide funding for the near term Cabora Bassa works program. Al Mansour Holdings has also agreed to provide the Company with up to US\$500 million of conditional future funding. Al Mansour Holdings will appoint one representative to the Board of Directors of the Company.

In parallel, Al Mansour Holdings and Invictus have established a joint venture ("JV") company, Al Mansour Oil & Gas ("AMOG"), an upstream oil and gas company focused on acquiring producing and near-term development oil and gas assets across key jurisdictions in Africa.

On 15 September 2025 the Company announced the EPO 1848 & 1849 licences had been renewed for a further 3 year term.

Other than the above, no matters or circumstances have arisen since the end of the financial year which have significantly affected or may significantly affect the operations, results or state of affairs of the Group in future financial years.

### 21. Capital and Other Commitments

#### **Renewal application**

Geo Associates (Pvt) Ltd is the holder of Special Grant 4571 (SG4571) and is required to pay a renewal fee of US\$33,300 during the 30 June 2025 financial year.

#### **Exploration and evaluation commitments**

Exploration and evaluation expenditure contractually committed to as at 30 June 2025 is as follows:

	<b>30-JUN-25 A\$</b>	<b>30-JUN-24 A\$</b>
Not later than 1 year	8,994,434	8,893,952
Later than 1 year but not later than 2 years	-	-
Later than 2 years but not later than 5 years	-	-
	<b>8,994,434</b>	8,893,952

### 22. Contingencies

There were no contingent liabilities as at 30 June 2025 (30 June 2024: nil).



## Consolidated Entity Disclosure Statement

<b>NAME OF ENTITY</b>	<b>TYPE OF ENTITY</b>	<b>TRUSTEE, PARTNER OR PARTICIPANT IN JOINT VENTURE</b>	<b>COUNTRY OF INCORPORATION</b>	<b>% OF SHARE CAPITAL</b>	<b>AUSTRALIAN RESIDENT</b>	<b>FOREIGN TAX JURISDICTION(S) IN WHICH THE ENTITY IS A RESIDENT FOR TAX PURPOSES (ACCORDING TO THE LAW OF THE FOREIGN JURISDICTION)</b>
<b>Invictus Energy Limited</b>	Body Corporate	n/a	Australia	n/a	Yes	n/a
<b>Invictus Energy Resources Pty Limited</b>	Body Corporate	n/a	Australia	100%	Yes	n/a
<b>Miombo Forest Carbon Investments Pty Ltd</b>	Body Corporate	n/a	Australia	100%	Yes	n/a
<b>Invictus Energy Mauritius Limited</b>	Body Corporate	n/a	Mauritius	100%	No	Mauritius
<b>Miombo Forest Carbon Investments Mauritius Ltd</b>	Body Corporate	n/a	Mauritius	100%	No	Mauritius
<b>Invictus Energy Resources Zimbabwe (Pvt) Ltd</b>	Body Corporate	n/a	Zimbabwe	100%	No	Zimbabwe
<b>Geo Associates (Pvt) Ltd</b>	Body Corporate	n/a	Zimbabwe	80%	No	Zimbabwe
<b>Miombo Forest Carbon Investments Zimbabwe (Pvt) Ltd</b>	Body Corporate	n/a	Zimbabwe	100%	No	Zimbabwe
<b>Ngamo-Gwayi-Sikumi Carbon Investments (Pvt) Ltd</b>	Body Corporate	n/a	Zimbabwe	100%	No	Zimbabwe
<b>HIS Texas LLC</b>	Body Corporate	n/a	USA	100%	No	USA



## Director's Declaration

In the Directors' opinion:

- a) the accompanying financial statements set out on pages 24 to 48 and the Remuneration Report in the Directors' Report are in accordance with the Corporations Act 2001, including:
  - i. giving a true and fair view of the Group's financial position as at 30 June 2025 and of its performance, as represented by the results of its operations, changes in equity and cash flows, for the year ended on that date; and
  - ii. complying with Australian Accounting Standards, Corporations Regulations 2001 and other mandatory professional reporting requirements;
- b) The Consolidated Entity Disclosure Statement as at 30 June 2025 set out on page 49 is true and correct.
- c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- d) the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

This declaration is made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the year ended 30 June 2025.

This declaration is made in accordance with a resolution of the Board of Directors.



**Scott Macmillan**  
MANAGING DIRECTOR

19 September 2025





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Australia

## INDEPENDENT AUDITOR'S REPORT

To the members of Invictus Energy Limited

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of Invictus Energy Limited (the Company) and its subsidiaries (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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, 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:

- i) Giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year ended on that date; and
- ii) 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 *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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

#### Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of A.C.N. 050 110 275 Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit Pty Ltd and A.C.N. 050 110 275 Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation



# Independent Audit Report



## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

### Carrying Value of Exploration and Evaluation Assets

Key audit matter	How the matter was addressed in our audit
<p>At 30 June 2025 the carrying value of exploration and evaluation assets was disclosed in Note 11 of the financial report.</p> <p>As the carrying value of the exploration and evaluation asset represents a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount.</p> <p>Judgement is applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>. In particular:</p> <ul style="list-style-type: none"> <li>• Whether the conditions for capitalisation are satisfied;</li> <li>• Which elements of exploration and evaluation expenditures qualify for recognition; and</li> <li>• Whether facts and circumstances indicate that the exploration and expenditure asset should be tested for impairment.</li> </ul> <p>As a result, this is considered a key audit matter.</p>	<p>Our procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Obtaining a schedule of tenements held by the Group and assessing whether the rights to tenure remained current at balance date;</li> <li>• Considering the status of the ongoing exploration programmes by holding discussions with management, and reviewing the Group's exploration budgets, ASX announcements and director's minutes;</li> <li>• Considering whether exploration assets had reached a stage where a reasonable assessment of economically recoverable reserves existed;</li> <li>• Verifying, on a sample basis, exploration and evaluation expenditure capitalised during the year for compliance with the recognition and measurement criteria of AASB 6;</li> <li>• Considering whether there are any other facts or circumstances existing to suggest impairment testing was required; and</li> <li>• Assessing the adequacy of the related disclosures in Note 11 of the financial report.</li> </ul>





### Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2025, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

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:

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and
- b) 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:

- i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii) 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 ability of the group to continue as a going concern, disclosing, as applicable, matters related 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 has 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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

[https://www.auasb.gov.au/media/bwvjcgare/ar1\\_2024.pdf](https://www.auasb.gov.au/media/bwvjcgare/ar1_2024.pdf)



**Independent  
Audit Report**



This description forms part of our auditor's report.

**Report on the Remuneration Report**

**Opinion on the Remuneration Report**

We have audited the Remuneration Report included in pages 8 to 15 of the directors' report for the year ended 30 June 2025.

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

**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.

**BDO Audit Pty Ltd**

BDO  
A handwritten signature in black ink that reads 'Jarrad Prue'.

Jarrad Prue

Director

Perth, 19 September 2025



## Other Additional ASX Information

### Top 20 Ordinary Shareholders as at 16 September 2025

RANK	NAME	# OF SHARES	%
1	MANGWANA NOMINEES (PVT) LTD (VFEX)	185,564,536	11.57%
2	CITICORP NOMINEES PTY LIMITED	79,500,272	4.96%
3	USA CONTROL ACCOUNT (OTC Stock Exchange)	77,310,934	4.82%
4	BAYETHE INVESTMENTS PTY LTD	71,375,133	4.45%
5	BNP PARIBAS NOMS PTY LTD	40,742,005	2.54%
6	BNP PARIBAS NOMINEES PTY LTD	34,851,141	2.17%
7	BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	27,100,818	1.69%
8	MR LINCOLN ARTHUR HERTWECK	18,000,000	1.12%
9	MANGWANA OPPORTUNITIES (PRIVATE) LIMITED	13,221,524	0.82%
10	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	8,962,097	0.56%
11	MR GABRIEL CHIAPPINI & MRS ROSA CHIAPPINI	8,890,507	0.55%
12	SUPERHERO SECURITIES LIMITED	8,588,786	0.54%
13	MR ROBERT HASTINGS SMYTHE	7,000,000	0.44%
14	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	6,911,619	0.43%
15	MANGWANA NOMINEES (PRIVATE) LIMITED	6,506,291	0.41%
16	MR MUHAMMAD OSAMAH NASEEM	6,296,884	0.39%
17	MR JAVIER VILCHES	6,129,081	0.38%
18	WARBONT NOMINEES PTY LTD	6,113,552	0.38%
19	LLAMA CAPITAL PTY LTD	6,000,000	0.37%
20	MR GORDON JOSEPH PEARN + MRS JOELLE MARIE PEARN	5,510,000	0.34%
		624,575,180	38.93%

### Substantial Shareholders as at 15 September 2025

None

### Range of shares as at 15 September 2025

RANGE	SECURITIES	%	NO. OF HOLDERS
100,001 and Over	1,450,056,718	90.43%	1,606
10,001 to 100,000	139,086,023	8.67%	3,545
5,001 to 10,000	9,571,626	0.60%	1,220
1,001 to 5,000	4,746,572	0.30%	1,409
1 to 1,000	23,749	0.00%	133
<b>Total</b>	<b>1,603,484,688</b>	<b>100%</b>	<b>7913</b>
<b>Unmarketable Parcels</b>	<b>593,143</b>	<b>0.01%</b>	<b>430</b>



## Other Additional ASX Information

### Top 20 Listed Option holders as at 15 September 2025

RANK	NAME	# OF SHARES	%
1	CITICORP NOMINEES PTY LIMITED	15,607,006	6.10%
2	MRS MARIE-MICHELE KYRIAKOPOULOS & MR JOHN KYRIAKOPOULOS	5,817,269	2.27%
3	BNP PARIBAS NOMINEES PTY LTD	5,200,000	2.03%
4	BILGOLA NOMINEES PTY LIMITED	4,874,000	1.90%
5	MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED	4,830,723	1.89%
6	MR MICHAEL STUART HYNE	4,011,164	1.57%
7	MANGWANA OPPORTUNITIES (PRIVATE) LIMITED	3,598,287	1.41%
8	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,500,000	1.37%
9	MR TREVOR JAMES KEWISH	2,916,667	1.14%
10	JAERICA PTY LTD	2,757,809	1.08%
11	JAERICA PTY LTD	2,700,473	1.05%
12	MR ROBERT HASTINGS SMYTHE	2,500,000	0.98%
13	GEJJ SUPER PTY LTD	2,500,000	0.98%
14	MR BRIAN GREGORY KING	2,393,666	0.93%
15	MIEI RAGAZZI PTY LTD	2,370,130	0.93%
16	MR WARREN GEORGE LAMBERTH	2,235,566	0.87%
17	BNP PARIBAS NOMS (NZ) LTD	2,200,000	0.86%
18	MR NIGEL STRONG	2,125,000	0.83%
19	STARSTREAK PTY LTD	2,100,000	0.82%
20	PAUL CHIMBODZA	2,052,800	0.80%
			<b>76,290,560</b>
			<b>29.81%</b>

### Substantial Option holders as at 15 September 2025

None

### Range of listed Options as at 15 September 2025

RANGE	SECURITIES	%	NO. OF HOLDERS
100,001 and Over	227,744,052	88.95%	403
10,001 to 100,000	26,238,095	10.25%	608
5,001 to 10,000	1,652,940	0.65%	200
1,001 to 5,000	331,062	0.13%	134
1 to 1,000	76,140	0.02%	212
<b>Total</b>	<b>256,042,289</b>	<b>100.00%</b>	<b>1,667</b>

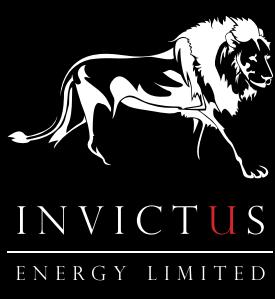
### Tenement Schedule

TENEMENT REFERENCE AND LOCATION	NATURE OF INTEREST	INTEREST AT BEGINNING OF PERIOD	INTEREST AT END OF PERIOD
SG 4571 – Cabora Bassa Gas Condensate Project, Zimbabwe	via 80% equity ownership interest in Geo Associates (Pvt) Ltd	80%	80%
EPO 1848 – Cabora Bassa Gas Condensate Project, Zimbabwe	via 80% equity ownership interest in Geo Associates (Pvt) Ltd	80%	80%
EPO 1849 – Cabora Bassa Gas Condensate Project, Zimbabwe	via 80% equity ownership interest in Geo Associates (Pvt) Ltd	80%	80%



## Notes





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