RBR Group Limited

ABN 38 115 857 988

Annual Report - 30 June 2025

Suite 6, 245 Churchill Avenue, Subiaco, WA 6008
PO Box 534, West Perth, WA 6872
Email: info@rbrgroup.com.au
Website: www.rbrgroup.com.au

Directors	Ian Macpherson *Executive Chairman* Athol Emerton *Non-Executive Director* Paul Horsfall *Non-Executive Director* Florence Drummond *Non-Executive Director*
Company secretary	Cameron O'Brien
Registered office	Suite 6, 245 Churchill Avenue, Subiaco WA 6008 Australia
Postal address	PO Box 534 West Perth WA 6872 Email: info@rbrgroup.com.au
Website	www.rbrgroup.com.au
Auditor	Dry Kirkness (Audit) Pty Ltd Ground Floor, 50 Colin Street West Perth. WA 6005, Australia
Share register	Automic Group Level 5, 191 St Georges Terrace, Perth, WA 6000, Australia Telephone: 1300 288 664 Email: hello@automicgroup.com.au
Stock exchange listing	RBR Group Limited shares are listed on the Australian Securities Exchange (ASX code: RBR)

Dear Shareholder,

Welcome to the 2025 Annual Report for RBR Group Limited.

As we reflect on the past year and the difficulties encountered, we do so with a clear view as to the opportunities ahead. The 2024-25 year has been a period of challenge, positioning and preparation. The challenges, as we have conveyed to all, have been significant however I and your Board believe we are now approaching a juncture where growth can be more tangible and sustainable.

Over the past year, we have remained focused on our core mission: delivering workforce, training, labour supply, and camp accommodation services in Mozambique, with strategic expansion across Africa. Our operating environment has been volatile - marked by capital constraints, political uncertainty, and project delays - but despite these headwinds, we have driven a number of important initiatives that strengthen our capabilities to deliver on our service areas.

Some highlights include:

- *Capital raising and balance sheet management*

  We successfully completed a capital raising program initiated in December 2024, raising approximately A$1.3 million, and applied portions of it to retire short-term debt and improve our working capital position.

  In the June 2025 quarter, we also initiated a Share Purchase Plan (SPP) to raise up to A$650,000 to support mobilising existing and new projects, reduce existing convertible debt, and fund proposed expansion, including into Australia.

- *Partnerships & Alliances*

  To enhance our training and labour supply capabilities, we have forged and formalised alliances with several in-country partners. Notably, a binding Memorandum of Understanding was secured with the Field Ready-Getenergy group to collaborate on youth employability, web-based learning platforms, and other training initiatives.

  We have also continued discussions with Dynamic African Projects ("DAP") and Ascending with respect to labour, training and camp accommodation service divisions.

- *Asset Development & Operational Readiness*

  At Temane, the Shankara Lodge / Shankara Camp & Village facility and training infrastructure have been progressively completed and are now operational. First tenants are in residence, and some training programs have commenced. We have also continued physical development of the accommodation, restaurant, kitchen, pool and other ancillary facilities.

These initiatives have been taken based on the very real shift in sentiment regarding the restart of the LNG megaprojects in Northern Mozambique, especially those led by TotalEnergies and ExxonMobil. Tender and RFI/RFT activity are increasing.

The TotalEnergies "force majeure (FM)" remains, but steps are being taken towards lifting restrictions, contractor re-mobilisation is underway, and financing is, we understand confirmed.

Everything is pointing towards a formal lifting of FM by calendar year end and with that we and all other contractors vying for a piece of this world scale project expect a significant lift in all aspects of construction and early development activities both in the Afungi region to the North where the projects are based and throughout the Country.

It has been a very challenging several years for our Company and for our shareholders. It has been far more challenging for the people of Mozambique

I would like to thank our shareholders, our directors, our management team and staff on the ground in Mozambique for their perseverance during these challenging times. To our partners - DAP, Field Ready, and others, thank you for your collaboration and shared vision.

As we move forward, I ask all stakeholders to remain aligned with our long-term vision. We believe the LNG sector revival in Northern Mozambique offers a transformational opportunity for RBR. With our infrastructure, local presence, and training portfolio now more mature, the potential is real. Our task is to convert that potential into sustainable contracts and value for shareholders.

In conclusion, while the past year has been one again of survival and 'base building", I believe RBR is now stepping into a phase where value creation becomes more visible. We enter 2025-26 with cautious optimism, sharper strategy and strengthened capability to execute.

Thank you for your continued support.

Ian Macpherson
Executive Chairman

Review of Operations

1. Financial Performance & Risks

Whilst our operational progress is encouraging, the financial and risk environment in country Mozambique remains complicated:

- We continue to record a net loss - as expected in this phase of infrastructure and capability investment.
- Cashflows from operating activities are still negative in many quarters, and we remain dependent on external capital raising and debt reduction to maintain liquidity.
- Political instability, weather events, and disruptions associated with national elections in Mozambique have impacted revenue opportunities. Maputo in particular has seen significant disruptions.
- The "force majeure" status of key LNG projects continues to delay the full ramp up of demand for our services.

2. Strategy and Forward Outlook

Given the foregoing, our strategy over the next 12-24 months will be tightly focused on converting preparation into contract wins, ensuring operational readiness, and preserving financial discipline. Key strategic priorities include:

- *Contract Capture in LNG Sector*
  With project operators signaling movement, our primary goal is to win contracts related to camp construction, accommodation, training services, workforce employment, and logistic supports. Tenders currently in flight (e.g. for camps at Afungi Peninsula, shore bases in Pemba, housing in Maputo) will be pursued vigorously.
- *Strengthening Training & Workforce Capacity via JV*
  The Futuro Skills – Field Ready joint venture is crucial. It will deliver training in Portuguese, deploy Virtual Reality-based HSE training, and ensure that when projects restart, we have personnel who meet safety and local content expectations.
- *Optimising and Scaling our Infrastructure Assets*
  The Temane facility (Shankara) must function not just as an asset, but a revenue generator. Accommodation leasing, training, and ancillary services must be run efficiently. We will continue investing in enhancements so we can accommodate scaling operations.
- *Capital & Debt Management*
  Maintaining adequate capital to fund growth is essential. We will continue raising capital via Share Purchase Plan and other means, pay down convertible debt, and where possible improve cashflow from our existing assets. Operational cost discipline and prudent financial management remain non-negotiable.
- *Governance, Board Strength & ESG*
  We recently appointed Ms. Florence Drummond to our Board, bringing international, minerals sector, ESG and cross-cultural governance experience. Her appointment is part of our effort to strengthen oversight, ensure compliance and meet evolving stakeholder expectations.

3. Success & Risks

Success in the near term will be defined by securing material contracts in the LNG value chain, increasing utilisation of our Temane facilities, generating positive operating cash flow from core service lines (training, accommodation, labour supply), and gradually reducing reliance on equity/dilutive capital raising..

Risks remain, including:

- Delays or further postponements of LNG project restarts (due to force majeure, funding, security or regulatory issues).
- Operational disruptions in Mozambique due to political or environmental conditions.
- Cost overruns or logistical challenges in scaling up infrastructure.
- Capital scarcity, which may constrain our ability to meet tender requirements or mobilise assets.

Ian Macpherson

Executive Chairman

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

Directors

The following persons were Directors of RBR Group Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Ian Macpherson - Executive Chairman
Athol Emerton - Non-Executive Director
Paul Horsfall - Non-Executive Director
Florence Drummond - Non-Executive Director (appointed 31 July 2025)
Matthew Worner - Non-Executive Director (resigned 30 July 2025)

Information on Directors

Name:	**Ian Macpherson**
Position:	**Executive Chairman**
Appointed:	18 October 2010
Qualifications:	B.Comm., CA
Experience and expertise:	Mr Macpherson is a Chartered Accountant with over forty years' experience in the provision of financial and corporate advisory services. Mr Macpherson was formerly a partner at an International Chartered Accounting firm managing a specialist practice providing corporate and capital markets compliance advice to the mining and mineral exploration industry. In 1990, Mr Macpherson established Ord Partners (later to become Ord Nexia) and has specialised in the area of corporate advice with particular emphasis on capital structuring, equity and debt raising, corporate affairs and Stock Exchange compliance for public companies in the mining and industrial areas. He has further been involved in numerous asset acquisitions and disposal engagements. He has acted in the role of Director and Company Secretary for a number of entities and is currently a Non-Executive Director of Red 5 Limited (15 April 2014 to present). Mr Macpherson is a Member of the Chartered Accountants Australia and New Zealand (CA ANZ) and past member of the Executive Council of the Association of Mining Exploration Companies (WA) Inc.
Other current directorships:	Vault Minerals Limited (previously Red 5 Limited)
Former directorships (last 3 years):	-
Interests in shares:	217,993,537
Interests in options:	-

Name:	**Athol Emerton**
Title:	**Non-Executive Director**
Appointed:	19 August 2019
Qualifications:	MICS
Experience and expertise:	Mr Emerton has over 31 years of experience in commerce in Southern Africa, including Mozambique and has chaired the South African Shipping Association (SAASOA) training committee for 8 years, including the scoping panel that developed the TETA shipping qualification and headed the establishment of an industry wide shipping learnership programme. He is a self-motivated leader in the maritime and transport logistics industries, with a particular interest in building business capacity and opportunities through entrepreneurial thought, and a passion for skills development and upliftment of indigenous populations. Mr Emerton's wealth of experience and unique skills set has been gained through working with many of the large, well known, international resource and shipping companies around the world, and he is considered a specialist in developing landside, marine and transport solutions in inhospitable (due to political, economic, or geographical reasons) regions or ports. Mr Emerton is the Managing Partner of the African operations of global logistics company LBH. After establishing the LBH operations in South Africa and Mozambique 36 years ago, Mr Emerton has grown the business into one of the premier logistics and ships agency enterprises in the region.
Other current directorships:	-
Former directorships (last 3 years):	-
Interests in shares:	227,113,718
Interests in options:	-

Name:	**Paul Horsfall**
Title:	**Non-Executive Director**
Appointed:	14 May 2020
Qualifications:	Hons.B.Compt C.A.(S.A.) F.Inst.Dir.
Experience and expertise:	Mr Horsfall has been in the logistics industry for over thirty years. He has an in depth understanding of the logistics industry in the three facets of Supply Chain, namely International Freight Forwarding and Customs Brokerage, International Express and Courier, and Warehousing and Distribution. He started a company in South Africa on behalf of an American Listed group, Fritz Companies Inc, which developed into one of the top five logistics service providers in South Africa under the brand, UPS South Africa. Mr Horsfall was President of Africa for UPS Inc. and as such has extensive experience in logistics across the African continent. UPS owns or has agency operations across 51 countries in Africa. Nigeria is its largest operation in Africa. Mr Horsfall has been on the board of or acted as an advisor to many companies over the past 7 years across diversified businesses. Mr Horsfall has strong leadership and mentorship skills in developing and training people. Mr Horsfall is an Honorary Life Member & Board Director of the American Chamber of Commerce in South Africa. Mr Horsfall is currently Group Chief Executive Officer and shareholder within the Tennant Group.
Other current directorships:	-
Former directorships (last 3 years):	-
Interests in shares:	142,752,450
Interests in options:	-

Name:	**Florence Drummond**
Title:	**Non-Executive Director**
Appointed:	Appointed 31 July 2025
Qualifications:	Dip (Quality Auditing), Dip (Bus Mgmt)
Experience and expertise:	Ms Drummond is a strategic executive leader with extensive experience in the minerals sector, regional development, and Indigenous stakeholder engagement. She is Executive Director of the Development Partner Institute and holds advisory board roles with the Centre for Australia-India Relations and The Mabo Centre. She brings strong expertise in ESG strategy, policy advocacy, and cross-cultural governance.
Other current directorships:	-
Former directorships (last 3 years):	-
Interests in shares:	-
Interests in options:	-

Name:	**Matthew Worner**
Title:	**Former Non-Executive Director**
Appointed:	Appointed 25 October 2021, resigned 30 July 2025
Qualifications:	LLB; B.Bus
Experience and expertise:	Mr Worner is a former lawyer with more than 21 years' experience in the mining and energy sector having worked with a number of ASX companies as a Company Secretary and Director. Mr Worner has a strong understanding of the ASX Listing Rules, the Corporations Act, IPO's, and Capital Raisings. Mr Worner has overseen the completion of multiple asset acquisitions and divestments across the globe, including the USA, and maintains strong connections with regulatory bodies, governments and capital markets.
Other current directorships:	D3 Energy Limited
Former directorships (last 3 years):	Talon Energy Limited, Lykos Metals Limited, Patriot Lithium Limited
Interests in shares:	35,100,000
Interests in options:	-

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company Secretary

Cameron O'Brien

Appointed 12 April 2023

Mr O'Brien is a corporate finance and company secretarial executive with broad experience across the resources and industrial sector. He is a qualified Chartered Accountant with experience at leading international audit and tax advisory firms and has also provided services and advice relating to due diligence, expert reports, valuations and ASX listings. He previously worked as a Corporate Adviser at Grange Consulting Group Pty Ltd and provides company secretarial and financial services to several ASX listed companies.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2025, and the number of meetings attended by each Director were:

	Full Board	
	Attended	**Held**
I Macpherson	7	7
A Emerton	6	7
P Horsfall	6	7
M Worner (resigned 30 July 2025)	6	7

Held: represents the number of meetings held during the time the Director held office.

Corporate Structure

RBR Group Limited (ACN 115 857 988) is a Company limited by shares that was incorporated on 19 August 2005 and is domiciled in Australia.

Principal activities
The principal activities of the Group during the financial year focused on the provision of camp accommodation and labour services in Mozambique. The Group operates via wholly owned subsidiaries Futuro Skills Mozambique, Lda ("Futuro Skills"), Futuro People, Lda and Futuro Business Services, Lda in the provision of training, labour, and professional services in Mozambique. The Company also owns 50% of accommodation camp construction and services business Projectos Dinamicos, Lda ("PD"), held through an investment by Futuro Skills.

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

Review of operations
Information on the operations of the Group and its business strategies and prospects is set out in the review of operations and activities on page 4 of this annual report.

Corporate and Financial Position
The loss for the Group after providing for income tax and non-controlling interest amounted to $1,361,974 (30 June 2024: $979,302).

Revenue for the year is $948,353 (30 June 2024: $7,612,534).

As at 30 June 2025, the Group had cash reserves of $429,560 (2024: $250,453). The net loss after tax, for the year was $1,614,962 (2024: loss of $876,911).

Risk Management
The Board is responsible for the oversight of the Group's risk management and control framework. Responsibility for control and risk management is delegated to the appropriate level of management with the Chief Executive Officer having ultimate responsibility to the Board for the risk management and control framework. Currently, this responsibility has been assumed by the Board.

Arrangements put in place by the Board to monitor risk management include monthly reporting to the Board in respect of operations and the financial position of the Group.

Risk Management
The Board is responsible for the oversight of the Group's risk management and control framework. Responsibility for control and risk management is delegated to the appropriate level of management with the Chief Executive Officer having ultimate responsibility to the Board for the risk management and control framework. Currently, this responsibility has been assumed by the Board.

Arrangements put in place by the Board to monitor risk management include monthly reporting to the Board in respect of operations and the financial position of the Group.

Environmental regulation
The Group's principle activities of training, labour broking and business services has minimal environmental impact. During the current financial year, activity has predominantly been attributable to the camp accommodation projects managed by operating entity and 50% owned subsidiary, PD. Where there are potential environmental impacts the organisation has policies and procedures for the safe handling of materials and for the minimisation of its impact on the environment.

Significant changes in the state of affairs
There were no significant changes in the state of affairs of the Group during the financial year.

Shares under option
Unissued ordinary shares of RBR Group Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
31 January 2025	30 November 2027	$0.0020	587,500,000

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

Shares issued on the exercise of options
There were no ordinary shares of RBR Group Limited issued on the exercise of options during the year ended 30 June 2025 and up to the date of this report.

Shares under performance rights
There were no unissued ordinary shares of RBR Group Limited under performance rights outstanding at the date of this report.

Shares issued on the exercise of performance rights
There were no ordinary shares of RBR Group Limited issued on the exercise of performance rights during the year ended 30 June 2025 and up to the date of this report.

Matters subsequent to the end of the financial year
On 11 July 2025, the Company announced a SPP to issue up to 650 million fully paid ordinary shares, seeking to raise approximately $650,000. The offer, initially scheduled to close on 30 July 2025, was extended to 11 August 2025. Applications totalling approximately $261,000 were received from 28 eligible shareholders, and a placement was completed raising $60,000. In total, 321,000,000 new shares were allotted on 15 August 2025, raising $321,000. CPS Capital Group Pty Ltd has agreed on a best endeavours basis, to place the remaining shortfall of approximately $329,000 over the next three months.

On 21 July 2025, the Company repaid a $100,000 convertible note in full without conversion.

On 31 July 2025, the Company announced the appointment of Ms Florence Drummond as a Non-Executive Director and the resignation of Mr Matthew Worner from his role as Non-Executive Director on 29 July 2025.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations
Other than as referred to herein in the review of operations and further in the notes to accounts, information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

Remuneration report (audited)
The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration
The Board of Directors is responsible for determining and reviewing compensation arrangements for the Directors and the Executive Team. The broad remuneration policy is to ensure that remuneration properly reflects the relevant person's duties and responsibilities, and that the remuneration is competitive in attracting, retaining, and motivating people of the highest quality. The Board believes that the best way to achieve this objective is to provide the Managing Director (or equivalent) and the Executive Team with a remuneration package consisting of a fixed and variable component that together reflects the person's responsibilities, duties, and personal performance. An equity-based remuneration arrangement for the Board and the Executive Team is in place. The remuneration policy is to provide a fixed remuneration component and a specific equity related component, with performance conditions. The Board believes that this remuneration policy is appropriate given the stage of development of the Group and the activities which it undertakes and is appropriate in aligning Director and Executive objectives with shareholder and business objectives.

Directors receive a superannuation guarantee contribution required by the government, which is currently 11.5% per annum (11% for the financial year 2024) and do not receive any other retirement benefits. Some individuals, however, can choose to sacrifice part or all of their salary to increase payments towards superannuation.

All remuneration paid to Directors is valued at cost to the Group and expensed. Options are valued using either the Black-Scholes methodology or the Binomial model. In accordance with current accounting policy the value of these options is expensed over the relevant vesting period.

Non-executive Directors remuneration
The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment, and responsibilities. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties, and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. The annual aggregate amount of remuneration paid to Non-Executive Directors was approved by shareholders on 7 November 2006 and is not to exceed $200,000 per annum and as subsequently re-adopted in the new constitution approved at the AGM on 30 October 2019. Actual remuneration paid to the Consolidated Group's Non-Executive Directors is disclosed below notwithstanding the approved maximum of $200,000 and the policy of fair remuneration. Remuneration fees for Non-Executive Directors are not linked to the performance of the Consolidated Group. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Group.

Senior Executives and Management
The Group aims to reward executives with a level of remuneration commensurate with their position and responsibilities within the Group so as to:
- Reward executives of the Group and individual performance against targets set by reference to appropriate benchmarks;
- Reward executives in line with the strategic goals and performance of the Group;
- Ensure that total remuneration is competitive by market standards.

Remuneration consists of the following key elements:
- Fixed remuneration
- Share-based payments

The combination of these comprises the executive's total remuneration.

Fixed remuneration consists of base remuneration (which is calculated on a total cost basis including any employee benefits e.g. motor vehicles) as well as employer contributions to superannuation funds.

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Remuneration packages for the staff who report directly to the Managing Director (or equivalent) are based on the recommendation of the Managing Director (or equivalent), subject to the approval of the Board in the annual budget setting process.

Use of remuneration consultants
The Group did not engaged with remuneration consultants during the year on in prior years.

Voting and comments made at the Company's Annual General Meeting ('AGM')
At the 29 November 2024 AGM, 96.40% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the Group are set out in the following tables.

2025	Short-term benefits Cash salary and fees $	Post-employment benefits Super-annuation $	Share-based payments Equity-settled $	Total $
Non-Executive Directors:				
A Emerton	93,600	-	2,006	95,606
P Horsfall	36,000	-	1,337	37,337
M Worner[1]	36,000	-	1,337	37,337
F Drummond[2]	-	-	-	-
Executive Directors:				
I Macpherson	125,455	5,227	2,006	132,688
	291,055	5,227	6,686	302,968

[1] Resigned 30 July 2025
[2] Appointed 31 July 2025

	Short-term benefits	Post-employment benefits	Share-based payments	
2024	**Cash salary and fees[1]** **$**	**Super-annuation** **$**	**Equity-settled** **$**	**Total** **$**
Non-Executive Directors:				
A Emerton	84,000	-	12,649	96,649
P Horsfall	36,000	-	8,432	44,432
M Worner	36,000	-	8,432	44,432
Executive Directors:				
I Macpherson	125,455	5,000	12,649	143,104
	281,455	5,000	42,162	328,617

Other than the Directors and Executive Officers disclosed above there were no other Executive or Non-Executive Officers who received emoluments during the financial year ended 30 June 2025.

Service agreements
Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Ian Macpherson
Title:	Executive Chairman
Agreement commenced:	18 October 2010
Term of agreement:	Director fees of $80,000 and salary of $50,000 per annum inclusive of statutory superannuation with no termination date and a 3-month notice period.
Name:	Athol Emerton
Title:	Non-Executive Director
Agreement commenced:	19 August 2019
Term of agreement:	Director fees of $36,000 per annum with no termination date, benefits or notice period noted.
Name:	Paul Horsfall
Title:	Non-Executive Director
Agreement commenced:	14 May 2020
Term of agreement:	Director fees of $36,000 per annum with no termination date, benefits or notice period noted.
Name:	Matthew Worner
Title:	Non-Executive Director
Agreement commenced:	25 October 2021
Term of agreement:	Director fees of $36,000 per annum with no termination date, benefits or notice period noted.
Name:	Florence Drummond
Title:	Non-Executive Director
Agreement commenced:	31 July 2025
Term of agreement:	Director fees of $30,000 per annum with no termination date, benefits or notice period noted.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares
There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2025.

Options
There were no options over ordinary shares issued to Directors and other key management personnel as part of compensation that were outstanding as at 30 June 2025.

There were no options over ordinary shares granted to or vested by Directors and other key management personnel as part of compensation during the year ended 30 June 2025.

Performance rights
There were no performance rights over ordinary shares granted to or vested by Directors and other key management personnel as part of compensation during the year ended 30 June 2025.

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of Directors and other key management personnel in this financial year or future reporting years are as follows:

	Grant date	Expiry date	Number	Vesting conditions	Fair value at grant date	Status
Tranche A	29/11/2022	13/12/2023	20,000,000	The Company's VWAP being at least $0.01 over 10 consecutive trading days on which the Company's Shares have actually traded (commencing after the date of the Meeting).	$0.00133	Lapsed
Tranche B	29/11/2022	13/06/2024	20,000,000	The Company's VWAP being at least $0.015 over 10 consecutive trading days on which the Company's Shares have actually traded (commencing after the date of the Meeting).	$0.00127	Lapsed
Tranche C	29/11/2022	13/12/2024	20,000,000	The Company's VWAP being at least $0.0175 over 10 consecutive trading days on which the Company's Shares have actually traded (commencing after the date of the Meeting).	$0.00150	Lapsed

Additional disclosures relating to key management personnel

Shareholding
The number of shares in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals	Balance at the end of the year
Ordinary shares					
I Macpherson	87,014,286	-	130,979,251	-	217,993,537
A Emerton	111,025,293	-	116,088,425	-	227,113,718
P Horsfall	43,367,530	-	74,384,920	-	117,752,450
M Worner (resigned 30 July 2025)	-	-	35,100,000	-	35,100,000
F Drummond (appointed 31 July 2025)	-	-	-	-	-
	241,407,109	-	356,552,596	-	597,959,705

Options holding
No options were issued or held during the year by Directors and other key management personnel of the Group, including their personally related parties.

Performance rights holding
The number of performance rights over ordinary shares in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Vested	Lapsed/ forfeited/ other	Balance at the end of the year
Performance rights over ordinary shares					
I Macpherson	6,000,000	-	-	(6,000,000)	-
A Emerton	6,000,000	-	-	(6,000,000)	-
P Horsfall	4,000,000	-	-	(4,000,000)	-
M Worner (resigned 30 July 2025)	4,000,000	-	-	(4,000,000)	-
F Drummond (appointed 31 July 2025)	-	-	-	-	-
	20,000,000	-	-	(20,000,000)	-

Loans to key management personnel and their related parties
There were no loan transactions with Directors or Executives in the current year.

Other transactions with key management personnel and their related parties
Mr Emerton controls a number of organisations that are customers of RBR's African subsidiaries and include the following entities.

ALMAR CONSTRUÇOES MOÇAMBIQUE LDA	LBH XPRESS LDA
EAST COAST MARINE LDA	Maputo Container Freight Station LDA
JUMBO PROJECTS LDA	SB2 LOGISTICA LDA
LBH MOÇAMBIQUE LDA	SNS LINES LDA

Included in the accounts to 30 June 2025 are sales $64,307 (2024: $92,540) and payments $53,356 (2024: $423,495) with the above entities relating to logistical and associated services provided in Mozambique by those companies for RBR Group entities.

Receivables/payables with key management personnel and their related parties
As at 30 June 2025, included in accounts are trade receivables $109,736 (2024: $84,627) and trade creditors $4,382 (2024: $3,693) relating to entities controlled by Mr Emerton, and director and consulting fees payable to directors of $327,982 (2024: $343,393).

This concludes the remuneration report, which has been audited.

Indemnity and insurance of officers
The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to 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 auditor
The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

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

Non-audit services
There were no non-audit services provided during the financial year by the auditor.

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 those proceedings.

Corporate Governance
In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of the Group support and have adhered to the principles of corporate governance. The Group's corporate governance practices have been disclosed in Appendix 4G in accordance with ASX listing rule 4.7.3 at the same time as the annual report is lodged with the ASX. Further information about the Company's corporate governance practices is set out on the Company's web site at www.rbrgroup.com.au. In accordance with the recommendations of the ASX, information published on the web site includes codes of conduct and other policies and procedures relating to the Board and its responsibilities.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors

____
Ian Macpherson
Executive Chairman

24 September 2025

AUDITOR'S INDEPENDENCE DECLARATION

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

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

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

This declaration is in respect of RBR Group Limited and the entities it controlled during the year.

DRY KIRKNESS (AUDIT) PTY LTD

ROBERT HALL CA
Director

Perth
Date: 24 September 2025

	Note	Consolidated 2025 $	2024 $
Revenue	5	948,353	7,612,534
Cost of sales		(106,533)	(4,548,301)
Gross profit		841,820	3,064,233
Expenses			
Employee expenses		(648,914)	(1,604,051)
Directors' fees		(158,682)	(158,455)
Consultants' fees		(306,748)	(286,573)
Depreciation and amortisation expense		(287,954)	(223,171)
Other administration	6	(855,050)	(1,250,176)
Share-based payments expense		(6,685)	(82,162)
Finance costs		(191,836)	(218,767)
Impairment of assets		(913)	(117,789)
Loss before income tax expense		(1,614,962)	(876,911)
Income tax expense	7	-	-
Loss after income tax expense for the year		(1,614,962)	(876,911)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		13,548	14,051
Other comprehensive income for the year, net of tax		13,548	14,051
Total comprehensive loss for the year		(1,601,414)	(862,860)
Loss for the year is attributable to:			
Non-controlling interest		(252,988)	102,391
Equity holders of RBR Group Limited		(1,361,974)	(979,302)
		(1,614,962)	(876,911)
Total comprehensive loss for the year is attributable to:			
Non-controlling interest		(232,887)	118,178
Equity holders of RBR Group Limited		(1,368,527)	(981,038)
		(1,601,414)	(862,860)
		Cents	Cents
Basic loss per share	8	(0.057)	(0.060)
Diluted loss per share	8	(0.057)	(0.060)

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

RBR Group Limited
Statement of financial position
As at 30 June 2025

	Note	Consolidated 2025 $	2024 $
Assets			
Current assets			
Cash and cash equivalents	9	429,560	250,453
Trade and other receivables	11	1,210,632	779,162
Prepayments		14,727	26,020
Total current assets		1,654,919	1,055,635
Non-current assets			
Trade and other receivables	11	-	752,620
Investment properties	12	981,863	938,453
Property, plant and equipment	13	1,386,320	1,512,375
Right-of-use assets		-	3,092
Total non-current assets		2,368,183	3,206,540
Total assets		4,023,102	4,262,175
Liabilities			
Current liabilities			
Trade and other payables	14	1,079,303	717,376
Provisions	15	8,943	11,176
Loans	16	39,096	41,696
Lease liabilities		-	3,587
Convertible notes	17	450,761	825,761
Total current liabilities		1,578,103	1,599,596
Non-current liabilities			
Loans	16	33,096	32,732
Convertible notes	17	1,000,000	1,000,000
Total non-current liabilities		1,033,096	1,032,732
Total liabilities		2,611,199	2,632,328
Net assets		1,411,903	1,629,847
Equity			
Contributed equity	18	26,536,057	25,293,326
Reserves	19	1,044,505	910,319
Accumulated losses		(27,854,517)	(26,492,543)
Deficiency in equity attributable to the equity holders of RBR Group Limited		(273,955)	(288,898)
Non-controlling interest		1,685,858	1,918,745
Total equity		1,411,903	1,629,847

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

Consolidated	Contributed equity $	Share based payment reserves $	Foreign currency translation reserves $	Accumulated losses $	Non-controlling interest $	Total equity $
Balance at 1 July 2023	25,253,326	932,735	(62,842)	(25,513,241)	1,800,567	2,410,545
Profit/(loss) after income tax expense for the year	-	-	-	(979,302)	102,391	(876,911)
Other comprehensive income loss/profit for the year, net of tax	-	-	(1,736)	-	15,787	14,051
Total comprehensive income loss/profit for the year	-	-	(1,736)	(979,302)	118,178	(862,860)
Transactions with equity holders in their capacity as equity holders:						
Share based payment (note 20)	40,000	42,162	-	-	-	82,162
Balance at 30 June 2024	25,293,326	974,897	(64,578)	(26,492,543)	1,918,745	1,629,847

Consolidated	Contributed equity $	Share based payment reserves $	Foreign currency translation reserves $	Accumulated losses $	Non-controlling interest $	Total equity $
Balance at 1 July 2024	25,293,326	974,897	(64,578)	(26,492,543)	1,918,745	1,629,847
Loss after income tax expense for the year	-	-	-	(1,361,974)	(252,988)	(1,614,962)
Other comprehensive income loss/profit for the year, net of tax	-	-	(6,553)	-	20,101	13,548
Total comprehensive income for the year	-	-	(6,553)	(1,361,974)	(232,887)	(1,601,414)
Transactions with equity holders in their capacity as equity holders:						
Shares issued (note 18)	1,297,865	-	-	-	-	1,297,865
Share issue costs (note 18)	(246,213)	134,054	-	-	-	(112,159)
Share-based payments (note 20)	191,079	6,685	-	-	-	197,764
Balance at 30 June 2025	26,536,057	1,115,636	(71,131)	(27,854,517)	1,685,858	1,411,903

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

	Note	Consolidated 2025 $	Consolidated 2024 $
Cash flows from operating activities			
Receipts from customers		1,372,195	5,145,559
Payments to suppliers and employees (inclusive of GST)		(1,906,828)	(4,664,163)
Interest received		2,381	18,003
Convertible note interest paid		(172,907)	(238,852)
Lease liability interest paid		(195)	(1,662)
Net cash from/(used in) operating activities	10	(705,354)	258,885
Cash flows from investing activities			
Payments for property, plant and equipment	13	(176,498)	(724,923)
Proceeds from insurance compensation on asset loss		233,289	-
Net cash from/(used in) investing activities		56,791	(724,923)
Cash flows from financing activities			
Proceeds from issue of shares	18	1,297,866	-
Proceeds from convertible notes		-	1,000,000
Proceeds from related party loans		18,016	-
Share issue transaction costs		(112,159)	-
Repayment of convertible notes		(375,000)	(575,000)
Repayment of lease liabilities		(3,606)	(9,572)
Net cash from financing activities		825,117	415,428
Net increase/(decrease) in cash and cash equivalents		176,554	(50,610)
Cash and cash equivalents at the beginning of the financial year		250,453	299,479
Effects of exchange rate changes on cash and cash equivalents		2,553	1,584
Cash and cash equivalents at the end of the financial year	9	429,560	250,453

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

Note 1. General information

The financial statements ending 30 June 2025 cover RBR Group Limited as a Group consisting of RBR Group Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is RBR Group Limited's presentation currency.

RBR Group Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Suite 6, 245 Churchill Avenue,
Subiaco WA 6008
Australia

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

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 30 September 2025. The Directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

The accounting policies that are material to the Group are set out either in the respective notes or below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

Going concern

The Group remained focused on Mozambique in 2025, investing in upgrades to its Temane facilities and training infrastructure. The Company is positioned to capitalise on new contract opportunities as major LNG projects by TotalEnergies and ExxonMobil resume, including the Temane development and the world-scale Cabo Delgado project.

The Company maintains its focus on further contract opportunities aligned with both the Temane project developments and the world scale Total lead LNG development project in Cabo del Gado province in the North.

The Group made a loss after income tax expense for the year of $1,614,962 (30 June 2024: $876,911). At 2025 the Group had cash balance of $429,560 (2024: $250,453) and a net operating cash outflow of $705,354 (30 June 2024: inflow of $258,885). At 30 June 2025 the Group has current liabilities of $1,578,103 (2024: $1,599,596) due to be settled or re-negotiated in the near term. This condition is indicative of the existence of a material uncertainty that may cast significant doubt about the Group’s ability to continue as a going concern.

The ability of the Group to continue as a going concern is dependent on securing additional funding, either through raising equity or securing additional debt financing.

The Directors are satisfied they will be able to raise additional working capital as required and thus it is appropriate to prepare the financial statements on a going concern basis. In arriving at this position, the Directors have considered the following matters:

- The Group maintains close discussions with convertible note holders in relation to re-negotiating the terms of the convertible notes now due
- The Group has the ability to implement cost cutting measures to reduce the working capital required over the next 12 months
- Key shareholders have confirmed willingness to financially support the Group via a debt or equity event
- A history of successfully completing capital raisings over preceding financial periods.

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

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, as appropriate for for-profit oriented entities.

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Note 2. Material accounting policy information (continued)

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's material accounting policy information. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Reclassification and grouping of comparative figures
Certain income and expense items in the statement of profit or loss have been reclassified and grouped under broader categories in the current year to simplify the financial statements and enhance clarity. Comparative figures have been remapped to align with the current year's presentation. These changes in presentation do not affect the reported profit or net assets for either the current or prior year.

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 25.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of RBR Group Limited ('Company' or 'parent entity') as at 30 June 2025 and the results of all subsidiaries for the year then ended. RBR Group Limited and its subsidiaries together are referred to in these financial statements as the 'Group'.

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 Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

The financial statements are presented in Australian dollars, which is RBR Group Limited's functional and presentation currency.

Revenue recognition
The Group recognises revenue as follows:

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Rendering of services
Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

Impairment of non-financial assets
Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

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

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2025. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions
The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets
The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax
The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

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

Note 4. Operating segments

Identification of reportable operating segments
The Group is organised into two operating segments recognised according to the geographical location in which the business operates in: Asia Pacific and Africa. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

Operating segment information

Consolidated - 2025	Asia-Pacific $	Africa $	Total $
Revenue			
Revenue	1,724	946,629	948,353
Total revenue	1,724	946,629	948,353
Profit/(loss) before income tax expense	(961,489)	(653,473)	(1,614,962)
Loss before income tax expense	(961,489)	(653,473)	(1,614,962)
Income tax expense			-
Loss after income tax expense			(1,614,962)
Assets			
Segment assets	191,802	3,831,300	4,023,102
Total assets			4,023,102
Liabilities			
Segment liabilities	2,028,960	582,239	2,611,199
Total liabilities			2,611,199

Note 4. Operating segments (continued)

Consolidated - 2024	Asia-Pacific $	Africa $	Total $
Revenue			
Revenue	2,984	7,609,550	7,612,534
Total revenue	2,984	7,609,550	7,612,534
Profit/(loss) before income tax expense	(1,031,267)	154,356	(876,911)
Profit/(loss) before income tax expense	(1,031,267)	154,356	(876,911)
Income tax expense			-
Loss after income tax expense			(876,911)
Assets			
Segment assets	78,566	4,183,609	4,262,175
Total assets			4,262,175
Liabilities			
Segment liabilities	2,293,209	339,119	2,632,328
Total liabilities			2,632,328

Accounting policy for operating segments
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Note 5. Revenue

	Consolidated	
	2025 $	2024 $
Revenue from business services	16,095	47,647
Revenue from payroll services	362,131	616,658
Revenue from training services	12,804	(3,392)
Revenue from Projectos Dinamicos Lda	554,942	6,933,618
Interest income	2,381	18,003
	948,353	7,612,534

Revenue from training services
The Group delivers training services to clients and recognises revenue based on completion of training by students. Pricing is based on each training program and student enrolment for the program. A program is considered delivered following a final report on training sent to the client.

Revenue from payroll services
Payroll and HR services are based on a percentage of the total payroll and billed following completion of the payroll service.

Revenue from business services
The Group delivers a range of business services to clients and recognises revenue on successful delivery of those services. There is as schedule of fixed prices for services.

Revenue from Projectos Dinamicos, Lda
Revenue in PD includes revenue from camp construction contracts in Mozambique and rental revenue from leasing accommodation and facilities. Revenue is recognised when the performance obligations of the project or contracts have been met.

Note 6. Other administration

	Consolidated 2025 $	Consolidated 2024 $
Insurance costs	48,669	146,160
Staff costs	109,385	117,672
Corporate costs	266,715	192,512
Bad debt expense	199,101	-
Other administration	231,180	793,832
	855,050	1,250,176

Note 7. Income tax

	Consolidated 2025 $	Consolidated 2024 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(1,614,962)	(876,911)
Tax at the statutory tax rate of 25%	(403,741)	(219,228)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenses	51,266	21,531
Overseas projects income and expenses	123,181	(38,840)
Other allowable expenditure	(19,947)	(22,040)
Deferred tax asset not brought to account	249,241	258,577
Income tax expense	-	-

	Consolidated 2025 $	Consolidated 2024 $
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised	24,380,513	23,425,442
Potential tax benefit @ 25%	6,095,128	5,856,361

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

	Consolidated 2025 $	Consolidated 2024 $
Deferred tax assets not recognised		
Deferred tax assets not recognised comprises temporary differences attributable to:		
Provisions	10,472	(18,173)
Blackhole expenditure	15,844	23,749
Carry forward tax losses	6,095,128	5,856,361
Total deferred tax assets not recognised	6,121,444	5,861,937

The above potential tax benefit, which excludes tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

Note 8. Earnings per share

	Consolidated	
	2025	2024
	$	$
Loss after income tax	(1,614,962)	(876,911)
Non-controlling interest	252,988	(102,391)
Loss after income tax attributable to the equity holders of RBR Group Limited	(1,361,974)	(979,302)

	2025	2024
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	2,389,312,869	1,623,213,404
Weighted average number of ordinary shares used in calculating diluted earnings per share	2,389,312,869	1,623,213,404

	2025	2024
	Cents	Cents
Basic loss per share	(0.057)	(0.060)
Diluted loss per share	(0.057)	(0.060)

Non dilutive securities

As at balance date there were 587,500,000 unlisted options and no performance rights (2024: no unlisted options and 20,000,000 performance rights) which represent potential ordinary shares. These performance rights are not considered to be dilutive in the 30 June 2025 year as their inclusion reduces the loss per share.

Note 9. Cash and cash equivalents

	Consolidated	
	2025	2024
	$	$
Current assets		
Cash on hand	1,500	1,731
Cash at bank	428,060	248,722
	429,560	250,453

Note 10. Cash flow information

Reconciliation of loss after income tax to net cash from/(used in) operating activities

	Consolidated	
	2025	**2024**
	$	**$**
Loss after income tax expense for the year	(1,614,962)	(876,911)
Adjustments for:		
Depreciation and amortisation	287,954	223,171
Impairment of property, plant and equipment	913	117,789
Share based payments expense	6,685	82,162
Foreign currency translation	(26,525)	(30,270)
Insurance compensation recognised as investing cash flow	(233,289)	-
Bad debt expense	185,952	-
Change in operating assets and liabilities:		
Decrease in trade and other receivables	581,775	790,853
Decrease in contract assets	-	4,483,818
Decrease in prepayments	11,258	1,018
Increase/(decrease) in trade and other payables	95,365	(714,722)
Decrease in contract liabilities	-	(3,646,730)
Decrease in provisions	(480)	(171,293)
Net cash from/(used in) operating activities	(705,354)	258,885

Note 11. Trade and other receivables

	Consolidated	
	2025	**2024**
	$	**$**
Current assets		
Trade Receivables	1,045,175	734,218
Other receivables	165,457	44,944
	1,210,632	779,162
Non-current assets		
Accrued revenue	-	752,620

Accrued revenue relates to retention held on contract completed but not yet invoiced.

Accounting policy for trade and other receivables
The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Note 12. Investment properties

Investment property comprises of the Relocatable Prefabricated Buildings rental fleet, Temane training centre and camp accommodation facilities. These assets are currently leased or will be leased out in the future to generate rental income.

Note 12. Investment properties (continued)

	Consolidated	
	2025	2024
	$	$
Non-current assets		
Land and buildings - at cost	981,863	938,453

Reconciliation
Reconciliation of the carrying values at the beginning and end of the current and previous financial year are set out below:

Opening fair value	938,453	-
Transfer from property, plant and equipment	171,627	1,015,501
Depreciation expense	(138,826)	(72,543)
Exchange translation	10,609	(4,505)
Closing fair value	981,863	938,453

Accounting policy for investment properties
Investment properties principally comprise of land and buildings held for long-term rental and capital appreciation that are not occupied by the Group. Investment properties are initially recognised at cost, including transaction costs. Subsequently, investment properties are remeasured using the cost model. Accordingly the carrying value of investment property is stated at cost less accumulated depreciation and impairment. Depreciation is calculated on a straight line basis to write of the net cost of the asses over their expected useful lives of 5 to 10 years.

Investment properties are derecognised when disposed of or when there is no future economic benefit expected.

Transfers to and from investment properties to property, plant and equipment are determined by a change in use of owner-occupation. The fair value on the date of change of use from investment properties to property, plant and equipment are used as deemed cost for the subsequent accounting. The existing carrying amount of property, plant and equipment is used for the subsequent accounting cost of investment properties on the date of change of use.

Investment properties also include properties under construction for future use as investment properties. These are carried at fair value, or at cost where fair value cannot be reliably determined and the construction is incomplete.

Note 13. Property, plant and equipment

	Consolidated	
	2025	2024
	$	$
Non-current assets		
Plant and office equipment	2,114,150	2,087,737
Less: Accumulated depreciation	(727,830)	(575,362)
	1,386,320	1,512,375

Note 13. Property, plant and equipment (continued)

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

Consolidated	Plant and equipment $	Work-in-progress $	Total $
Balance at 1 July 2023	2,130,028	-	2,130,028
Additions	9,602	715,321	724,923
Exchange differences	27,559	-	27,559
Impairment of assets	(117,357)	-	(117,357)
Write off of assets	(95,971)	-	(95,971)
Transfers to investment properties	(300,180)	(715,321)	(1,015,501)
Depreciation expense	(141,306)	-	(141,306)
Balance at 30 June 2024	1,512,375	-	1,512,375
Additions	4,871	171,627	176,498
Depreciation expense	(146,019)	-	(146,019)
Transfers to investment properties	-	(171,627)	(171,627)
Exchange differences	15,093	-	15,093
Balance at 30 June 2025	1,386,320	-	1,386,320

Accounting policy for property, plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment	3-7 years

Note 14. Trade and other payables

	Consolidated 2025 $	2024 $
Current liabilities		
Trade payables	830,307	603,917
Other creditors and accruals	248,996	113,459
	1,079,303	717,376

Refer to note 22 for further information on financial risk management.

Accounting policy for trade and other payables
These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted.

Note 15. Provisions

	Consolidated 2025 $	2024 $
Current liabilities		
Annual leave	23,484	23,297
Income tax	(14,541)	(12,121)
	8,943	11,176

Note 16. Loans

	Consolidated 2025 $	2024 $
Current liabilities		
PD partner loan	20,387	20,163
Insurance funding	18,709	21,533
	39,096	41,696
Non-current liabilities		
Loan	33,096	32,732

Refer to note 22 for further information on financial risk management.

Note 17. Convertible notes

	Consolidated 2025 $	2024 $
Current liabilities		
Convertible note	450,761	825,761
Non-current liabilities		
Convertible note	1,000,000	1,000,000

Reconciliation

Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

	2025 $	2024 $
Opening balance	1,825,761	1,400,761
Amount received during the year	-	1,000,000
Amount repaid during the year	(375,000)	(575,000)
Closing balance	1,450,761	1,825,761

At 30 June 2025, the following convertible notes remain on issue:

(a) RBRCN1 Convertible Notes

During the year, 375,000 of the RBRCN1 Convertible Notes were repaid with 550,000 remaining. The Convertible Notes are unsecured with an interest rate of 11% per annum. 500,000 of the remaining RBRCN1 Convertible Notes matured on 30 June 2025. Whilst the agreed repayment dates have passed, no default notice has been issued. The Convertible Notes remain at call and the parties are continuing discussions as to how to achieve earliest settlement. On 21 July 2025, $100,000 repayment was made.

(b) RBRCN2 Convertible Notes

As at 30 June 2025, 1,000,000 of the RBRCN2 Convertible Notes with a value of $1,000,000 remained outstanding. The Convertible Notes are unsecured with an interest rate of 10% per annum maturing on 21 September 2026.

Note 18. Contributed equity

Ordinary shares

	Consolidated 2025 Shares	2024 Shares	2025 $	2024 $
Ordinary shares - fully paid	3,120,284,775	1,634,404,661	26,536,057	25,293,326

Note 18. Contributed equity (continued)

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2023	1,618,404,661		25,253,326
Share based payment	13 March 2024	16,000,000	$0.0025	40,000
Balance		1,634,404,661		25,293,326
Private placement (shares unalloted)		-	$0.0000	3,064
Placement Tranche 1	1 November 2024	225,000,000	$0.0010	225,000
Entitlement offer	17 December 2024	430,712,372	$0.0010	430,712
Shortfall placement	22 December 2024	99,089,182	$0.0010	99,089
Share based payment[1]	23 December 2024	191,078,560	$0.0010	191,079
Placement Tranche 2	31 January 2025	540,000,000	$0.0010	540,000
Share issue transaction cost		-	$0.0000	(246,213)
Balance	30 June 2025	3,120,284,775		26,536,057

[1] Share based payment made in lieu of cash payment to settle 50% of the outstanding Director fees (see note 20).

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value.

The Company's shares are limited whereby the liability of its members is limited to the amount (if any) unpaid on the shares respectively held by them.

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they may continue to provide returns for shareholders and benefits for other stakeholders.

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

Options

	Consolidated	
	2025 Number	2024 Number
Unlisted options	587,500,000	95,833,332
Listed options	-	-
	587,500,000	95,833,332

Movements in options
In January 2025, the Company issued 112,500,000 and 225,000,000 unlisted free-attaching options in connection with the successful share placements completed in November 2024 and January 2025, respectively. These options are exercisable at $0.002 each and will expire on 30 November 2027. One option was granted for every two placement shares issued. Additionally, the Company issued 250,000,000 unlisted broker options as consideration for services provided during the year. These options are exercisable at $0.002 each and will expire on 30 November 2027.

Details	Date	Number
Balance	1 July 2023	-
Granted		95,833,332
Exercised		-
Lapsed		-
Balance	30 June 2024	95,833,332
Granted		587,500,000
Exercised		-
Lapsed		(95,833,332)
Balance	30 June 2025	587,500,000

Note 18. Contributed equity (continued)

Performance rights

Movements in performance rights
No performance rights have been granted or exercised during the year. 40,000,000 performance rights have lapsed as the vesting conditions have not been met.

Details	**Date**	**Number**
Balance	1 July 2023	60,000,000
Granted		-
Exercised		-
Lapsed		(40,000,000)
Balance	30 June 2024	20,000,000
Granted		-
Exercised		-
Lapsed		(20,000,000)
Balance	30 June 2025	-

See note 20 for further details on performance rights.

Capital risk management
The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital. Due to the nature of the Group's activities, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Group's capital risk management is the current working capital position against the requirements to meet the costs of development of the group's business units and corporate overheads. The Group's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

The capital risk management policy remains unchanged from the 30 June 2024 Annual Report.

Note 19. Reserves

	Consolidated	
	2025	**2024**
	$	**$**
Foreign currency reserve	(71,131)	(64,578)
Share-based payments reserve	1,115,636	974,897
	1,044,505	910,319

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments reserve
The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration, and other parties as part of their compensation for services.

Note 20. Share-based payments

During the year, the following share based payments were made:
- 191,078,560 shares were issued as payment for outstanding Director fees payable. The shares were issued at a deemed issue price of $0.001 each. Accordingly, $191,079 has been recognised against the outstanding payable.
- $6,685 expense has been recognised for the year on the amortisation of performance rights on issue.
- 250,000,000 options were issued to CPS Capital as consideration for the services provided on capital raise during the year. The options were issued on 31 January 2025 with an exercise price of $0.002 and expires on 30 November 2027. Accordingly, $134,054 has been recognised in equity as share issue costs for the year.

Note 20. Share-based payments (continued)

Performance rights

During the financial year ended 30 June 2025, no new performance rights were issued. The following table provides a summary of performance rights granted in the prior years, which have subsequently lapsed as at 30 June 2025.

	Milestones	Grant date	Expiry date	Number of performance rights	Value per performance rights (cents)
Tranche A	The Company's VWAP being at least $0.01 over 10 consecutive trading days on which the Company's Shares have actually traded (commencing after the date of the Meeting).	29/11/2022	13/12/2023	20,000,000	0.133
Tranche B	Tranche B Performance Rights subject to the Company's VWAP being at least $0.015 over 10 consecutive trading days on which the Company's Shares have actually traded (commencing after the date of the Meeting).	29/11/2022	13/06/2024	20,000,000	0.127
Tranche C	Tranche C Performance Rights subject to the Company's VWAP being at least $0.0175 over 10 consecutive trading days on which the Company's Shares have actually traded (commencing after the date of the Meeting).	29/11/2022	13/12/2024	20,000,000	0.150

Options

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
31/01/2025	30/11/2027	$0.0010	$0.0020	110.000%	-	3.805%	$0.0050

Accounting policy for share-based payments

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using the Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

Note 21. Dividends

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

Note 22. Financial risk management

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate 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.

Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

Note 22. Financial risk management (continued)

The carrying amount of the Group's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2025	2024	2025	2024
Consolidated	$	$	$	$
Mozambique Metical	3,973,850	4,473,789	570,148	621,917
Guinean Franc	4,648	4,657	5,589	5,540
	3,978,498	4,478,446	575,737	627,457

The Group is exposed to Mozambique Metical (MZN) and Guinea Franc (GNF) currency fluctuations.

The following table details the Group's sensitivity to a 10% increase and decrease in the Australian Dollar (AUD) against the relevant currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates.

The sensitivity analysis includes cash balances held in MZN/GNF and trade creditors and other payables held in MZN/GNF. A positive number indicates an increase in profit and other equity where the AUD weakens against the relevant currency. For a strengthening Australian Dollar against the relevant currency there would be an equal and opposite impact on the profit and other equity and the balances would be negative.

		AUD strengthened			AUD weakened	
Consolidated - 2025	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
Mozambique Metical	10%	(340,370)	(340,370)	-	340,370	340,370
Guinean Franc	10%	94	94	-	94	94
		(340,276)	(340,276)		340,464	340,464

		AUD strengthened			AUD weakened	
Consolidated - 2024	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
Mozambique Metical	10%	(385,187)	(385,187)	10%	385,187	385,187
Guinean Franc	10%	88	88	10%	(88)	88
		(385,099)	(385,099)		385,099	385,275

Price risk
The Group is not exposed to any significant price risk.

Interest rate risk
The Group's main interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to interest rate risk. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk.

As at the reporting date, the Group had only fixed rate borrowings outstanding on the convertible note.

	Weighted average effective interest rate	Floating interest rate	Fixed interest rate	Total
	%	$	$	
30 June 2025				
Cash and cash equivalents	0.70%	428,060	-	428,060
Convertible notes	11.70%	-	(1,450,761)	(1,450,761)
		428,060	(1,450,761)	(1,022,701)
30 June 2024				
Cash and cash equivalents	0.09%	248,722	-	248,722
Convertible notes	13.46%	-	(1,825,761)	(1,825,761)
		248,722	(1,825,761)	(1,577,039)

Note 22. Financial risk management (continued)

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date, is the carrying amount, net of any provisions for doubtful debts, as disclosed in the balance sheet and in the notes to the financial statements.

As at the year end, the Consolidated Group had trade receivables of $1,045,175 (2024: $734,218) as detailed in note 11, due within 12 months. Of the trade receivables balance at the end of the year, $880,146 is due from Fenix Construction Services Limitada, arising from the camp construction project with PD. Apart from this, the Consolidated Group does not have significant credit risk exposure to any single debtor or group of debtors.

Liquidity risk
Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

The contractual maturities of the financial liabilities referred to in note 14 at the reporting date are less than 12 months.

Fair value of financial instruments
For assets and other liabilities, the net fair value approximates their carrying value. No financial assets and financial liabilities are readily traded on organised markets in standardised form. The Group has no financial assets where the carrying amount exceeds net fair values at balance date.

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 23. Related party transactions

Parent entity
RBR Group Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 26.

Key management personnel
Disclosures relating to key management personnel are set out in note 24 and the remuneration report included in the Directors' report.

Other transactions with related parties
The following transactions occurred with related parties:

	Consolidated	
	2025	**2024**
	$	**$**
Sale of goods and services:		
Sales of goods and services to organisations controlled by Mr A Emerton [1]	64,307	92,540
Payment for goods and services:		
Payment for goods and services to organisations controlled by Mr A Emerton [1]	(53,356)	(423,495)

Note 23. Related party transactions (continued)

Receivable from and payable to related parties
The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated	
	2025	**2024**
	$	**$**
Current receivables:		
Receivables from organisations related to Mr A Emerton[1]	109,736	84,627
Current payables:		
Payables to Directors for director and consulting fees	(327,982)	(343,393)
Payables to organisations related to Mr A Emerton for services provided[1]	(4,382)	(3,693)
Payables to Mr A Emerton as loan from related party	(18,116)	-

[1] Mr Emerton controls a number of organisations that are customers and suppliers of RBR's African subsidiaries and include the following entities:
- ALMAR CONSTRUÇOES MOÇAMBIQUE LDA
- LBH XPRESS LDA
- EAST COAST MARINE LDA
- Maputo Container Freight Station LDA
- JUMBO PROJECTS LDA
- SB2 LOGISTICA LDA
- LBH MOÇAMBIQUE LDA
- SNS LINES LDA

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date.

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates.

Note 24. Key management personnel disclosures

Compensation
The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	Consolidated	
	2025	**2024**
	$	**$**
Short-term employee benefits	291,055	281,455
Post-employment benefits	5,227	5,000
Share-based payments	6,686	42,162
	302,968	328,617

Refer to note 23 on other transactions and amount receivable or payable to Directors and other member of key management personnel of the Group.

Note 25. Parent entity information

Set out below is the information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2025	**2024**
	$	**$**
Loss after income tax	(1,219,196)	(1,032,270)
Total comprehensive loss	(1,219,196)	(1,032,270)

Note 25. Parent entity information (continued)

Statement of financial position

	Parent 2025 $	Parent 2024 $
Total current assets	2,624,676	2,673,960
Total non-current assets	411,596	462,288
Total assets	3,036,272	3,136,248
Total current liabilities	1,028,962	1,293,211
Total non-current liabilities	1,000,000	1,000,000
Total liabilities	2,028,962	2,293,211
Net assets	1,007,310	843,037
Equity		
Contributed equity	26,536,414	25,293,683
Share-based payments reserve	1,115,636	974,897
Accumulated losses	(26,644,740)	(25,425,543)
Total equity	1,007,310	843,037

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2025 and 30 June 2024.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2025 and 30 June 2024.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2025 and 30 June 2024.

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 26. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest 2025 %	Ownership interest 2024 %
Freelance Support Pty Ltd[1]	Australia	-	100.00%
PacMoz, Lda	Mozambique	100.00%	100.00%
Futuro Skills Mozambique, Lda	Mozambique	100.00%	100.00%
Futuro Business Services, Lda	Mozambique	100.00%	100.00%
Rubicon Resources & Mining, Lda	Mozambique	59.40%	59.40%
Morson Mozambique, Lda	Mozambique	59.40%	59.40%
Futuro Skills Guinee SARL	Guinea	60.00%	60.00%
Projectos Dinamicos, Lda	Mozambique	50.00%	50.00%

[1] Freelance Support Pty Ltd was deregistered on 25 May 2025.

Note 26. Interests in subsidiaries (continued)

Summarised financial information
Summarised financial information of the subsidiary with non-controlling interests that are material to the Group are set out below:

	Project Dinamicos. Lda	
	2025	2024
	$	$
Summarised statement of financial position		
Current assets	1,465,155	1,917,202
Non-current assets	2,332,908	2,401,894
Total assets	3,798,063	4,319,096
Current liabilities	370,894	426,581
Non-current liabilities	-	-
Total liabilities	370,894	426,581
Net assets	3,427,169	3,892,515
Summarised statement of profit or loss and other comprehensive income		
Revenue	497,636	6,934,514
Expenses	(1,003,423)	(6,728,331)
Profit/(loss) before income tax expense	(505,787)	206,183
Income tax expense	-	-
Profit/(loss) after income tax expense	(505,787)	206,183
Other comprehensive income	40,952	29,779
Total comprehensive income loss/profit	(464,835)	235,962
Statement of cash flows		
Net cash from operating activities	51,692	967,085
Net cash used in investing activities	(172,813)	(569,974)
Net increase/(decrease) in cash and cash equivalents	(121,121)	397,111
Other financial information		
Comprehensive profit/(loss) attributable to non-controlling interests	(232,673)	103,092
Accumulated non-controlling interests at the end of reporting period	1,708,599	1,941,272

Note 27. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Dry Kirkness (Audit) Pty Ltd, the auditor of the Company:

	Consolidated	
	2025	2024
	$	$
Audit services - Dry Kirkness (Audit) Pty Ltd		
Audit or review of the financial statements	59,500	53,863

Note 28. Contingent liabilities

There were no material contingent liabilities not provided for in the financial statements of the Group as at 30 June 2025.

Note 29. Commitments

Operating commitments
There are no operating lease commitments.

Capital commitments
The Group had no capital commitments at 30 June 2025 (2024: Nil).

Note 30. Events after the reporting period

On 11 July 2025, the Company announced a SPP to issue up to 650 million fully paid ordinary shares, seeking to raise approximately $650,000. The offer, initially scheduled to close on 30 July 2025, was extended to 11 August 2025. Applications totalling approximately $261,000 were received from 28 eligible shareholders, and a placement was completed raising $60,000. In total, 321,000,000 new shares were allotted on 15 August 2025, raising $321,000. CPS Capital Group Pty Ltd has agreed on a best endeavours basis, to place the remaining shortfall of approximately $329,000 over the next three months.

On 21 July 2025, the Company repaid a $100,000 convertible note in full without conversion.

On 31 July 2025, the Company announced the appointment of Ms Florence Drummond as a Non-Executive Director and the resignation of Mr Matthew Worner from his role as Non-Executive Director on 29 July 2025.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
PacMoz, Lda	Body Corporate	Mozambique	100.00%	Mozambique
Futuro Skills Mozambique, Lda	Body Corporate	Mozambique	100.00%	Mozambique
Futuro Business Services, Lda	Body Corporate	Mozambique	100.00%	Mozambique
Rubicon Resources & Mining, Lda	Body Corporate	Mozambique	59.40%	Mozambique
Morson Mozambique, Lda	Body Corporate	Mozambique	59.40%	Mozambique
Futuro Skills Guinee SARL	Body Corporate	Guinea	60.00%	Guinea
Projectos Dinamicos, Lda	Body Corporate	Mozambique	50.00%	Mozambique

This consolidated entity disclosure statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes information for each entity that was part of the Group as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

The percentage of share capital disclosed for bodies corporate included in the statement represents the interest held by the Group in the subsidiary.

In developing the disclosures in the statement, the directors have considered the guidance in Taxation Ruling TR 2018/5 to determine the tax residency of each subsidiary. This determination considers factors such as the country of incorporation, the location of central management and control, the residency of directors, the location of board meetings, and the jurisdiction where day-to-day operations are conducted.

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards in Australia, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the financial year ended on that date;

- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

- the information disclosed in the attached Consolidated Entity Disclosure Statement as at 30 June 2025 is true and correct.

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

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

On behalf of the Directors

____
Ian Macpherson
Executive Chairman

24 September 2025

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RBR GROUP LIMITED

Report on the financial report

Opinion

We have audited the financial report of RBR Group Limited ("the Company") and its controlled entities ("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 statements, including a 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 then ended; and

ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for opinion

We have conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those Standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our ethical requirements in accordance with the Code.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the financial report "Going Concern" which indicates that the Group incurred a loss after income tax for the year of $1,614,962 (30 June 2024: Loss $876,911). At 30 June 2025 the Group had cash balances of $429,560 (2024: $250,453) and a net operating cash outflow of $705,354 (30 June 2024: inflow of $258,885). At 30 June 2025 the Group has current liabilities of $1,578,103 (2024: $1,599,596) due to be settled or re-negotiated in the near term.

As stated in Note 2, these conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

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.

Key Audit Matter	How our audit addressed the key audit matter
Equity and Capital Structure *Refer note 18 and 20* During the year, the Group successfully issued ordinary shares as well as unlisted free attaching options and unlisted broker options**.**	Our audit procedures included an examination of each issue of fully paid ordinary shares during the year as disclosed in note 18 and an examination of the movements in the share-based payments reserve as disclosed in note 20. We also reconciled the third-party share registry to information announced to the public.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the period 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 accordingly 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.

Directors' responsibilities for the financial report

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

a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with the 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

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

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

ii) the consolidated entity disclosure statement that is true and correct and is free from misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Company's ability 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our 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 the financial report.

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

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

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

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

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

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

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

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

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

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

Report on the remuneration report

Opinion

We have audited the remuneration report included on pages 9 to 13 of the directors' report for the year ended 30 June 2025.

In our opinion the remuneration report of RBR Group 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.

DRY KIRKNESS (AUDIT) PTY LTD

ROBERT HALL CA
Director

West Perth
Date: 24 September 2025

The shareholder information set out below was applicable as at 15 September 2025.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Ordinary shares		Options		Convertible note	
	Number of holders	% of total shares issued	Number of holders	% of total options issued	Number of holders	% of total convertible issued
1 to 1,000	109	-	-	-	-	-
1,001 to 5,000	62	-	-	-	-	-
5,001 to 10,000	34	0.01	-	-	-	-
10,001 to 100,000	287	0.43	-	-	-	-
100,001 and over	476	99.56	29	100.00	2	100.00
	968	100.00	29	100.00	2	100.00
Holding less than a marketable parcel	648	1.44	-	-	-	-

Equity security holders

Twenty largest quoted equity security holders

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

	Ordinary shares	
	Number held	% of total shares issued
ENNV PTY LTD (THE PN A/C)	309,089,182	9.91
MR ATHOL EMERTON	195,597,565	6.27
MS NICOLE GALLIN & MR KYLE HAYNES (GH SUPER FUND A/C)	145,000,000	4.65
MR RICHARD PAUL HORSFALL	142,752,450	4.57
FATS PTY LTD (MACIB SUPER FUND A/C)	99,008,558	3.17
TENNANT ADMINISTRATION SERVICES (PTY) LTD	88,235,300	2.83
MR NICK MILENKOVSKI	75,000,000	2.40
BNP PARIBAS NOMINEES PTY LTD (HUB24 CUSTODIAL SERV LTD)	67,141,337	2.15
ANGKOR IMPERIAL RESOURCES PTY LTD (TURKISH BREAD S/F A/C)	65,000,000	2.08
MR PATRICK JOSEPH FRAYNE	62,206,100	1.99
RANGWELL BOYS PTY LTD (RANGA FAMILY A/C)	60,000,000	1.92
MR SIMON LILL	56,000,000	1.79
MR ASHLEY ROBERT BROWN	52,000,000	1.67
ALITIME NOMINEES PTY LTD (HONEYHAM FAMILY A/C)	50,000,000	1.60
MRS AMITY BROOKE JOHNSON	50,000,000	1.60
DC & PC HOLDINGS PTY LTD (DC & PC NEESHAM SUPER A/C)	50,000,000	1.60
MR SAMUEL LUKE DYSON	49,900,000	1.60
MR MICHAEL JOHN FRIEND	49,005,272	1.57
MR ANTHONY VIOLI	46,566,660	1.49
FATS PTY LTD (MACIB SUPER FUND A/C)	44,111,112	1.41
	1,756,613,536	56.27

Unquoted equity securities

	Number on issue	Number of holders
Options	587,500,000	29
Convertible note	1,450,000	2

The following persons hold 20% or more of unquoted equity securities:

Name	Class	Number held
MS NICOLE GALLIN & MR KYLE HAYNES (GH SUPER FUND A/C)	Convertible Note	450,000
FNBIT (THE JEMA INTERNATIONAL A/C)	Convertible Note	1,000,000

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
ENNV PTY LTD (THE PN A/C)	329,089,182	10.55
ATHOL EMERTON AND ASSOCIATED ENTITIES	227,113,718	7.28

Voting rights

The voting rights attached to ordinary shares are set out below:

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

There are no other classes of equity securities.