ABN 13 637 559 847

Chariot Corporation Limited

Consolidated Annual Financial Report

For the Year Ended 31 December 2023

Contents

Corporate Directory

Directors	Murray Bleach | Non-Executive Chairman Shanthar Pathmanathan | Managing Director & CEO Frederick Forni | Executive Director Neil Stuart | Non-Executive Director
Company Secretary	Craig McNab
Registered Office	Level 8, 216 St Georges Terrace Perth WA 6000
Principal Place of Business	Unit 30, 118 Royal Street East Perth Western Australia 6004
Auditors	Moore Australia Audit (WA) Level 15, Exchange Tower 2 The Esplanade Perth Western Australia 6000
Bankers	National Australia Bank Limited Gateway Building Cnr Marmion and Davy Streets Booragoon Western Australia 6154
Share Registry	Automic Pty Ltd Level 5, 191 St Georges Terrace Perth Western Australia 6000
Website	www.chariotcorporation.com
ABN	13 637 559 847
Securities Exchange Listing	ASX Code: CC9

Directors' Report

The Directors of Chariot Corporation Limited and its controlled entities ('the Company', 'Chariot' or 'Group') present their annual financial report for the year ended 31 December 2023.

Directors

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

- Shanthar Pathmanathan | Managing Director and Chief Executive Officer
- Murray Bleach | Non-Executive Chairman (appointed 17 July 2023)
- Frederick Forni | Executive Director
- Neil Stuart | Non-Executive Director (appointed 7 March 2023)
- Jasveer Jessy | Non-Executive Director (resigned 17 July 2023)

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

Principal Activities

The Company is a mineral exploration company focused on discovering and developing high grade and near surface lithium opportunities predominately in the USA. The Company's strategic objectives are to:

- acquire, explore for and develop a portfolio of mineral properties located in mining-friendly jurisdictions which the Company considers prospective for lithium mineralisation (with an initial focus on properties that exhibit evidence of lithium mineralisation near or at-surface);
- retain a dual-focus on hard rock lithium and claystone-hosted lithium assets;
- seek to delineate one or more JORC 2012 Mineral Resource Estimates (Resources or MRE) at the core projects and potentially identify new opportunities within the exploration pipeline projects;
- produce significant lithium product from U.S. deposits and become a supplier of battery-grade lithium products to the United States' market;
- enhance shareholder value through sound management of its project portfolio and identification of opportunistic transactions; and
- make a meaningful contribution to the global transition to renewable energy.

Financial Results

The Company incurred a loss for the year of $8,529,283 (2022: $3,689,677) and had net assets of $32,833,436 (2022: $6,698,097) as at 31 December 2023. Significant expenditure items during the financial year include:

- Corporate and administrative expenses of $1,810,891 (2022: $596,177);
- Legal and consulting fees of $1,303,722 (2022: $500,451)
- Exploration expenses of $3,067,977 (2022: $1,576,293);
- Directors' fees of $517,854 (2022: $521,000); and
- Share-based payment expense of $2,013,905 (2022: $182,590) (Refer to Note 8).

As at 31 December 2023, the Company had a cash and cash equivalents balance of $7,624,100 (2022: $2,290,658) and the Company had working capital of $5,304,298 (2022: $1,437,287).

Dividends Paid or Recommended

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

Directors' Report (cont.)

Corporate Governance Statement

The Company has disclosed its corporate governance statement on the Company website at: www.chariotcorporation.com/site/about-us/corporate-governance

Significant Changes in the State of Affairs

There were no significant changes in the state of affairs of the Company during the financial year, other than the changes noted and described in this Directors' report.

Future Developments, Prospects and Business Strategies

Other than referred to in this report, further information on other likely developments in the operations of the Company and the expected results of operations have not been included in this report because the Directors believe the provision of such information would be likely to result in unreasonable prejudice to the Company.

Risk Management

The Board of Directors have reviewed the key risks associated with conducting exploration and evaluation activities and steps to manage those risks. The key material risks faced by the Group include:

Exploration and Development

The future value of the Group will depend on its ability to find and develop resources that are economically recoverable. Mineral exploration and development is a speculative undertaking that may be impeded by circumstances and factors beyond the control of the Group. Success in this process involves, among other things, discovery and proving-up an economically recoverable resource or reserve, access to adequate capital throughout the project development phases, securing and maintaining title to mineral exploration projects, obtaining required development consents and approvals and accessing experienced operational staff, financial managers, skilled contractors, consultants and employees.

The Group is entirely dependent upon its projects, which are the sole potential source of future revenue, and any adverse development affecting these projects would have a material adverse effect on the Group, its business, prospects, results of operations and financial condition.

Economic Conditions

Factors such as (but not limited to) political movements, stock market fluctuations, interest rates, inflation levels, commodity prices, foreign exchange rates, industrial disruption, taxation changes and legislative or regulatory changes, may all have an adverse impact on operating costs, the value of the Group's projects, the profit margins from any potential development and the Company's share price.

Directors' Report (cont.)

Reliance on Key Personnel

The Group's success is to a large extent dependent upon the retention of key personnel and the competencies of its directors, senior management and personnel. The loss of one or more of the directors or senior managers could have an adverse effect on the Group. There is no assurance that engagement contracts for members of the senior management team will not be terminated or will be renewed on their expiry. If such contracts were terminated, or if members of the senior management team were otherwise no longer able to continue in their role, the Group would need to replace them which may not be possible if suitable candidates are not available.

Future Funding Risk

Continued exploration and evaluation is dependent on the Company being able to secure future funding from equity markets. The successful development of a mining project will depend on the Group's capacity to raise funds from equity and debt markets. The Group will need to undertake equity/debt raisings for continued exploration and evaluation. There can be no assurance that such funding will be available on satisfactory terms or at all at the relevant time. Any inability to obtain sufficient financing for the Group's activities and future projects may result in the delay or cancellation of certain activities or projects, which would likely adversely affect the potential growth of the Group.

Unforeseen Expenditure Risk

Exploration, evaluation and development expenditures may increase significantly above existing projected costs. Although the Group is not currently aware of any such additional expenditure requirements, if such requirements were to eventuate the Group and its proposed business plans may be materially adversely affected.

Environmental, Weather & Climate Change

The highest priority climate related risks include reduced water availability, extreme weather events, changes to legislation and regulation, reputational risk and technological and market changes. Mining and exploration activities have inherent risks and liabilities associated with safety and damage to the environment, including the disposal of waste products occurring as a result of mineral exploration and production which may give rise to potentially substantial costs for environmental rehabilitation and damage control potentially causing the Group to incur losses. Delays in obtaining approvals of the Group's exploration proposals from environmental authorities could affect profitable development of resources.

Cyber Security and IT

The Group relies on IT infrastructure and systems and the efficient and uninterrupted operation of core technologies. Systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, a power or telecommunication provider's failure or human error.

Directors' Report (cont.)

Review of Operations

The Directors present their review of operations for the year ended 31 December 2023 in the following segments:

- Lithium Portfolio Review; and
- Corporate Review.

Lithium Portfolio Review

Chariot is a mineral exploration company focused on discovering and developing high-grade and near surface lithium opportunities in the United States. Chariot has twelve (12) lithium projects, including two core projects (the 'Core Projects') and a number of exploration pipeline projects which Chariot majority owns and operates. In addition, Chariot holds interests in certain projects which have either been sold or conditionally divested through option agreements to publicly-listed companies (the 'Divested Projects').

The Core Projects include Chariot's flagship Black Mountain Project ('Black Mountain') (which is prospective for hard rock lithium) in Wyoming, USA and the Resurgent Project ('Resurgent') (which is prospective for claystone lithium) in Nevada and Oregon, USA. Initial rock chip assay results from the Core Projects demonstrate high-grade lithium mineralisation at surface (Refer to the Prospectus for the full set of surface rock chip assay results for the Core Projects). Initial drill assay results from the phase 1 drilling program at Black Mountain confirm multiple intersections of lithium with a best intercept of 15.48m at 1.12% Li_2O and 79ppm Ta_2O5 from 2.74m, including 4.27m @ 2.46% Li_2O and 128 ppm Ta_2O5 from 9.94m.

As at the date of this report, Chariot currently holds a 93.9% interest in six (6) exploration pipeline projects located in Wyoming, USA, including, the Copper Mountain Project, the South Pass Project and four other hard rock lithium projects (collectively, the 'Exploration Pipeline Projects').

Chariot holds a 60% interest in the Lida and Amargosa projects in Nevada, USA which are prospective for claystone hosted lithium and a 95% interest in a hard rock lithium project in Zimbabwe which is prospective for spodumene bearing pegmatites (collectively, the 'Proposed Divestment Projects').

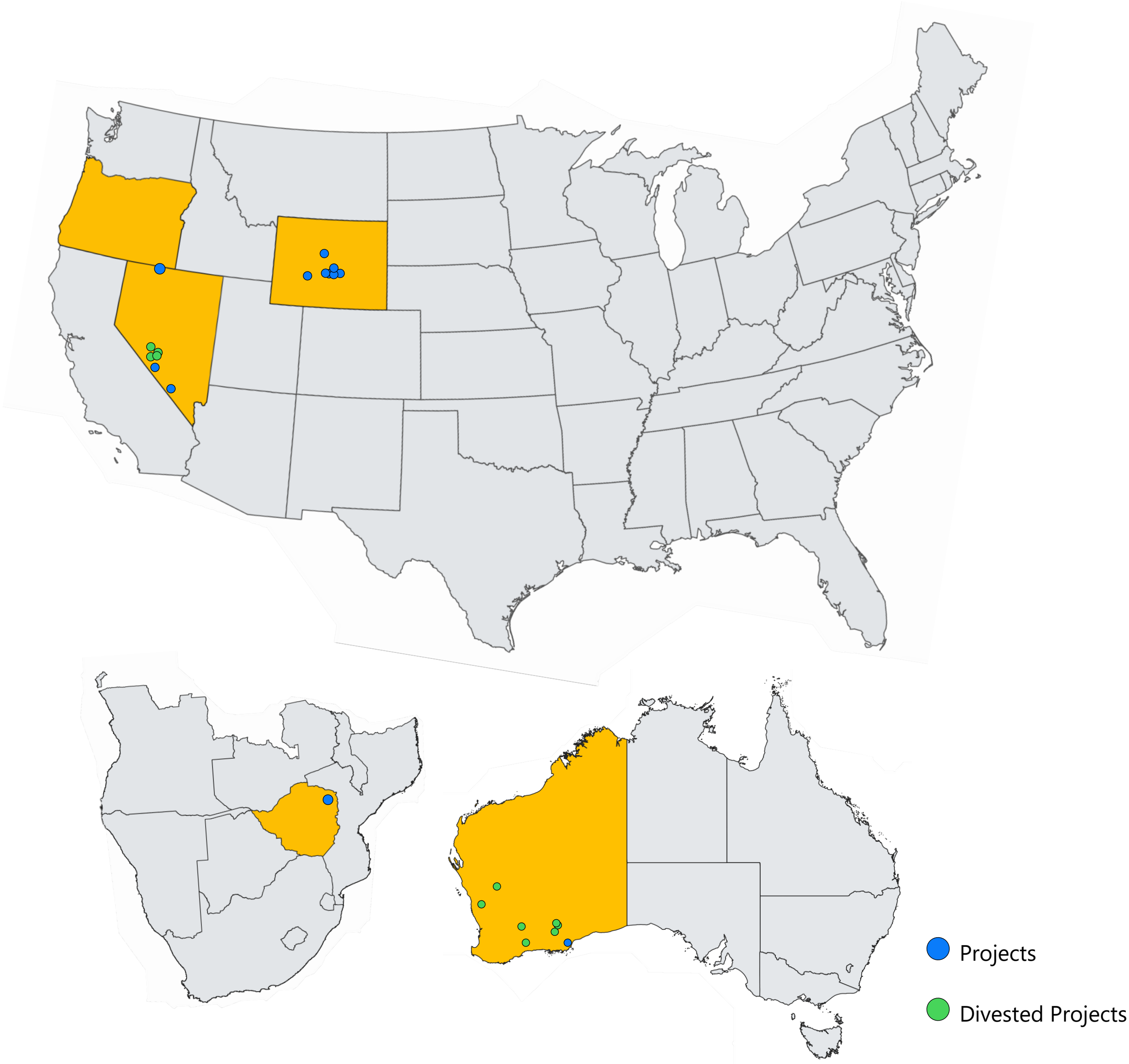

Figure 1 Chariot's lithium portfolio

Corporate Acquisitions
Wyoming Lithium Pty Ltd

On 7 March 2023, the Company subscribed for 11,334,327 shares in Wyoming Lithium Pty Ltd ('WLPL') at an issue price of US$0.11 per share, representing a total subscription amount of US$1,246,776.

On 19 October 2023 and as contemplated as part of the Company's initial public offering ('IPO'), the Company purchased a total of 10,000,000 shares in WLPL at a price of US$0.04 per share in exchange for 1,385,207 Chariot shares issued at a price of A$0.45 per share, representing a total purchase price of A$623,343.

As at 31 December 2023, Chariot held 91,334,327 shares in WLPL. This represented a 91.9% interest in WLPL.

Directors’ Report (cont.)

WLPL owns 100% of Panther Lithium Corporation, a Delaware registered company (‘Panther’). Panther owns the Black Mountain Project and the Exploration Pipeline Projects in Wyoming, USA.

FMS Lithium Corporation

On 28 February 2023, the Company subscribed for a total of 125 shares of the common stock of FMS Lithium Corporation, a Nevada corporation (‘FMSL’), at an issue price of US$1,200 per share, representing a total subscription amount of US$150,000.

On 16 October 2023, the Company entered into a subscription agreement with FMSL pursuant to which the Company subscribed for a total of 650 shares of the common stock of FMSL at an issue price of US$1,100 per share, representing a total subscription amount of US$715,000. This subscription was approved by shareholders at the General Meeting held on 15 August 2023.

On 19 October 2023 and as contemplated as part of the IPO, the Company purchased a total of 2,948 shares of the common stock of FMSL at a price of US$1,100 per shares in exchange for 10,566,495 Chariot shares issued at a price of $0.45 per share, representing a total purchase price of $4,754,923.

On 19 October 2023 and as contemplated as part of the IPO, the Company purchased 100% of BGA Chariot Pty Ltd, Metroview Holdings Pty Ltd, Pierview Holdings Pty Ltd and Idevelop WA Pty Ltd (collectively, the ‘FMSL Holding Companies’) at a price of US$1,100 per FMSL share held by each of the FMSL Holding Companies in exchange for 2,205,598 Chariot shares issued at a price of $0.45 per share, representing a total purchase price of $922,519. Together, the FMSL Holding Companies hold 579 FMSL shares.

On 19 October 2023 and as contemplated as part of the IPO, the Company purchased 82.6% of Rosepoint Holdings Pty Ltd (‘RHPL’) at a price of US$1,100 per FMSL share held by RHPL in exchange for 15,733,837 Chariot shares issued at a price of $0.45 per share, representing a total purchase price of $7,080,227. RHPL holds 5,000 FMSL shares.

As at 31 December 2023, Chariot beneficially owned 10,482 shares in FMSL representing a 79.4% percent interest in the common shares of FMSL.

FMSL owns 100% of the Resurgent project.

Projects Overview
Black Mountain Project

Black Mountain comprises 352 unpatented lode mining claims (‘Claims’) covering 2,686 Ha located in Natrona County in Central Wyoming, USA.

Over the course of 2023, the Company completed a surface rock chip sampling program, ground-based magnetic mapping and soil orientation surveys (Refer to the Prospectus for the full set of surface rock assay results and ground magnetic results and refer to ASX announcement dated 2 February 2024 for the full set of soil assay results).

Directors' Report (cont.)

On 23 May 2023, Panther paid US$500,000 to Black Mountain Lithium Corporation ('BMLC') in line with the exercise of the Amended and Restated Exploration and Secured Option Agreement, dated 20 July 2022, to purchase 27 Claims at the Black Mountain Project ('BMLC Agreement').

On 21 August 2023, the Black Mountain Drilling Exploration Notice for the Phase 1 drilling program was approved by the Bureau of Land Management ('BLM').

On 19 October 2023, the Company completed the second payment of US$1,250,000 under the BMLC Agreement. The payment of US$1,250,000 was satisfied by the issuance of 4,328,779 Chariot shares.

On 10 November 2023, the Black Mountain Phase 1 drilling program commenced drilling triple tube HQ sized core using a Boart Longyear LF90 Surface Diamond Core Drill Rig. The first three (3) holes all intersected near surface, high-grade spodumene mineralisation confirming the potential of Black Mountain LCT pegmatite swarms.

Notable results from the first three (3) holes include:

- BMDDH23_01 15.48m @ 1.12% Li_2O and 79ppm Ta_2O_5 from 2.74m, including 4.27m @ 2.46% Li_2O and 128 ppm Ta_2O_5 from 9.94m
- BMDDH23_02 14.33m @ 0.84% Li_2O and 61ppm Ta_2O_5 from 1.83m, including 2.29m @ 3.09% Li_2O and 138ppm Ta_2O_5 from 10.67m
- BMDDH23_03 18.81m @ 0.85% Li_2O and 98ppm Ta_2O_5 from 45.26m, including 5.79m @ 1.08% Li_2O and 105ppm Ta_2O_5 from 47.55m

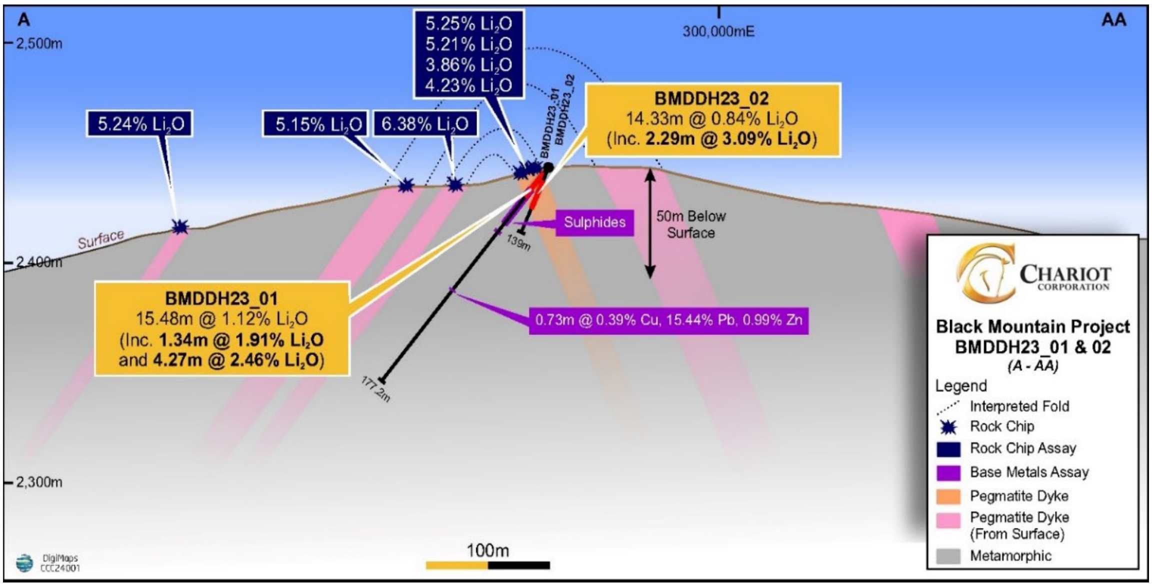

Figure 2 Cross section showing BMDDH23_01 and BMDDH23_02 drill traces with the intersected pegmatite shown in red.

Directors' Report (cont.)

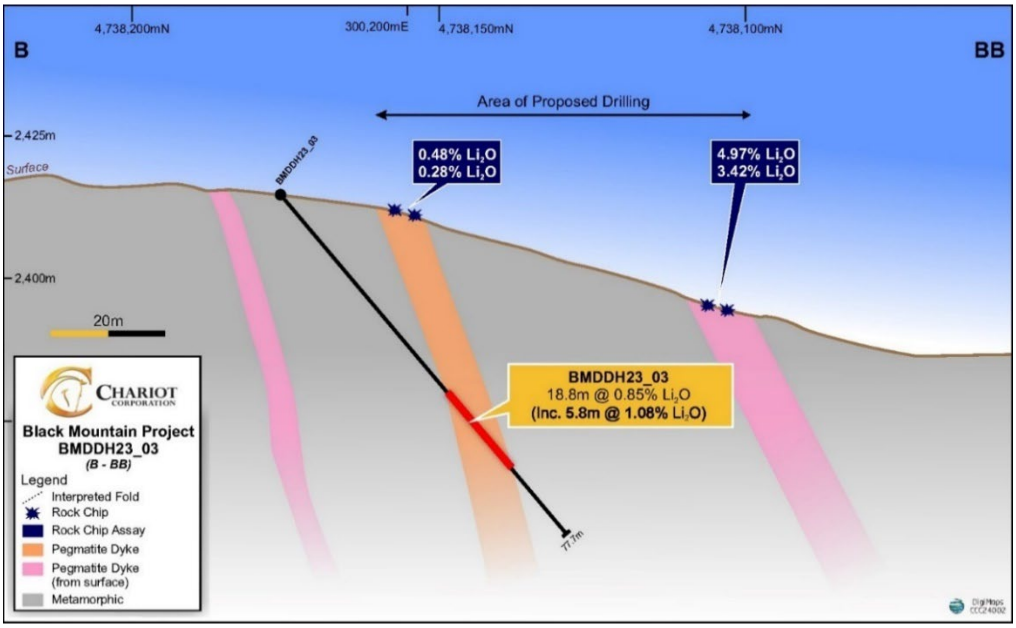

Figure 3 Cross section showing BMDDH23_03 drill trace with the intersected pegmatite shown in red.

The Phase 1 maiden drilling program consisting of 10-15 holes was designed to test under the outcropping pegmatite dikes swarms with anomalous Li rock chip values to determine the geometry of the dikes and to confirm the hard rock lithium potential ahead of a comprehensive resource drill-out program. During the calendar year 2023, the Phase 1 drill program completed approximately 652m, before recommencing on 8 January 2024.

On 13 December 2023, the Company completed the first anniversary payment of US$51,826 pursuant to the Mining Lease with Option to Purchase Agreement with Vesper Resources LLC ('Vesper') over two (2) Claims at the Black Mountain Project.

Figure 4 Drill core sample from BMDDH23_01 - from 10.6m

Directors' Report (cont.)

Resurgent Project

Resurgent comprises 1,450 Claims covering 12,128 Ha located in the McDermitt Caldera in Oregon and Nevada, USA. The McDermitt Caldera hosts the two largest lithium mineral resources that have been discovered in North America. The lithium mineralisation in the caldera occurs in the ancient lake sediments that surround the centre of the Caldera.

In April 2023, the Company expanded the Resurgent project by staking and filing an additional 38 Claims.

Other than land staking, there has been no exploration activity in 2023 at the Resurgent project.

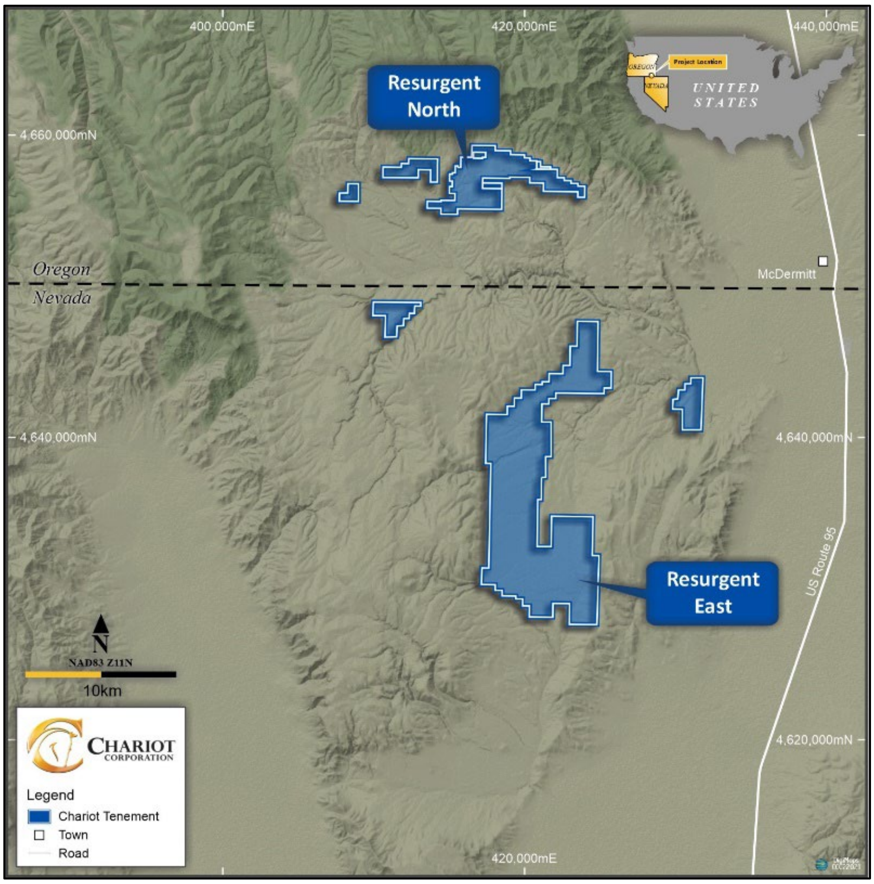

Figure 5 The Resurgent Project tenement map

Directors' Report (cont.)

Exploration Pipeline Projects

Chariot holds six (6) exploration pipeline projects which comprise 443 Claims covering 3,584 Ha in Wyoming, USA (refer to Figure 6). The Copper Mountain project is located in Fremont County and features an extensive field of outcropping pegmatites. During the calendar year 2023 the Company completed a geochemistry survey of the prospective pegmatite outcrops with assay results pending.

In May 2023, Chariot expanded the South Pass project by staking and filing on 92 contiguous Claims with the BLM.

On 21 September 2023, the Company completed the first anniversary payment of US$20,689 pursuant to the Mining Lease with Option to Purchase Agreement with Vesper over two (2) Claims at the Copper Mountain project.

No other work has been conducted on the Exploration Pipeline Projects.

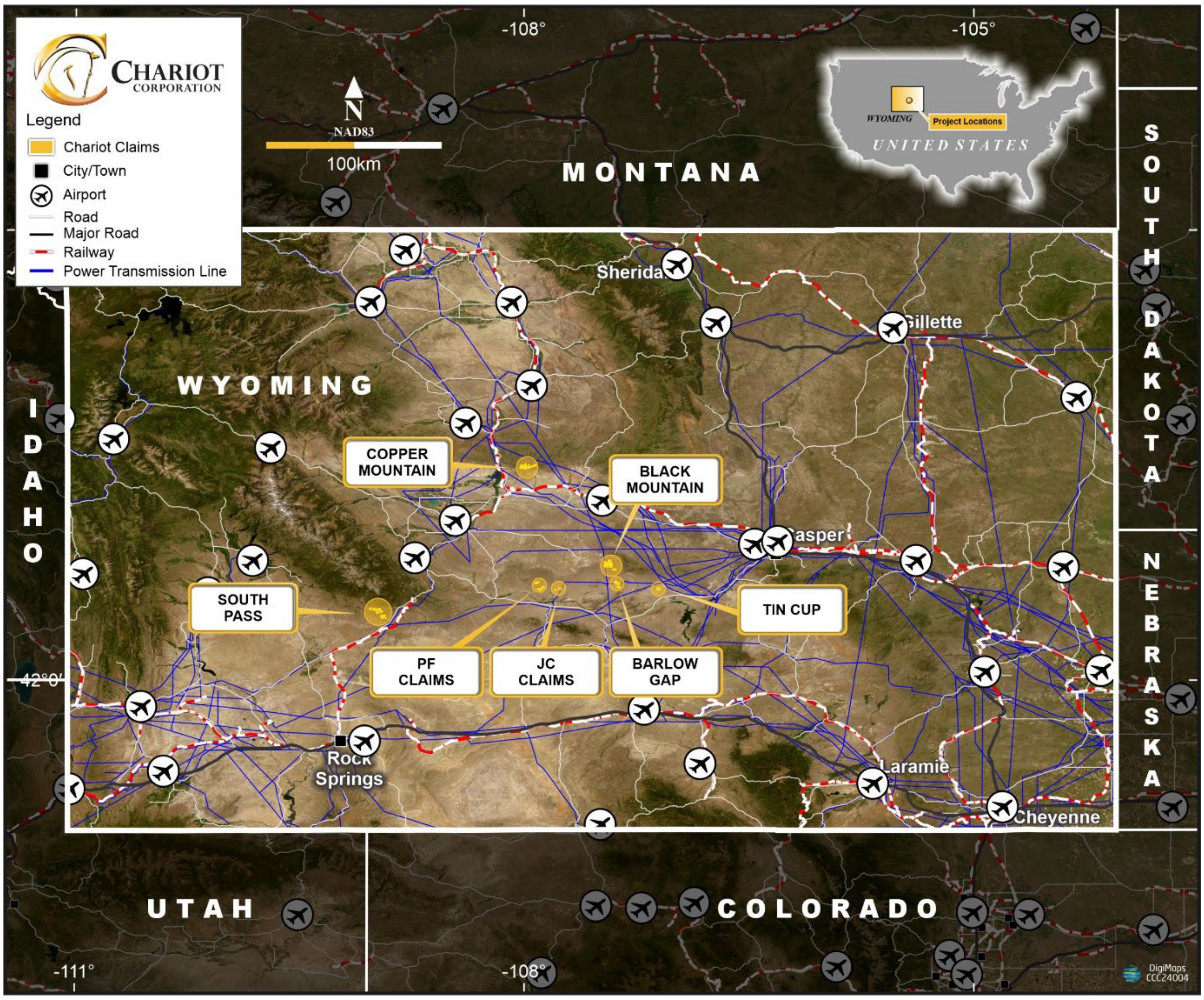

Figure 6 Wyoming Project portfolio

Directors' Report (cont.)

Divested Projects

On 21 March 2023, the Company and its wholly owned subsidiary, Stallion Lithium Pty Ltd, entered into an asset sale agreement with St George Mining Limited (ASX: SGQ) ('St George') and its wholly owned subsidiary, Lithium Star Pty Ltd, pursuant to which St George purchased seven (7) Western Australia exploration projects, subject to the reservation of a 2% net smelter royalty by Chariot, for a cash payment of $300,000 and equity consideration of $400,000 in St George shares. Chariot may receive additional share issuances of 15,000,000 St George shares per project upon St George achieving certain milestones.

On 7 August 2023, the Company completed the sale of its Western Australian assets to St George.

On 17 October 2023, FMSL contributed 100% of its ownership interest in Halo Lithium LLC, Horizon Lithium LLC and Lithic Lithium LLC to Mustang Lithium LLC ('Mustang'), all of which are Delaware limited liability companies. FMSL owns 100% of the membership interests in Mustang. FMSL has an obligation to distribute the ownership interests in Mustang to FMSL's shareholders, as they were constituted on 18 October 2023, pro rata in accordance with their respective ownership interests. Chariot owned a 21.4% interest in FMSL as of the record date.

On 12 February 2024, FMSL initiated the process of completing the distribution of the ownership interests in Mustang and the distribution is expected to be completed on 14 May 2024.

Mustang's operations have been classified in this financial report as 'discontinued operations'. All assets and liabilities held by Mustang are classified and presented as held for distribution.

Proposed Divestment Projects

Between 3 February 2023 and 20 February 2023, Marvel Lithium LLC, a Delaware limited liability company ('Marvel'), acquired the Amargosa project in Nye County, Nevada, USA through staking and filing on land managed by the BLM. Chariot holds a 60% beneficial interest in Marvel through its 100% direct interest in Chariot U.S.A. Corp., a Delaware corporation. Marvel also holds 100% of the Lida project.

The Nyamukono project comprises 45 prospecting licenses in the Mashonoland East Province of northeast Zimbabwe. During the calendar year 2023 the Company erected permanent beacons to delineate its 45 exploration licenses as required by Zimbabwe Law. Chariot holds a 95% interest in Chariot Metals Zimbabwe (Private) Limited which holds 100% of the Nyamukono project.

No other work has been conducted on the Proposed Divestment Projects.

Directors’ Report (cont.)

ASX Announcements

This Annual Report contains information extracted from ASX market announcements reported in accordance with the 2012 edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’ (2012 JORC Code). Further details (including 2012 JORC Code reporting tables where applicable) of exploration results referred to in this Annual Report can be found in the following announcements lodged with the ASX:

- 1 March 2024 – Black Mountain Project Land Position Expanded
- 2 February 2024 – Black Mountain Drilling Results
- 25 January 2024 – Quarterly Activities/Appendix 5B Cash Flow Report
- 8 January 2024 – Black Mountain Drilling Update
- 9 November 2023 – Drill Rig Arrives at Black Mountain
- 27 October 2023 – Chariot lists on the ASX following a successful IPO
- 25 October 2023 – Prospectus

Corporate Review

Completion of Initial Public Offering

On 19 October 2023, the Company successfully completed the capital raise of $9,000,000 (before costs) and issued 20,000,000 fully paid ordinary shares at $0.45 per share pursuant to the Offer set out in the Supplementary Prospectus. The Company also successfully completed the Consideration Offer and issued a total of 29,891,137 Consideration Shares (net of withholding tax) to the shareholders of RHPL, FMSL and WLPL. Upon completion of the Acquisitions under the relevant share purchase agreements (‘SPAs’), Chariot has acquired an 82.6% interest in RHPL and increased its interest in WLPL to 91.9%. As a result of completion under the FMSL SPAs together with the FMSL Subscription, the Company has increased its interest in FMSL to 79.4%.

In addition to the Shares issued pursuant to the Offer, the Company completed the issue of the following on 19 October 2023:

a) 4,328,779 fully paid ordinary shares to BMLC (and/or its nominees) as the second tranche of the Purchase Option exercise payment under the BMLC Option Agreement;
b) 3,100,000 fully paid ordinary shares on conversion of Class A Performance Rights to Directors and employees of the Company;
c) 250,000 fully paid ordinary shares and 250,000 unquoted Options, exercisable at $0.50 each on or before 31 March 2024, to DivZero Group Limited Liability Company as non-cash remuneration for consultancy services; and
d) 1,000,000 unquoted Options, exercisable at $0.585 each on or before 27 October 2026, to the Joint Lead Managers (and/or its nominees) under the Offer Management Agreement.

On 27 October 2023, Chariot officially listed on the ASX. Capitalized terms used in the preceding two paragraphs and not otherwise defined therein have the meanings assigned to them in the Company’s Prospectus which can be found on the Company’s website.

Directors' Report (cont.)

Selective Buy-Back of Shares

On 25 January 2023, the Company completed the selective buy-back of 1,600,000 Class B Shares and 20,736,976 Class C Shares (together the 'Buy-Back Shares'). The buy-backs were approved by shareholders at the Annual General Meeting held on 13 December 2022. The Company issued 1 fully paid ordinary share for every 2.5 Buy-Back Shares, which resulted in a total of 8,934,790 fully paid ordinary shares being issued to the holders of the Buy-Back Shares.

Board Matters

On 7 March 2023, the Company appointed Mr Neil Stuart as a Non-Executive Director.

On 17 July 2023, Mr Murray Bleach was appointed Non-Executive Chairman of the Board and Mr Jasveer Singh Jessy resigned as Non-Executive Director.

On 2 August 2023 the Board approved Mr Pathmanathan's and Mr Forni's Executive Director Agreements which included compensation in lieu of director fees accrued between January 2022 and May 2023, paid in cash and shares. The shares in lieu were subsequently issued to the Directors on 18 August 2023 at a deemed issue price of $0.34 as set out in their respective agreements. Mr Pathmanathan was issued a total of 502,143 fully paid ordinary shares and Mr Forni was issued a total of 376,607 fully paid ordinary shares. Mr Forni was also issued an additional 500,000 fully paid ordinary shares as sign-on shares for work done in connection with the IPO per his agreement.

Events after Reporting Date

On 2 February 2024, the Company issued 400,000 fully paid ordinary shares from the exercise of 400,000 options at $0.25, receiving a total of $100,000 in cash.

On 1 March 2024, the Company announced that it had increased its ownership of WLPL from 91.9% to 93.9% through a share issuance reimbursing Chariot for exploration expenses incurred at the Exploration Pipeline Projects and defrayed by Chariot.

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

Directors' Report (cont.)

Options and Performance Rights

Unlisted Options

At the date of this report, Chariot had the following shares under option on issue:

Number of Options	Exercise Price	Expiry Date
4,890,667	$0.25	31 December 2024
920,222	$0.45	30 June 2024
771,000	$0.52	23 December 2024
1,000,000	$0.585	27 October 2026
250,000	$0.50	31 March 2024

On 19 October 2023, the Company issued 1,000,000 unlisted options exercisable at $0.585 and expiring 27 October 2026, to the joint lead managers (and/or its nominees) of the IPO and 250,000 options exercisable at $0.50 each on or before 31 March 2024, to DivZero Group LLC as remuneration for consultancy services provided.

During the year, the Company received a total of $5,445,257 on the exercise of 21,781,028 unlisted options with an exercise price of $0.25. The remaining 4,464,920 unlisted options lapsed unexercised on 23 June 2023.

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

Performance Rights

At the date of this report, Chariot had the following performance rights on issue:

Class of Rights	Milestone conditions	Number of Rights	Expiry Date
Class B	The Company's 20-day VWAP reaching 200% higher than the Company's IPO price.	1,800,000	12 October 2026
Class C	The Company's 20-day VWAP reaching 500% higher than the Company's IPO price.	2,500,000	12 October 2026
Class D	Either (1) when drilling on a project prospective for claystone-type mineralised systems, the completion of 10 drill holes (within an $8km^2$ area) which drill holes are comprised of at least 450 metres of cumulative intersections with an average grade of 750 ppm lithium (as verified by a Competent Person); or (2) when drilling on a project prospective for pegmatite-type ('hard-rock') mineralized systems, the completion of 10 drill holes (within a $3km^2$ area) which drill holes comprise at least 300 metres of cumulative intersections with an average grade of 1.00% lithium oxide (Li2O) (as verified by a Competent Person).	3,000,000	12 October 2026

Directors' Report (cont.)

Class of Rights	Milestone conditions	Number of Rights	Expiry Date
Class E	The Company announcing to ASX either (1) a 20Mt indicated and/or measured mineral resource at a minimum grade of 1.0% Li_2O for a hard-rock project (as verified by a "competent person"), or (2) a 400Mt indicated and/or measured mineral resource at a minimum grade of 1,000 ppm lithium for a claystone project (as verified by a "competent person").	1,750,000	12 October 2027
Class F	Satisfaction of each of the following: (a) receipt of conditional listing approval from ASX, on terms satisfactory to the Company; and (b) remaining engaged in the role of company secretary of the Company for 12 months following the date of issue of the Performance Rights.	400,000	12 January 2025

On 7 June 2023, 850,000 employee incentive performance rights vested and were converted to 850,000 fully paid ordinary shares.

On 3 August 2023, 50,000 employee incentive performance rights vested and were converted to fully paid ordinary shares.

On 12 October 2023, the Company issued a total of 12,550,000 performance rights to Directors and employees with various performance milestone conditions as included in the table above and the Class A performance rights as noted below.

On 19 October 2023, the Company issued 3,100,000 Shares on conversion of Class A performance rights to Directors and employees on meeting the class A milestone condition of receipt of conditional listing approval from ASX.

On vesting of the service and milestone conditions, each performance right subject to being exercised by the holder, converts on a one-for-one basis into a fully paid ordinary share.

Refer to Note 8 Share-Based Payments Expense for further information.

Directors' Report (cont.)

Information on Directors

Murray Bleach

Non-Executive Chairman | Appointed 17 July 2023

Mr Bleach was previously the CEO of Macquarie Group Limited's North American business with a focus on the infrastructure market. Before Macquarie, Mr Bleach was with Bankers Trust for a period of 12 years. Mr Bleach was the CEO of Intoll Group Limited prior to its sale for A$3.5 billion. From January 2010 until December 2018, Mr Bleach was a Non-Executive Director and Chairman of the Investment Committee at IFM Investors Pty Ltd. Mr Bleach has held numerous other director roles, including with Carlton Investments Ltd and Energy Action Limited. Mr Bleach co-founded and chairs start-up investment fund group, Tidal Ventures Investment Management Pty Ltd, which recently launched its third fund. Since November 2020, Mr Bleach has served as the 'Infrastructure and Private Equity Expert' on its Direct Investment Group and Transaction Review Committee at AustralianSuper Pty Ltd. Mr Bleach is a member of both The Australia Institute of Company Directors and The Institute of Charted Accountants. Mr Bleach holds a Bachelor of Arts (Financial Studies) and a Master's in Applied Finance from Macquarie University.

Directorships held in other listed entities currently and during the three prior years to the current year:

- Non-Executive Chairman of Energy Action Ltd (ASX:EAX) – appointed 3 July 2012; and
- Non-Executive Director of Carlton Investments Ltd (ASX:CIN) – appointed 2 December 2014.

Interest in Securities

- 3,7000,000 fully paid ordinary shares
- 500,000 Class B Performance Rights
- 1,000,000 Class C Performance Rights
- 1,000,000 Class D Performance Rights
- 1,000,000 Class E Performance Rights

Shanthar Pathmanathan

Managing Director and Chief Executive Officer

Mr Pathmanathan was most recently the Chief Executive Officer and Managing Director of Lithium Consolidated Ltd, an ASX listed company, which had one of the largest portfolios of hard rock lithium exploration assets globally. Mr Pathmanathan also has 14 years of investment banking experience in the metals, mining and chemicals industries as well as in the oil and gas sector. He was also a Vice President in the Deutsche Bank investment banking division and, prior to that held investment banking and principal investment roles with the Macquarie Group in Australia and New York. Mr Pathmanathan holds a Bachelor of Laws from the University of Western Australia.

Mr Pathmanathan has not been a director of any other ASX-listed Company for the last 3 years.

Directors' Report (cont.)

Interest in Securities

- 28,727,202 fully paid ordinary shares

Frederick Peter Forni

Executive Director

Mr Forni was a senior finance professional with Macquarie Holdings (USA) Inc., a US affiliate of Macquarie Group Limited, from October 1997 to October 2012, as well as a Senior Managing Director from and after July 2004. Mr Forni was involved in: (1) developing, marketing, executing and managing structured and conventional financial product transactions for the Macquarie Group, including the establishment of a NYSE listed US$425 million closed-end fund (Macquarie Global Infrastructure Fund; Ticker: MGU) and the formation and management of specialised investment portfolios of CLO and CMBS securities aggregating in excess of US$1 billion and (2) structuring principal and advisory transactions principally from an income taxations perspective.

Mr Forni acted as a Non-Executive Director for numerous Macquarie Group entities, including an investment adviser under the Investment Company Act of 1940 and a fund incubation joint venture with M.D. Sass. From 1995 to 1997, he was employed as a tax associate with Morgan, Lewis & Bockius LLP. Mr Forni held Series 24, Series 7 and Series 63 FINRA licenses and is admitted to practice law in both New York and Connecticut. Mr Forni has a B.A. in Economics from Connecticut College, a J.D., awarded cum laude, from Georgetown University Law Center and an LL.M. in taxation from New York University Law School.

Mr Forni has not been a director of any other ASX-listed Company for the last 3 years.

Interest in Securities

- 2,076,607 fully paid ordinary shares
- 500,000 Class B Performance Rights
- 1,000,000 Class C Performance Rights
- 1,000,000 Class D Performance Rights
- 500,000 Class E Performance Rights

Neil Stuart

Non-Executive Director | Appointed 7 March 2023

Mr Stuart was a founding Director and the Chairman of Orocobre Limited which merged with Galaxy Resources Limited in 2021 and currently trades as Allkem Limited (ASX: AKE), which is now one of the world's largest lithium producing companies. Mr Stuart is an exploration geologist with over 50 years of experience, a member of the Australian Institute of Geoscientists and a Fellow of the Australian Institute of Mining and Metallurgy. Mr Stuart has considerable experience across a number of commodities and jurisdictions, including Australia, Africa, South-East Asia and Argentina. He has

Directors' Report (cont.)

previously held board roles for numerous ASX listed companies and is a graduate of the University of Melbourne (BSc.) and the James Cook University of North Queensland (MSc.).

Mr Stuart has not been a director of any other ASX-listed Company for the last 3 years.

Interest in Securities

- 430,000 fully paid ordinary shares
- 250,000 Class B Performance Rights
- 500,000 Class D Performance Rights
- 250,000 Class E Performance Rights

Jasveer Singh Jessy

Non-Executive Director | Resigned 17 July 2023

Mr Jessy is a stockbroker and investor in venture-stage and early-stage companies. Mr Jessy has financed a number of ASX listed and unlisted companies. He has contributed to the financing of VGW Holdings Ltd and was previously the state manager of a stock-broking firm in Perth, Western Australia. Mr Jessy holds a Bachelor of Commerce from Murdoch University.

Mr Jessy has not been a director of any other ASX-listed Company for the last 3 years.

Company Secretary

Craig McNab

Mr McNab is a Chartered Accountant and Chartered Secretary with over 14 years' experience in the resource industry and accounting profession in Australia, New Zealand and the UK. He initially qualified as an auditor at PricewaterhouseCoopers and his experience includes senior finance positions held at the De Beers Group and various corporate roles at Anglo American plc in London. He provides services to a number of ASX listed and unlisted companies, specialising in corporate compliance and financial accounting.

Meeting of Directors

During the financial year, one meeting of Directors was held. Attendance of each Director who held office during the financial year were as follows:

	Directors' Meetings	
Director	**Number Eligible to Attend**	**Number Attended**
Murray Bleach	1	1
Shanthar Pathmanathan	1	1
Frederick Forni	1	1
Neil Stuart	1	-
Jasveer Jessy	-	-

Directors’ Report (cont.)

Remuneration Report (Audited)

The remuneration report, which forms part of the Directors' Report, outlines the remuneration arrangements in place for key management personnel (‘KMP’) who are defined as those persons having the authority and responsibility for planning and directing the major activities of the Consolidated Group, directly and indirectly, including any director (whether executive or otherwise).

Remuneration Philosophy

The performance of the Company depends on the quality of the Company's Directors, executives and employees and therefore the Company must attract, motivate and retain appropriately qualified industry personnel.

Remuneration Policy

Remuneration levels for the executives are competitively set to attract the most qualified and experienced candidates, taking into account prevailing market conditions and the individual's experience and qualifications.

During the year, the Company did not have a separately established remuneration committee. The Board is responsible for determining and reviewing remuneration arrangements for the executive and non-executive Directors.

The remuneration of executive and non-executive Directors is dependent on the satisfaction of performance conditions. Remuneration and share based payments are issued to align Directors' interests with that of shareholders.

Voting and Comments made at the Company's Annual General Meeting ('AGM')

The adoption of the remuneration report for the year ended 31 December 2023 will be voted for approval at the upcoming AGM. As at the date of this report, the Company did not receive any specific feedback regarding its remuneration practices.

Remuneration Details of Executive Directors

Mr Pathmanathan is entitled to receive $280,000 per annum (plus superannuation) for his role as Managing Director. His employment is in accordance with an employment agreement dated 17 August 2023. The Company or Mr Pathmanathan may terminate the agreement by providing 3 months’ notice in writing.

On 18 August 2023, in accordance with his executive agreement, Mr Pathmanathan was issued 354,454 fully paid ordinary shares in the Company in lieu of $122,000 of his accrued salary for the period January 2022 to December 2022 and 147,689 shares in the Company in lieu of $50,833 of his accrued salary for the period January 2023 to May 2023. The shares were issued at a deemed average share price of $0.34 per share.

Directors' Report (cont.)

Mr Pathmanathan also received a management fee from FMSL of US$5,000 per month up to July 2023.

Mr Forni is entitled to receive $220,000 per annum (plus superannuation) for his role as Executive Director. His employment is in accordance with the services agreement dated 17 August 2023. The Company or Mr Forni may terminate the agreement by providing 3 months' notice in writing.

On 18 August 2023, in accordance with his executive agreement, Mr Forni was issued 265,840 fully paid ordinary shares in the Company in lieu of $92,000 of his accrued salary for the period January 2022 to December 2022 and 110,767 shares in the Company in lieu of $38,333 of his accrued salary for the period January 2023 to May 2023. The shares were issued at a deemed average share price of $0.34 per share.

On 18 August 2023, upon execution of his executive agreement, Mr Forni was also issued 500,000 fully paid ordinary shares as incentive-based remuneration.

Mr Forni also received a consulting fee from FMSL of US$2,000 per month up to May 2023.

Remuneration Details of Non-Executive Directors

Mr Bleach was appointed Non-Executive Chairman on 17 July 2023. Mr Bleach is entitled to receive $84,000 per annum (exclusive of superannuation) for his role as Chairman.

Mr Stuart was appointed as a Non-Executive Director effective 7 March 2023. At appointment date, Mr Stuart was entitled to receive $40,000 per annum (exclusive of superannuation), this was subsequently increased to $60,000 per annum (exclusive of superannuation) effective 21 July 2023.

The Company's Constitution provides that the remuneration of Non-Executive Directors will not be more than the aggregate fixed sum determined by a general meeting. Before a determination is made by the Company in a general meeting, the aggregate sum of fees payable by the Company to the Non-Executive Directors is a maximum of $500,000 per annum. Summary details of remuneration of the Non-Executive Directors are provided in the table below. The remuneration is not dependent on the satisfaction of a performance condition, other than with respect to performance rights issued to Directors.

Directors are entitled to be paid reasonable travelling, accommodation and other expenses incurred in consequence of their attendance at meetings of Directors and otherwise in the execution of their duties as Directors. A Director may also be paid additional amounts as fees or as the Directors determine where a Director performs extra services or makes any special exertions, which in the opinion of the Directors are outside the scope of the ordinary duties of a Director.

Directors' Report (cont.)

Relationship between the Remuneration Policy and Company's Performance:

	31 December 2023	31 December 2022	31 December 2021	31 December 2020
	$	$	$	$
Revenue	732,940	2,130	12,000	-
Loss for the year	(8,529,283)	(3,689,677)	(1,381,481)	(39,974)
Basic and diluted loss per share (cents)	(9.93)	(4.66)	(4.62)	(0.06)
EBIT	(9,009,400)	(3,688,208)	(1,381,006)	(39,974)
EBITDA	(8,948,514)	(3,666,613)	(1,376,836)	(39,974)
Share price at reporting date	$0.54	N/A*	N/A*	N/A*

**There was no share price for prior financial years as the Group officially listed with the ASX on 27 October 2023.*
***31 December 2020 was the first reporting financial year for the Company since its incorporation on 19 November 2019, no historical amounts are available prior to this date.*

Details of Remuneration

Details of the nature and amount of each element of the emoluments of each of the Directors and KMP of the Consolidated Group for the years ended 31 December 2023 and 31 December 2022 are:

2023

Key Management Personnel	Short-Term Benefits Salary and Fees		Post-Employment Benefits	Equity-Settled Incentives		Non-Monetary Benefits	Total	Performance Based as a Percentage of Remuneration
	Cash-Based	Equity-Based	Super-annuation	Shares	Rights(i)			
	$	$	$	$	$	$	$	%
Directors								
Murray Bleach	42,000	-	-	-	265,081	-	**307,081**	86%
Shanthar Pathmanathan	284,838	50,833	17,967	-	-	-	**353,638**	-
Frederick Forni(ii)	210,215	38,333	-	200,000	488,233	8,490	**945,271**	73%
Neil Stuart	41,022	-	-	-	122,562	-	**163,584**	75%
Jasveer Jessy(iii)	18,000	-	-	-	-	-	**18,000**	-
TOTAL	**596,075**	**89,166**	**17,967**	**200,000**	**875,876**	**8,490**	**1,787,574**	**60%**

Notes:

(i) On 19 October 2023, Messrs Bleach, Forni and Stuart were granted performance rights as compensation. Details of the performance rights issued to each Directors are provided in the table in section 'KMP Performance Rights Holdings' of the Directors' Report. The values recognised for their respective performance rights are based on the inputs and vesting conditions set out in Note 8 Share-Based Payments Expense.

(ii) On 18 August 2023, 500,000 fully paid ordinary shares were issued to Mr Forni as incentive-based remuneration in accordance with his executive agreement.

Mr Forni was also provided a non-monetary benefit on 7 August 2023, whereby Mr Forni was issued 212,255 SGQ shares at $0.04 per share as part of his consulting services provided in relation to the asset sale agreement with St George.

(iii) Mr Jessy resigned as a Non-Executive Director effective on 17 July 2023.

Directors' Report (cont.)

2022

Key Management Personnel	Short-Term Benefits Salary and Fees		Post-Employment Benefits	Equity-Settled Incentives		Total	Performance Based as a Percentage of Remuneration
	Cash-Based	Equity-Based	Super-annuation	Shares	Rights		
	$	$	$	$	$	$	%
Directors							
Shanthar Pathmanathan	158,000	122,000	-	-	-	**280,000**	-
Frederick Forni	128,000	92,000	-	70,000	-	**290,000**	24%
Jasveer Jessy	36,000	-	-	-	-	**36,000**	-
TOTAL	**322,000**	**214,000**	**-**	**70,000**	**-**	**606,000**	**12%**

KMP Shareholdings

The number of ordinary shares in the Company held by each KMP in the financial year is as follows:

2023

Directors	Opening Balance	Granted as Remuneration	Issued on Exercise of Options	Issued on conversion of Performance Rights	Other Changes	Closing Balance
Murray Bleach	3,200,000	-	-	500,000	-	3,700,000
Shanthar Pathmanathan(i)	18,022,600	502,143	484,948	-	9,717,511	28,727,202
Frederick Forni	200,000	876,607	-	1,000,000	-	2,076,607
Neil Stuart(ii)	-	-	-	250,000	180,000	430,000
Jasveer Jessy(iii)	2,320,718	-	2,052,800	-	(4,373,518)	-
Total Shares	**23,743,318**	**1,378,750**	**2,537,748**	**1,750,000**	**5,523,993**	**34,933,809**

Notes:

(i) On 19 October 2023, the Company issued 9,717,511 fully paid ordinary shares to Mr Pathmanathan as a shareholder of RHPL as part of the "Consideration Offer" as set out in the Company's prospectus dated 23 August 2023 and supplementary prospectus dated 25 September 2023 which are available on the Company's website.

(ii) On 27 October 2023, Mr Stuart acquired 180,000 fully paid ordinary shares in an on-market trade.

(iii) Mr Jessy resigned as a Non-Executive Director effective on 17 July 2023.

Directors' Report (cont.)

2022

Directors	Opening Balance	Granted as Remuneration	Issued on Exercise of Options	Issued on conversion of Performance Rights	Other Changes	Closing Balance
Shanthar Pathmanathan	18,022,600	-	-	-	-	18,022,600
Frederick Forni	-	200,000	-	-	-	200,000
Jasveer Jessy[(i)]	2,520,000	-	-	-	(199,282)	2,320,718
Total Shares	**20,542,600**	**200,000**	**-**	**-**	**(199,282)**	**20,543,318**

Notes:

(i) Includes 2.2 million Class B and C shares that were converted into 880,000 Ordinary shares on 25 January 2023.

KMP Options Holdings

The number of options over ordinary shares held during the financial year by each KMP of the Group is as follows:

2023

Directors	Opening Balance	Granted as Remuneration	Exercise of Options	Other Changes	Closing Balance	Vested
Murray Bleach	-	-	-	-	-	-
Shanthar Pathmanathan[(i)]	1,199,948	-	(484,948)	(715,000)	-	-
Frederick Forni	-	-	-	-	-	-
Neil Stuart	-	-	-	-	-	-
Jasveer Jessy[(ii)]	3,296,533	-	(2,052,800)	(1,243,733)		
Total Options	**4,496,481**	**-**	**(2,537,748)**	**(1,958,733)**	**-**	**-**

Notes:

(i) The movement in 'Other Changes' relates to an off-market transfer.

(ii) Mr Jessy resigned as a Non-Executive Director on 17 July 2023.

2022

Directors	Opening Balance	Granted as Remuneration	Exercise of Options	Other Changes	Closing Balance	Vested
Shanthar Pathmanathan	1,199,948	-	-	-	1,199,948	1,199,948
Frederick Forni	-	-	-	-	-	-
Jasveer Jessy	3,296,533	-	-	-	3,296,533	3,296,533
Total Options	**4,496,481**	**-**	**-**	**-**	**4,496,481**	**4,496,481**

Directors' Report (cont.)

KMP Performance Rights Holdings

The number of performance rights over ordinary shares held during the financial year by each KMP of the Group is as follows:

2023

Directors	Opening Balance	Granted as Remuneration	Converted to Ordinary Shares	Other Changes	Closing Balance
Murray Bleach	-	4,000,000	(500,000)	-	3,500,000
Shanthar Pathmanathan	-	-	-	-	-
Frederick Forni	-	4,000,000	(1,000,000)	-	3,000,000
Neil Stuart	-	1,250,000	(250,000)	-	1,000,000
Jasveer Jessy	-	-	-	-	-
Total Rights	**-**	**9,250,000**	**(1,750,000)**	**-**	**7,500,000**

2022

Directors	Opening Balance	Granted as Remuneration	Converted to Ordinary Shares	Other Changes	Closing Balance
Shanthar Pathmanathan	-	-	-	-	-
Frederick Forni	-	-	-	-	-
Jasveer Jessy	-	-	-	-	-
Total Rights	**-**	**-**	**-**	**-**	**-**

Performance Rights Granted as Compensation

Details of Performance Rights in the Group that were granted as compensation during the financial year ended 31 December 2023 to each key management personnel are as follows:

	Directors		
Class	**Frederick Forni**	**Neil Stuart**	**Murray Bleach**
	No.	**No.**	**No.**
Class A	1,000,000	250,000	500,000
Class B	500,000	250,000	500,000
Class C	1,000,000	-	1,000,000
Class D	1,000,000	500,000	1,000,000
Class E	500,000	250,000	1,000,000
Total	**4,000,000**	**1,250,000**	**4,000,000**

Refer to Note 8 Share-Based Payments Expense for further details on each class of performance rights.

Directors' Report (cont.)

Transactions with Directors and their Related Parties

During the financial year, $2,953 owing by Mr Pathmanathan was repaid to the Company.

FMS Lithium Corporation

On 19 October 2023 and as contemplated as part of the IPO, the Company purchased 82.6% of Rosepoint Holdings Pty Ltd ("RHPL") at a price of US$1,100 per FMSL share held by RHPL in exchange for 15,733,837 Chariot shares issued at a price of $0.45 per share, representing a total purchase price of $7,080,227. RHPL holds 5,000 FMSL shares.

On 19 October 2023, the Company issued 9,717,511 fully paid ordinary shares to Mr Pathmanathan as a shareholder of RHPL as part of the Consideration Offer as stated above.

There were no further transactions with Directors including their related parties other than those disclosed in this Directors' Report.

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

END OF REMUNERATION REPORT

Indemnification and Insurance of Directors, Officers and Auditor

The Company indemnifies each of its Directors, Officers and Company Secretary. The Company indemnifies each Director and Officer to the maximum extent permitted by the Corporations Act 2001 from liability to third parties, except where the liability arises out of conduct involving lack of good faith, and cost in defending legal and administrative proceedings and applications for such proceedings.

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

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify a Director, Officer or Auditor of the Company or of any related body corporate against a liability incurred as such a Director, Officer or Auditor.

During the financial year the Company paid insurance premiums to insure Directors and Officers against certain liabilities arising out of their conduct while acting as a director or officer of the Company. Under the terms and conditions of the insurance contract, the nature of the liabilities insured against, and the premium paid, cannot be disclosed.

Environmental Regulations

The Company endeavours to comply with all regulatory requirements pertaining to the environment in each jurisdiction in which it operates. The directors are not aware of any material breaches by the Company of any of these environmental regulations during the period beginning with the commencement of the financial period and ending on the date of this Directors' report.

Directors' Report (cont.)

Proceedings on Behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the financial year.

Non-Audit Services

The Board of Directors are satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- All non-audit services are reviewed and approved by the Board of Directors prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- The nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

The following fees for non-audit services were paid to the current external auditors:

	31 December 2023 $	31 December 2022 $
Non-Audit Services:		
- Preparation of income tax returns	8,000	-
- Other consulting services in relation to the IPO	165,176	54,000
Total	**173,176**	**54,000**

Auditor's Independence Declaration

The auditor's independence declaration under section 307C of the *Corporations Act 2001* (Cth) for the year ended 31 December 2023 has been received and directly follows the Directors' Report.

Directors' Report (cont.)

ASIC Legislative Instrument 2016/191: Rounding of Amounts

The Company has applied the relief available to it in ASIC Legislative Instrument 2016/191 and accordingly amounts included in this report and in the financial report have been rounded off to the nearest dollar (where rounding is applicable).

Auditor of the Company

Moore Australia Audit (WA) continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of Directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the Directors,

Shanthar Pathmanathan
Managing Director and Chief Executive Officer
27 March 2024

Moore Australia Audit (WA)

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AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF CHARIOT CORPORATION LTD

I declare that, to the best of my knowledge and belief, during the year ended 31 December 2023, there have been:

a) no contraventions of the auditor independence requirements as set out in 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.

Neil Pace	Moore Australia
NEIL PACE PARTNER	MOORE AUSTRALIA AUDIT (WA) CHARTERED ACCOUNTANTS

Signed at Perth this 27th day March 2024

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the Year Ended 31 December 2023

	Notes	31 December 2023 $	31 December 2022 $
Gain on sale	*2*	700,000	-
Other income		32,940	2,130
Gross profit		**732,940**	**2,130**
Corporate and administrative expenses		(1,810,891)	(596,177)
Audit and tax expenses		(373,229)	(160,727)
Legal and consulting fees		(1,303,722)	(500,451)
Exploration expenses		(3,067,977)	(1,576,293)
Depreciation and amortisation expense		(60,886)	(21,595)
Directors' fees	*5*	(517,854)	(521,000)
Share-based payments expense	*8*	(2,013,905)	(182,590)
Other expenses		(388,221)	(131,505)
Fair value gain		(172,715)	-
Total expenses		**(9,709,400)**	**(3,690,338)**
Loss for the year before interest and tax		(8,976,460)	(3,688,208)
Finance costs		(319)	(1,469)
Loss for the year before income tax		(8,976,779)	(3,689,677)
Income tax expense	*3*	-	-
Loss for the year from continuing operations		(8,976,779)	(3,689,677)
Profit for the year from discontinued operations	*4*	447,496	-
Loss for the year		**(8,529,283)**	**(3,689,677)**
Other comprehensive income:			
Items that will not be reclassified to profit or loss in subsequent periods			
Fair value movement of financial assets at fair value through OCI		(931,898)	1,962,009
Movement in foreign translation reserve		91,506	-
Total comprehensive loss for the year		**(9,369,675)**	**(1,727,668)**
Loss for the year attributable to:			
Equity holders of the Parent		(8,155,937)	(3,406,323)
Non-controlling interests		(373,346)	(283,354)
Loss for the year		**(8,529,283)**	**(3,689,677)**
Total comprehensive loss for the year attributable to:			
Equity holders of the Parent		(8,996,329)	(1,444,314)
Non-controlling interests		(373,346)	(283,354)
Total comprehensive loss for the year		**(9,369,675)**	**(1,727,668)**
Loss per share attributable to the members of Chariot Corporation Limited:			
Basic and diluted (cents per share)	*7*	(9.93)	(4.66)

The accompanying notes form part of these financial statements.

Consolidated Statement of Financial Position
As at 31 December 2023

	Notes	31 December 2023 $	31 December 2022 $
Current Assets			
Cash and cash equivalents	*9*	7,624,100	2,290,658
Trade and other receivables	*10*	361,251	59,173
Other assets	*11*	471,101	-
		8,456,452	2,349,831
Assets classified as held for distribution	*4*	9,137,708	-
Total current assets		**17,594,160**	**2,349,831**
Non-Current Assets			
Capitalised exploration expenditure	*12*	27,247,835	991,373
Financial assets	*14*	183,257	4,225,358
Plant and equipment	*15*	127,447	11,481
Right-of-use asset		-	41,486
Total non-current assets		**27,558,539**	**5,269,698**
Total Assets		**45,152,699**	**7,619,529**
Current Liabilities			
Trade and other payables	*16*	1,482,817	888,906
Provisions	*17*	1,488,269	-
Lease liabilities		-	23,638
		2,971,086	912,544
Liabilities directly associated with assets classified as held for distribution	*4*	9,318,777	-
Total current liabilities		**12,289,863**	**912,544**
Non-Current Liabilities			
Provisions	*17*	29,400	8,888
Total non-current liabilities		**29,400**	**8,888**
Total Liabilities		**12,319,262**	**921,432**
Net Assets		**32,833,436**	**6,698,097**
Equity			
Issued capital	*18*	39,093,887	8,205,497
Share-based payments reserve	*19*	1,579,764	1,635,050
Fair value reserve		1,036,784	1,968,682
Foreign translation reserve		91,506	-
Accumulated Losses		(14,088,642)	(4,827,778)
Equity attributable to equity holders of the Parent		27,713,299	6,981,451
Non-controlling interests		5,120,137	(283,354)
Total Equity		**32,833,436**	**6,698,097**

The accompanying notes form part of these financial statements.

Consolidated Statement of Changes in Equity
For the Year Ended 31 December 2023

	Issued Capital	Share-Based Payments Reserve	Foreign Translation Reserve	Fair Value Reserve	Accumulated Losses	Non-Controlling Interests	Total
	$	$	$	$	$	$	$
Balance at 1 January 2023	**8,205,497**	**1,635,050**	**-**	**1,968,682**	**(4,827,778)**	**(283,354)**	**6,698,097**
Loss for the year	-	-	-	-	(8,155,937)	(373,346)	(8,529,283)
Other comprehensive income	-	-	91,506	(931,898)	-	-	(840,392)
Total comprehensive income/(loss)	**-**	**-**	**91,506**	**(931,898)**	**(8,155,937)**	**(373,346)**	**(9,369,675)**
Transactions with owners, recognised directly in equity							
Issue of ordinary shares	25,057,366	(431,056)	-	-	-	-	24,626,310
Conversion of performance rights	1,520,000	(1,520,000)	-	-	-	-	-
Options exercised/ expired	5,445,257	(383,342)	-	-	383,342	-	5,445,257
Share-based payment expense	-	2,013,905	-	-	-	-	2,013,905
Capital raising costs	(869,026)	-	-	-	-	-	(869,026)
Capital raising costs - equity issued	(265,207)	265,207	-	-	-	-	-
Total transactions with owners	**30,888,390**	**(55,286)**	**-**	**-**	**383,342**	**-**	**31,216,446**
Adjustments arising on consolidation of subsidiaries							
Adjust NCI for acquisition of Rosepoint, FMSL and WLPL	-	-	-	-	-	5,776,837	5,776,837
Provision for distribution of subsidiary	-	-	-	-	(1,488,269)	-	(1,488,269)
Total adjustments	**-**	**-**	**-**	**-**	**(1,488,269)**	**5,776,837**	**4,288,568**
Balance at 31 December 2023	**39,093,887**	**1,579,764**	**91,506**	**1,036,784**	**(14,088,642)**	**5,120,137**	**32,833,436**

The accompanying notes form part of these financial statements.

Consolidated Statement of Changes in Equity

For the Year Ended 31 December 2022

	Issued Capital $	Share-Based Payments Reserve $	Fair Value Reserve $	Accumulated Losses $	Non-Controlling Interests $	Total $
Balance at 1 January 2022	**4,002,742**	**1,255,796**	**6,673**	**(1,421,455)**	**-**	**3,843,756**
Loss for the year	-	-	-	(3,406,323)	(283,354)	(3,689,677)
Other comprehensive income	-	-	1,962,009	-	-	1,962,009
Total comprehensive income	**-**	**-**	**1,962,009**	**(3,406,323)**	**(283,354)**	**(1,727,668)**
Transactions with owners, recognised directly in equity						
Issue of ordinary shares	4,711,496	-	-	-	-	4,711,496
Capital raising costs	(312,077)	-	-	-	-	(312,077)
Capital raising costs – equity issued	(304,164)	304,164	-	-	-	-
Conversion of performance rights	37,500	(37,500)	-	-	-	-
Share-based payment expense	70,000	112,590	-	-	-	182,590
Total transactions with owners	**4,202,755**	**379,254**	**-**	**-**	**-**	**4,582,009**
Balance at 31 December 2022	**8,205,497**	**1,635,050**	**1,968,682**	**(4,827,778)**	**(283,354)**	**6,698,097**

The accompanying notes form part of these financial statements.

Consolidated Statement of Cash Flows
For the Year Ended 31 December 2023

	Notes	31 December 2023 $	31 December 2022 $
Cash Flows from Operating Activities			
Interest received		32,940	2,130
Payments to suppliers and employees		(3,708,519)	(1,440,683)
Payments for exploration expenses		(3,041,340)	(1,365,366)
Interest paid		(7,505)	-
Net cash used in operating activities	*9*	**(6,724,424)**	**(2,803,919)**
Cash Flows from Investing Activities			
Net cash acquired in acquisition of subsidiary		374,414	-
Proceeds from disposal of investments		367,350	-
Proceeds from disposal of tenements		300,000	-
Purchase of plant and equipment		(139,798)	(6,447)
Payments for investment in FMSL		(1,455,622)	(588,522)
Expenditure on acquisition of mining tenements		(841,104)	(991,373)
Related party loans		-	(910)
Net cash used in investing activities		**(1,394,760)**	**(1,587,252)**
Cash Flows from Financing Activities			
Proceeds from issue of shares		9,000,000	4,711,496
Proceeds from exercise of options		5,445,257	
Share issue costs		(869,026)	(305,477)
Repayment of borrowings		(73,330)	-
Repayment of lease liabilities		(23,638)	(29,039)
Net cash provided by financing activities		**13,479,263**	**4,376,980**
Net increase/(decrease) in cash and cash equivalents		5,360,079	(14,191)
Cash and cash equivalents at the beginning of the year		2,290,658	2,304,849
Foreign exchange movements		(26,637)	-
Cash and cash equivalents at the end of the year	*9*	**7,624,100**	**2,290,658**

The accompanying notes form part of these financial statements.

Notes to the Consolidated Financial Statements
For the Year Ended 31 December 2023

These financial statements cover Chariot Corporation Ltd and its controlled entities. Chariot is a company limited by shares, incorporated and domiciled in Australia. The Company is a for-profit entity. The Company's financial statements are presented in Australian dollars, which is also the Company's functional currency.

The financial statements were issued in accordance with a resolution by the Board on 27 March 2024.

The following is a summary of the material accounting policies adopted by the Company in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

Note 1. Summary of Material Accounting Policies

a) Basis of preparation

The financial statements have been prepared in accordance with Australian Accounting Standards issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act of 2001, as appropriate for for-profit oriented entities. Australian Accounting Standards adopted by the AASB are consistent with International Financial Reporting Standards ('IFRS') issued by the International Accounting Standards Board. Unless otherwise stated, the accounting policies of the Consolidated Group have been consistently applied throughout the periods presented.

The Directors have determined that the accounting policies are appropriate to meet the needs of members. The financial statements have been prepared on an accruals basis and are based on historical costs unless otherwise stated in the notes.

b) Going concern

The 31 December 2023 financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation of assets and extinguishment of liabilities in the ordinary course of business.

For the financial year ended 31 December 2023, the Company incurred a loss for the year of $8,529,283 (2022: $3,689,677) and as at 31 December 2023 had net assets of $32,833,436 (2022: $6,698,097). The Company also had a cash and cash equivalents balance of $7,624,100 (2022: $2,290,658) and reported a cash outflow in operating activities for the year ended 31 December 2023 of $6,724,424 (2022: $2,803,919).

Based on the Company's cash flow forecast for the next 12 months, the Directors are confident that the Company will have sufficient working capital to finance its scheduled exploration activities, acquisition costs and to ensure extinguishment of liabilities as and when they fall due, in each case. Based on the above facts, the Directors consider the going concern basis of preparation to be appropriate for this financial report.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

c) New and amended accounting standards and interpretation

The Company has considered the implications of new or amended AASBs which have become applicable for the current annual financial reporting period beginning on or after 1 January 2023. It has been determined by the Company that there is no impact, material or otherwise, of the new or amended AASBs and therefore no changes to Company's accounting policies. No retrospective change in accounting policy of material reclassification has occurred during the financial year.

Accounting standards issued but not yet effective

The Australian Accounting Standards Board has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Company. The Company has decided not to early adopt any of these new and amended pronouncements. The Company does not anticipate that there will be any material impact arising from the issue of these new and amended pronouncements.

d) Principles of consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by Chariot Corporation Limited at the end of the reporting year. A controlled entity is any entity over which Chariot Corporation Limited has the power to govern the financial and operating policies of, so as to obtain benefits from the entity's activities. Control will generally exist when the parent owns, directly or indirectly through subsidiaries, more than half of the voting power of an entity. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights is considered.

Where controlled entities have entered or left the consolidated group during the year, the financial performance of those entities are included only for the period of the year that they were controlled. A list of controlled entities is contained in Note 22 of the notes to the financial statements.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the Consolidated Group have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

Business combinations by the group are accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

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

e) Income tax

Current income tax expense charged to profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses. Current and deferred income tax expense (income) is charged or credited directly to equity instead of profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled, and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

f) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks with original maturity of three months or less.

g) Trade and other receivables

Trade receivables are amounts due from customers for goods and services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional which is considered to be fair value; none of the Company's trade receivables contain financing components. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

The Company applies the AASB 9 Financial Instruments simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables have been grouped based on share credit risk characteristics and the days past due. The expected loss rates are based on the Company's past history, existing market conditions and forward-looking estimates at the end of each reporting period.

h) Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or 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 consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

i) Goods and Services Tax ('GST')

Revenues, expenses, and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office ('ATO').

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of the GST recoverable from, or payable to, the ATO is included with other receivables and payables in the Consolidated Statement of Financial Position.

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

j) Exploration and evaluation expenditure

Accounting for exploration and evaluation expenditure is assessed separately for each area of interest. Each area of interest is an individual geological area which is considered to constitute a favourable environment for the presence of a mineral deposit or has been proved to contain such a deposit.

Costs associated with acquiring mining leases, including costs of associated options, are capitalised and reviewed at each reporting date to confirm that there is no indication that the carrying amount exceeds the recoverable amount.

Other exploration and evaluation costs are generally expensed to profit or loss in the period they are incurred.

Capitalised exploration and evaluation expenditure is carried forward where the right to explore an area of interest is current and they are either expected to be recouped through the sale or successful development of an area of interest or where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

The future recoverability of the carrying amount of capitalised exploration and evaluation expenditure is dependent on successful development and commercial exploitation, or alternatively, the sale of an area of interest.

k) Trade and other payables

Liabilities for trade creditors and other amounts are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Company. Interest, when charged by the lender, is recognised as an expense on an accrual basis.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

l) 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 plant and equipment over their expected useful lives of 3-7 years.

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

m) Equity and reserves

Share capital represents the fair value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits. The option reserve records the value of share-based payments.

n) Segment information

Identification of reportable segments

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Board (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

In respect to the Company's current operations, the financial information presented to the chief operating decision maker is consistent with that presented in the Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position and Statement of Cash Flows.

During the current year the Company's only segment consisted of exploration in Australia, Zimbabwe and the United States. Accordingly, all significant operating disclosures are based upon analysis of the Company as one segment. The financial results from this segment are equivalent to the financial statements of the Company as a whole.

o) Earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to members of the Company, excluding any costs of servicing equity other than ordinary shares; and
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year (if any).

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

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

p) Foreign currencies

The Company's financial statements are presented in Australian dollars, which is also the Company's functional currency. For each entity, the Company determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

q) Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Financial assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.
Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

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

Classification and initial measurement

Financial assets

Financial assets are classified according to their business model and the characteristics of their contractual cash flows. Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15 *Revenue from Contracts with Customers*, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Classification of financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income ('FVOCI') comprise of equity securities which are not held for trading, and which the Company has irrevocably elected at initial recognition to recognise in this category. These are strategic investments, and the Company considers this classification to be most relevant.

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either:

(i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or

(ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost using effective interest method. Interest expense is recognised in profit or loss.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured based on the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

r) Critical accounting estimates, judgements and assumption

The preparation of the Company’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the 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 asset or liabilities affected in future periods.

Assessment of control or significant influence

At each reporting date the Company assesses the nature of the arrangement that exists with each of the entities that it invests in (‘investee’) to determine the appropriate accounting treatment in the consolidated financial report. Significant judgment is required to be applied in considering the level of influence that the Company may have in directing the operational and decision making of the investees. Factors that determine the level of influence include, but are not limited to, percentage of equity holding in the investee, board representation and voting rights. Depending on the Company’s conclusion as to the level of influence that exists at each reporting date, the Company may consolidate the results of the investee, equity account the results of the investee or hold the investee as a financial asset at fair value through other comprehensive income in the Company’s Consolidated Statement of Financial Position.

Key Estimates

Exploration and evaluation costs

Exploration and evaluation costs, to the extent they have been capitalised, are assessed on the basis that either exploration and evaluation activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves or alternatively the Company has assessed that it will be able to commence commercial production in the future, from which it will be able to recoup those costs. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made. Further details of capitalised exploration and evaluation costs are set out in Note 12.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Income tax
The consolidated entity 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 consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity'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 only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Utilisation of Tax Losses
A company cannot carry forward losses unless it satisfies either the ‘continuity of ownership’ test (ITAA97 s 165-12) or the ‘same business’ test (ITAA97 s 165-13) as described in the Income *Tax Assessment Act 1997*. The Company has determined that it satisfies these tests for the current reporting period and will continue to reassess its conclusion at each subsequent reporting date.

Share-based payments
The grant date fair value of share-based payment is recognised as an expense with a corresponding increase in equity, over the period that the recipient unconditionally become entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that, the amount ultimately recognised as an expense is based on the number of awards that do not meet the related service and non-market performance conditions at the vesting date.

The Company follows the guidelines of AASB 2 ‘Share-based payments’ and takes into account all performance conditions and estimates the probability and expected timing of achieving these performance conditions. Accordingly, the expense recognised over the vesting period may vary based upon information available and estimates made at each reporting period, until the expiry of the vesting period.

s) Rounding of amounts
The Company has applied the relief available to it in ASIC Legislative Instrument 2016/191 and accordingly amounts included in the Directors’ report and in the financial report have been rounded off in accordance with the Corporations Instrument.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Note 2. Gain on Sale

On 7 August 2023, the Company completed the sale of its Western Australian assets to St George Mining Limited (ASX: SGQ) ('St George').

The sale of the Company's SGQ Tenements located in Western Australia to St George included cash consideration of $300,000 and equity consideration of $400,000 in St George shares in accordance with agreement of sale dated 21 March 2023.

Note 3. Income Tax

	31 December 2023 $	31 December 2022 $
a) Income tax expense		
Current tax	-	-
Deferred tax	-	-
	-	-
b) The prima facie tax payable on loss from ordinary activities before income tax is reconciled to the income tax expense as follows		
Income tax (benefit) calculated at 25.0%	(2,244,195)	(896,961)
Non-deductible items		
Non-deductible expenditure	1,587,403	50,212
Temporary differences not recognised	656,792	846,749
Income tax attributable to operating income/(loss)	**-**	**-**
c) Deferred taxes (see note 4)		
Deferred tax asset balance comprises:		
Deferred consideration	1,697,184	-
Recognised deferred tax asset	1,697,184	-
Deferred tax liabilities balance comprises:		
Accrued fair value movement in respect of financial assets	101,189	-
Recognised deferred tax liability (Note 4)	**1,595,995**	**-**
d) Deferred income tax (revenue)/expense included in income tax expense comprises:		
(Increase) in deferred tax asset	-	-
Increase/(Decrease) in deferred tax liability	-	-
Offset against deferred tax asset/deferred tax liability not recognised	-	-
	-	**-**

	31 December 2023 $	31 December 2022 $
e) Deferred income tax related to items charged or credited directly to equity comprises:		
Decrease/(increase) in deferred tax assets	-	-
(Decrease)/increase in deferred tax liabilities	-	-
Offset against deferred tax asset/deferred tax liability not recognised	-	-
	-	**-**

Carry forward losses

Potential future income tax benefits attributable to tax losses carried forward have not been brought to account at 31 December 2023, nor have they been quantified, because the Directors assess realisation of these tax benefits as not probable and the benefit of such losses as not significant.

Note 4. Discontinued Operations

On 17 October 2023, FMSL contributed 100% of its ownership interest in Halo Lithium LLC, Horizon Lithium LLC and Lithic Lithium LLC to Mustang, all of which are Delaware limited liability companies. FMSL owns 100% of the membership interests in Mustang. FMSL has an obligation to distribute the ownership interests in Mustang to FMSL's shareholders pro rata in accordance with their respective ownership interests as of the record date for the distribution established by FMSL's board of directors. Chariot owned a 21.4% interest in FMSL as of the record date.

On 12 February 2024, FMSL initiated the process to complete the distribution and the distribution is expected to be completed on 14 May 2024.

Mustang's operations have been classified in this financial report as 'discontinued operations'.

Financial Performance of Discontinued Operations for the Period – From Acquisition Date 19 October 2023 to 31 December 2023:	**31 December 2023 $**
Revenue	3,187
Legal and consulting fees	(711,424)
Other expenses	6,687
Fair value movement	1,149,046
Profit before income tax expense from discontinued operations	**447,496**
Income tax expense	-
Profit for the year after income tax expense from discontinued operations	**447,496**

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Consolidated Statement of Discontinued Operations	31 December 2023 $
Assets classified as held for distribution:	
Financial assets	7,541,713
Deferred tax asset	1,595,995
Total assets classified as held for distribution	**9,137,708**
Liabilities directly associated with assets classified as held for distribution:	
Trade and other payables	1,126,946
Deferred consideration	8,081,831
Provision for income tax	110,000
Total liabilities directly associated with assets classified as held for distribution	**9,318,777**

Note 5. Key Management Personnel ('KMP') and Related Party Transactions

	31 December 2023 $	31 December 2022 $
Directors' fees	517,854	521,000
Consulting fees(i)	86,711	15,000
Superannuation expense	17,967	-
Share-based payments expense (Note 8)	1,165,042	70,000
Total paid to KMP	**1,787,574**	**606,000**

Notes:

(i) Mr Pathmanathan received a management fee from FMSL of US$5,000 per month up to July 2023 and Mr Forni received a directors' fee from FMSL of US$2,000 per month up to May 2023.

Mr Forni also received a consulting fee of A$10,500 in cash and 212,255 SGQ shares at $0.04 per share for consulting services provided in relation to the asset sale agreement with St George.

Transactions with Directors and their Related Parties

During the financial year, $2,953 owing by Mr Pathmanathan was repaid to the Company.

FMS Lithium Corporation

On 19 October 2023 and as contemplated as part of the IPO, the Company purchased 82.6% of Rosepoint Holdings Pty Ltd ("RHPL") at a price of US$1,100 per FMSL share held by RHPL in exchange for 15,733,837 Chariot shares, representing a total purchase price of $7,080,227. RHPL holds 5,000 FMSL shares.

On 19 October 2023, the Company issued 9,717,511 fully paid ordinary shares to Mr Pathmanathan as a shareholder of RHPL as part of the Consideration Offer as stated above.

There were no further transactions with Directors including their related parties other than those disclosed above.

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

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Note 6. Auditors' Remuneration

	31 December 2023 $	31 December 2022 $
Remuneration of the auditor of the Company, Moore Australia Audit (WA) for:		
- Audit or review of the financial reports	55,000	25,000
- Preparation of income tax returns	8,000	-
- Other consulting services in relation to the IPO	165,176	54,000
Total auditor's remuneration	**228,176**	**79,000**

Note 7. Loss per Share

The following reflects the income and share data used in the calculations of basic and diluted earnings per share ('EPS'):

	31 December 2023 $	31 December 2022 $
(a) Reconciliation of loss used in calculating EPS		
Loss for the year attributable to the members of Chariot Corporation Limited:		
Loss used to calculate basic and diluted EPS	(8,155,937)	(3,406,323)
(b) Weighted average number of shares outstanding during the year	**Number**	**Number**
Weighted average number of ordinary shares used in calculating basic EPS	82,124,602	73,055,313
Weighted average number of ordinary shares and shares under option used in calculating diluted EPS	82,124,602	73,055,313

(i) Basic earnings per share

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

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares. For the 2023 and 2022 financial years the exercise of granted options is anti-dilutive and as such the diluted earnings per share is the same as the basic loss per share.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Note 8. Share-Based Payments Expense

	31 December 2023 $	31 December 2022 $
Shares issued to Directors(i, ii)	289,166	70,000
Performance rights – vested(iii)	1,556,798	112,590
Shares issued to consultants(iv, v)	141,891	-
Options issued to consultants(iv)	26,050	-
	2,013,905	**182,590**

Notes:

(i) On 18 August 2023, in accordance with his executive agreement, Mr Pathmanathan was issued 354,454 fully paid ordinary shares in the Company in lieu of $122,000 of his accrued salary for the period January 2022 to December 2022 and 147,689 shares in the Company in lieu of $50,833 of his accrued salary for the period January 2023 to May 2023. The shares were issued at a deemed average share price of $0.34 per share. The amount relating to the 2022 financial year was accrued and recognised as at 31 December 2022.

(ii) On 18 August 2023, in accordance with his executive agreement, Mr Forni was issued a total of 876,607 fully paid ordinary shares in the Company.

Of the total number of shares issued, 265,840 fully paid ordinary shares were in lieu of $92,000 of Mr Forni's accrued service payments for the period January 2022 to December 2022 and 110,767 shares in the Company in lieu of $38,333 of his accrued service payments for the period January 2023 to May 2023. The shares were issued at a deemed average share price of $0.34 per share. The amount relating to the 2022 financial year was accrued and recognised as at 31 December 2022.

The remaining 500,000 fully paid ordinary shares issued relate to incentive-based remuneration in line with Mr Forni's services agreement, as approved by the Board on 2 August 2023.

(iii) A summary of the inputs used in the valuation of the performance rights is as follows:

Performance Rights	**Class A**	**Class B**	**Class C**
Grant date	12/10/2023	12/10/2023	12/10/2023
Expiry date	12/10/2024	12/10/2026	12/10/2026
Milestone condition	Receipt of conditional listing approval from ASX, on terms satisfactory to the Company.	The Company's 20-day VWAP reaching 200% higher than the Company's IPO price.	The Company's 20-day VWAP reaching 500% higher than the Company's IPO price.
Share price at date of issue	$0.45	$0.45	$0.45
Number of rights	3,100,000	1,800,000	2,500,000
Value per right	$0.45	$0.37	$0.25
Total value of rights	$1,395,000	$658,334	$620,260
Total value vested and recognised as at 31 December 2023	**$1,395,000**	**$48,054**	**$45,274**

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Performance Rights	Class D	Class E	Class F
Grant date	12/10/2023	12/10/2023	12/10/2023
Expiry date	12/10/2026	12/10/2027	12/01/2025
Milestone condition	Either (1) when drilling on a project prospective for claystone-type mineralised systems, the completion of 10 drill holes (within an $8km^2$ area) which drill holes are comprised of at least 450 metres of cumulative intersections with an average grade of 750 ppm lithium (as verified by a Competent Person); or (2) when drilling on a project prospective for pegmatite-type ('hard-rock') mineralized systems, the completion of 10 drill holes (within a $3km^2$ area) which drill holes are comprised of at least 300 metres of cumulative intersections with an average grade of 1.00% lithium oxide (Li_2O)(as verified by a Competent Person).	The Company announcing to ASX either (1) a 20Mt Indicated and/or Measured Mineral Resource at a minimum grade of 1.0% Li_2O for a Hard-rock Project (as verified by a Competent Person), or (2) a 400Mt Indicated and/or Measured Mineral Resource at a minimum grade of 1,000 ppm lithium for a Claystone Project (as verified by a Competent Person).	Satisfaction of each of the following: (a) receipt of conditional listing approval from ASX, on terms satisfactory to the Company; and (b) remaining engaged in the role of company secretary of the Company for 12 months following the date of issue of the Performance Rights.
Share price at date of issue	$0.45	$0.45	$0.45
Number of rights	3,000,000	1,750,000	400,000
Value per right	$0.07	$0.068	$0.45
Total value of rights	$202,500	$118,125	$180,000
Total value vested and recognised as at 31 December 2023	**$14,781**	**$6,468**	**$39,344**

The following class of performance rights was fully vested and converted during the year ended 31 December 2023:

Performance Rights	Employee Incentives
Grant date	25/04/2022
Expiry date	25/04/2023
Service condition	12 months of continuous service
Share price at date of issue	$0.25
Number of rights	100,000
Value per right	$0.25
Total value of rights	$25,000
Total value vested and recognised as at 31 December 2023	**$7,877**

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

(iv) On 19 October 2023, the Company issued 250,000 fully paid ordinary shares and 250,000 unlisted options exercisable at A$0.50 on or before 31 March 2024 to its Chief Strategy Officer, Mr Ramesh Chakrapani, as part of his equity-based remuneration in accordance with his consultancy agreement, as approved by the Board on 2 August 2023.

The options have been valued using the Black-Scholes model using the following inputs:

Unlisted Options	
Grant date	19/10/2023
Expiry date	31/03/2024
Exercise price	$0.50
Risk-free interest rate	4.316%
Expected volatility	100%
Share price at date of issue	$0.45
Number of options	100,000
Value per option	$0.104
Total value of options recognised as at 31 December 2023	**$26,050**

(v) On 13 April 2023, the Company issued 83,973 fully paid ordinary shares to Jett Capital Advisors Holdings LLC in satisfaction of consulting services provided to the Company, as approved by the Board on 10 April 2023. The shares were issued at a deemed average share price of $0.25 per share.

Note 9. Cash and Cash Equivalents

	31 December 2023 $	31 December 2022 $
Cash at bank	7,624,100	2,290,658
Total cash and cash equivalents	**7,624,100**	**2,290,658**

Reconciliation from net loss after tax to net cash flows from operations:

	31 December 2023 $	31 December 2022 $
Net loss for the year	(8,529,283)	(3,689,677)
Non-cash flows in loss:		
Depreciation and amortisation	60,886	21,595
Share-based payments expense	2,013,905	182,590
Fair value movement	(976,330)	-
Interest on ROU asset	-	1,469
Changes in assets and liabilities:		
Increase in trade and other receivables	(302,078)	(7,452)
Increase in other assets	(471,101)	23,206
Increase in trade and other payables	1,479,577	664,350
Net cash used in operating activities	**(6,724,424)**	**(2,803,919)**

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Note 10. Trade and Other Receivables

	31 December 2023 $	31 December 2022 $
GST receivable	108,112	44,617
Other receivables	101,938	11,603
Environmental bonds	151,201	-
Related party loan	-	2,953
Total trade and other receivables	**361,251**	**59,173**

All amounts are short-term. The net carrying value of trade and other receivables is considered a reasonable approximation of fair value. All receivables are expected to be recovered in full.

Note 11. Other Assets

	31 December 2023 $	31 December 2022 $
Prepayments	453,310	-
Cash advance	17,791	-
Total other assets	**471,101**	**-**

Note 12. Capitalised Exploration Expenditure

	31 December 2023 $	31 December 2022 $
Balance at the beginning of the year	991,373	-
BMLC option payments(i)	2,571,450	-
Exploration asset recognised on consolidation of FMSL (Note 13)	22,440,593	-
Expenditure on acquisition of mining tenements	1,244,419	991,373
Balance at the end of the year	**27,247,835**	**991,373**

Notes:

(i) On 27 April 20023, Panther exercised the Purchase Option pursuant to the BMLC Option Agreement and remitted the first tranche of the purchase price (US$500,000).

On 19 October 2023 the Company issued 4,328,779 fully paid ordinary shares at A$0.45 per share to BMLC pursuant to the BMLC Option Agreement (US$1,250,000 payable in shares) as the second purchase option exercise payment.

Refer to Note 24 Commitments and Contingent Liabilities for further details.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Note 13. Acquisition of Subsidiaries

FMS Lithium Corporation

On 19 October 2023 and as contemplated as part of the IPO, the Company purchased a total of 2,948 shares of the common stock of FMSL at a price of US$1,100 per shares in exchange for 10,566,495 Chariot shares at an issue price of $0.45 per share, representing a total purchase price of $4,754,923.

On 19 October 2023 and as contemplated as part of the IPO, the Company purchased 100% of BGA Chariot Pty Ltd, Metroview Holdings Pty Ltd, Pierview Holdings Pty Ltd and Idevelop WA Pty Ltd (collectively, the "FMSL Holding Companies") at a price of US$1,100 per FMSL share held by each of the FMSL Holding Companies in exchange for 2,205,598 Chariot shares, representing a total purchase price of $922,519. Together, the FMSL Holding Companies hold 579 FMSL shares.

On 19 October 2023 and as contemplated as part of the IPO, the Company purchased 82.6% of Rosepoint Holdings Pty Ltd ("RHPL") at a price of US$1,100 per FMSL share held by RHPL in exchange for 15,733,837 Chariot shares, representing a total purchase price of $7,080,227. RHPL holds 5,000 FMSL shares.

As at 31 December 2023, Chariot beneficially owned 10,482 shares in FMSL. This represented a 79.4% percent interest in the common shares of FMSL.

Assets Acquired and Liabilities Assumed:

The fair value of identifiable assets and liabilities of FMSL and RHPL at the acquisition date were:

	19 October 2023 $
Assets	
Cash and cash equivalents	374,414
Other assets	33,752
Capitalised exploration expenditure	22,440,593
Financial assets	2,449,295
Deferred tax asset	1,595,995
Liabilities	
Trade and other payables	(807,969)
Provisions	(110,000)
Deferred consideration	(3,535,487)
Net assets acquired	**22,440,593**
Costs of acquisition	
Consideration paid pursuant to FMSL SPA	5,747,441
Consideration paid pursuant to RHPL SPA	7,080,227
Existing investment in FMSL	4,749,083
Non-controlling interest	4,863,842
Total costs of acquisition	**22,440,593**

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Note 14. Financial Assets

	31 December 2023 $	31 December 2022 $
St George Mining Limited (ASX:SGQ) Shares	183,257	-
Investment in FMSL	-	4,225,358
Total Financial Assets	**183,257**	**4,225,358**

The fair value of the financial assets at fair value through profit or loss has been determined in accordance with the judgements disclosed in Note 1.

Note 15. Plant and Equipment

	31 December 2023 $	31 December 2022 $
Carrying amount at the beginning of the year	11,481	12,060
Additions	139,798	6,447
Disposals	(4,443)	-
Depreciation expense	(19,389)	(7,026)
Carrying amount at the end of the year	**127,447**	**11,481**

Note 16. Trade and Other Payables

	31 December 2023 $	31 December 2022 $
Trade payables	1,063,021	335,768
Other payables	419,796	553,138
Total trade and other payables	**1,482,817**	**888,906**

All amounts are short-term. The carrying value of trade and other payables is considered a reasonable approximation of fair value.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Note 17. Provisions

	31 December 2023 $	31 December 2022 $
Current		
Distribution provision – Mustang(i)	1,488,269	-
Total provisions - current	**1,488,269**	**-**
Non-Current		
Annual leave expense	29,400	8,888
Total provisions – non-current	**29,400**	**8,888**

Notes:

(i) It was a condition precedent to the FMSL SPAs that FMSL resolve to distribute its interest in the three U.S. limited liability companies wholly owned by FMSL: Halo Lithium LLC, Horizon Lithium LLC and Lithic Lithium LLC (together the LLC's) to its shareholders, pro-rata to their holding in FMSL as of the record date for the distribution specified by its board of directors (FMSL Distribution). At a high level, the FMSL Distribution will involve two components. The first component is a spin-off by FMSL of the three LLC's (including the respective rights and interests of the LLC's under the applicable divestment agreements to which they are a party). Prior to this spin-off, FMSL will contribute the membership interests of the LLC's to Mustang, which is wholly owned by FMSL. In the spin-off, the membership interests of Mustang will be distributed pro rata to the shareholders and RHPL will make a back-to-back distribution pro rata to its four shareholders, each of whom is an Australian resident natural person (including Director, Shanthar Pathmanathan) of the Mustang membership interests it receives from FMSL.

As at the record date for the FMSL Distribution Chariot held 21.4% of FMSL and will therefore be transferred a 21.4% interest in the potential future receivables under the applicable divestment agreements.

On 12 February 2024, FMSL initiated the process of completing the distribution of the ownership interests in Mustang and the distribution is expected to be completed on 14 May 2024.

Note 18. Issued Capital

	31 December 2023 $	31 December 2022 $
149,901,361 Ordinary shares – issued and fully paid (2022: 59,199,518 Ordinary shares)	39,093,887	8,165,037
B Shares (2022: 1,600,000 Class B Shares)	-	40,000
C Shares (2022: 20,736,976 Class C Shares)	-	460
Total	**39,093,887**	**8,205,497**

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Movement in Issued Capital	Number	$
Balance at the beginning of the year (01/01/2023)	**81,536,494**	**8,205,497**
Conversion of Class B and C Shares (2.5 for 1 basis) (25/01/2023)	(13,402,186)	-
Issue of ordinary shares to Consultants (13/04/2023)	137,359	42,737
Issue of ordinary shares – Exercise of options (16/05/2023)	720,000	180,000
Issue of ordinary shares – Exercise of options (01/06/2023)	1,536,280	384,070
Issue of ordinary shares – Conversion of Perf. Rights (07/06/2023)	850,000	118,750
Issue of ordinary shares – Exercise of options (15/06/2023)	3,807,000	951,750
Issue of ordinary shares – Exercise of options (23/06/2023)	15,717,748	3,929,437
Issue of ordinary shares – Conversion of Perf. Rights (03/08/2023)	50,000	6,250
Issue of ordinary shares – Directors' Shares in Lieu (18/08/2023)	878,750	303,167
Issue of ordinary shares – Sign on Shares (18/08/2023)	500,000	200,000
Issue of ordinary shares – IPO Shares (19/10/2023)	20,000,000	9,000,000
Issue of ordinary shares – Conversion of Perf. Rights (19/10/2023)	3,100,000	1,395,000
Issue of ordinary shares – FMSL consideration (19/10/2023)	12,772,093	5,747,442
Issue of ordinary shares – RHPL consideration (19/10/2023)	15,733,837	7,080,227
Issue of ordinary shares – WLPL consideration (19/10/2023)	1,385,207	623,343
Issue of ordinary shares to Consultant (19/10/2023)	250,000	112,500
Issue of ordinary shares – BMLC Option Agreement (19/10/2023)	4,328,779	1,947,951
Capital raising costs	-	(1,134,234)
Balance at the end of the year (31/12/2023)	**149,901,361**	**39,093,887**

Movement in Issued Capital	Number	$
Balance at the beginning of the year (01/01/2022)	**68,123,576**	**4,002,742**
Issue of ordinary shares – Placement (24/03/2022)	1,000,000	250,000
Issue of ordinary shares – Placement (27/05/2022)	6,473,418	2,265,696
Issue of ordinary shares – Director's Remuneration (27/05/2022)	200,000	70,000
Issue of ordinary shares – Conversion of Perf. Rights (02/12/2022)	200,000	25,000
Issue of ordinary shares – Conversion of Perf. Rights (28/12/2022)	50,000	12,500
Issue of ordinary shares – Placement (23/12/2022)	5,489,500	2,195,800
Capital raising costs	-	(616,241)
Balance at the end of the year (31/12/2022)	**81,536,494**	**8,205,497**

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Shares under Option

As at 31 December 2023, Chariot had the following shares under option on issue:

Number of Options	Exercise Price	Expiry Date	Fair Value Per Option
5,290,667	$0.25	31 December 2024	$0.16
920,222	$0.45	30 June 2024	$0.17
771,000	$0.52	23 December 2024	$0.19
1,000,000	$0.585	27 October 2026	$0.27
250,000	$0.50	31 March 2024	$0.10

On 19 October 2023, the Company issued 1,000,000 unlisted options exercisable at $0.585 and expiring 27 October 2026, to the Joint Lead Managers (and/or its nominees) of the initial public offering and 250,000 unlisted options exercisable at $0.50 each on or before 31 March 2024, to DivZero Group Limited Liability Company as remuneration for consultancy services provided.

During the year, the Company received a total of $5,445,257 on the exercise of 21,781,028 unlisted options with an exercise price of $0.25. The remaining 4,464,920 unlisted options lapsed unexercised on 23 June 2023.

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.

Performance Rights

As at 31 December 2023, Chariot had the following performance rights on issue:

Class of Rights	Milestone conditions	Number of Rights	Expiry Date
Class B	The Company's 20-day VWAP reaching 200% higher than the Company's IPO price.	1,800,000	12 October 2026
Class C	The Company's 20-day VWAP reaching 500% higher than the Company's IPO price.	2,500,000	12 October 2026
Class D	Either (1) when drilling on a project prospective for claystone-type mineralised systems, the completion of 10 drill holes (within an 8km² area) which drill holes are comprised of at least 450 metres of cumulative intersections with an average grade of 750 ppm lithium (as verified by a Competent Person); or (2) when drilling on a project prospective for pegmatite-type ('hard-rock') mineralized systems, the completion of 10 drill holes (within a 3km² area) which drill holes are comprised of at least 300 metres of cumulative intersections with an average grade of 1.00% lithium oxide (Li2O)(as verified by a Competent Person).	3,000,000	12 October 2026

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Class of Rights	Milestone conditions	Number of Rights	Expiry Date
Class E	The Company announcing to ASX either (1) a 20Mt Indicated and/or Measured Mineral Resource at a minimum grade of 1.0% Li_2O for a Hard-rock Project (as verified by a Competent Person), or (2) a 400Mt Indicated and/or Measured Mineral Resource at a minimum grade of 1,000 ppm lithium for a Claystone Project (as verified by a Competent Person).	1,750,000	12 October 2027
Class F	Satisfaction of each of the following: (a) receipt of conditional listing approval from ASX, on terms satisfactory to the Company; and (b) remaining engaged in the role of company secretary of the Company for 12 months following the date of issue of the Performance Rights.	400,000	12 January 2025

On 7 June 2023, 850,000 Employee Incentive Performance Rights vested and were converted to 850,000 fully paid ordinary shares.

On 3 August 2023, 50,000 Employee Incentive Performance Rights vested and were converted to fully paid ordinary shares.

On 12 October 2023, the Company issued a total of 12,550,000 Performance Rights to Directors and employees with various performance milestone conditions as included in the table above and the Class A Performance Rights as noted below.

On 19 October 2023, the Company issued 3,100,000 Shares on conversion of Class A Performance Rights to Directors and employees on meeting the milestone condition of receipt of conditional listing approval from ASX.

On vesting of the service conditions, each performance right subject to being exercised by the holder, converts on a one-for-one basis into fully paid ordinary shares.

Capital Management

Due to the nature of the Company's activities, the Company does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Company's capital risk management is the current working capital position against the requirements of the Company to meet due diligence programs and corporate overheads. The Company's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required. Any surplus funds are invested with major financial institutions.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Note 19. Share-Based Payments Reserve

	31 December 2023 $	31 December 2022 $
Share-based payments – Options (a)	1,425,841	1,517,926
Share-based payments – Performance Rights (b)	153,923	117,124
Total share-based payments reserve	**1,579,764**	**1,635,050**

(a) Movement in Options Reserve	**Number**	**$**
Balance at the beginning of the year	33,227,837	1,517,926
Issue of options to consultant – 19 October 2023	250,000	26,050
Issue of options to Joint Lead Managers – 19 October 2023	1,000,000	265,208
Exercise/expiry of options	(26,245,948)	(383,342)
Balance at the end of the year	**8,231,889**	**1,425,842**

(b) Movement in Performance Rights Reserve	**Number**	**$**
Balance at the beginning of the year	868,493	117,124
Performance rights – vested (Note 8)	3,949,032	1,556,798
Conversion of performance rights	(4,000,000)	(1,520,000)
Balance at the end of the year	**817,525**	**153,922**
Total share-based payments reserve		**1,579,764**

Note 20. Financial Instruments

Financial Risk Management Policies

Other than investments held at fair value, the Company's financial instruments consist mainly of deposits with banks, trade and other receivables, trade and other payables and borrowings.

The main purpose of non-derivative financial instruments is to raise finance for the Company's operations. The Company does not speculate in the trading of derivative instruments.

Specific Financial Risk Exposures and Management

The main risk the Group is exposed to through its financial instruments are market risk (including fair value and interest rate risk) and cash flow interest rate risk, credit risk, liquidity risk and foreign currency risk. The Group has determined that its exposure to commodity price risk would not have a material impact on its operating results.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

(a) Interest rate risk

From time to time the Group has significant interest-bearing assets, but they are as a result of the timing of equity raising and capital expenditure rather than a reliance on interest income. The interest rate risk arises on the rise and fall of interest rates. The Group's income and operating cash flows are not expected to be materially exposed to changes in market interest rates in the future and the exposure to interest rates is limited to the cash and cash equivalents balances. The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is below:

		Fixed interest rate maturing in:			
31 December 2023	**Floating interest rate $**	**1 year or less $**	**Non-interest Bearing $**	**Total $**	**Weighted average effective interest rate**
Financial Assets					
Cash and cash equivalents	7,624,100	-	-	7,624,100	-
Financial assets	-	-	7,724,970	7,724,970	-
Total financial assets	**7,624,100**	**-**	**7,724,970**	**15,349,070**	
Financial Liabilities					
Trade and other payables	(1,482,817)	-	-	(1,482,817)	-
Total financial liabilities	**(1,482,817)**	**-**	**-**	**(1,482,817)**	
Net financial assets	**6,141,283**	**-**	**7,724,970**	**13,866,253**	

		Fixed interest rate maturing in:			
31 December 2022	**Floating interest rate $**	**1 year or less $**	**Non-interest Bearing $**	**Total $**	**Weighted average effective interest rate**
Financial Assets					
Cash and cash equivalents	2,290,658	-	-	**2,290,658**	-
Financial assets at fair value through OCI	-	-	4,225,358	**4,225,358**	-
Total financial assets	**2,290,658**	**-**	**4,225,358**	**6,516,016**	
Financial Liabilities					
Trade and other payables	-	-	(888,906)	**(888,906)**	-
Lease liabilities	(23,638)	-	-	**(23,638)**	2.15%
Total financial liabilities	**(23,638)**	**-**	**(888,906)**	**(912,544)**	
Net financial assets	**2,267,020**	**-**	**3,336,452**	**5,603,472**	-

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

(b) Credit Risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Company.

Credit risk exposures

The maximum exposure to credit risk is limited to 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.

Credit risk related to balances with banks and other financial institutions is managed by the Company in accordance with approved Board policy. Such policy requires that surplus funds are only invested with counterparties with a Standard and Poor's rating of at least AA-. The following table provides information regarding the credit risk relating to cash and money market securities based on Standard and Poor's counterparty credit ratings.

	31 December 2023 $	31 December 2022 $
Cash and cash equivalents – AA Rated	7,624,100	2,290,658
	7,624,100	**2,290,658**

(a) Liquidity Risk

Liquidity risk arises from the possibility that the Company might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Company'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 Company's reputation.

The financial liabilities of the Company are confined to trade and other payables as disclosed in the Statement of Financial Position. All trade and other payables are non-interest bearing and due within 12 months of the reporting date.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are gross and undiscounted and include contractual interest payments.

31 December 2023	Interest rate	Less than 12 months $	1-2 years $	2-5 years $	Over 5 years $	Carrying amount liabilities $	Total contractual cash flows $
Financial liabilities at amortised cost							
Trade and other payables	-	(1,482,417)	-	-	-	(1,482,417)	-
		(1,482,417)	**-**	**-**	**-**	**(1,482,417)**	-

31 December 2022	Interest rate	Less than 12 months $	1-2 years $	2-5 years $	Over 5 years $	Carrying amount liabilities $	Total contractual cash flows $
Financial liabilities at amortised cost							
Trade and other payables		(888,906)	-	-	-	**(888,906)**	-
Lease liabilities	3.6%	(23,638)	-	-	-	**(23,638)**	(22,350)
		(912,544)	-	-	-	**(912,544)**	(22,350)

(d) Net fair value of financial assets and liabilities

Fair value hierarchy

Assets and liabilities measured and recognised at fair value have been determined by the following fair value measurement hierarchy:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: Inputs for the asset or liability that are not based on observable market data.

31 December 2023	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value – quoted equity shares		A$	A$	$	$
St George Mining Limited (ASX:SGQ) Shares (A$0.034)	31 December 2023	183,257	183,257	-	-
POWR Lithium Corp (CSE:POWR) Shares (CAD$0.15)	31 December 2023	195,969	195,969	-	-
Pan American Energy Corp (CSE:PNRG) Shares (CAD$0.54)	31 December 2023	6,882,667	6,882,667	-	-
Red Mountain Mining Limited (ASX:RMX) Shares (A$0.003)	31 December 2023	463,077	463,077	-	-
Total financial assets		**7,724,970**	**7,724,970**	-	-

Reconciliation of level 1 fair value movements

	31 December 2023 $	31 December 2022 $
Financial investment in quoted equity shares		
Balance at the beginning of the year	-	-
Additions	6,748,640	-
Fair value movement recognised in profit or loss	976,330	-
Balance at the end of the year	**7,724,970**	**-**

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

The Company's financial investment as at 31 December 2022 in the unquoted equity shares of FMS Lithium Corporation was not traded in an active market. Given the investment is considered level 3 investments, there is a significant level of Director judgment required to determine fair value as at any given reporting date. The investments have been fair valued using significant unobservable inputs for which market data is not available and developed using the best information available about the assumptions that market participants would use when pricing the asset. The following table provides the fair value of the financial assets and liabilities held by the Company as at 31 December 2022.

31 December 2022	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value – unquoted equity shares		**$**	**$**	**$**	**$**
Investment in FMSL	31 Dec 2022	4,225,358	-	-	4,225,358
Total financial assets		**4,225,358**	**-**	**-**	**4,225,358**

The investment in FMSL was taken into account as part of the costs of acquisition in the FMSL acquisition, refer to Note 13 Acquisition of Subsidiaries for further details.

The fair value of the financial assets at fair value through OCI has been determined in accordance with the fair value hierarchy disclosed above and the judgements disclosed in Note 1.

The carrying value of the financial assets and financial liabilities recorded in the financial statements approximates their fair value in accordance with the accounting policies disclosed in Note 1. The fair value of financial instruments of the Company approximates their carrying value.

(e) Financial arrangements

The Company has no other financial arrangements in place.

Note 21. Operating Segments

The Group operates in one main reportable segment, being mineral exploration mainly in the United States of America. The Board of Directors review internal management reports on a regular basis that is consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows. As a result no reconciliation is required because the information as presented is what is used by the Board to make strategic decisions.

Note 22. Controlled Entities

	Country of Incorporation	Percentage Ownership % 2023	2022
Parent Entity			
Chariot Corporation Limited	Australia		
Subsidiaries of Chariot Corporation Limited			
FMS Lithium Corporation	USA	79.4%	16.7%
Mustang Lithium LLC	USA	79.4%	-
Rosepoint Holdings Pty Ltd	Australia	82.6%	-
Stallion Lithium Pty Limited	Australia	100%	100%
Wyoming Lithium Pty Ltd	Australia	91.9%	80%
Panther Lithium Corporation	USA	91.9%	80%
Marvel Lithium LLC	USA	60%	60%
Chariot USA Corporation	USA	100%	100%
Chariot Metals Zimbabwe Pty Limited	Zimbabwe	95%	95%
BGA Chariot Pty Ltd	Australia	100%	-
IDEVELOP WA Pty Ltd	Australia	100%	-
Metroview Holdings Pty Ltd	Australia	100%	-
Pierview Holdings Pty Ltd	Australia	100%	-

Summarised Financial Information of Subsidiaries with Material Non-Controlling Interests

Set out below is the summarised financial information for each subsidiary that has non-controlling interests ('NCI') that are material to the Group, before any intragroup eliminations. Note that FMS Lithium Corporation ('FMSL') and Mustang Lithium LLC ('Mustang'), which is a wholly-owned subsidiary of FMSL, became controlled entities of the Group during the financial year ended 31 December 2023.

On 19 October 2023, the Parent Entity increased its existing interest in and control of Wyoming Lithium Pty Ltd ('WLPL') to 91.9%, which resulted in the Parent Entity increasing its interest and control of Panther Lithium Corporation ('Panther').

31 December 2023	Panther $	FMSL $	Mustang $
Summarised Financial Position			
Current assets	609,900	673,477	-
Non-current assets	3,680,398	664,083	9,323,724
Current liabilities	(1,224,796)	(74,869)	(1,126,946)
Non-current liabilities	(6,622,608)	(1,782,012)	(8,304,504)
Net Assets	**(3,557,106)**	**(519,321)**	**(107,726)**
Carrying amount of NCI	**374,605**	**4,762,708**	**186,171**

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Summarised Financial Performance			
Revenue	-	-	3,187
(Loss)/Profit after tax	(1,558,265)	(34,695)	447,496
Other comprehensive income after tax	-	-	-
Total comprehensive income	**(1,558,265)**	**(34,695)**	**447,496**
(Loss)/Profit attributable to NCI	(320,009)	(7,147)	92,184
Distributions paid to NCI	-	-	-
Total comprehensive income/(loss) attributable to NCI	**(320,009)**	**(7,147)**	**92,184**

Note 23. Parent Entity Information

	31 December 2023 $	31 December 2022 $
Assets		
Current assets	7,173,163	2,349,831
Non-current assets	25,982,128	6,732,267
Total assets	**33,155,291**	**9,082,098**
Liabilities		
Current liabilities	603,459	912,544
Non-current liabilities	29,400	8,888
Total liabilities	**632,859**	**921,432**
Equity		
Issued capital	39,093,887	8,205,497
Share-based payments reserve	1,963,107	1,635,050
Fair value reserve	1,036,784	1,968,681
Accumulated losses	(9,571,345)	(3,648,562)
Total equity	**32,522,433**	**8,160,666**
Loss of parent entity	**(5,922,782)**	**(2,227,107)**
Other comprehensive income	-	1,962,009
Total comprehensive loss of the parent entity	**(5,922,782)**	**(265,098)**

Significant Accounting Policies

The accounting policies of the Parent Entity are consistent with those of the Group, as disclosed in Note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the Parent Entity

Note 24. Commitments and Contingent Liabilities

Black Mountain Option Agreement

Panther Lithium Corporation ('Panther'), a subsidiary of Chariot, entered into an exploration and secured option agreement with Black Mountain Lithium Corporation ('BMLC') dated to be effective 20 July 2022 (BMLC Option Agreement) pursuant to which BMLC granted Panther the sole and exclusive right to access and explore and the option to purchase 27 lode claims at the Black Mountain Project (the 'BMLC Claims'). The agreement was subsequently amended by agreement on 27 April 2023, the material terms and conditions of which are summarised below:

Exploration Right: BMLC grants Panther the sole and exclusive right to access, explore, sample, map, drill, survey and test the BMLC Claims for all metalliferous and nonmetalliferous minerals of any nature ('Exploration Right').

Grant of Option: BMLC granted Panther the sole and exclusive option to purchase the BMLC Claims together with all appurtenances and water rights and free and clear from all liens and encumbrances ('Purchase Option').

On 27 April 2023, Panther exercised the Purchase Option and remitted the first tranche of the purchase price (US$500,000).

On 19 October 2023, the Company issued 4,328,779 fully paid ordinary shares at A$0.45 per share to BMLC pursuant to the BMLC Option Agreement (US$1,250,000 payable in shares) as the second Purchase Option exercise payment.

Consideration: the following outstanding amounts remain payable by Panther to BMLC as consideration under this agreement:

Consideration	US$
Payment by 30 June 2024	500,000
Payment by 30 December 2024	750,000
Payment by 30 December 2025	1,000,000
Total consideration	**2,250,000**

Black Mountain Project Mining Lease

On 9 September 2022, Panther entered into an exploration and option to lease agreement with Vesper Resources LLC ('Vesper') to obtain the sole and exclusive right to explore the mining claims and properties listed in the agreement ('Property'). On 16 December 2022, Panther exercised its right to enter into a mining lease covering the Property for a primary term of ten years ('Black Mountain Project Mining Lease'). During the primary term of the lease, Panther has agreed to remit advance rental payments of US$50,000 which is due and payable to Vesper on or before the first anniversary of the effective date of the lease and each subsequent anniversary up to the ninth anniversary (effective date being 16 December 2022), unless the lease is terminated earlier by Panther's exercise of the option to purchase the mining claims.

Notes to the Consolidated Financial Statements (cont.)
For the Year Ended 31 December 2023

Per the terms of the Black Mountain Project Mining Lease agreement, Panther also has the option to purchase the mining claims for US$4,000,000 during the term of the lease. Under the agreement, the Black Mountain Project Mining Lease will terminate upon delivery of the deed and payment of the purchase price following Panther's exercise of the purchase option.

Panther agrees to pay Vesper a production royalty equal to 2% of net smelter returns resulting from commercial production or commercial mining on the Vesper Black Mountain Claims ('Royalty'). At any time, Panther has the right and option to purchase all of Vesper's rights to the Royalty by providing written notice to Vesper and making a one-time cash payment of US$2,000,000 to Vesper. Vesper grants Panther a right of first refusal with respect to any sale, assignment or transfer of the Royalty by Vesper.

Copper Mountain Project Mining Lease

On 16 June 2022, Panther signed a letter of intent for the option to enter into a mining lease for the 100% interest owned by Vesper in two unpatented lode mining claims located in Fremont County, Wyoming (together, the 'Copper Mountain Project Mining Lease'). On 20 September 2022, Panther exercised its option to enter into the Copper Mountain Project Mining Lease which has a primary term of ten years. During the primary term of the lease, Panther has agreed to remit the following advance rental payments to Vesper on the specified anniversary of the effective date of the lease (effective date being 20 September 2022):

- First anniversary – US$20,000;
- Second anniversary – US$30,000; and
- Third anniversary, and each subsequent anniversary up to the ninth anniversary – US$40,000,

unless the lease is terminated earlier by Panther's exercise of the purchase option.

Under the terms of the Copper Mountain Project Mining Lease agreement, Panther has the option to purchase the mining claims for US$2,000,000 at any time during the term of the lease. Under the terms of the agreement, the Copper Mountain Project Mining Lease will terminate upon delivery of the deed and purchase price following Panther's exercise of the purchase option.

Panther agrees to pay Vesper a production royalty equal to 2% of net smelter returns resulting from commercial production or commercial mining on the Vesper Copper Mountain Claims ('Copper Mountain Royalty') during the term of the Copper Mountain Project Mining Lease. At any time, Panther has the right and option to purchase all of Vesper's rights to the Copper Mountain Royalty by providing written notice to Vesper and making a one-time cash payment of US$2,000,000 to Vesper. Vesper grants Panther a right of first refusal with respect to any sale, assignment or transfer of the Copper Mountain Royalty by Vesper.

Other than those disclosed above, there are no other commitments or contingent liabilities at the end of the reporting year.

Note 25. Events after Reporting Date

On 2 February 2024, the Company issued 400,000 fully paid ordinary shares from the exercise of 400,000 options at $0.25, receiving a total of $100,000 in cash.

On 1 March 2024, the Company announced that it had increased its ownership of WLPL from 91.9% to 93.9% via a share subscription to reimburse Chariot for exploration expenses incurred at the Exploration Pipeline Projects.

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

Directors' Declaration
For the Year Ended 31 December 2023

In the opinion of the Directors of Chariot Corporation Limited:

1. The financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including:
   a) Giving a true and fair view of the Company's financial position as at 31 December 2023 and of its performance for the financial year ended on that date; and
   b) Complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001.

2. The financial report also complies with international Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial report.

3. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the *Corporations Act 2001* for the financial year ended 31 December 2023.

Shanthar Pathmanathan
Managing Director and Chief Executive Officer
27 March 2024

MOORE

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHARIOT CORPORATION LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Chariot Corporation Limited (the "Company") and its subsidiaries (the "Group"), which comprises the consolidated statement of financial position as at 31 December 2023, 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 ended 31 December 2023, and notes to the financial statements, including a summary of material accounting policies, 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 31 December 2023 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 conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the "Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, has been given to the directors of the Company, as at the time of this auditor's report.

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

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.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CHARIOT CORPORATION LIMITED (CONTINUED)

Key Audit Matters (continued)

Accounting for Acquisitions	
Refer to Acquisition of Subsidiaries at Note 13	
On 19 October 2023, the Group completed its acquisition of a controlling interest (79.4%) in FMS Corporation and its controlled entities for $12.7 million and an additional 8.1% interest in Wyoming Lithium Pty Ltd (which it already controlled) for $623,343. Prior to the acquisition of a controlling interest in FMS Corporation, Chariot owned approximately 21.4% of FMS Corporation. The acquisitions are classified as "Asset Acquisitions" under AASB 3, largely comprised of capitalized Exploration & Evaluation Expenditure, financial assets, other assets, and trade payables. Accounting for these transactions required management to exercise judgment to determine the fair value of acquired assets and liabilities and determining the allocation of purchase consideration to separately identifiable assets. We focused on this area as a key audit matter due to the size of the acquisitions, the judgment involved in accounting for these transactions and their significance to the Group's financial position and results.	Our procedures included, amongst others: • We reviewed the purchase agreements to understand the key terms and conditions of the acquisitions. • We reviewed the statements of financial position of the companies acquired as at 19 October 2023, being the acquisition date, in order to determine assets and liabilities acquired. • We assessed for reasonableness the fair values of assets and liabilities adopted by management at acquisition date and the allocation of the purchase consideration amongst these assets and liabilities. • We reviewed and assessed for reasonableness the values attributed to non-controlling interests as at acquisition date. • Assessing the appropriateness of the relevant disclosures in the financial statements

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CHARIOT CORPORATION LIMITED (CONTINUED)

Key Audit Matters (continued)

Capitalised Exploration Expenditure	
Refer to Note 12 Capitalised Exploration Expenditure	
At balance date, the Group's statement of financial position includes capitalised exploration and evaluation expenditure of approximately $27.2 million. The ability to recognise and to continue to defer exploration and evaluation assets under AASB 6: Exploration for and Evaluation of Mineral Resource is impacted by the Group's ability, and intention, to continue to explore the tenements or its ability to realise this value through development or sale. Due to the significance of these assets and the subjectivity involved in assessing the ability to continue to defer these assets, this is considered a key audit matter.	Our procedures included: • Ensuring the Group has the ongoing right to explore in the relevant exploration areas of interests by way of ownership of tenements or via agreements entered into with third parties. • Tested a sample of exploration & evaluation expenditures capitalised during the year to supporting documentation including contracts. • Ensuring the Group is committed to continue exploration and evaluation activity in the relevant exploration areas of interest by assessing their plans with respect to future exploration and development expenditures that have been budgeted, reviewing minutes of Board meetings and other internal reports. • Assessing the carrying value of these assets for any indicators of impairment including comparing against the Company's market capitalisation. • Review and confirmation from the Company that no capitalized expenditure in respect of areas of interest or projects was impaired at year end and should be written off. • We also assessed the appropriateness of the disclosures contained in the financial report.

Key Audit Matters (continued)

<table>
<tr><th colspan="2">Share Based Payments Expense and Key Management Personnel & Related Party Transactions</th></tr>
<tr><th colspan="2">Refer to Remuneration Report, Note 8 Share Based Payments, Note 5 Key Management Personnel and Related Party Transactions</th></tr>
<tr><td>During the year ended 31 December 2023, the Group transacted with Key Management Personnel and their related entities including:
Awarding significant share-based payments, having a value expensed of $2,013,905, in the form of share options and performance rights, to Key Management Personnel;
Significant share based payments to other consultants and advisors;
Extensive related party transactions as disclosed in Note 5
As these transactions are made with related parties, there are additional inherent risks associated with these transactions, including the potential for these transactions to be made on terms and conditions more favorable than if they had been with an independent third party.

The value attributed to share-based payments is a key audit matter due to it being a key material transaction with members of key management personnel, the valuation of which involves significant judgement and accounting estimation.</td><td>Our procedures included, amongst others the following:
Enquiring and obtaining confirmations from Key Management Personnel regarding related party transactions occurring during the period.
Reviewing minutes of meetings, ASX announcements and agreements, and considered other transactions undertaken during the financial year.
Reviewing payments, receipts and general journals throughout the year, and examining transactions with known related parties, or those that appear large or unusual for the Group.
Evaluating, based on supporting documentation, whether related party transactions were on an arms-length basis.
Assessing the valuation methodology used by management to estimate fair value of share options and performance rights issued, including testing the integrity of the information provided, assessing the appropriateness of the key assumptions input into the valuation model and recalculating the valuations using the appropriate valuation models.
Assessing whether the share-based payments have been appropriately classified and accounted for in the financial statements.
Assessing the appropriateness of the relevant disclosures in the financial statements.</td></tr>
</table>

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 December 2023 but does not include the financial report and our auditor's report thereon.

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

MOORE

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CHARIOT CORPORATION LIMITED (CONTINUED)

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located on the Auditing and Assurance Standards Board website at:
https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 31 December 2023.

In our opinion, the Remuneration Report of Chariot Corporation Limited, for the financial year ended 31 December 2023 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.

Neil Pace

NEIL PACE
PARTNER

Moore Australia

MOORE AUSTRALIA AUDIT (WA)
CHARTERED ACCOUNTANTS

Signed at Perth this 27th day of March 2024.

Shareholder Information

The following additional information is required by the Australian Securities Exchange Ltd in respect of listed public companies only. The information is current as at 20 March 2024.

1. **Shareholding**

a. **Distribution of Shareholders**

(i) *Ordinary share capital*

- 150,301,361 fully paid ordinary shares held by 1,293 shareholders. All issued ordinary shares carry one vote per share and carry the rights to dividends.

	Class of Equity Security		
Holding Ranges	**Number of Holders**	**Fully Paid Ordinary Shares**	**Percentage %**
1 - 1,000	117	78,673	0.05%
1,001 – 5,000	252	745,698	0.50%
5,001 – 10,000	169	1,377,863	0.92%
10,001 – 100,000	549	21,312,215	14.18%
100,001 – and over	206	126,786,912	84.36%
Total	**1,293**	**150,301,361**	**100.00%**

b. The number of shareholders with less than a marketable parcel of shares is 177.

c. The Company had the following substantial shareholders at the date of this report.

Fully Paid Ordinary Shares

Holder	**Number**	**Percentage (%)**
Shanthar Pathmanathan	28,727,202	19.11%
Edward Max Baker	7,926,860	5.27%

d. **Voting Rights**

The voting rights attached to each class of equity security are as follows:

Ordinary shares

- Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

e. **Top 20 Shareholders**

Position	Holder Name	Holding	% IC
1	SHANTHAR PATHMANATHAN	20,727,202	13.79%
2	AKRU HOLDINGS PTY LTD <AKRU SUPERANNUATION A/C>	8,000,000	5.32%
3	EDWARD MAX BAKER	7,926,860	5.27%
4	JESSY GROUP PTY LTD <THE JJ A/C>	6,293,273	4.19%
5	HITCH PTY LTD <TERRAWATT A/C>	5,498,162	3.66%
6	SOUTHERN CROSS FINANCIAL PTY LTD	5,330,467	3.55%
7	MURRAY EDWARD BLEACH & NORMA LEIGH EDWARDS <BLEACH SUPERANNUATION A/C>	3,200,000	2.13%
8	AJAIB DHILLON	2,886,785	1.92%
9	PATMINDERJIT SINGH A/L MHAN SINGH	2,731,453	1.82%
10	DR RAJAT DEWAN	2,674,287	1.78%
11	DR JAMES ANTHONY MULLINS	2,356,666	1.57%
12	SARAH DILYS CUDDY	2,164,389	1.44%
13	MR FREDERICK PETER FORNI	2,076,607	1.38%
14	CITICORP NOMINEES PTY LIMITED	2,069,268	1.38%
15	PUNEET SHAHANI	1,605,335	1.07%
16	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	1,517,810	1.01%
17	EDMUND WEE YEW SIANG	1,485,714	0.99%
18	MATTHEW MITCHELL <MITCH A/C>	1,333,611	0.89%
19	DIVZERO GROUP LIMITED LIABILITY COMPANY	1,250,000	0.83%
20	MR NATHAN YAT FAI KONG	1,111,500	0.74%
	Total	**82,239,389**	**54.72%**
	Total issued capital - selected security class(es)	**150,301,361**	**100.00%**

2. The Name of the Company Secretary is Mr Craig McNab.

3. The address of the registered office is Level 8, 216 St Georges Terrace, Perth WA 6000, Australia. (Telephone (08) 9481 0389). The address of the principal place of business is Unit 30, 118 Royal Street East Perth, WA, 6004, Australia.

4. Registers of securities are held at the following address:
Automic Pty Ltd
Level 5, 191 St Georges Terrace
Perth WA 6000

5. **Stock Exchange Listing**
Quotation has been granted for all the ordinary shares of the company on the Australian Securities Exchange Limited.

6. **Restricted Securities**

The Company has the following ASX restricted securities on issue as at the date of this report:

- 320,004 fully paid ordinary shares, escrowed to 16 May 2024
- 682,796 fully paid ordinary shares, escrowed to 1 June 2024
- 980,896 fully paid ordinary shares, escrowed to 15 June 2024
- 5,857,805 fully paid ordinary shares, escrowed to 23 June 2024
- 20,973,455 fully paid ordinary shares, escrowed to 19 October 2024
- 39,700,047 fully paid ordinary shares, escrowed to 27 October 2025
- 1,243,733 options exercisable at $0.25 expiring 31 December 2024, escrowed to 27 October 2025
- 771,000 options exercisable at $0.52 expiring 23 December 2024, escrowed to 27 October 2025
- 1,000,000 options exercisable at $0.585 expiring 26 October 2026, escrowed to 27 October 2025
- 7,900,000 performance rights with a nil exercise price expiring on various dates, escrowed to 27 October 2025

The Company has the following voluntary restricted securities on issue as at the date of this report:

- 23,580,471 fully paid ordinary shares, escrowed to 27 April 2024

7. **Unquoted Securities**

The Company has the following unquoted securities on issue as at the date of this report:

- 4,890,667 options exercisable at $0.25 on or before 31 December 2024 held by 18 holders
- 920,222 options exercisable at $0.45 on or before 30 June 2024 held by 7 holders
- 771,000 options exercisable at $0.52 expiring 23 December 2024 held by 6 holders
- 1,000,000 options exercisable at $0.585 on or before 26 October 2026 held by 5 holders
- 250,000 options exercisable at $0.50 on or before 31 March 2024 held by 1 holder
- 1,800,000 Class B Performance Rights with nil exercise price expiring on 12 October 2026 held by 5 holders
- 2,500,000 Class C Performance Rights with nil exercise price expiring on 12 October 2026 held by 3 holders
- 3,000,000 Class D Performance Rights with nil exercise price expiring on 12 October 2026 held by 4 holders
- 1,750,000 Class E Performance Rights with nil exercise price expiring on 12 October 2027 held by 3 holders
- 400,000 Class F Performance Rights with nil exercise price expiring on 12 January 2025 held by 4 holders

8. **Use of Funds**

Between the date of listing on ASX and the date of this report the Company has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives and as set out in the Supplementary Prospectus dated 25 September 2023.

Schedule of Exploration Tenements

United States of America

Project	Location	Claims	Interest as at 31 December 2023	Current interest
Black Mountain(i)	Wyoming, USA	352	91.9%	93.9%
Copper Mountain(ii)	Wyoming, USA	83	91.9%	93.9%
South Pass	Wyoming, USA	214	91.9%	93.9%
Barlow Gap	Wyoming, USA	60	91.9%	93.9%
Tin Cup	Wyoming, USA	45	91.9%	93.9%
Pathfinder	Wyoming, USA	32	91.9%	93.9%
JC	Wyoming, USA	9	91.9%	93.9%
Resurgent	Nevada / Oregon, USA	1450	79.4%	79.4%
Horizon(iii)	Nevada, USA	839	21.4%	21.4%
Amargosa	Nevada, USA	300	60%	60%
Lida	Nevada, USA	250	60%	60%

Notes:

(i) Subject to an Exploration and Secured Option Agreement with BMLC over 27 Claims and a Mining Lease with Option to Purchase Agreement with Vesper Resources LLC over two (2) Claims.

(ii) Subject to a Mining Lease with Option to Purchase Agreement with Vesper over two (2) Claims.

(iii) Project has been conditionally divested through the issuance of a call option to Pan American Energy Corp. via a Property Option Agreement

Zimbabwe

Project	Location	Claims	Interest as at 31 December 2023	Current interest
Nyamukono	Mashonaland East, Zimbabwe	45	95%	95%

Australia

Project	License	Status	Location	Interest as at 31 December 2023	Current interest
Mardabilla	E 69/3771	Granted	Western Australia	100%	100%
Mardabilla	E 69/3773	Granted	Western Australia	100%	100%