Consolidated Financial Statements
(Expressed in Canadian dollars)

CHATHAM ROCK PHOSPHATE LIMITED

Three and nine months ended December 31, 2024 and 2023

Unaudited

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NOTICE OF NO AUDITOR REVIEW OF
CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of Chatham Rock Phosphate Limited (the "Company") have been prepared by management and approved by the Audit Committee and Board of Directors of the Company. They include appropriate accounting principles, judgment and estimates in accordance with IFRS for interim financial statements.

The Company's independent auditors have not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditors.

CHATHAM ROCK PHOSPHATE LIMITED

Consolidated Statement of Financial Position
(Expressed in Canadian dollars)

	Notes	As at December 31 2024	As at March 31, 2024
Assets			
Current assets:			
Cash and cash equivalents		51,161	110,172
Accounts receivable and other receivables	8	20,679	157,868
Other financial assets		-	-
Prepayments		49,021	35,750
		120,861	303,790
Non-current assets:			
Other financial assets		19,820	19,478
Property, plant & equipment		8,665	12,691
Right of use assets	7	33,275	54,276
Mineral property interest	5	6,594,761	6,568,266
		6,656,521	6,654,711
Total assets		6,777,382	6,958,501
Liabilities and Shareholders' Equity			
Current liabilities:			
Trade and other payables	6	227,344	326,710
Lease liabilities	7	31,212	28,500
Monies received for subscriptions for shares		-	23,906
		258,556	379,116
Non-current liabilities:			
Lease liabilities	7	5,523	29,227
		5,523	29,227
Total liabilities		264,079	408,343
Shareholders' equity:			
Share capital	8	43,603,085	42,608,988
Warrants reserve		19,430	22,810
Foreign currency translation reserve		(730,315)	(709,169)
Employee share option reserve		165,682	165,682
Accumulated deficit		(36,544,579)	(35,538,153)
Total shareholders' equity		6,513,303	6,550,158
Total liabilities and shareholders' equity		6,777,382	6,958,501

Commitments and contingencies (Note 16)

The accompanying notes form an integral part of these consolidated financial statements.

CHATHAM ROCK PHOSPHATE LIMITED

Consolidated Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)

	Notes	Three months ended Dec 31, 2024	Three months ended Dec 31, 2023	Nine months ended Dec 31, 2024	Nine months ended Dec 31, 2023
Total revenue		-	-	-	-
Expenses					
General and administrative expenses	11	(287,816)	(420,567)	(976,612)	(1,368,052)
Depreciation and amortisation	12	(7,358)	(9,847)	(25,923)	(30,745)
Finance expense		(2,465)	(1,505)	(4,973)	(9,528)
Total expenses		(297,639)	(431,919)	(1,007,508)	(1,408,325)
Loss from operations before income tax		(297,639)	(431,919)	(1,007,508)	(1,408,325)
Other income		-	88,693	-	88,693
Finance income	10	17	770	1,082	5,815
Total other income		17	89,463	1,082	94,508
Gain from other income before income tax		17	89,463	1,082	94,508
Income tax expense		-	-	-	-
Net loss from continuing operations		(297,622)	(342,456)	(1,006,426)	(1,313,817)
Other Comprehensive Income					
Foreign currency translation**		(295,062)	177,682	(21,146)	(101,160)
Total comprehensive loss for the period		(592,684)	(164,774)	(1,027,572)	$(1,414,977)
Basic shareholders' loss per share		$ (0.003)	$ (0.004)	$ (0.010)	$ (0.015)
Diluted shareholders' loss per share		$ (0.003)	$ (0.004)	$ (0.010)	$ (0.015)
Weighted average number of common shares outstanding		105,644,490	90,709,751	101,676,926	88,655,401

***Items which can subsequently be reclassified to profit or loss*

The accompanying notes form an integral part of these consolidated financial statements.

CHATHAM ROCK PHOSPHATE LIMITED

Consolidated Statement of Changes in Shareholders' Equity
(Expressed in Canadian dollars, except number of common shares and warrants)

	Number of common shares	Number of warrants	Share capital	Warrants reserve	Foreign currency translation reserve	Employee share option reserve	Accumulated deficit	Shareholders' equity
Balance, April 1, 2023	85,329,287	35,333,094	41,451,064	185,958	(462,589)	340,963	(34,241,387)	7,274,009
Issue of shares and discretionary warrants	5,380,464	5,380,464	699,460	-	-	-	-	699,460
Transaction costs	-	-	(25,586)	-	-	-	-	(25,586)
Expiry of share options	-	-	-	-	-	(175,281)	175,281	-
Expiry of share warrants	-	(1,554,665)	154,365	(154,365)	-	-	-	-
Transactions with owners			828,239	(154,365)	-	(175,281)	175,281	673,874
Loss for the period	-	-	-	-	-	-	(1,313,817)	(1,313,817)
Currency translation loss	-	-	-	-	(101,160)	-	-	(101,160)
Total comprehensive loss for the period			-	-	(101,160)	-	(1,313,817)	(1,414,977)
Balance, December 31 2023	**90,709,751**	**39,158,893**	**42,279,303**	**31,593**	**(563,749)**	**165,682**	**(35,379,923)**	**6,532,906**
Balance, April 1, 2024	**95,332,906**	**42,025,385**	**42,608,988**	**22,810**	**(709,169)**	**165,682**	**(35,538,153)**	**6,550,158**
Issue of shares and discretionary warrants	12,551,709	-	1,004,137	-	-	-	-	1,004,137
Transaction costs	-	-	(13,420)	-	-	-	-	(13,420)
Expiry of share warrants	-	(676,026)	3,380	(3,380)	-	-	-	-
Transactions with owners			994,097	(3,380)	-	-	-	990,717
Loss for the period	-	-	-	-	-	-	(1,006,426)	(1,006,426)
Currency translation loss	-	-	-	-	(21,146)	-	-	(21,146)
Total comprehensive loss for the period			-	-	(21,146)	-	(1,006,426)	(1,027,572)
Balance, December 31 2024	**107,884,615**	**41,349,359**	**43,603,085**	**19,430**	**(730,315)**	**165,682**	**(36,544,579)**	**6,513,303**

The accompanying notes form an integral part of these consolidated financial statements.

CHATHAM ROCK PHOSPHATE LIMITED

Consolidated Statements of Cash flows
(Expressed in Canadian dollars)

	Notes	Nine months ended Dec 31, 2024	Nine months ended Dec 31, 2023
Cash flows from operating activities:			
Interest received		1,082	5,815
Cash received from customers		-	-
Cash paid to suppliers		(1,080,938)	(1,382,171)
Interest paid		(3,095)	-
Net cash (used in) operating activities		(1,082,951)	(1,376,356)
Cash flows from investing activities:			
Deposits into other financial assets		(221)	-
Payments in respect of exploration and evaluation		(62,999)	(81,294)
Net cash (used in) investing activities		(63,220)	(81,294)
Cash flows from financing activities:			
Principal elements of lease payments		(21,234)	(23,725)
Proceeds from issue of share capital, net of issue costs		1,108,588	928,436
Net cash from financing activities		1,087,354	904,711
Net increase/(decrease) in cash and cash equivalents		(58,817)	(552,939)
Cash and cash equivalents, beginning of period		110,172	820,381
Effect of foreign exchange rate fluctuations on cash held		(194)	(43,396)
Cash and cash equivalents, end of period		51,161	224,046

The accompanying notes form an integral part of these consolidated financial statements.

1. Nature of business and going concern

Chatham Rock Phosphate Limited (the “Group” or “CRP”) is a development-stage Group incorporated under the Business Corporations Act (British Columbia) and listed on the Toronto Stock Exchange’s Venture Exchange (“TSX-V”). The Company is also registered on the overseas company register under the New Zealand Companies Act 1993 and listed on the New Zealand Stock Exchange (“NZX”). The Group is an FMC reporting entity under part 7 of the Financial Markets Conduct Act 2013 (New Zealand).

The Group comprises of the parent Company and its wholly owned subsidiaries. The financial statements are presented for the consolidated group.

The acquisition of Avenir Makatea in 2021 was the first step in the Group’s strategy to build an international phosphate mining and trading house with a focus on low cadmium, organic phosphate.

The Group’s registered offices are:

- 3200 – 650 West Georgia Street, Vancouver, B.C., Canada V6B 4P7
- Level 1, 93 The Terrace, Wellington 6011, New Zealand

Accordingly, the Group has reporting obligations in both the Canadian and New Zealand jurisdictions.

Going concern

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Group has the ability and intention to continue operations for a period of at least 12 months from the date of the approval of the financial statements.

The Group incurred a net loss of $1,006,426 during the nine months ended December 31, 2024 (December 31, 2023: net loss $1,313,817) and as of that date the Group’s current liabilities exceed its current assets by $137,695 (December 31, 2023: current assets exceed its current liabilities $142,826). During the period the Group had operating cash outflows of $1,082,951 (December 31, 2023: $1,376,356), investing cash outflows of $63,220 (December 31, 2023: $81,294), and financing cash inflows of $1,087,354 (December 31, 2023: $904,711). The cash balance at the end of the period was $51,161 (December 31, 2024: $224,046).

The Group expects to incur further losses in the development of its business. To assess ongoing liquidity of the Group and its ability to meet its other financial obligations as they fall due in the normal course of business, management has prepared cash flow forecasts. In preparing these forecasts, management considered and, where required made assumptions as follows.

- The Group continues to manage its corporate costs appropriately within existing available funds.
- The Directors will continue to raise further capital as required by one or a combination of the following: placement of shares; pro-rata issue to shareholders; and/or further issue of shares to the public.
- Expenditure is scalable such that the Group can continue to operate depending on funding obtained. This includes continuing to operate for a period of 12 months from the date of the approval of the financial statements in the event no further funding is obtained during that period.
- Successful commencement of Korella North project from late 2025.

1. Nature of business and going concern (continued)

Going concern (continued)

Subsequent to period end, the Group is undertaking a Private Placement to raise additional capital (refer to Note 17 for more detail), and while additional capital will be required in order to meet all planned work programs, Management have an established history of raising capital, and they expect they will continue to be successful in this regard.

The Directors acknowledged that there are material uncertainties regarding the successful implementation of the Group's plan to manage its corporate costs, raise adequate further capital necessary to support the development of existing projects, control scalable expenditure, and successful commencement of Korella North project from Q1 2025. These material uncertainties may cast significant doubt on the Group's ability to realise its assets, meet its financial obligations in the normal course of business, and continue as a going concern.

These consolidated financial statements do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses and statement of financial position classification that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of business operations. Such adjustments could be material.

2. Basis of preparation

(a) Statement of compliance:

These consolidated financial statements have been prepared in accordance with the principles of the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

(b) Approval of the financial statements:

The consolidated financial statements for the three and nine months ended December 31, 2024 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on March 3, 2025.

(c) Basis of measurement:

These consolidated financial statements have been prepared on the historical cost basis, utilising the accrual method of accounting unless otherwise described in the following notes.

(d) Functional and presentation currency:

These consolidated financial statements are presented in Canadian dollars ($) as the Group's primary listing is on the Toronto Stock Exchange's Venture Exchange. The functional currency of the Company is Canadian Dollars and the functional currency of Chatham Rock Phosphate (NZ) Limited, a subsidiary company, is New Zealand dollars (NZD). The functional currency of Avenir Makatea Pty Ltd, a subsidiary company, is Australian dollars (AUD) and SAS Avenir Makatea, is French Polynesian francs (XPF).

2. Basis of preparation (continued)

Currency translation:

Transactions in currencies other than the functional currency are recorded at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities are translated at the exchange rate in place on the reporting date. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate on the date of transaction.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. Foreign currency translation differences are recognised in the Consolidated Statements of Operations and Comprehensive Loss.

For consolidation purposes, Chatham Rock Phosphate (NZ) Limited, Avenir Makatea Pty Ltd and SAS Avenir Makatea are translated into the Group's presentation currency of Canadian dollars.

Assets and liabilities are translated using the exchange rate prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rate for the relevant period. Translation differences are recognised in other comprehensive income (loss) and are accumulated within the Consolidated Statement of Changes in Shareholders' Equity in the foreign currency translation reserve.

(e) Material accounting judgements, estimates and assumptions:

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on amounts recognised in the consolidated financial statements:

Share-based payment transactions

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The Company includes an estimate of forfeitures, share price volatility, expected life of awards, and risk-free interest rates in the calculation of the expense related to certain long-term employee incentive plans. These estimates are based on previous experience and may change throughout the life of an incentive plan. Such changes could impact the share-based payments reserve.

2. **Basis of preparation (continued)**

Exploration and evaluation costs

Significant judgement is required in determining whether it is likely that future economic benefits will be derived from the capitalised exploration and evaluation expenditure relating to the Chatham Rise project and Avenir Makatea's Exploration permits in both Australia & French Polynesia. In the judgement of the Directors, at March 31, 2024 exploration activities in each area of interest where amounts remain capitalised have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. Active and significant operations in relation to each of those areas of interest are planned and nothing has come to the attention of the Directors to indicate future economic benefits will not be achieved.

The Group is carrying a value of mineral assets related to Chatham Rise of $4.5million. The Group cannot commence mining operations without the Marine Consent. The Group filed for the Marine Consent on May 14, 2014, but was declined on February 11, 2015. While the Group considers that it has a good case to receive the Marine Consent on re- application, there is no guarantee that the Marine Consent will be granted. If the Marine Consent is not granted or is granted subject to economically unfeasible conditions, the Group will not be able to proceed with mining operations in respect of the Mining Permit. The outcome of the re-submission is uncertain.

In respect to the Makatea Phosphate Project on Makatea Island in French Polynesia, the Group is carrying a value of mineral assets of $1.9 million. The Group requires the grant of a Mining Concession. In December 2016 Avenir Makatea applied for a mining concession to mine/rehabilitate previously mined land. The application is being processed under the terms of a new Mining Code for French Polynesia that was promulgated in January 2020. The Project is subject to a Public Enquiry process that leads to recommendations to the Council of Ministers for the grant of the Mining Concession. The outcome of the application is also uncertain.

In the event that the mining permit for Chatham Rise and the mining concession for Avenir Makatea is not granted, the Group will be unable to realize the assets and would require material adjustments to bring the assets at a carrying value other than those recorded in the financial statements.

Lease Contracts

At inception of a contract, the Group uses judgement in assessing whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset;
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Group has the right to direct the use of the asset.

Discount rate

The incremental borrowing rate is the estimated rate that the Group would have to pay to borrow the same amount over a similar term, and with similar security to obtain an asset of equivalent value.

2. Basis of preparation (continued)

Renewal term

The Group determines the lease term as the non-cancellable lease term including renewals that are reasonably assured.

New accounting standards

(i) New IFRS standards and interpretations adopted

The Group has adopted all the new and revised Standards and Interpretations issued by the International Accounting Standards Board that are relevant to its operations and effective for an accounting period that begins on or after April 1, 2024.

(ii) New IFRS standards and interpretations issued but not yet adopted

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted and will not have a material impact on the financial statements.

3. Material accounting policies

The accounting policies set out below have been applied consistently for all periods presented in these consolidated financial statements.

(a) Basis of consolidation:

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control exists when the Company has power, exposure to variable returns and the ability to use that power to affect its returns from an entity.

Transactions costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred. Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not re-measured and settlement is accounted for within equity.

Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss. The Group recognises the fair value of all identifiable assets, liabilities and contingent liabilities of the acquired business.

Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Transactions eliminated on consolidation

Intra-group balances are eliminated in preparing the consolidated financial statements.

These consolidated financial statements include the accounts of the Group and its subsidiaries. All inter-Group transactions and balances are eliminated on consolidation.

(Expressed in Canadian dollars, unless otherwise stated)

3. Material accounting policies (continued)

(a) Basis of consolidation (continued):

Significant subsidiaries of the Group are as follows:

Name	Country of Incorporation	Effective interest 2024	2023
Chatham Rock Phosphate (NZ) Limited	New Zealand	100	100
Avenir Makatea Pty Ltd	Australia	100	100
SAS Avenir Makatea	French Polynesia	100	100
Manmar Investments One Hundred and Nine (Proprietary) Limited	Namibia	100	100
Pacific Rare Earths Limited	New Zealand	100	100
Korella MCP Pty Ltd	Australia	100	100
Pacific Rare Earths Pty Ltd	Australia	100	100
Organoselenium Pty Ltd	Australia	95	-

All of the subsidiaries have a March 31 reporting date except for the Australian subsidiaries and SAS Avenir Makatea which have a December 31 reporting date. For purposes of consolidation to the parent, financial statements for the year ended March 31 are being prepared by management.

Manmar Investments One Hundred and Nine (Proprietary) Limited did not have any transactions during the years ended March 31, 2024. The Company was wound up in November 2024.

(b) Share capital:

Common shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

(c) Share purchase warrants:

The Group issues transferrable share purchase warrants as part of their common share capital offering. The warrants are classified as an equity instrument as it only allows the holder to purchase one common share at a fixed price and is a non-derivative contract.

The consideration received on the sale of share and share purchase warrant is allocated using the residual method. The allocated amounts are presented respectively as share capital and warrants reserve account, within the Statement of Changes in equity.

Any re-measurement adjustment, as a result of a subsequent modification of the terms of warrants, is not recognised within equity.

3. Material accounting policies (continued)

(d) Share-based payments:

The Company has a share option plan, under which the fair value of all share-based awards as estimated using the Black-Scholes Option Pricing Model at the grant date and amortized over the vesting periods. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset is credited to share-based payments reserve.

Upon exercise of the share purchase options, consideration paid together with the amount previously recognized in share-based payment reserve is recorded as an increase to share capital. Charges for share purchase options that are forfeited before vesting are reversed from the share-based payments reserves. For those share purchase options that expire or are forfeited after vesting, the amount previously recorded in share-based payments reserve is transferred to accumulated deficit.

(e) Impairment:

Non-financial assets other than indefinite life intangibles are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Group conducts an annual internal review of asset values, which is used as a source of information to assess any indicators for impairment. If any impairment exists, an estimate of the asset's recoverable amount is calculated. Refer to factors considered in identifying whether the mineral asset may be impaired in Note (f).

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 assets fair value less costs of disposal and value in use. Non-financial assets that have suffered an impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

(f) Mineral property interest:

Exploration and evaluation costs, including the costs of applying and acquiring licences, are capitalised as intangible assets on an area of interest basis. Costs incurred before the Group has obtained the legal rights to explore an area are recognised in the Consolidated Statements of Operations and Comprehensive Loss.

3. Material accounting policies (continued)

(f) Mineral property interest (continued):

Exploration and evaluation assets are classified as intangible assets and are measured at cost less any accumulated amortisation and impairment losses. Amortisation will commence once the Group has commenced mining operations and will be recognised on a unit of production basis.

Exploration and evaluation assets are recognised and carried forward if the rights of the area of interest are current and either:

(i) The expenditures are expected to be recouped through successful development and exploitation of the area of interest; or

(ii) Activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or other wise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

Ultimate recoupment of costs is dependent on successful development and commercial exploitation or alternatively sale of respective areas. Costs are written off as soon as an area has been abandoned or considered to be non-commercial.

Exploration and evaluation assets are assessed for impairment when facts or circumstances suggest that the carrying amount of the exploration and evaluation assets may exceed its recoverable amount. The below facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment (the list is not exhaustive):

(a) the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future and is not expected to be renewed.

(b) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.

(c) exploration for and evaluation of mineral resources in the specific area has not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.

(d) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from intangible assets to mining property and development assets within property, plant and equipment.

3. Material accounting policies (continued)

(g) Finance income and expenses:

Finance income comprises interest income on bank deposits and foreign currency gains that are recognised in the Consolidated statement of operations and comprehensive loss. Interest income is recognised as it accrues, using the effective interest method.

Finance expenses comprise interest expenses and foreign currency losses, are recognised in the Consolidated statement of operations and comprehensive loss. All borrowing costs are recognised in the Consolidated Statement of Operations and Comprehensive Loss using the effective interest method.

(h) Income tax:

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the Consolidated statement of operations and comprehensive loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

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

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

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

(i) Financial assets:

Financial asset are measured at:

(i) Amortized cost;

(ii) Fair Value in Other Comprehensive Income (“FVOCI”) – debt investment;

(iii) FVOCI – equity investment; and

(iv) Fair Value Through Profit or Loss (“FVTPL”).

The classification depends on the business model in which the financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of IFRS 9, Financial Instruments, are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification. The Group does not have any FVOCI instruments.

Financial assets are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial assets are recognised initially at fair value plus transaction costs.

3. Material accounting policies (continued)

(i) Financial assets (continued)

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or if the Group transfers the financial asset to another party without retaining control or substantial all risks and rewards of the asset.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Impairment of financial assets

IFRS 9 requires the use of forward-looking information to recognise any expected credit losses for financial instruments. The Group considers a broad range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument. In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk (‘Stage 1’) and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low (‘Stage 2’).

‘Stage 3’ would cover financial assets that have objective evidence of impairment at the reporting date.

‘12-month expected credit losses’ are recognised for the first category (i.e. Stage 1) while ‘lifetime expected credit losses’ are recognised for the second category (i.e. Stage 2). Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument. Receivables are not significant and no expected credit losses are recognized. All financial assets are subject to review for impairment at least once each reporting date. Accounts receivable are reviewed for impairment when accounts are past due or when other objective evidence is received that a specific counterparty will default.

3. Material accounting policies (continued)

(j) Financial assets (continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of impairment

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. Impairment losses related to accounts and other receivables are presented separately in the Consolidated statement of operations and comprehensive loss. Impairment losses on other financial assets are presented under ‘finance costs’ and not presented separately in the Consolidated statement of operations and comprehensive loss due to materiality considerations.

(k) Financial liabilities:

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities at amortized cost.

Financial liabilities

Financial liabilities at amortized cost are initially measured at fair value, net of transaction costs incurred and subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the Consolidated statement of operations and comprehensive loss over the period to maturity using the effective interest method.

Financial liabilities are classified as current or non-current based on their maturity dates. The Company has classified accounts payable and other liabilities as liabilities at amortized cost.

De-recognition of financial liabilities

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

3. Material accounting policies (continued)

(l) Leases:

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

3. Material accounting policies (continued)

(l) Leases (continued):

- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37 To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset.

If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 3(e) above.

(m) Earnings per share:

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share warrants and options.

(n) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and short-term deposits with an original maturity of three months or less that are readily convertible to known cash amounts of cash which are subject to an insignificant risk of changes in value.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

3. Material accounting policies (continued)

(o) Government assistance

Government grants are recognized when there is reasonable assurance that the grant will be received, and all associated conditions will be complied with. When the grant relates to an expense item, it is recognized in income on a systematic basis over the periods that the related costs it is intended to compensate are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

(Expressed in Canadian dollars, unless otherwise stated)

4. Segment reporting

During the period the Group has increased its operations to three business segments (three geographical areas) for the development of a defined rock phosphate deposit - in New Zealand, French Polynesia, and Australia.

The chief operating decision maker ("CODM"), who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the Board of Directors that are not independent directors of the Company. They manage development activity through review and approval of contracts and other operational information.

The information presented for operating segments is on the same basis as the internal reports provided to the CODM, who is responsible for the allocation of resources to operating segments and assessing their performance.

As the Group's business activities and operations continue to evolve the information provided to the CODM may be impacted. The Group will monitor this on an ongoing basis and the Group's segment information disclosure will evolve as required.

December 31 2024	New Zealand	French Polynesia	Australia	Total segment	Unallocated	Consolidated
Revenue						
Total revenue	-	-	-	-	-	-
Segment result	(349,316)	(110,428)	(520,759)	(980,503)	-	(980,503)
Depreciation	-	(3,860)	(22,063)	(25,923)	-	(23,923)
Loss from continuing operations, before income tax	(349,316)	(114,288)	(542,822)	(1,006,426)	-	(1,006,426)
Assets						
Total current assets	85,923	9,344	25,594	120,861	-	120,861
Total non-current assets	4,577,112	1,930,540	148,869	6,656,521	-	6,656,521
Total assets	4,663,035	1,939,884	174,463	6,777,382	-	6,777,382
Liabilities						
Total current liabilities	(103,818)	(5,047)	(149,691)	(258,556)	-	(258,556)
Total non-current liabilities	-	-	(5,523)	(5,523)	-	(5,523)
Total liabilities	(103,818)	(5,047)	(155,214)	(264,079)	-	(264,079)

(Expressed in Canadian dollars, unless otherwise stated)

4. Segment reporting (continued)

March 31, 2024	New Zealand	French Polynesia	Australia	Total segment	Unallocated	Consolidated
Revenue						
Total revenue	-	-	-	-	-	-
Segment result	(485,773)	(186,977)	(761,745)	(1,434,525)	-	(1,434,525)
Depreciation	(499)	(4,367)	(32,656)	(37,522)	-	(37,522)
Loss from continuing operations, before income tax	(486,272)	(191,344)	(794,431)	(1,472,047)	-	(1,472,047)
Assets						
Total current assets	250,628	23,011	30,152	303,791	-	303,791
Total non-current assets	4,551,580	1,937,028	166,132	6,654,740	-	6,654,740
Total assets	4,802,208	1,960,039	196,284	6,958,531	-	6,958,531
Liabilities						
Total current liabilities	(171,974)	(23,615)	(183,527)	(379,116)	-	(379,116)
Total non-current liabilities	-	-	(29,227)	(29,227)	-	(29,227)
Total liabilities	(171,974)	(23,615)	(212,754)	(408,343)	-	(408,343)

5. Mineral property interest

	December 31 2024	March 31, 2024
Chatham Rise project	4,564,473	4,538,878
Makatea phosphate project	1,928,545	1,928,372
Korella project	101,743	101,016
Mineral property interests	6,594,761	6,568,266

(Expressed in Canadian dollars, unless otherwise stated)

5. Mineral property interest (continued)

(a) Exploration and evaluation on Chatham Rise Project

	December 31, 2024	March 31, 2024
Opening balance	4,538,878	4,660,578
Exploration costs capitalised	48,222	68,100
Foreign exchange fluctuation	(22,627)	(189,800)
Net book value	4,564,473	4,538,878
Cost	19,736,080	19,787,303
Impairment	(15,171,607)	(15,248,428)
Net book value	4,564,473	4,538,878

The recoverability of the carrying amounts of exploration and evaluation assets is dependent on the Group gaining a Marine Consent for the project to be commercially successful. Commitments and tenure of the permit are included in Note 16.

The Group holds Minerals Mining Permit 55549 which was granted on December 6, 2013. The Minerals Mining Permit covers 820 sq km within the MPL 50270 area. The Mining Permit is for twenty years (expiry 2033) and subject to the granting of a Marine Consent from the Environmental Protection Authority ("EPA"), which will allow the Group to conduct mining operations. The relinquishment of MPL 50270 has no impact on the mining permit and the proposed mining programme.

On February 11, 2015, the Group was refused Marine Consent by an Independent Decision-Making Committee (DMC) convened by the Environmental Protection Authority (EPA), New Zealand's environmental regulator on grounds which the Group disputes. Subsequently, the Directors impaired the carrying value of the capitalised costs to represent their best estimate of the recoverability as the Group reconsiders the re-submission of the Marine Consent with the EPA.

On August 23, 2021, the Group applied for a change of conditions in the permit to further defer the minimum work programme commitments to align the hurdles with an expected realistic timeline for preparation of a new marine consent application. The application was declined by New Zealand Petroleum & Minerals on March 14, 2023, on the basis that the Company has not made sufficient progress in applying for Marine Consent.

The decision by New Zealand Petroleum & Minerals to decline the change of conditions did not result in the revocation of the permit and as at 31 March 2023, and the current permit remains valid. However, under the Crown Minerals Act 1991, work programme conditions not met result in the non-compliance being recorded against the activity. Subject to NZP&M's discretion, non-compliance may result in a decline of applications for new permits or revocation of an existing permit. There has been no subsequent change in the twelve months to 31 March 2024. MBIE has confirmed that NZP&M has not taken and is not in the process of undertaking any non-compliance action in respect of MP 55549. The permit remains in good standing.

(Expressed in Canadian dollars, unless otherwise stated)

5. Mineral property interest (continued)

The Group is evaluating its options to raise the necessary level of funding for the process of re-application for Marine Consent and additional data collection related to the Consent application process.

The Group has considered whether there are any facts or circumstances that would indicate that the mineral property interest should be assessed for impairment, and noted the following:

- The Group's tenure to the mining permit over the area is current and will not expire in the near future, Although the work commitments have not been met, this does not affect the validity of the existing permit or the future right to mine.
- Substantive expenditure on further exploration for and evaluation of mineral resources is still planned;
- Relevant studies suggest that the phosphate within the area remains commercially viable and once the exploitation begins the carrying amount of the asset is likely to be recovered.

The above factors are unchanged and no impairment indicators were noted. As a result, no impairment is required (2023: no impairment).

(b) Makatea Phosphate Project

	December 31 2024	March 31, 2024
Opening balance	1,928,372	1,932,487
Capitalised acquisition cost	-	-
Foreign exchange fluctuation	173	(4,115)
Net book value	1,928,545	1,928,372

On June 30, 2021, the Company acquired the Makatea Phosphate Project through the acquisition of 100% of the shares of an Australian private company, Avenir Makatea Pty Limited. Avenir Makatea, through its wholly owned French Polynesian subsidiary, SAS Avenir Makatea (SAS) holds the exploration research permit (ERP) to explore for phosphate on the French Polynesian island of Makatea (the "Makatea Phosphate Project").

The Makatea Phosphate Project is a combined rehabilitation and phosphate mining project located on Makatea Island approximately 240km northeast of Tahiti, French Polynesia. It covers an area of 1,035 ha (10.36 km2). The island is a well-known source of phosphate and was previously mined from 1908 to 1966.

(Expressed in Canadian dollars, unless otherwise stated)

5. Mineral property interest (continued)

The Group has considered whether there are any facts or circumstances that would indicate that the mineral property interest should be assessed for impairment, and noted the following:

- The Group's tenure to the mining permit over the area is current and will not expire in the near future.
- Substantive expenditure on further exploration for and evaluation of mineral resources is still planned.
- Relevant studies suggest that the phosphate within the area remains commercially viable and once the exploitation begins the carrying amount of the asset is likely to be recovered.

The above factors are unchanged and no impairment indicators were noted. Therefore, no impairment is required.

(d) Korella Projects

	December 31 2024	March 31, 2024
Opening balance	101,016	14,626
Capitalised acquisition cost	-	86,743
Foreign exchange fluctuation	727	(353)
Net book value	101,743	101,016

The Group was granted exploration permit EPM 28589 (Korella North) on February 8, 2024 (2023: EPM 28187, EPM 28606 and EPM 28676) to exploit near surface phosphate deposits in Queensland, Australia. These permits provide a low-cost entry into commercial mining.

On 28 September 2024 the Group was granted a Mining License ML 100379 pursuant to section 271A of the Mineral Resources Act 1989 for Korella North. The license is for an initial period of 10 years, expiring on 30 December 2034 and covers 118.62 hectares.

On November 12, 2024 the Company announced the grant of exploration area EPM 2882 consisting of two sub blocks at Phosphate Hill, NW Queensland.

One sub-block is directly north of Korella North EPM 29589 and ML100379 and provides an additional area in a previously unallocated area between EPM28589 and the Incitec Pivot Mining Lease ML5543. This small area provides additional access to the Phosphate Hill to Townsville rail line but more importantly to an extension of the rock phosphate outcrop from ML100379.

There are no indicators of impairment for the Korella Projects.

(Expressed in Canadian dollars, unless otherwise stated)

6. Trade and other payables

	Note	December 31 2024	March 31, 2024
Trade and other payables due to related parties	15	85,666	42,976
Other trade payables		105,909	161,979
Accrued expenses		35,769	121,755
		227,344	326,710

7. Leases

(a) Right of Use assets

	December 31 2023	March 31, 2024
Opening balance	$ 54,726	$ 87,052
Additions	-	-
Depreciation	(21,794)	(30,693)
Foreign exchange fluctuation	343	(2,083)
Closing balance	$ 33,275	$ 54,276

The Group has leased Crown land on which to develop the Cloncurry Distribution Hub central to the Group's Cloncurry phosphate projects. The lease is for a 3-year term and commenced in March 2023. The lease agreement contains an option to extend the lease for 2 x 3-year renewal periods. The renewal terms are subject to CPI or a minimum 5% increase. There are no termination options and no residual value guarantees.

During the nine months ended December 31, 2024 there was $3,081 (December 31 2023: $5,216) interest expense on the lease liability and $21,794 (December 31 2023: $23,611) amortisation on right of use asset recorded.

(b) Lease Liabilities

	Dec 30, 2024	March 31, 2024
Current	31,212	28,500
Non-current	5,523	29,227
	36,735	57,727
Maturity analysis		
Year 1	33,286	32,205
Year 2	5,579	30,466
Year 3	-	-
	38,865	62,691

(Expressed in Canadian dollars, unless otherwise stated)

8. Share capital

(a) Authorised

The Group's share capital consists of an unlimited number of common shares without par value.

The holders of ordinary shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Group, to the extent to which they have been paid up. All shares rank equally with regard to the Group’s residual assets.

(b) Issued and outstanding

Ordinary Shares	Number of shares	Amount
Balance, April, 1, 2023	85,329,287	41,451,064
Issued during the year:		
Shares issued net of costs	10,003,619	994,776
Expiry of share warrants	-	163,148
Balance, March 31, 2024	95,332,906	42,608,988
Issued during the year:		
Shares issued net of costs	12,551,709	990,717
Expiry of share warrants	-	3,380
Balance, December 31 2024	107,884,615	43,603,085

On May 10, 2024, the Company announced that it has closed its non-brokered private placement of 3,878,441 shares at a price of CAD$0.08 per Share for gross proceeds of CAD$310,275.

On July 7, 2024, the Company announced that it has closed its non-brokered private placement of 878,000 shares at a price of CAD$0.08 per Share for gross proceeds of CAD$70,240.

On August 16, 2024, the Company announced that it has closed a Share Purchase Plan made to New Zealand residents. The Share Purchase Plan closed with an aggregate of 92 shareholders subscribing for 3,313,721 shares at a price of CAD$0.08 per Share for gross proceeds of CAD$265,098.

On September 10, 2024, the Company announced that it has closed its non-brokered private placement of 1,405,555 shares at a price of CAD$0.08 per Share for gross proceeds of CAD$112,444. All securities issued pursuant to the private placement are subject to a hold period and may not be traded until January 11, 2025.

On December 6, 2024, the Company announced that it has closed its non-brokered private placement of 3,075,992 shares at a price of CAD$0.08 per Share for gross proceeds of CAD$246,079. All securities issued pursuant to the private placement are subject to a hold period and may not be traded until April 7, 2025.

(Expressed in Canadian dollars, unless otherwise stated)

8. Share capital (continued)

(b) Issued and Outstanding (continued)

Issued capital at December 31 2024 includes 245,220 shares which are unpaid. An amount outstanding at reporting date of $4,723 is included in accounts receivable (March 31, 2023: $146,500). Payments are being made to reduce the receivable and no expected credit loss has been recognized.

(c) Warrants

Expiry Date	Exercise prices	Balance March 31, 2024	Issued	Exercised	Expired/ cancelled/ forfeited	Balance December 31 2024
Apr 23, 2024	$0.45	676,026	-	-	(676,026)	-
Dec 23, 2024	$0.45	647,631	-	-	(647,631)	-
May 05, 2025	$0.45	5,029,820	-	-	-	5,029,820
Jun 23, 2025	$0.45	2,365,894	-	-	-	2,365,894
Jul 19, 2026	$0.45	3,173,435	-	-	-	3,173,435
Sep 09, 2026	$0.45	7,201,000	-	-	-	7,201,000
Apr 08, 2025	$0.45	12,927,960	-	-	-	12,927,960
July 14, 2026	$0.45	5,380,464	-	-	-	5,380,464
Jan 26, 2027	$0.45	4,623,155	-	-	-	4,623,155
		42,025,385	-	-	(1,323,657)	40,701,728
Weighted average exercise price		$0.45	-	-	$0.45	$0.45
Weighted average remaining life (years)		1.72	-	-	-	1.01

In the event that the common shares of the Company trade on the TSX Venture Exchange at a closing price of greater than CAD $0.60 per common share for a period of 20 consecutive trading days at any time after four months and one day after the closing date of the private placement, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof by way of a news release and in such case the Warrants will expire on the 30th day after the date of dissemination of the news release.

(Expressed in Canadian dollars, unless otherwise stated)

9. Share based payments

(a) Recognised share-based payment expenses

The purpose of the share-based payments is to reward key consultants and cornerstone investors in a manner that aligns remuneration with the creation of shareholder wealth. As the Company's activities have been predominantly developing an already defined mineral deposit, shareholder wealth is dependent, for the foreseeable future, on development success rather than an improvement in the Company's earnings.

The Company grants share purchase options pursuant to the policies of the TSX-Venture Exchange with respect to eligible persons, exercise price, maximum term, vesting, maximum options per person and termination of eligible person status. These are treated as equity-settled share-based payments.

(b) Stock options

The Company has a stock option plan under which options to purchase shares in the company may be granted to officers, directors, employees and consultants. The Board of Directors has approved a policy of reserving up to 10% of the outstanding common shares for issuance to eligible participants. All stock options have a maximum term of ten years and the vesting period for each grant is determined at the discretion of the Board of Directors.

No options were granted during the period ended December 31, 2024 (December 31, 2023: nil).

The continuity of outstanding share-based options for the period ended December 31, 2024, is as follows:

Expiry Date	Exercise prices	Balance March 31 2024	Issued	Exercised	Expired/ cancelled/ forfeited	Balance December 31 2024
October 8, 2029	$0.11	500,000	-	-	-	500,000
October 20, 2026	$0.13	1,930,000	-	-	-	1,930,000
		2,430,000	-	-	-	2,430,000
Weighted average exercise price		$0.13	-	-	-	$0.13
Weighted average remaining life (years)		3.17	-	-	-	2.41

(Expressed in Canadian dollars, unless otherwise stated)

10. Finance income and expenses

	Three months ended Dec 31, 2024	Three months ended Dec 31, 2023	Nine months ended Dec 31, 2024	Nine months ended Dec 31, 2023
Interest received	17	770	1,082	5,815
Net foreign exchange gains	-	-	-	-
Finance income	17	770	1,082	5,815
Interest expense	(896)	(1,415)	(3,095)	(5,216)
Net foreign exchange losses	(1,569)	(90)	(1,878)	(4,312)
Finance expense	(2,465)	(1,505)	(4,973)	(9,528)
Net finance income and expenses	(2,448)	(735)	(3,891)	(3,713)

11. General and administrative expenses

The following items of expenditure are included in administrative expenses:

	Three months ended Dec 31, 2024	Three months ended Dec 31, 2023	Nine months ended Dec 31, 2024	Nine months ended Dec 31, 2023
Audit fees	61	3,701	9,889	9,733
Accountancy fees	5,374	3,594	37,791	49,662
Consultancy fees	60,147	97,931	181,452	326,217
Directors' fees	2,484	1	7,468	2,463
Employee benefits	21,511	17,735	75,996	109,020
Insurance	739	-	2,436	-
Legal fees	23,470	214,195	83,737	405,640
Listing fees	5,550	5,642	23,696	15,797
Management fees	14,579	14,473	43,835	57,858
Marketing	12,164	3,616	35,757	22,360
Registry fees	6,258	10,463	31,431	21,094
Rent	11,804	28,356	40,665	65,174
Share-based payments	-	-	-	-
Travel	6,376	10,489	29,929	41,815

The Board of Directors has agreed to forfeit directors' fees for the period ended December 31 2024 (beyond the amount charged). Some directors are remunerated for their services through consultancy fees.

Refer to Note 15 for discussion on consultancy fees, which are charged by related parties.

12. Depreciation and amortisation

Depreciation and amortisation included in the Consolidated statement of operations and comprehensive loss is as follows:

	Three months ended Dec 31, 2024	Three months ended Dec 31, 2023	Nine months ended Dec 31, 2024	Nine months ended Dec 31, 2023
Depreciation plant & equipment	64	2,771	4,129	7,134
Depreciation right of use assets	7,294	7,076	21,794	23,611
Net finance income and expenses	7,358	9,847	25,923	30,745

13. Financial instruments

Exposure to credit, market, foreign currency, equity prices and liquidity risks arise in the normal course of the Group's business.

Credit risk:

The Group incurs credit risk from financial instruments when a counter party fails to meet its contractual obligations. Credit risk arises on cash, accounts receivable and other receivables. The Group does not have a significant concentration of credit risk with any single party.

In addition, receivable balances are monitored on an ongoing basis with the result being that the Group's exposure to bad debts is not significant. Currently there are no receivables that are impaired or past due but not impaired.

Market risk:

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

Foreign currency risk:

The Group has transactional currency exposure arising from corporate costs which are denominated in New Zealand dollars (NZD) and Australian dollars (AUD) and investing costs which are denominated in French Polynesian Francs (XPF). The Group does not undertake any hedging activities.

The Group owns a fixed life intangible asset in French Polynesia and is exposed to foreign currency risk arising from various currency exposures to the Canadian dollar.

The Board of Directors approved the policy of holding certain funds in Canadian dollars to manage foreign exchange risk. The Group's exposure to foreign exchange risk at the reporting date was as follows:

(Expressed in Canadian dollars, unless otherwise stated)

13. Financial instruments (continued)

	December 31 2024		
	NZD	AUD	XPF
Financial assets:			
Cash and cash equivalents	22,039	19,144	1,841
Accounts receivable and other receivables	2,380	5,192	5,402
Financial liabilities:			
Trade and other payables	78,368	118,479	5,047

At the reporting date, if the currencies set out in the table above, strengthened or weakened against the Canadian dollar by the percentage shown, with all other variables held constant, net loss for the year would increase/(decrease) and net assets would increase/(decrease) by:

	December 31 2024		
	NZD	AUD	XPF
Impact on post tax profit			
Exchange rate +10%	(5,395)	(9,414)	220
Exchange rate -10%	5,395	9,414	(220)
Impact on Equity			
Exchange rate +10%	(5,395)	(9,414)	220
Exchange rate -10%	5,395	9,414	(220)

Management believes the risk exposures as at the reporting date are representative of the risk exposure inherent in the financial instruments. A movement of +/– 10% is selected because a review of recent exchange rate movements and economic data suggests this range is reasonable.

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group’s cash and cash equivalents attract interest at floating rates and have maturities of 90 days or less. The interest is typical of New Zealand banking rates, which are at present historically low; however, the Group’s conservative investment strategy mitigates the risk of deterioration to capital invested. A change of 100 basis points in the interest rate would not be material to the consolidated financial statements.

13. Financial instruments (continued)

Liquidity risk:

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk framework for the management of the Group's short, medium and longer terms funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate cash balances through monitoring of future rolling cash flow forecasts of its operations and equity raising, which reflect management's expectations of the settlement of financial assets and liabilities.

The financial liabilities include trade and other payables and lease liabilities. At December 31 2024, the Group had $227,344 (March 31 2024: $326,710) in trade and other payables including accrued liabilities. Trade payables are non-interest bearing and have a contractual maturity of less than 30 days. Refer to note 7 for the maturity analysis of lease liabilities.

(a) Fair value:

All financial instruments measured at fair value are categorized into one of three hierarchy levels, described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

- Level 1 - Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities.
- Level 2 - Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full contractual term of the asset or liability.
- Level 3 - Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The carrying values of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature of these instruments. The carrying value of the bank term loan approximates its fair value due to the existence of floating market-based interest rates.

The Group has no financial assets or liabilities included in Level 1, 2 or 3 of the fair value hierarchy.

14. Capital management

The Group defines the capital that it manages as its Shareholders' equity.

The Group's objectives with respect to managing capital are to safeguard the Group's ability to continue as a going concern so that it can provide future returns to shareholders and benefits for other stakeholders.

The Group's capital structure reflects a Group focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

In order to maintain or adjust its capital structure, the Group may issue new shares or sell assets to fund ongoing operations.

The Group manages its capital structure by performing the following:

- Preparing budgets and cash-flow forecasts which are reviewed and approved by the Board of Directors;
- Regular internal reporting and Board of Directors meetings to review actual versus budgeted spending and cash-flows; and
- Detailed project analysis to assess and determine new funding requirements.

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

(Expressed in Canadian dollars, unless otherwise stated)

15. Related party transactions

(a) Balances receivable and payable:

The amounts due to related parties and included in accounts payable, are non-interest bearing, unsecured and due on demand, and comprise the following:

	December 31 2024	March 31, 2024
Due to directors	85,666	42,976
	85,666	42,976

(b) Key management personnel:

Key management personnel costs includes employee benefits, consulting and management fees paid and/or accrued to the Group's senior officers and directors as follows:

	Three months ended Dec 30, 2024	Three months ended Dec 30, 2023	Nine months ended Dec 30, 2024	Nine months ended Dec 30, 2023
Consultancy fees	12,005	(92)	36,096	7,385
Management fees	14,579	14,087	43,835	43,385
Employee benefits	15,343	14,482	45,642	44,234
Directors fees	2,484	(30)	7,468	2,462
	44,411	28,447	133,042	97,466

Depending on the nature of services and costs, certain amounts have been capitalised to intangible assets as they are directly attributable to existing projects.

(Expressed in Canadian dollars, unless otherwise stated)

16. Commitments and contingencies

Licence work commitments:

The Group has the following indicative expenditure commitments at December 31, 2024 being minimum work requirements under its minerals mining permit and minerals prospecting licence). The Company is dependent on certain factors to be able to meet these minimum work requirements. They are set out in Note 1.

	2024	2023
Within one year	-	-
After one year but not more than five years (NZD 6,000,000)	4,858,500	5,032,200
	4,858,500	5,032,200

Minerals Mining Permit 55549

The Minerals Mining Permit was granted on December 6, 2013. On November 7, 2019 the Group was granted a change of conditions in the permit to defer the minimum work programme commitments. On August 23, 2021 the Group applied for a change of conditions in the permit to further defer the minimum work programme commitments program to align the hurdles with an expected realistic timeline for preparation of a new marine consent application. The application was declined by New Zealand Petroleum & Minerals on March 14, 2023, on the basis that the Group has not made sufficient progress in applying for Marine Consent.

The decision by New Zealand Petroleum & Minerals to decline the change of conditions does not impact the validity of the permit.

The Group is evaluating its options to raise the necessary level of funding for the process of re-application for a Marine Consent and additional data collection related to the Consent application process.

The minimum work programme includes:

Within 96 months of the commencement date of the permit, the permit holder shall:

- Complete and submit a sufficiently detailed engineering study and feasibility study, which (without limitation) is at the level of detail to reach a decision-to-mine milestone; and
- Submit a detailed timeline for the construction/refit of a selected vessel including (without limitation) the detail timing of the commissioning and mobilisation to the Chatham Rise; and
- Complete and submit a marine operations risk review report that includes (without limitation) a HAZID Risk Assessment Matrix, risk review of on-board processing and risk review of planned and unplanned maintenance in various weather scenarios; and
- Either commit by notice in writing to the Chief Executive to carry out the work programme obligations set out for the following 24 months and to commence production within 60 months of the commencement date of the permit or surrender the permit.

16. Commitments and contingencies (continued)

Licence work commitments (continued):

Within 120 months of the commencement date of the permit, the permit holder must spend on average NZD2 million per annum completing appropriate sampling, geophysical and geotechnical surveys and data analysis (without limitation) in respect of the mining blocks identified for the first five years of production. For the remainder of the term the Group must spend NZD 2 million per annum on carrying out further specified work programme commitments.

In addition to those disclosed above, there are other specific work programme commitments under the permit which applies only once the Group enters the production stage.

As the Group has not yet obtained a marine consent, the Group has been unable to carry out certain aspects of their minimum work programme.

17. Subsequent events

On January 20, 2025, the Company announced agreed in principle to sell to an arm's-length Australian entity (the Marshall Group) the four mining and exploration leases in respect of our Korella North and South properties currently held by our 100% owned subsidiary Avenir Makatea Pty Limited (AML).

The leases to be sold are ML100379, EPM 28589, EPM 28882 in respect of Korella North and EPM 28178 in respect of Korella South.

The sale price includes a cash payment of AU$4.1 million (CA$3.65 million) on transfer of the leases to the acquiring company and a royalty to be paid to AML at a rate of AU$10 per tonne for the first 0.19 million tonnes of production (total AU$6 million, CA$5.34 million). A further royalty of AU$1 will be paid per tonne to AML on all production commencing after the completion of the first 0.19 million tonnes up until March 31, 2040.

The transactions are conditional on a successful outcome in respect of a due diligence process to be undertaken by the proposed purchaser which is currently underway and expected to be completed on or before March 31,2025, as well as the successful negotiation of a definitive purchase and sale contract, and TSXV approval, if applicable.

On February 24, 2025 the Company advised that the due diligence process has been extended to June 30, 2025.

On January 20, 2025, the Company announced that it was proceeding with a non-brokered Private Placement of up to 5,000,000 shares at a price of CAD$0.078 per Share for gross proceeds of up to CAD$350,000. All shares issued are subject to a hold period of four months plus one day after the closing date of the Private Placement as provided by securities legislation.

There were no other material subsequent events up to the date of this report.