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Annual Report

2022

***talga***

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# Corporate Directory

## Directors

Terry Stinson (Non-Executive Chair)  
Mark Thompson (Managing Director)  
Grant Mooney (Non-Executive Director)  
Stephen Lowe (Non-Executive Director)  
Ola Rinnan (Non-Executive Director)

## Company Secretary

Dean Scarparolo

## Registered office and principal place of business

Suite 3.03, Level 3  
46 Colin Street  
West Perth WA 6005, Australia  
**Phone:** 08 9481 6667

## Email and website

**Email:** [info@talgagroup.com](mailto:info@talgagroup.com)

**Website:** [www.talgagroup.com](http://www.talgagroup.com)

## ABN

32 138 405 419

## Securities Exchange Listing

Talga Group Ltd is listed on the ASX

**Home Exchange:** Perth

**ASX Code:** TLG (Shares)

## Share Registry

Automic Registry Services

GPO Box 5193  
Sydney NSW 2001

**Phone:** 1300 288 664

## Auditors

Stantons

Level 2  
40 Kings Park Road  
West Perth WA 6005

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# Letter from the Chair

## Dear fellow Talga shareholders,

The past twelve months have seen Talga realise key cornerstone achievements in project execution, financing, commercial strategy, and mid- to long-term expansion. These will set Talga up for growth over the next 12 months and into the future as we become a major supplier of clean battery materials to the booming lithium-ion battery market.

I'd like to thank my fellow Board Directors and all the global Talga team for their hard work and diligence over the past 12 months. Talga's success is thanks to the entire team's tireless work. I'd particularly like to welcome new hires including Melissa Roberts, Chief Financial Officer; Mark Percy, Corporate Commercial Manager; and Per-Erik Lindvall, Chair of Talga's Swedish Board. As we scale up towards commercial production, we have also made multiple valuable appointments to our operations team in Sweden and our research and development team in Cambridge. The breadth of experience across all team members, new and old, ensures Talga is well positioned to execute on plans to enter commercial production and expand over the future.

Most significantly, we signed a non-binding offtake agreement with European battery maker ACC for 60,000 tonnes of our ultra-low emission anode product Talnode®-C, with both parties intending a binding agreement by the end of November 2022.

This milestone follows the commissioning and operation of our Electric Vehicle Anode (EVA) plant, the first of its kind in Europe. In producing large scale samples of Talnode®-C for advanced customer testing, this plant is a vital step towards securing binding commercial agreements with customers. Key to Talnode®-C's commercial appeal is its Life Cycle Assessment, independently conducted by Hitachi ABB Power Grids, which confirms its outstanding environmental credentials.

Talga also made significant progress in permitting, having received positive feedback from multiple key stakeholders and a decision hearing scheduled for Q1 2023. Notably, the regional government authority Norrbotten County Administrative Board stated in its submission that closure risks, as well as impacts on reindeer herding and water quality could be successfully managed, and that the Project's environmental permit could be approved with appropriate conditions.

These advances are mirrored in Talga's project finance strategy, with support signalled from multiple European financial institutions including the Swedish Export Credit Corporation, Nordic Investment Bank, Swiss Export Credit Agency, and a leading European investment bank. These advancements build upon the release of Talga's Detailed Feasibility Study in July 2021, which established outstanding project economics and the Company's updated ore reserve.



## Talga will provide solutions to address the looming supply restraints on critical battery materials focused on battery anode

To complement this activity towards near term project success, Talga has progressed towards securing commercial agreements, with 23 customers receiving large scale samples from the EVA plant for advanced customer testing. In addition, Talga has secured industry partnerships with ABB towards project optimisation and electrification of Talga's expanded underground mine; Long Time Technology for product development; and Mitsui for project finance.

Looking further beyond, Talga made substantial steps in scaling up to becoming one of the world's largest producers of sustainable battery materials by boosting the Vittangi mineral resource estimate by 54% and conducting successful exploration drilling. These are necessary steps towards expanding beyond production of 100,000 tonnes of active anode material per annum.

Talga has a solid strategic plan that delivers growth, profitability, and shareholder returns. Talga is in the lead in Europe, and we are preparing for the significant growth required to meet future worldwide electric vehicle battery anode material requirements.

Across our industry, major EV producers and battery manufacturers are focused on securing sustainable supply of critical battery materials to reduce emissions and mitigate global warming. In tandem, significant developments in green policy are being embraced across the world, driving

faster proliferation of renewable energy, significant increases in share of zero-emission vehicles, and green energy investments. According to the International Energy Agency, the electric car market share in 2021 was nearly 10%, four times the market share in 2019. In 2022, global sales have continued to rise, with 2 million sold in the first quarter, with industry forecasting market share to reach 13%.

Talga will provide solutions to address the looming supply restraints on critical battery materials focused on battery anode. Supply of battery materials is forecast to be a significant challenge for electric vehicle makers which are critical to deliver a sustainable green transition. In establishing a local EU mine-to-anode supply chain of ultra clean anode material, Talga will meet this challenge.

**Terry Stinson**

Non-Executive Chair

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# Directors' Report

The Directors present their report, together with the financial statements of Talga Group Ltd (“Talga” or “the Company”) and its controlled entities (“the Group”), for the financial year ended 30 June 2022.

## 1. Board of Directors

The following persons were Directors of Talga Group Ltd during the financial year and up to the date of this report:

Directors	Position	Date of appointment
Terry Stinson	Non-Executive Chair	8 February 2017
Mark Thompson	Managing Director	21 July 2009
Grant Mooney	Non-Executive Director	20 February 2014
Stephen Lowe	Non-Executive Director	17 December 2015
Ola Rinnan	Non-Executive Director	7 August 2017

## 2. Information on Directors

The names and details of Directors in office during the financial year and up to the date of this report are as follows:

### Terry Stinson

#### Non-Executive Chair

Appointed 8 February 2017

Mr Stinson has over 35 years’ Executive and Non-Executive Director experience, working for global innovation companies across a range of industry segments, along with a proven track record of forming and leading international business collaborations and joint ventures.

Formerly the CEO (12 April 2017 to 18 November 2019) and Managing Director (20 May 2008 to 12 April 2017) of Orbital Corporation, VP for Global Fuel Systems at Siemens AG, CEO and Managing Director of Synerject and VP of Manufacturing Outboard Marine Corporation, Mr Stinson is currently the Non-Executive Chair of wave energy technology developer, Carnegie Clean Energy Limited (appointed 19 October 2018), Non-Executive Director of Aurora Labs Limited (appointed 27 February 2020), and Non-Executive Director of Engentus Pty Ltd (appointed May 2021).

Interests in shares: 175,554

Interests in performance rights: 600,000

## Mark Thompson

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### Managing Director

Appointed 21 July 2009

Mr Thompson has over 30 years' global experience in the geoscience and mineral industries including project discovery, development, technology, and management. He is a member of the Australian Institute of Geoscientists, the Society of Economic Geologists, and the Society of Vertebrate Paleontology.

Mr Thompson founded Talga and previously founded and served on the Board of ASX-listed Catalyst Metals Limited. Mr Thompson was a Non-Executive Director of Gibb River Diamonds Ltd from 1 December 2012 to 24 March 2020.

Interests in shares: 14,354,901

Interests in options: 4,000,000

## Grant Mooney

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### Non-Executive Director

Appointed 20 February 2014

Mr Mooney has a background in corporate advisory with extensive experience in equity capital markets, corporate governance, and M&A transactions along with a wealth of experience in resources and technology markets. He is a member of the Institute of Chartered Accountants in Australia.

Mr Mooney is a Non-Executive Director of several ASX-listed companies including wave energy technology developer Carnegie Clean Energy Limited (appointed 19 February 2008), 3D metal printing technology company Aurora Labs Limited (appointed 25 March 2020), oil and gas services company SRJ Technologies (appointed 1 June 2020), and mineral resources companies Riedel Resources Ltd (appointed 31 October 2018), Accelerate Resources Limited (appointed 1 July 2017), and Gibb River Diamonds Limited (appointed 14 October 2008).

Interests in shares: Nil

Interests in performance rights: 500,000

## Stephen Lowe

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### Non-Executive Director

Appointed 17 December 2015

Mr Lowe has a background in business management with over 25 years' experience consulting to a range of corporate and high wealth clients. Mr Lowe was the Group Manager for the Creasy Group for 12 years before retiring in August 2019.

Mr Lowe is also an experienced public company Director, being the former Chair of Sirius Resources NL and former Non-Executive Director of Coziron Resources Ltd, Belararox Ltd and Windward Resources Ltd. Mr Lowe holds a Bachelor of Business (Accounting) and a Masters of Taxation from the UNSW. He is a Fellow of the Taxation Institute of Australia.

Interests in shares: 2,050,000

Interests in performance rights: 500,000

## Ola Rinnan

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### Non-Executive Director

Appointed 7 August 2017

Mr Rinnan has extensive commercialisation and leadership experience across the energy, banking and finance sectors and has held numerous board positions for European listed companies and financial institutions including Non-Executive Directorships in Smedvig group, companies and DFCU Bank (representing the largest shareholder Norfund).

Formerly the Chairman of Avinor AS, CEO at Eidsiva Energi AS, CEO at Norgeskreditt AS and CFO for Moelven Industrier AS, Mr Rinnan is currently the Chairman of Nordavind DC Sites AS, Hamar Media AS, Espern Eiendom AS, Alpha Entrance AS, Megafun AS and Gravidahl AS. Mr Rinnan holds a Bachelor in Economics and a Masters in Construction and Materials Technology.

Interests in shares: Nil

Interests in performance rights: 500,000

## 3. Information on Company Secretary

### Dean Scarparolo

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Appointed 5 February 2015

Mr Scarparolo is a member of CPA Australia and has a wealth of experience developing and managing the finance departments of ASX-listed companies within the resources sector. Mr Scarparolo is also the Financial Controller for the Group.

## 4. Corporate structure

Talga Group Ltd is a company limited by shares incorporated and domiciled in Australia. Talga Group Ltd has a 100% interest in Talga Mining Pty Ltd, Talga Anode UK Limited and Talga Technologies Limited (both UK companies), and Talga Advanced Materials GmbH (a German company). Talga Mining Pty Ltd has a 100% interest in Talga AB, Talga Battery Metals AB, Talga Tech AB, Raita Graphite AB, and Jalk Graphite AB (all Swedish companies).

## 5. Principal activities and significant changes in state of affairs

Talga is building a Swedish source of battery and advanced materials to offer products critical to its customers' innovation and the shift towards a more sustainable world.

The principal activities of the Group during the financial year comprised:

- Advancement of commercial programs and negotiations for offtake of flagship Li-ion battery anode product Talnode®-C;
- Design, construction, and commissioning of the Electric Vehicle Anode (EVA) plant in Luleå, Sweden;
- Ramping up of processing capability towards commercial anode production, including advanced large scale qualification samples;
- Further development and commercial discussions of additional battery products, silicon anode and conductive additives; and
- Graphite mineral resource growth and exploration drilling, underpinning future expansions.

During the year, significant changes in the state of affairs of the Group were as follows:

- EVA plant launched, with customers receiving large-scale samples for advanced testing.
- Life Cycle Assessment by Hitachi ABB Power Grids confirmed world-leading environmental credentials of Talnode®-C.
- Advancements in commercial discussions towards binding offtakes for Talnode®-C.
- Environmental permit application for the Vittangi Anode Project received positive submissions from major regional stakeholders.
- Final phase of trial mining at the Niska South deposit commenced to extract balance of 25,000 tonnes graphite ore for processing into Talnode® battery products.
- Detailed Feasibility Study completed showing robust outcomes for Swedish battery anode project based on the Company's updated Nunasvaara South JORC ore reserve, with subsequent value improvement and front-end engineering and design progressing.
- BurnVoir appointed as financial advisor to help secure funding package for the development of the Vittangi Anode Project, as well as funding advancement and support from European financial institutions and banks.
- Boost of Vittangi Mineral Resource by 54% to 30.1 million tonnes at 24.1% Cg.
- Submitted applications for Niska tenement exploitation permits following the Niska Scoping Study.

**Life Cycle Assessment**  
by Hitachi ABB Power  
Grids confirmed

world-leading  
environmental  
credentials

**Boost** of Vittangi  
Mineral Resource by

54%

## 6. Review of operations

### Commercial development

#### Industry partnerships

- A range of partnerships and commercial discussions were progressed during the year under NDA.
- Global technology leader ABB expanded the MoU to electrify Talga's underground mining operations, provide its industrial automation and electrification expertise for Talga's initial operation, and work with Talga on front-end engineering and design ("FEED") for the project.
- Taiwan-based Long Time Technology Co., Ltd. entered into an MoU for Anode Testing Contract to secure increasing volumes of materials for larger cell trials and complete qualification programs.
- A tripartite joint development Letter of Intent with Mitsui and Swedish state-owned mining and minerals group LKAB lapsed in November 2021.
- Mitsui extended the MoU, continuing the intent to advance potential co-development of the Vittangi Anode Project through Joint Venture, and was expanded to include marketing, sales, and partnership opportunities across Talga's portfolio of Li-ion battery products.
- Talga joined RECHARGE, Europe's leading body of the advanced rechargeable and Li-ion battery value chain.

#### Commercial and project development

- Completion of Detailed Feasibility Study, showing robust outcomes for Swedish battery anode project with a 24-year life of mine revenue of US\$5,352 million and EBITDA of US\$4,081 million, and annual estimated revenue of US\$240 million from steady state production of 19,500tpa battery anode product Talnode®-C.
- Commissioned and began operating the Electric Vehicle Anode qualification plant, the first of its kind in Europe, to supply coated anode for battery customer qualification.
- Life Cycle Assessment of Talnode®-C conducted by consulting firm Hitachi ABB Power Grids completed, showing outstanding environmental credentials.
- Niska South trial mine commenced for extraction of 25,000 tonnes of graphite ore.
- Niska tenement exploitation permit applications submitted towards total production of more than 100,000 tonnes per annum of Talnode®-C.
- Vittangi Project environmental permit received positive submission from major stakeholders, Court set date for site visit.

Trial mine commenced for **extraction of**

**25**  
thousand  
tonnes of  
graphite ore

## Mineral development and exploration

- Boost of Vittangi Mineral Resource by 54% to 30.1 million tonnes at 24.1% Cg, underpinning future expansion.
- Outstanding results from 2022 graphite drilling program, supporting future mineral resource upgrade.
- Surveys substantially increased JORC Exploration Target at flagship Vittangi project to 170-200 million tonnes at 20-30% graphite.

## Corporate

- Talnode® commercialisation and scale up progress drove recruitment of European commercial staff and Australian Corporate Commercial Manager.
- Received Letter of Interest from Nordic Investment Bank for financing of Vittangi Anode Project and Letter of Support from the Swiss Export Risk Insurance for ABB's delivery of production and process control solutions.
- Appointment of global Chief Financial Officer and Chair of Swedish Board of Directors.
- Launch of new global website and brand identity.
- Talga awarded ISO 9001 quality accreditation for the Company's current stage production and distribution of graphite and graphene products.

## Future outlook and strategy

The Group is well placed to achieve its goal of building a European source of Li-ion battery materials and graphene additives. The aim of the Group in the coming financial year is:

- Secure binding offtake agreements for Talnode®-C.
- Finalise financing and strategic partnerships for the Vittangi Anode Project.
- Secure environmental and mining permits related to the Vittangi Anode Project.
- Continue work and studies towards expansion options of the Vittangi Anode Project.
- Implementation of Talnode®-Si commercialisation strategy and ongoing battery materials and graphene R&D.

JORC Exploration Target  
increased to

170–  
200  
million  
tonnes at  
20–  
30%  
graphite

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## 7. Mineral resources and ore reserve statement

This statement represents the Mineral Resources and Ore Reserves (“MROR”) for Talga Group Ltd as at 30 June 2022.

This MROR statement has been compiled and reported in accordance with the guidelines of the 2012 Edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’ (JORC Code).

This statement is to be reviewed and updated annually in accordance with Section 15 of the JORC Code 2012. The nominated annual review date for this MROR statement is 30 June.

As at the Annual Review date of 30 June 2022, this MROR Statement has been approved by the named Competent Persons (see the Competent Persons Statement on page 23).



## Mineral resources

Talga owns 100% of multiple mineral assets of graphite ("Cg"), copper ("Cu"), cobalt ("Co") and iron ("Fe") in northern Sweden. An overview of each of the assets in the Group's portfolio at 30 June 2022 is below in Table 1 and details of each project's Mineral Resource categories are set out in Tables 2 to 7.

**Table 1**

Talga 30 June 2022 Total Mineral Resources

Project	Tonnes			Grade			Contained Mineral		
	Ore (Mt)	Cg (%)	Fe (%)	Cu (%)	Co (%)	Cg (Mt)	Fe (Mt)	Cu (t)	Co (t)
Vittangi Graphite	30.1	24.1	-	-	-	7.2	-	-	-
Jalkunen Graphite	31.5	14.9	-	-	-	4.7	-	-	-
Raitajärvi Graphite	4.3	7.1	-	-	-	0.3	-	-	-
<b>Total Graphite</b>	<b>65.9</b>	<b>18.6</b>	-	-	-	<b>12.2</b>	-	-	-
Kiskama Copper-Cobalt	7.7	-	-	0.25	0.04	-	-	17000	1800
<b>Total Copper-Cobalt</b>	<b>7.7</b>	-	-	<b>0.25</b>	<b>0.04</b>	-	-	<b>17000</b>	<b>1800</b>
Vittangi Iron	123.6	-	32.6	-	-	-	40.3	-	-
Masugnsbyn Iron	87.0	-	28.3	-	-	-	24.6	-	-
<b>Total Iron</b>	<b>210.6</b>	-	<b>30.8</b>	-	-	-	<b>64.9</b>	-	-

Notes:

1. Details of each of the Indicated and Inferred Mineral Resource categories are set out in tables 2 to 7.
2. All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding.
3. All projects are 100% Talga owned.
4. The graphite and iron resources are separate deposits but sometimes occur within the same project area. The Kiskama Copper-Cobalt Project is a separate deposit and project from the graphite and iron projects.
5. Mineral quantities are contained mineral.
6. Mineral Resources are inclusive of Indicated and Inferred Mineral Resource categories.

## Vittangi Graphite Project, northern Sweden (Talga owns 100%)

**Table 2**

Vittangi Graphite Project (Nunasvaara and Niska Deposits) – JORC (2012) Resources at 10% Cg cut-off

<b>Deposit</b>	<b>JORC Resource Category</b>	<b>Tonnes</b>	<b>Grade Cg (%)</b>
Nunasvaara	Indicated	15,090,000	25.6
Nunasvaara	Inferred	6,247,000	21.3
Niska	Indicated	7,509,000	23.5
Niska	Inferred	1,229,000	24.1
<b>Total</b>		<b>30,075,000</b>	<b>24.1</b>

Note: Tonnes rounded to nearest thousand tonnes.

The Nunasvaara graphite Mineral Resource estimate was first disclosed on 28 February 2012 (ASX:TLG 28 February 2012), and last disclosed on 27 May 2022 in accordance with the JORC Code 2012 (ASX:TLG 27 May 2022).

The Niska graphite Mineral Resource estimate was first disclosed on 15 October 2019, and last disclosed on 27 May 2022 in accordance with the JORC Code 2012 (ASX:TLG 27 May 2022).

The total for the Vittangi Graphite Project has increased from the previous reporting period due to a Mineral Resource update disclosed in May 2022 (ASX:TLG 27 May 2022).

## Jalkunen Graphite Project, northern Sweden (Talga owns 100%)

**Table 3**

Jalkunen Graphite Project – JORC (2012) Resource at 10% Cg cut-off

<b>Deposit</b>	<b>JORC Resource Category</b>	<b>Tonnes</b>	<b>Grade Cg (%)</b>
Jalkunen	Inferred	31,500,000	14.9
<b>Total</b>		<b>31,500,000</b>	<b>14.9</b>

Note: Tonnes rounded to nearest hundred thousand tonnes.

The Jalkunen graphite Mineral Resource estimate was first disclosed on 27 August 2015 in accordance with the JORC Code 2012 (ASX:TLG 27 August 2015).

## Raitajärvi Graphite Project, northern Sweden (Talga owns 100%)

**Table 4**

Raitajärvi Graphite Project – JORC (2004) Resource at 5% Cg cut-off

<b>Deposit</b>	<b>JORC Resource Category</b>	<b>Tonnes</b>	<b>Grade Cg (%)</b>
Raitajärvi	Indicated	3,400,000	7.3
Raitajärvi	Inferred	900,000	6.4
<b>Total</b>		<b>4,300,000</b>	<b>7.1</b>

Note: Tonnes rounded to nearest hundred thousand tonnes.

The Raitajärvi graphite Mineral Resource estimate was first disclosed on 26 August 2013 in accordance with the JORC Code 2004 (ASX:TLG 26 August 2013). It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported. The Company is not aware of any new information or data that materially affects the information included in the previous announcement and that all of the previous assumptions and technical parameters underpinning the estimates in the previous announcement have not materially changed.

## Kiskama Copper-Cobalt Project, northern Sweden (Talga owns 100%)

**Table 5**

Kiskama Copper-Cobalt Project – JORC (2012) Resource at 0.1% CuEq cut-off

<b>Deposit</b>	<b>JORC Resource Category</b>	<b>Tonnes</b>	<b>Grade Cu (%)</b>	<b>Grade Co (%)</b>	<b>Grade CuEq (%)</b>
Kiskama	Inferred	7,672,000	0.25	0.04	0.36
<b>Total</b>		<b>7,672,000</b>	<b>0.25</b>	<b>0.04</b>	<b>0.36</b>

Note: 20% geological loss applied to account for potential unknown geological losses for Inferred Mineral Resources. Tonnes rounded to nearest hundred thousand tonnes.

The Kiskama Copper-Cobalt Mineral Resource estimate was first disclosed on 21 August 2019 in accordance with the JORC Code 2012 (ASX:TLG 21 August 2019).

## Vittangi Iron Project, northern Sweden (Talga owns 100%)

**Table 6**

Vittangi Iron Project – JORC (2004) Resource Estimate at 15% Fe cut-off

<b>Deposit</b>	<b>JORC Resource Category</b>	<b>Tonnes</b>	<b>Grade Fe (%)</b>
Vathanvaara	Inferred	51,200,000	36.0
Kuusi Nunasvaara	Inferred	46,100,000	28.7
Mänty Vathanvaara	Inferred	16,300,000	31.0
Sorvivuoma	Inferred	5,500,000	38.3
Jänkkä	Inferred	4,500,000	33.0
<b>Total</b>		<b>123,600,000</b>	<b>32.6</b>

Note: Tonnes rounded to nearest hundred thousand tonnes.

The Vittangi iron Mineral Resource estimate was first disclosed on 22 July 2013 in accordance with the JORC Code 2004 (ASX:TLG 22 July 2013). It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported. The Company is not aware of any new information or data that materially affects the information included in the previous announcement and that all of the previous assumptions and technical parameters underpinning the estimates in the previous announcement have not materially changed.

## Masugnsbyn Iron Project, northern Sweden (Talga owns 100%)

**Table 7**

Masugnsbyn Iron Project – JORC (2004) Resource Estimate at 20% Fe cut-off

<b>Deposit</b>	<b>JORC Resource Category</b>	<b>Tonnes</b>	<b>Grade Fe (%)</b>
Masugnsbyn	Indicated	87,000,000	28.3
<b>Total</b>		<b>87,000,000</b>	<b>28.3</b>

Note: Tonnes rounded to nearest hundred thousand tonnes.

The Masugnsbyn iron Mineral Resource estimate was first disclosed on 28 February 2012 in accordance with the JORC Code 2004 (ASX:TLG 28 February 2012). It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported. The Company is not aware of any new information or data that materially affects the information included in the previous announcement and that all of the previous assumptions and technical parameters underpinning the estimates in the previous announcement have not materially changed.

## Ore reserves

Talga owns 100% of one mineral asset of graphite in the JORC Probable Ore Reserve category in northern Sweden. An overview of the asset in the Group's portfolio at 30 June 2022 is below in Table 8 and details of the project's Mineral Reserve category is set out below in Table 9.

**Table 8**

Talga 30 June 2022 Total Ore Reserves

Project	Tonnes	Grade	Contained Mineral
	Ore (Mt)	Cg (%)	Cg (Mt)
Vittangi Graphite	2.26	24.1	0.54
<b>Total</b>	<b>2.26</b>	<b>24.1</b>	<b>0.54</b>

Note:

1. Detailed table setting out the Probable Ore Reserve category is set out in table 9.
2. All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding.
3. All projects are 100% Talga owned.
4. Mineral quantities are contained mineral.
5. Ore Reserves are of Probable Ore Reserve category.
6. Ore Reserve is based on the previously disclosed Mineral Resource estimate for Nunasvaara South (ASX: TLG 17 September 2020).

### Vittangi Graphite Project, northern Sweden (Talga owns 100%)

**Table 9**

Vittangi Project Nunasvaara Graphite Deposit – JORC (2012) Reserve at 12% Cg cut-off

Deposit	JORC	Tonnes	Grade Cg (%)
	Resource Category		
Nunasvaara	Probable	2,260,000	24.1
<b>Total</b>		<b>2,260,000</b>	<b>24.1</b>

Note: Tonnes rounded to nearest thousand tonnes.

The Vittangi graphite Ore Reserve statement was first disclosed on 23 May 2019 in accordance with the JORC Code 2012 (ASX:TLG 23 May 2019) and last disclosed on 1 July 2021 in accordance with the JORC Code 2012 (ASX:TLG 1 July 2021), and is based on the previously disclosed Mineral Resource estimate for Nunasvaara South (ASX: TLG 17 September 2020).

## Comparison with prior year estimates

### Mineral Resources

During the 2022 financial year, the Company made the following changes to its Mineral Resource inventory:

- The Vittangi Mineral Resource update saw the Vittangi Graphite Project increase from 19.5Mt @ 24.0% Cg to 30.1Mt @ 24.1% Cg. The resource review was disclosed in May 2022 in accordance with the JORC Code 2012 (ASX:TLG 27 May 2022).

All other resource estimates across the Company's projects remain unchanged from the Company's Mineral Resource Statement as at 30 June 2021.

### Ore Reserves

During the 2022 financial year, the Company made a change to its Mineral Reserve inventory:

- The Vittangi Anode Project DFS saw the Vittangi Graphite Project Mineral Reserves increase from 1.9Mt @ 23.5% Cg to 2.3Mt @ 24.1% Cg. The DFS was disclosed in July 2021 in accordance with the JORC Code 2012 (ASX:TLG 1 July 2021).

## Governance summary

The Mineral Resource estimates and Ore Reserve statements listed in this report are subject to Talga's governance arrangements and internal controls. Talga's Mineral Resource estimates and Ore Reserve statements are derived by Competent Persons ("CP") with the relevant experience in the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking. Geology models in all instances are generated by Talga staff and are reviewed by the CP. The CP carries out reviews of the quality and suitability of the data underlying the Mineral Resource estimate and Ore Reserve statement, including a site visit. Talga management conducts its own internal review of the estimate and statement to ensure that it honours the Talga geological model and has been classified and reported in accordance with the JORC Code.

Vittangi Graphite Project  
**increased** from 19.5 million  
 tonnes @ 24.0% Cg to

**30.1**  
 million  
 tonnes  
 @ 24.1% Cg

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## Competent persons statement

The information in this report that relates to Mineral Resource Estimation for the Vittangi Graphite Project is based on information compiled and reviewed by Ms Katharine Masun (HBSc Geology, MSc Geology, MSA Spatial Analysis). Ms Masun is a Consultant Geologist at SLR Consulting (Canada) Limited and is registered as a Professional Geologist in the Provinces of Ontario, Newfoundland and Labrador, and Saskatchewan, Canada. Ms Masun has sufficient experience relevant to the styles of mineralisation and types of deposits which are covered in this document and to the activity which she is undertaking to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" ("JORC Code"). Ms Masun consents to the inclusion in this report of the matters based on this information in the form and context in which it appears. Ms Masun does not hold securities (directly or indirectly) in the Company.

The information in this report that relates to the Vittangi Graphite Project – Nunasvaara Reserve Estimate is based on information compiled and reviewed by Mr John Walker. Mr. Walker is a Principal Mining Engineer at SLR Consulting who act as consultants to the Company. Mr Walker is a Professional Member of the Institute of Materials, Minerals and Mining (Membership No.451845), a Fellow of the Institute of Quarrying (Membership No.22637) and a Fellow Member of the Geological Society (Membership No.1021044). Mr Walker has sufficient experience relevant to the styles of mineralisation and types of deposits which are covered in this document and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" ("JORC Code"). Mr Walker consents to the inclusion in this report of the matters based on this information in the form and context in which it appears. Mr Walker does not hold securities (directly or indirectly) in the Company.

The information in this report that relates to Mineral Resource Estimation for the Jalkunen and Raitajärvi Graphite Projects, and Masugnsbyn and Vittangi Iron Projects is based on information compiled and reviewed by Mr Simon Coxhell. Mr Coxhell is a consultant to the Company and a member of the Australian Institute of Mining and Metallurgy. Mr Coxhell has sufficient experience relevant to the styles of mineralisation and types of deposits which are covered in this document and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" ("JORC Code"). Mr Coxhell consents to the inclusion in this report of the matters based on this information in the form and context in which it appears. Mr Coxhell does not hold securities (directly or indirectly) in the Company.

The information in this report that relates to Mineral Resource Estimation for the Kiskama Copper-Cobalt Project is based on information compiled and reviewed by Mrs Elizabeth de Klerk. Mrs de Klerk is a consultant to the Company. Mrs de Klerk is a member of the South African Institute of Mining and Metallurgy (SAIMM) and a Fellow of the Geological Society of Africa (GSSA) and a registered Professional Natural Scientist (Pr.Sci.Nat. 400090/08). Mrs de Klerk has sufficient experience relevant to the styles of mineralisation and types of deposits which are covered in this document and to the activity which she is undertaking to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" ("JORC Code"). Mrs de Klerk consents to the inclusion in this report of the matters based on this information in the form and context in which it appears. Mrs de Klerk does not hold securities (directly or indirectly) in the Company.

## 8. Tenement interests

As required by ASX listing rule 5.3.3, please refer to the Schedule of Mineral Tenements for details of Talga's interests in mining tenements held by the Company. No joint ventures or farm-in/farm-out activity occurred during the year.

## 9. Financial performance and financial position

As a mineral explorer and advanced material developer of functional graphene and graphite enhanced products, the Group does not currently have any material operational revenue. Other income during the year consisted of IUK Grants, and R&D refunds.

**The financial results of the Group for the year ended 30 June 2022 are:**

	2022	2021
Cash and cash equivalents (\$)	13,012,565	52,497,518
Net assets (\$)	26,647,577	55,097,074
Income (\$)	664,580	3,518,060
Net loss after tax (\$)	(36,799,320)	(19,893,911)
Loss per share (cents per share)	(12.1)	(7.1)
Dividend (\$)	-	-

## 10. Dividends

No dividend has been paid during or is recommended for the financial year ended 30 June 2022. (30 June 2021: Nil).

## 11. Risks

There are specific risks associated with the activities of the Group and general risks that are largely beyond the control of the Group and the Directors. The most significant risks identified that may have a material impact on the future financial performance of the Group and the market price of the shares are:

### Licence and permit risk

The Company's current and future operations are subject to receiving and maintaining licences, permits and approvals from appropriate governmental authorities. In particular, the Company will require processing, exploitation and environmental permits in Sweden from time to time in connection with mining and processing. There is no assurance that any required licences, permits or approvals will be granted or that delays will not occur in connection with obtaining or renewing the licences, permits or approvals necessary for the Company's proposed operations.

The primary permits required to enable development of the mine are an Exploitation Concession (under the Minerals Act) and an Environmental Permit (under the Environmental Code). Applications for the Vittangi Project Exploitation Concession and Environmental Permit were submitted in May 2020. In April 2022, the Swedish land and Environment Court in Umeå announced the progression of Talga's environmental permit application and provided a preliminary timetable for next steps, including the formal hearing. Based on the Court's announcement, preliminary timetable and updated schedule, a Court site visit is scheduled for Q3 2022 with the formal hearing planned for a date in Q1 2023 however, there is no assurance that the application will be granted or that delays will not occur.

Delays in the permitting and approvals process are an inherent risk to all mining and industrial manufacturing projects. Sweden has an established mining industry with a structured permitting process. The Company is scheduled to complete the extraction of the permitted 25,000 tonne graphite ore from its trial mine at the Niska South deposit (Vittangi graphite project) in Q3 2022. Whilst the track record speaks to past and current successful permitting approvals, potential delays in commercial scale mining and processing permits could impact planned and/or expanded production schedules and delay customer contracts.

In the event that delays are incurred in obtaining a mining permit, the Company intends to utilise the ore extracted from the trial mine. If delays occur to refinery permitting, the Company will consider alternate strategies to progress the business, which may include moving the refinery operations to another jurisdiction.

At the date of this report all mining and exploration permits and licenses were in good standing however failure to obtain or renew one or more required licences, permits or approvals on a timely basis may adversely affect the Company's operations.

## Operating risk

The proposed activities, costs and use of the Company's cash resources are based on certain assumptions with respect to the method and timing of exploration, metallurgy and other technical tests, analysis and feasibility studies. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from the Company's estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

The proposed activities of the Company including economic studies are dependent on economic inputs from commodity prices, metallurgical tests, electrochemical testing and market tests of which there is no guarantee of positive economics. It is a risk that studies may not be completed or may be delayed indefinitely where key inputs show negative economic outcomes. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining and processing of its mineral interests. Until the Company can realise value from its projects, it is likely to incur ongoing operating losses.

Talga has successfully piloted its production flow sheet. It continues to conduct value improvement refinements of its flow sheet at laboratory and pilot plant level working in conjunction with key (or preferred) OEM equipment suppliers and technology providers.

Investment in the Company should be considered in light of the risks, expenses and difficulties frequently encountered by companies at this stage of development, including factors such as design and construction of efficient mining and processing facilities within capital expenditure budgets.

With all mining operations there can be a level of uncertainty and, therefore, risk associated with operating parameters and costs. This is also true with the scaling up of processing technology tested in pilot conditions. The nature of the technology risk is the cost of developing an economically viable commercial operation and production facility.

## Commodity price volatility and foreign currency exchange rate risks

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity prices and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand for minerals, technological advancements, forward selling activities and other macro-economic factors.

Unlike the majority of base and precious metals, there is no internationally recognised market for graphite battery anode material nor is graphite battery anode material an exchange traded commodity; it is determined by actual transactions between buyers and sellers. As a result, there is a lack of market transparency associated with the price of graphite battery anode material however there are a few major independent price reporting agencies that track the graphite anode market.

In relation to graphene, the value of graphene is affected by numerous factors and events that are external to and beyond the control of the Company and similarly this is not an exchange traded commodity. The graphene price has fluctuated, such that periods of significant decline have impacted graphene businesses. These factors have and may in the future include: the level of general economic activity and demand; forward selling activity; and economic conditions and political trends. Whilst graphene is not currently a major focus for Talga it does not have a material effect on the Company's performance.

Furthermore, foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. Prices of various commodities and services may be denominated in Swedish Krona, Euros or US dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the Australian dollar and these currencies as determined in international markets. To mitigate the Company's exposure, currency rates are monitored regularly and funds are transferred to the foreign operations when rates are more favourable. The Company also plans to curtail this impact by paying foreign currency invoices in a timely fashion.

## Additional requirements for capital

Talga is seeking to become a vertically integrated anode and advanced materials technology company with a strategy to produce value added products that would provide the most effective, near-term opportunities for commercialisation and potential cashflows.

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's properties, or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to shareholders.

The Company announced the completion of the DFS for its Vittangi Anode Project in northern Sweden in July 2021. If the Company agrees on any near term future offtake arrangements, fast track commercial ramp up development may occur which will require additional funding to be obtained.

The Company's cash as at 30 June 2022 of \$13.0 million will provide for on-going business activities. However, the Company will need to seek funding options to advance the Vittangi Anode Project. With the assistance of financial and transaction advisors Morgan Stanley and BurnVoor, the Company will identify and evaluate potential outcomes which may emerge from ongoing project development partnership, customer and financing discussions with European and international parties. Management has strategies to tailor budgeted cashflows based on future funding received. However, without regular income outside interest proceeds or assets sales, it will rely on continuing access to capital markets (including the exercise of unlisted Company options) to fund further development in Sweden, Germany and UK.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its programs or enter into joint venture arrangements to reduce expenditure and this could have a material adverse effect on the Company's activities. Unfavourable market conditions may adversely affect the Company's ability to raise additional funding regardless of the Company's operating performance.

## Environmental and social impact constraints

The Company's exploration, mining and processing activities will, in general, be subject to approval by governmental authorities and influence from other key stakeholders such as local communities. Development of any of the Company's properties will be dependent on the relevant project meeting environmental guidelines and, where required, being approved by governmental authorities. In addition to the Company's Environmental Policy, Talga is developing a formal Environmental and Social Management system to document the process for managing environmental and social risks. This is being implemented at Talga's first operating facility, the EVA plant in Luleå, Sweden, with the aim of achieving ESMS implementation to ISO 14001 certification standard before the end of 2022.

An Environmental and Social risk register is being prepared to identify, assess and document mitigation measures for the proposed Sweden operations.

Talga has a Social Performance Policy and Social Performance Standards which will provide the structure for cascading Talga's commitment to protect labour and human rights. The Company is well aware of its environmental obligations across its operational activities in Germany, the UK and in particular Sweden, where there are various environmental requirements to complete and apply for an exploitation permit and continues to monitor compliance.

## Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Group's operations.

## Reserve estimates

The Reserve estimates have been carefully prepared by an appropriately qualified person in compliance with the Joint Ore Reserves Committee (JORC) guidelines and in appropriate instances are verified by independent mining experts. Estimated valuations are dependent on Market Prices for the targeted ore.

## Technology risks

Sensitive data relating to Talga, its employees, associates, customers, suppliers or the development of Talga's innovative product range may be exposed resulting in a negative impact on the Group's reputation or competitive advantage. Policies, procedures and practices are in place to ensure security of this data. Talga and its subsidiaries recognise the importance of data privacy, and comply with relevant data privacy regulations, including the EU General Data Protection Regulation, to safeguard the security and privacy of data.

## Intellectual property risk

Talga continues to invest significantly in product development and innovation and the success of the Company's graphite processing business depends, in part, on its continued ability to protect its intellectual property (IP) including trademarks to increase brand awareness, its trade secrets and patents on its products and production processes.

In the event that the Company is unable to protect its intellectual property adequately, the value of the Company's products and brands could be adversely affected and may further impact over all business, with respect to its financial position and overall profitability and operational output.

Within the industry that the business operates, there exists an ongoing risk of third parties claiming involvement in technological discoveries. The Company has taken steps to protect and confirm its interest in its intellectual property and has implemented, and will continue to monitor and update, processes to protect its intellectual property. The Company is not aware of any third-party interests in relation to its intellectual property rights.

Talga has policies, procedures and practices in place and seeks appropriate patent, design, and trademark protection to manage any potential IP risk.

## Pandemic risk

Supply chain disruptions resulting from the transmission of pandemics such as COVID-19 in the community and measures implemented by governments around the world to limit the transmission of the virus may adversely impact the Company's operations, financial position, prospects and ability to raise capital. Travel bans may also lead to shortages of skilled personnel. Further outbreaks of COVID-19 or other pandemics and the implementation of travel restrictions also have the potential to restrict access to sites. Whilst the COVID-19 pandemic will have short-term and long-term consequences that Talga, like other companies, must take into account, there have been no significant adverse impacts on the Company to date. The Company may also be subject to the severity of further lockdowns and relevant operators / supplier personnel not becoming infected which could result in delays.

## Climate change risk

Climate change is a risk the Company has considered. The climate change risks particularly attributable to the Company include:

- The emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- Climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns.

Whilst all these risks associated with climate change may significantly change the industry in which the Company operates, as announced on the ASX on 12 August 2021, the Life Cycle assessment of Talga's flagship lithium-ion battery anode product, Talnode®-C, emits 96% less CO<sub>2</sub>-equivalent than incumbent electric vehicle battery anode materials (largely due to the use of 100% renewable power).

The Company has identified air emissions and greenhouse gases in the environmental impact assessment (EIA) process for the proposed mine. Mitigation measures have been identified for reducing dust and greenhouse gas emissions. Further EIA process for the refinery which includes best available technology air emission treatment technologies, expected to be completed in 2022.

## 12. Subsequent events

Other than as disclosed below, there has not been any other matter or circumstance occurring subsequent to the end of the financial year that has significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

- Drilling of 2km long 'Niska Link' target intersected wide and high grade graphite zones.
- Talga received Letter of Interest from the Government-owned Swedish Export Credit Corporation to support construction financing of Talga's Vittangi Anode Project.
- On 31 August Talga and Mitsui announced an extension of the MOU.
- On 27 September, Talga entered into a non-binding Offtake Term Sheet with European battery maker Automotive Cells Company SE to supply its flagship anode product, Talnode®-C.

## 13. Directors' and committee meetings

The number of meetings attended by each of the Directors of the Group during the financial year was:

<b>Directors</b>	<b>Number Eligible to Attend</b>	<b>Number Attended</b>
<b>Directors' Meetings</b>		
Terry Stinson	7	7
Mark Thompson	7	7
Grant Mooney	7	7
Stephen Lowe	7	7
Ola Rinnan	7	7
<b>Remuneration Committee Meetings</b>		
Terry Stinson	2	2
Grant Mooney	2	2
Stephen Lowe	2	2
Ola Rinnan	2	2
<b>Audit and Risk Committee Meetings</b>		
Grant Mooney	2	2
Terry Stinson	2	2
Stephen Lowe	2	2

## 14. Environmental regulations

The Group's operations are subject to local, State and Federal laws and regulations concerning the environment. Details of the Group's performance in relation to environmental regulations are as follows:

The Group's exploration activities are subject to the Swedish Minerals Act ("Minerallagen") and operational activities in Germany are subject to the German Federal Emissions Control Act (Bundes-Immissionsschutzgesetz) and the AwSV Regulations relating to water discharge. The Group has a policy of complying with or exceeding its environmental performance obligations. The Board believes that the Group has adequate systems in place to meet its obligations. The Group aims to ensure the appropriate standard of environmental care is achieved, and in doing so, that it is aware of and is in compliance with all environmental legislation. The Directors of the Group are not aware of any breach of environmental legislation for the financial year under review.

For the year ending 30 June 2022, the Group was below the reporting threshold requirements under the Australian National Greenhouse Emission Regulation ("NGER") to report its annual greenhouse gas emissions and energy use and is therefore not required to register or report. The Directors will continue to monitor the Group's registration and reporting obligations.

## 15. Share options and performance rights

As at the date of this report, there were 11,300,000 ordinary shares under option and 2,100,000 shares subject to performance rights:

- 3,800,000 unlisted options with an exercise price of \$0.71 expiring on 23 October 2022;
- 5,000,000 unlisted options with an exercise price of \$1.12 expiring on 31 December 2023;
- 500,000 unlisted options with an exercise price of \$1.93 expiring on 4 July 2024;
- 2,000,000 unlisted options with an exercise price of \$2.16 expiring on 14 September 2024; and
- 2,100,000 performance rights expiring 31 December 2023.

No person entitled to exercise any option or performance right referred to above has or had, by virtue of the option or performance right, a right to participate in any share issue of any other body corporate.

During or since the end of the financial year no share options or performance rights expired.

## 16. Remuneration report (audited)

This report details the type and amount of remuneration for each Director and Key Management Personnel ("KMP") (defined as those having authority and responsibility for planning, directing and controlling the activities of the Group).

### Remuneration policy

The performance of the Group depends upon the quality of its Directors and executives. To be successful, the Group must attract, motivate and retain highly skilled Directors and executives.

It is the Group's objective to provide maximum stakeholder benefit from the retention of a high-quality board and KMP by remunerating them fairly and appropriately with reference to relevant employment market conditions. The Board links the nature and amount of some Director and KMP emoluments to the Group's financial and operational performance. To assist in achieving the objective the Board set up a Remuneration Committee.

The responsibilities of the Remuneration committee are to:

- Attract, retain and motivate high quality Directors and KMP;
- Reward Directors and KMP for Group performance;
- Align the interest of Directors and KMP with those of shareholders;
- Link reward with strategic goals and performance of the Group; and
- Ensure total remuneration is competitive with market standards.

The remuneration of a Director or KMP will be decided by the Remuneration Committee. In determining competitive remuneration rates the Remuneration Committee reviews local and international trends among comparative companies and the industry generally. It also examines terms and conditions for the employee share option plan. The Remuneration Committee also relies on remuneration consultants from time to time. There have been no remuneration consultants relied upon this year.

### Non-Executive Director remuneration

The maximum remuneration of Non-Executive Directors is the subject of shareholder resolution in accordance with the Company's Constitution, and the Corporations Act 2001 as applicable. The allocation of Non-Executive Director remuneration within that maximum will be made by the Remuneration Committee having regard to the inputs and value to the Group of the respective contributions by each Non-Executive Director. Shareholders at a general meeting approved an aggregate amount of \$500,000 to be paid to Non-Executive Directors. The Board, upon consultation with the Remuneration Committee, may allocate this pool (or part of it) at their discretion.

The Remuneration Committee may recommend awarding additional remuneration to Non-Executive Directors called upon to perform extra services or make special exertions on behalf of the Group such as representation on committees. There is no scheme to provide retirement benefits, other than statutory superannuation, to Non-Executive Directors.

## Executive remuneration

Executive remuneration may consist of both fixed and variable (at risk) elements.

### Fixed remuneration

The level of fixed remuneration is set so as to provide a base level of remuneration which is appropriate to the position and is competitive in the market and may be in variety of forms including cash and fringe benefits. The remuneration is reviewed annually by the Remuneration Committee.

### Variable (at risk) remuneration

Variable remuneration may be delivered in the form of a short-term incentive (STI) scheme, cash bonuses or long-term incentive schemes including share options or rights. All equity-based remuneration paid to Directors and executives is valued at the cost to the Group and expensed. Options and performance rights are valued using the Black-Scholes methodology. All equity-based remuneration for Directors must be approved by shareholders.

### Performance based remuneration

Other than as noted below under Services Agreements of Executive Directors and KMP, the Group did not pay any other performance based bonuses to Directors or KMP in the year ended 30 June 2022.

### Group performance, shareholder wealth and Directors' and Executives' remuneration

The remuneration policy has been tailored to maximise the commonality of goals between shareholders, Directors and executives. The method applied in achieving this aim to date has been the issue of options or performance rights to Directors and executives under the Company's Employee Securities Incentive Scheme to encourage the alignment of personal and shareholder interests. Furthermore, STI's in the form of cash bonuses that are structured to remunerate KMP for achieving annual Group targets and individual performance targets that reflect the Group's development path and that can translate into long term value being created for shareholders have also been considered and implemented. The Group believes this policy will be the most effective in increasing shareholder wealth.

### Services agreements of Executive Directors and KMP

Mark Thompson's employment conditions as Managing Director are defined by way of a contract of employment with no fixed term. Mr Thompson's annual Base Salary and superannuation is \$450,000. His STI's have been agreed based on the three key performance milestones covering Commercial Agreements, Joint Venture/Corporate Alliances, Mineral Resource Upgrades and Market Capitalisation targets, up to a maximum at risk total of \$150,000 (including superannuation). A total STI amount of \$150,000 was paid to Mr Thompson in the 2022 financial year. The STI bonus was determined on 19 September 2021 after performance reviews were completed and approved.

The Company may terminate Mr Thompson's employment contract without cause by providing nine months written notice or making payment in lieu of notice, based on the individual's annual salary component. Mr Thompson may terminate his employment without cause by providing six months written notice and the Company may pay Mr Thompson in lieu of notice or require him to serve out his notice. In the event of a change in control of the Company, Mr Thompson will receive a bonus payment comprising of a lump sum gross payment of 12 months' Base Salary. If within 6 months after the change in control Mr Thompson elects to terminate his employment or his employment is terminated by the Company, Mr Thompson will not be entitled to any notice of termination or payment in lieu of notice.

Martin Phillip's conditions as Chief Operating Officer (COO) are defined by way of a contract of employment with no fixed term. Mr Phillip's Base Salary and superannuation is \$450,000. His STI's have been agreed based on the three key performance milestones covering Commercial Agreements, Joint Venture/Corporate alliances and Market Capitalisation targets, up to a maximum at risk total of \$150,000 (including superannuation). A total STI amount of \$150,000 was paid to Mr Phillips in the 2022 financial year. The STI bonus was determined on 18 September 2021 after performance reviews were completed and approved.

Mr Phillips is predominately located in Europe and is also entitled to six return airfares for immediate family members per year (no airfare benefits were taken in FY22 due to COVID-19 restrictions). Mr Phillips is also the European Chief Executive Officer.

The Company may terminate Mr Phillips' employment contract without cause by providing six months written notice or making payment in lieu of notice, based on the individual's annual salary component. Mr Phillips may terminate the employment without cause by providing six months written notice and the Company may pay Mr Phillips in lieu of notice or require him to serve out his notice.

Melissa Roberts commenced employment with Talga Group Ltd on 2 August 2021 as Chief Financial Officer (CFO). Her terms are defined by way of a contract of employment with no fixed term. Ms Roberts' Base Salary and superannuation is \$400,000. Her STI's have been agreed based on the three key performance milestones covering Joint Venture/Corporate alliances, Corporate business development and Market Capitalisation targets, up to a maximum at risk total of \$120,000 (including superannuation). No STI was paid to Mrs. Roberts in the 2022 financial year.

The Company may terminate Ms Roberts' employment contract without cause by providing six months written notice or making payment in lieu of notice, based on the individual's annual salary component. Ms Roberts may terminate the employment without cause by providing six months written notice and the Company may pay Ms Roberts in lieu of notice or require her to serve out her notice.

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## Details of remuneration

Details of the remuneration of the Directors, other Key Management Personnel (defined as those who have the authority and responsibility for planning, directing and controlling the major activities of the Group) and specified executives of Talga are set out in the following tables.

	Short Term Benefits				Post-Employment	Share Based Payments			
	Salary \$	Directors Fees \$	Other (i) \$	Non-monetary leave entitlements (ii) \$	Super- annuation \$	Subtotal \$	Options and Rights (iii) \$	Total \$	Value of at risk share based payment as proportion of remun- eration %
<b>2022</b>									
<b>Terry Stinson</b> Chair	-	150,000	4,545	-	15,455	<b>170,000</b>	347,000	<b>517,000</b>	67%
<b>Mark Thompson</b> Managing Director	426,432	-	150,000	23,882	23,569	<b>623,883</b>	1,652,000	<b>2,275,883</b>	73%
<b>Grant Mooney</b> Non-Executive Director	-	66,364	6,818	-	7,318	<b>80,500</b>	289,167	<b>369,667</b>	78%
<b>Stephen Lowe</b> Non-Executive Director	-	66,364	6,818	-	7,318	<b>80,500</b>	289,167	<b>369,667</b>	78%
<b>Ola Rinnan</b> Non-Executive Director (v)	-	93,000	2,500	-	-	<b>95,500</b>	289,167	<b>384,667</b>	75%
<b>Martin Phillips</b> Chief Operating Officer (iv)	455,057	-	150,000	68,938	23,568	<b>697,563</b>	526,308	<b>1,223,871</b>	43%
<b>Melissa Roberts</b> Chief Financial Officer	333,333	-	-	13,516	33,333	<b>380,182</b>	367,067	<b>747,249</b>	49%
<b>Total</b>	<b>1,214,822</b>	<b>375,728</b>	<b>320,681</b>	<b>106,336</b>	<b>110,561</b>	<b>2,128,128</b>	<b>3,759,876</b>	<b>5,888,004</b>	

Notes: All Directors are paid under the terms agreed by way of Director's resolution.

- (i) Grant Mooney was paid \$4,545 (plus superannuation) as Chair of Remuneration Committee and \$2,273 (plus superannuation) as a member of the Audit and Risk Committee. Steve Lowe was paid \$4,545 (plus superannuation) as Chair of Audit and Risk Committee and \$2,273 (plus superannuation) as a member of the Remuneration Committee. Terry Stinson was paid \$4,545 (plus superannuation) as a member of both the Remuneration Committee and Audit and Risk Committee. Ola Rinnan was paid \$2,500 as a member of the Remuneration Committee. Both Mark Thompson and Martin Phillips were paid a \$150,000 STI bonus in the period relating to the 2021 financial year market capitalisation milestones.
- (ii) Non-monetary leave entitlements are the net movement of the balance of accrued annual and long-service leave entitlements.
- (iii) Option and rights represent the fair value expensed for the year ended 30 June 2022; for options issued to Mark Thompson in November 2020; for options issued to Martin Phillips in October 2019 and September 2020; for options issued to Melissa Roberts in September 2021; for performance rights issued to the Chair and Non-Executive Directors in November 2020.
- (iv) Due to tax equalisation, Martin Phillips was paid a total annual base salary and superannuation of \$478,625 for the 2022 financial year.
- (v) Ola Rinnan Director fees includes representation on the subsidiary Talga AB board.

2021	Short Term Benefits				Post-Employment		Share Based Payments			Value of at risk share based payment as proportion of remuneration %
	Salary \$	Directors Fees \$	Other (vi) \$	Non-monetary leave entitlements (vii) \$	Super-annuation \$	Subtotal \$	Options and Rights \$	Total \$		
<b>Terry Stinson</b> Chair (xii)	-	138,508	-	-	13,158	<b>151,666</b>	219,252	<b>370,918</b>	59%	
<b>Mark Thompson</b> Managing Director (viii,x)	392,566	-	-	22,708	21,695	<b>436,969</b>	1,045,880	<b>1,482,849</b>	71%	
<b>Grant Mooney</b> Non-Executive Director (xiii)	-	54,795	4,566	-	5,639	<b>65,000</b>	182,710	<b>247,710</b>	74%	
<b>Stephen Lowe</b> Non-Executive Director (xiv)	-	54,795	4,566	-	5,639	<b>65,000</b>	182,710	<b>247,710</b>	74%	
<b>Ola Rinnan</b> Non-Executive Director (xv)	-	60,000	-	-	-	<b>60,000</b>	182,710	<b>242,710</b>	75%	
<b>Andrew Willis</b> Non-Executive Director (xvi)	-	2,742	-	-	-	<b>2,742</b>	-	<b>2,742</b>	0%	
<b>Martin Phillips</b> Chief Operating Officer (ix,xi)	386,918	-	-	34,576	21,695	<b>443,189</b>	213,224	<b>656,413</b>	32%	
<b>Total</b>	<b>779,484</b>	<b>310,840</b>	<b>9,132</b>	<b>57,284</b>	<b>67,826</b>	<b>1,224,566</b>	<b>2,026,486</b>	<b>3,251,052</b>		

Notes: All Directors are paid under the terms agreed by way of Director's resolution.

- (vi) \$4,566 plus superannuation was paid to Grant Mooney as Chair of Remuneration Committee and to Steve Lowe as Chair of the Audit and Risk Committee.
- (vii) Non-monetary leave entitlements are the net movement of the balance of accrued annual and long-service leave entitlements.
- (viii) The fair value of options expensed for the year ended 30 June 2021 issued to Mr Thompson in the financial year amounted to \$1,045,880.
- (ix) The fair value of options expensed for the year ended 30 June 2021 issued to Mr Phillips in the financial year amounted to \$213,224.
- (x) From 1 July 2020, Mr Mark Thompson was entitled to a total annual base salary of \$374,696 plus superannuation of \$21,694. From 1 March 2021 his total annual base salary increased to \$426,432 plus superannuation of \$23,568. His resulting total annual base salary and superannuation for the financial year was \$414,261.
- (xi) From 1 July 2020, Mr Martin Phillips was entitled to a total annual base salary of \$359,716 plus superannuation of \$21,694. From 1 March 2021 his total annual base salary increased to \$426,432 plus superannuation of \$23,568. However due to tax equalisation, this change together with tax equalisation resulted in a total annual base salary and superannuation of \$408,613 paid for the 2021 financial year.
- (xii) The fair value of rights expensed for the year ended 30 June 2021 issued to Mr Stinson in the financial year amounted to \$219,252.
- (xiii) The fair value of rights expensed for the year ended 30 June 2021 issued to Mr Mooney in the financial year amounted to \$182,710
- (xiv) The fair value of rights expensed for the year ended 30 June 2021 issued to Mr Lowe in the financial year amounted to \$182,710.
- (xv) The fair value of rights expensed for the year ended 30 June 2021 issued to Mr Rinnan in the financial year amounted to \$182,710.
- (xvi) Mr Andrew Willis resigned on 17 July 2020.

## Options, rights and shareholdings of Directors and Officers

The number of options and performance rights over ordinary shares in Talga held by Key Management Personnel of the Group during the financial year is as follows:

### Key Management Personnel Options and Rights 2022

30 June 2022	Balance at beginning of year	Granted as remuneration during the year	Exercised during the year	Other changes during the year	Balance at end of year	Vested during the year	Vested and exercisable
Terry Stinson	600,000	-	-	-	600,000	-	-
Mark Thompson	4,000,000	-	-	-	4,000,000	-	-
Grant Mooney	500,000	-	-	-	500,000	-	-
Stephen Lowe	500,000	-	-	-	500,000	-	-
Ola Rinnan	500,000	-	-	-	500,000	-	-
Martin Phillips	4,000,000	-	-	-	4,000,000	-	-
Melissa Roberts	-	2,000,000	-	-	2,000,000	-	-

The number of ordinary shares in Talga held by Key Management Personnel of the Group during the financial year is as follows:

### Key Management Personnel Shareholdings 2022

30 June 2022	Balance at beginning of year	Granted as remuneration during the year	Issued on exercise of options during the year	Other changes during the year	Balance at end of year
Terry Stinson	175,554	-	-	-	175,554
Mark Thompson	14,354,901	-	-	-	14,354,901
Grant Mooney	-	-	-	-	-
Stephen Lowe	2,050,000	-	-	-	2,050,000
Ola Rinnan	-	-	-	-	-
Martin Phillips	229,950	-	-	-	229,950
Melissa Roberts	-	-	-	-	-

### Share based payments

The following table summarises the value of options or rights granted, expensed, and exercised during the financial year, in relation to options or rights granted to Key Management Personnel as part of their remuneration:

Key Management Personnel	Granted in year \$	Value of options and rights expensed during year \$	Value of options exercised in year \$
Terry Stinson	-	347,000	-
Mark Thompson	-	1,652,000	-
Grant Mooney	-	289,167	-
Stephen Lowe	-	289,167	-
Ola Rinnan	-	289,167	-
Martin Phillips	-	526,308	-
Melissa Roberts	1,392,000	367,067	-

### Additional disclosures relating to options, performance rights and shares

The table below discloses the number of share options and performance rights as at 30 June 2022 granted to Key Management Personnel as remuneration as well as the number of options that vested or lapsed during this year.

Share options do not carry any voting or dividend rights and can be exercised once the vesting conditions have been met until their expiry date.

As at 30 June 2022	Grant date	Number of options / rights awarded	Fair value per option / right at award date	Vesting date	Exercise price	Expiry date	No. vested during this year	No. lapsed during this year
Mark Thompson	12/11/20	4,000,000	\$1.239	*	\$1.12	31/12/23	-	-
Martin Phillips	24/10/19	3,000,000	\$0.374	*	\$0.71	23/10/22	-	-
Martin Phillips	25/09/20	1,000,000	\$0.495	*	\$1.12	31/12/23	-	-
Terry Stinson	12/11/20	600,000 (i)	\$1.735	*	-	31/12/23	-	-
Stephen Lowe	12/11/20	500,000 (i)	\$1.735	*	-	31/12/23	-	-
Grant Mooney	12/11/20	500,000 (i)	\$1.735	*	-	31/12/23	-	-
Ola Rinnan	12/11/20	500,000 (i)	\$1.735	*	-	31/12/23	-	-
Melissa Roberts	16/09/21	2,000,000	\$0.696	*	\$2.16	14/09/24	-	-

\* Subject to vesting conditions

(i) Performance rights granted

## 17. Indemnification and insurance of Directors and Officers

The Group paid a premium of \$110,264 (2021: \$58,804) to insure Directors and officers of the Group. The Directors and officers have indemnities in place with the Group whereby the Company has agreed to indemnify the Directors and officers in respect of certain liabilities incurred by the Director or officer while acting as a Director of the Group and to insure the Director or officer against certain risks the Director or officer is exposed to as an officer of the Group.

## 18. Auditor's independence declaration

The auditor's independence declaration for the year ended 30 June 2022 has been received and immediately follows the Directors' Report. There were no other fees paid to Stantons for non-audit services provided during the year ended 30 June 2022. The Directors are satisfied that the provisions 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 did not compromise the external auditor's independence.

## 19. Corporate governance

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors support and have adhered to principles of sound corporate governance.

The Board recognises the recommendations of the Australian Securities Exchange Corporate Governance Council and considers that Talga is in compliance with those guidelines which are of critical importance to the commercial operation and commensurate of an ASX-listed company of its size. During the financial year, shareholders continued to receive the benefit of an efficient and cost-effective corporate governance policy for the Group.

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



**Mark Thompson**

Managing Director

Perth, Western Australia

29 September 2022



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# Sustainability and People



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## What sustainability means at Talga

### We are transforming our Swedish graphite deposits into green anodes and advanced materials for the lithium-ion battery and consumer products market

We remain focused on our mission to enable the world's most sustainable batteries and consumer products through innovative graphitic materials. To this end we are transforming our Swedish graphite deposits into green anodes and advanced materials for the lithium-ion battery and consumer products market.

Talga is committed to operating sustainably. This report communicates our progress, and is an annual disclosure to stakeholders on achievements made on our sustainability initiatives.

Our sustainability approach and work program covers three focus areas. These are based on a review of internal factors including our risk profile and operational portfolio; and external factors such as our regulatory environment, customer, supplier and partner interests, local community and other stakeholder interests, the views of ratings agencies, and the standards set by external sustainability initiatives.

Our activities and impacts are mapped across our value chain against the UN Sustainable Development Goals (SDGs). The SDGs set a global framework for countries, businesses, and other stakeholders to address society's most important challenges and provide direction to work together for a sustainable future. The SDG framework helps us measure our progress in supporting the global sustainable development agenda. We have shortlisted five SDGs that we are focusing on as a business. As we transition into operations and our business evolves, so too will our targets.

Together with the SDGs we have also considered Sweden's Action Plan for their 2030 Agenda towards sustainable development. The 2030 Agenda for sustainable development was adopted by all UN Member States with the aim of jointly achieving development that is socially, environmentally and economically sustainable. The 2030 actions cover Sweden's contribution to global implementation of the SDGs from a uniquely national perspective.

The table on pages 50 and 51 outlines Talga's contribution to the SDGs and Sweden's Action Plan 2030 that are deemed material to our operations, and congruently reflect our group strategic priorities.



**SDG and goal**

**Ensure access to affordable, reliable, sustainable and modern energy for all**

**Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all**

**Sweden's action plan focus**

- Create the necessary conditions for effective electrification of the transport sector.
- Create the necessary conditions to reduce climate-related emissions in the industrial sector.
- Push for stronger international cooperation for a green, sustainable, and inclusive energy transition.
- Continue to include children, young people, and women in the energy transition.
- Promote healthy employment which encourages and makes it possible for as many people as possible to enter the workforce, develop and remain in work.
- Working conditions must continue to be predictable and safe, even in a world of work that is changing.

**Talga's planned and current actions**

- Produce battery anode material for the EV market to enable electrification of the transport sector.
- Produce products which enable a lower carbon economy.
- Minimise own GHG emissions.
- Champion innovation in the energy sector.
- Diversity policy – % women employed.
- Local community initiatives focussed on renewable energy.
- Provide safe and healthy work environment.
- Employ locally and upskill workforce.
- Protect and promote human rights in Talga and throughout supply chain.
- Manage business profitably.
- Develop and implement effective governance systems.

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### Ensure sustainable consumption and production patterns

- Find ways to continue to reduce greenhouse gas emissions, including emissions abroad associated with Swedish consumption.
- Reduce the high consumption of materials and increase resource efficiency.

- Produce battery anode material with significantly lower GHG emissions than incumbent product.
- Promotion of Talga products through LCA.



### Take urgent action to combat climate change and its impacts

- Goal to transition to net zero greenhouse gas emissions by 2045.
- Consumption-based emissions also need to be reduced.
- Phase out fossil fuels and materials.
- Striving for resource efficiency and a transition to a fossil-free society.
- Transition to a circular and bio-based economy.

- Minimise carbon intensity of own production processes.
- Move to make business net zero emissions by 2035 in alignment with Svemin's fossil free road map for the mining sector.
- Develop and supply market with low emission, high quality green products.
- Improve business resilience by undertaking climate change physical risk assessments.
- Put in place governance and reporting frameworks for climate action.
- Establish a program for evaluation of circular economy and industrial ecology opportunities.



### Protect, restore and promote sustainable use of terrestrial ecosystems, sustainably manage forests, combat desertification, and halt and reverse land degradation and halt biodiversity loss

- Work to protect or otherwise conserve areas of particular importance for biodiversity and ecosystem services.
- Some habitats are particularly vulnerable, such as natural pastures and hay meadows, which require grazing and where grazing ceases when the keeping of livestock ceases.
- Sweden must continue to strive to mainstream biodiversity considerations in the sectors that affect it most, including by highlighting the value of green infrastructure in developing ecological corridors in the landscape.

- Avoid direct impacts to high biodiversity value areas.
- Undertake a structured and methodological assessment to evaluate opportunities for offsetting biodiversity impacts.
- Participate with Swedish program for a national methodology for assessing net biodiversity impacts.
- Establish life of project net biodiversity impact goals.
- Minimise impact and pollution.

# Materiality matrix

This year we conducted a systematic identification of Talga's significant economic, environmental, and social risks and performed our first structured materiality assessment.

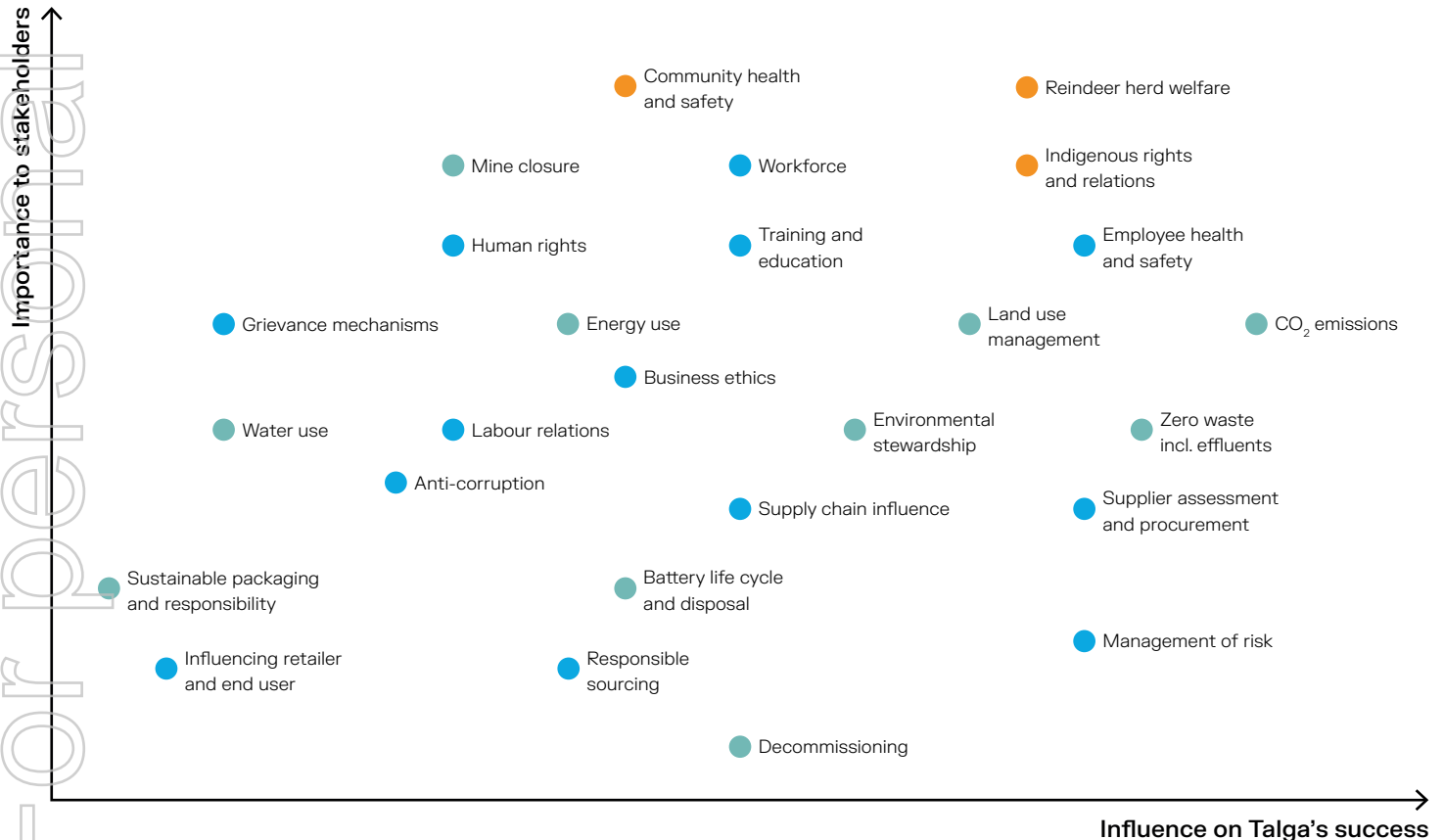
This is a holistic view of the relative significance of our impacts and associated risks and opportunities, and follows the process referenced in the Global Reporting Initiative (GRI) Standard for materiality.

The resulting materiality matrix illustrates topics specific to our business and includes issues that we intend to manage, measure and report on in future.

## Talga FY23 Materiality Matrix 2022

These material topics are specific to our business and includes issues that we intend to manage, measure and report on. They reflect what our stakeholders are most interested in understanding. The material topics represented in this matrix are based on current assessments and are expected to evolve in future assessments.

- Environment
- Long term value
- People and communities



The materiality assessment, SDGs and Sweden's Action Plan 2030 have informed Talga's objectives, broad targets, opportunities for FY 2023. These objectives ensure that our business strategy takes account of significant social and environmental topics and operationalises and embeds management of our material issues throughout our business. We remain focused on continual improvement, exploring opportunities and finding tangible solutions to help us achieve our goals in 2023.

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## Broad ESG objectives, opportunities and targets FY 2023

	Objective	Opportunity	Broad target
<b>Environment</b>	Minimise environmental impact and pollution of operations.	Use of an Environmental and Social Management System (ESMS).	Continue to develop our system to the requirements of ISO 14001. Achieve ISO 14001 certification for EVA Production plant.
	Minimize GHG/CO <sub>2</sub> emissions.	Use of low-emission sources of energy.	Continue to use renewable energy in EVA Production plant. Undertake company wide greenhouse gas emission inventory.
	Undertake climate action including physical risk assessments.	Voluntary TCFD reporting.	Develop and agree a 3-year plan to achieve TCFD requirements and implement first year actions.
	Explore innovation and circular economy opportunities.	Partnership opportunities.	Demonstrate best practice environmental and social management and assess value chain for partnership opportunities.
<b>Society</b>	Support sustainable community development.	Create positive health and wellbeing, educational and employment outcomes.	Continue to build relationships and develop partnerships with Sami community and local government stakeholders.
	Zero harm to people.	Deliver industry leading health and safety performance and community relationship management.	Make zero harm a priority and part of Talga's culture. Implement best practice health and safety management, and community and worker health and well-being programmes.
	Ensure safe and sustainable site operations.	Deliver industry leading sustainability performance.	Implement Safety Management Standard and Framework and staff training.
<b>Business value</b>	Contribute to local employment and workforce upskilling.	Maximise community employment and upskilling opportunities.	Continue to investigate the development of community training and development program.
	Be a market leader in battery anode industry.	Positively influence entire value chain.	Continue R&D and partnership building. Development of a holistic supply chain and governance strategy.
	Show leadership in mining and supply chain human rights.	Positively influence entire value chain.	Continue to build relationship with Sami community. Development of a holistic supply chain and governance strategy.
	Develop Life Cycle Assessment of products.	Life Cycle Assessments and R&D.	Continue to explore R&D opportunities and undertake new Life Cycle Assessments of product or update existing Assessments.

# Environment

## We aim to continually improve our environmental performance through robust management and technological innovation

We are committed to undertaking our project activities in an environmentally responsible manner. We aim to continually improve our environmental performance through robust management and technological innovation.

### Climate change

We acknowledge the changing global climate and accept the Intergovernmental Panel on Climate Change assessment of climate science. We support the intent of the Paris Agreement to limit global warming to well below 2 degrees above pre-industrial levels.

As a business, we are growing into our role as a frontrunner and leading innovator in the global shift towards a green economy and net zero emissions. Sweden has made a commitment to be fossil fuel free by 2045, and our anode material will be a critically important mineral in this transition. In addition, our battery anode operation will provide an environmentally responsible, economically valuable and socially beneficial new industry in northern Sweden.

Talga aims to electrify its underground mining operations when it reaches the expansion phase of its Swedish battery anode operations. This electrification strategy will be explored by ABB and Talga, focusing on the ABB Ability™ eMine portfolio of solutions. As we advance with the design of our facilities and the establishment of our operations, we are looking for opportunities to recover energy and heat, as well as minimise wastes and emissions.

The industry-led Taskforce for Climate Related Financial Disclosure (TCFD) provides a framework for disclosure of climate-related financial risks. We will develop and agree upon a 3-year plan to achieve TCFD requirements and implement first year actions.

### Environmental stewardship

We are focused on sustainable project design. Our efforts in this foundational phase present an opportunity to avoid and minimise any environmental and social impacts.

#### Niska South Trial Mine

During the September to November 2021 trial mine period, we gathered information about the environmental, geological, and economic properties of the deposit. We also further tested rehabilitation techniques that can be implemented in our initial operation at Nunasvaara South and across all our future projects.

Environmental monitoring results were positive. Noise levels taken during blasting did not exceed the daytime reference value for permanent residence and holiday homes of 60 dBA. Dust deposition is well below the guideline values and process water released to the environment does not exceed prescribed concentration limits set in the environmental permit. Groundwater levels and quality remain unaffected by our trial mine activities.

In May 2022, we commenced the final phase of the Niska South Trial mine. For these operations, Talga sourced new water treatment technology to field test achieving the water quality discharge criteria proposed for the Nunasvaara South graphite mine.

## We are well on our way to match fast growing global demand for cleaner, secure battery supply chains and our projects are showing exceptional potential to supply globally competitive green battery anode

### **Nunasvaara South graphite mine tailings and waste management**

We intend to implement several leading practice tailings and waste management practices at the Nunasvaara South graphite mine including the creation of a secure, integrated waste facility (IWF). Dry tailings and waste rock will be co-placed within the IWF to create a geotechnically robust storage structure. Placement of tailings with waste rock creates the opportunity to reduce oxygen ingress into the matrix, thereby reducing oxidation of sulfide minerals and the risk of acid mine drainage. Tailings will be filter pressed to produce 'dry tailings' for placement within the IWF. This will enable approximately 80% of the water within the concentrator to be recycled and reused on site. All drainage emanating from the IWF will be collected via a lined underdrainage system and directed to a wastewater treatment plant prior to re-use or discharge. Upon completion, the IWF facility will be capped with a competent liner, prepared with soil growth medium and rehabilitated.

### **Environmental and social management system**

We are currently developing and implementing an environmental and social management system (ESMS) at the Niska South trial mine and Electric Vehicle Anode plant. We progressed our plans to attain ISO14001 Environmental management systems certification for the Electric Vehicle Anode plant facility.

### **Responsible value chain**

We are well on our way to match fast growing global demand for cleaner, secure battery supply chains and our projects are showing exceptional potential to supply globally competitive green battery anode.

We aim to implement the European Union's Principles for Sustainable Raw Materials into operations. These principles address the need for sound environmental management processes for extraction and raw materials, including the development of sustainable value chains in Europe and the strengthening of climate change reduction strategies.

Our production process extends across the complete value chain from mining to product. This serves a dual purpose of achieving optimal economies of scale and sustainability. Unlike traditional battery anode manufacturers, our vertical integration enables better costs, quality, and allows control of our material risks.

In 2021 we completed a Life Cycle Assessment (LCA) on our flagship anode product Talnode®-C, investigating the environmental impacts related to the product.

The LCA showed global warming potential of the production of 1 kilogram of Talnode®-C is 1.477 kilogram CO<sub>2</sub> equivalent (scope 1, 2 and 3 emissions). Talnode®-C's strong environmental credentials are driven by Talga's unique high-yield graphite ore, innovative anode process and use of renewable energy.

The LCA also identified areas for improvements. The largest estimated contribution to the environmental impact of the Talnode®-C life cycle is from the purification process and anode plant, specifically chemicals produced by third parties. There is therefore an opportunity to further improve the project's environmental credentials through the establishment of specific requirements on environmental performance within the supply chain. We will continue to update the LCA model with actual production data as the pilot project and commercial facilities are scaled up, together with improved supply chain specifications. The result will be an optimised supply chain for Talnode®-C production with environmental innovation in focus.

We continue to explore waste minimisation opportunities and investigate the partnerships, techniques and technologies required to achieve and accelerate best practice disposal in the industry. This includes segregation, processing, recycling, and safe repositories as required.

We have been working with Project partners to complete front-end engineering and design ("FEED") for the Vittangi graphite concentrator and anode production plant in Luleå.

# People and Community

May 2021

Stakeholders contacted upon the commencement of the Niska trial mine.

September 2021

Community Liaison Coordinator joins Talga team to boost existing engagement programs.

October 2021

Talga held two open days at the Niska trial mine site.

Talga presents to the Kiruna Municipal Council.

December 2021

Community attitude survey performed by an independent company.

## Social responsibility

We are committed to the development of our communities and to minimise the adverse impact on their livelihoods. Good relations with landowners, Sami reindeer herding cooperatives, host communities and local stakeholders, are a priority.

Our Social Performance Policy formalises our commitment to use our business activities to positively contribute to the social and economic development of our host communities, develop and promote respectful and productive relationships with stakeholders, and capitalise on commercial opportunities to benefit people.

In the past year we have undertaken a series of engagements with our nearby communities. This engagement is aimed at establishing enduring relationships built on mutual respect and long-term commitment to ensure that we have a clear understanding of stakeholder aims and concerns. In turn, the community will have a clear understanding of our activities.

Stakeholders were contacted upon the commencement of the Niska trial mine. These included landowners, Sami reindeer herding cooperatives, hunters and the Nunasvaara Road Association. In September 2021 Talga filled the role of Community Liaison Coordinator. The services of the incumbent community consultant were retained at this time to provide continuity of contact and facilitate handover to the new coordinator.

Talga held two open days at the Niska trial mine site in October 2021. The first day was attended by politicians and media, followed by a public day which was attended by approximately 40 people.

During this time, Talga made a presentation to the Kiruna Municipal Council. This was followed up in January 2022 with a meeting to discuss local business engagement and benefits to the Kiruna Municipality and community.

Also in October 2021, demonstrations arranged by a group in opposition to mining were held in Vittangi. The demonstrations were valuable as key issues were raised, resulting in a series of Talga commitments including:

- Increased visibility of Talga in the community
- Rollout of a baseline community attitude survey
- Revamp of the community newsletter

In addition, a community attitude survey was performed by an independent company in December 2021 to gauge the sentiment to Talga's project among the Vittangi community.

January 2022

Meeting to discuss local business engagement and benefits to the Kiruna Municipality and community.

April 2022

Talga officially inaugurated the Electric Vehicle Anode plant in Luleå.  
Talga invited all three Sami reindeer herding cooperatives for a meeting to discuss our future plans for the project.

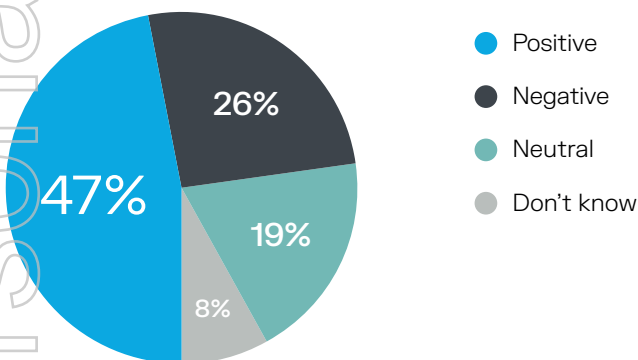
May 2022

From March to May 2022, Talga held three open houses in Folkets Hus Vittangi.

June 2022

Talga exhibited at the Kiruna Expo during the Kiruna Festival.  
Talga hosted a booth at a minifair in Luleå.

Community attitude survey gauged the **sentiment to Talga's project among the Vittangi community**



The attitude to the project was mainly positive, with 47% of respondents stating that the project would be beneficial to the local community. 26% stated that the project will be negative to the community, while 19% were neutral and 8% were unsure.

Community concerns included the need for preservation of the area's natural surface water bodies and the increased likelihood of general pollution emanating from mining activities.

Three community newsletters were distributed in 2021, in May, September and December. However, surveys revealed that most of the community did not feel that they were routinely and consistently informed about the project. We therefore updated our newsletter to improve engagement and increased the frequency. During the reporting period, four community newsletters have been distributed in 2022 (February, March, May, June).

As part of making a positive contribution through community partnership, Talga sponsored the Vittangi Sportsclub to construct an activity park to engage and encourage the social development of children and youths through activity and sport.

Over two days in April 2022, Talga officially inaugurated the Electric Vehicle Anode plant in Luleå, and duly celebrated Europe's first anode factory for lithium-ion batteries. The second day was predominantly for the public, and was attended by approximately 95 guests who participated in guided tours and breakdown session as per the first day's program. The sessions were met positively by all.

From March to May 2022, Talga held three open houses in Folkets Hus Vittangi to update the Vittangi community on the progress of the project, and to voice their questions and concerns.

In April 2022, Talga invited all three Sami reindeer herding cooperatives for a meeting to discuss our future plans for the project. The Gabna herding cooperative accepted the opportunity to attend. We will continue to share information with the reindeer herding cooperatives, extend invitations to meet, and establish administrative support for ongoing communication and compensation to all cooperatives.

In the beginning of June 2022, Talga hosted a booth at a minifair in Luleå. The theme of the fair was related to electric vehicles and solar cells, and formed part of celebrations for World Environment Day.

Also in June, Talga exhibited at the Kiruna Expo during the Kiruna Festival, showcasing the operations and engaging with both the business and general community of Kiruna and the region.

## Long term value



### Our people

We are growing and currently we are 51 employees located in four different countries, representing over 15 nationalities.

Our aim is to be diverse, and we continue to build a work environment with representation from different ethnic backgrounds, cultures and genders. In 2022, Talga Group has a gender split of 47 percent women and 53 percent men.

In 2022 we fulfilled several key roles in keeping with our sustainability aspirations. We have appointed an Environmental Engineer to lead our permitting of refinery and other technical approvals; an Environmental Advisor with responsibility for monitoring and implementation of the ESMS; and a Kiruna/Vittangi-based Community Liaison Coordinator to develop and manage our local stakeholder and community initiatives. These roles report to an Environmental and Community Manager who has overarching responsibility for our performance in these areas.

We aim to attract, develop and retain quality people who are not only committed to our values and our corporate objectives, but who can make Talga better. Continuous development and learning, together with an entrepreneurial mindset, is fundamental to our success.

At Talga, an employee's journey starts with the recruitment process. As per our comprehensive human resources strategy, during the Onboarding and Performance Management Process we set objectives, get feedback, and evaluate performance. If an employee chooses to leave, we have an exit process before they begin a new journey elsewhere.

# 51 employees

## Safety

Health and safety are cornerstones of everything we do. Our employees are an important resource, and their wellbeing is important to the company. As we operate in a fast-moving business, we encourage our employees to have work life balance and we are implementing wellbeing benefits to all employees. We also have agreements with Occupational Health care providers that can support us when needed. We want all our people to return home safely to their families at the end of the working day.

## Training

We provide equal opportunities in employment and employment conditions including hiring, training, and career advancement. All employees are aware of their expectations and are set performance and development plans each year. Formal biannual reviews with direct reports are conducted to ensure that plans are aligned with expectations.

Talga is developing options to provide employment opportunities for local communities as our various projects mature.

## Diversity and inclusion

We are committed to diversity and recognise the benefits which arise from a diverse mix of skills and talent amongst our employees to enhance performance and achieve our goals. We aim to provide equal employment opportunities and strive to create a culture of coaching and development. We promote a harassment free workplace, and all reports of impropriety are treated seriously and in a confidential and sympathetic manner.

We treat our people, including our stakeholders and those impacted by our operations, fairly and respectfully, regardless of gender identity or expression, ethnicity, religion or other beliefs, functional variation, sexual orientation, and age. We foster an ethos of inclusion. We encourage and empower our people to be themselves, be true to their culture and to have a voice.

Located in **four different countries**, representing **over 15 nationalities**

As our operations advance, we will develop and implement programs, identify initiatives and commemorate key events to support our inclusivity ambitions as per our Diversity Policy.

## Governance

Talga is a listed company and committed to implementing the highest standards of corporate governance aligned with recommendations of the Australian Securities Exchange (ASX). We have an established corporate governance framework including corporate governance policies, procedures, and charters with reference to the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations (ASX Principles).

The Board of Directors of Talga Group Ltd is responsible for corporate governance of the Company. The Board's governing principle in meeting this responsibility is to act honestly, conscientiously, and justly, in accordance with the law, in the interests of shareholders, employees and other stakeholders.

We appreciate that risk management, compliance and control are key elements of good corporate governance. The Board of Directors of Talga Group Ltd is responsible for reviewing and approving our risk management strategy, Risk Management Policy, and key risks. Our risk management is consistent with ISO 31000:2018 Risk Management.

Talga is committed to creating and maintaining an open working environment in which employees, Directors, contractors, suppliers, partners and consultants are able to raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct. Our Whistleblower Policy sets out the process to be followed if our people suspect wrongdoing, unethical conduct, or dangers at work which may affect others. The Whistleblower Policy demonstrates our commitment to a fair workplace and aims to protect individuals who, in good faith, report misconduct which they reasonably believe to be corrupt, illegal or unethical on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment.

Talga's corporate governance policies and procedures are available at [talgagroup.com](https://www.talgagroup.com)



PO Box 1908  
West Perth WA 6872  
Australia

Level 2, 40 Kings Park Road  
West Perth WA 6005  
Australia

Tel: +61 8 9481 3188  
Fax: +61 8 9321 1204

ABN: 84 144 581 519  
www.stantons.com.au

29 September 2022

Board of Directors  
Talga Group Limited  
Suite 3.03, Level 3,  
46 Colin Street  
WEST PERTH WA 6005

Dear Directors

**RE: TALGA GROUP LIMITED**

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Talga Group Limited.

As Audit Director for the audit of the financial statements of Talga Group Limited for the year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

**STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD**  
**(An Authorised Audit Company)**

**Samir Tirodkar**  
**Director**



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# Consolidated statement of profit or loss and other comprehensive income

for the year ended 30 June 2022

	Notes	2022 \$	2021 \$
Revenues from ordinary activities	2	16,420	108,969
Other Income	2	648,160	3,409,091
<b>Expenses</b>			
Administration expenses		(3,212,573)	(2,901,546)
Compliance and regulatory expenses		(1,670,169)	(773,518)
Depreciation expense		(972,187)	(694,448)
Employee benefits expenses and Directors Fees		(3,691,963)	(2,293,334)
Exploration and evaluation expenditure	9	(3,259,532)	(389,134)
Exploitation costs Sweden		(7,911,689)	(6,771,816)
Exploration acquisition costs written off		-	(40,570)
Anode Production		(1,823,592)	-
Operations – Test Facility, Research & Product Dev.		(5,083,598)	(7,119,333)
FX realised and unrealised gain / (loss)		(2,736,487)	(12,052)
Share based payments	26	(7,102,110)	(2,416,220)
<b>(Loss) before income tax expense</b>		<b>(36,799,320)</b>	<b>(19,893,911)</b>
Income tax expense	3	-	-
<b>Net (loss) attributable to members of the parent entity</b>		<b>(36,799,320)</b>	<b>(19,893,911)</b>
<b>Other comprehensive income / (loss)</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Changes in the fair value of financial assets at fair value through OCI	13,5(b)	(53,657)	35,000
<b>Items that may be reclassified subsequently to profit or loss</b>			
Exchange differences on translating foreign operations		982,230	(29,578)
<b>Total other comprehensive (loss) / income for the year</b>		<b>928,573</b>	<b>5,422</b>
<b>Total comprehensive (loss) for the year</b>		<b>(35,870,747)</b>	<b>(19,888,489)</b>
<b>Total comprehensive (loss) attributable to members of the parent entity</b>		<b>(35,870,747)</b>	<b>(19,888,489)</b>
Basic loss per share (cents per share)	16	(12.1)	(7.1)
Diluted loss per share (cents per share)	16	(12.1)	(7.1)

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

# Consolidated statement of financial position

as at 30 June 2022

	Notes	2022 \$	2021 \$
<b>Current Assets</b>			
Cash and cash equivalents	4	13,012,565	52,497,518
Trade and other receivables	5 (a)	1,517,074	2,723,793
Financial assets	5 (b)	-	585,000
Prepayments	7	858,892	37,570
<b>Total Current Assets</b>		<b>15,388,531</b>	<b>55,843,881</b>
<b>Non-Current Assets</b>			
Other receivables	6	444,077	73,126
Plant and equipment	8	16,920,764	4,767,423
Inventory		-	16,268
Exploration and evaluation acquisition costs	9	397,970	265,800
<b>Total Non-Current Assets</b>		<b>17,762,811</b>	<b>5,122,617</b>
<b>Total Assets</b>		<b>33,151,342</b>	<b>60,966,498</b>
<b>Current Liabilities</b>			
Lease liability	8	574,417	279,816
Trade and other payables	10	4,024,562	4,967,931
Provisions	11	783,731	506,456
<b>Total Current Liabilities</b>		<b>5,382,710</b>	<b>5,754,203</b>
<b>Non-Current Liabilities</b>			
Lease liability	8	1,121,055	115,221
<b>Total Non-Current Liabilities</b>		<b>1,121,055</b>	<b>115,221</b>
<b>Total Liabilities</b>		<b>6,503,765</b>	<b>5,869,424</b>
<b>Net Assets</b>		<b>26,647,577</b>	<b>55,097,074</b>
<b>Equity</b>			
Issued capital	12	133,472,526	130,184,218
Reserves	13	16,148,202	11,086,687
Accumulated losses	14	(122,973,151)	(86,173,831)
<b>Total Equity</b>		<b>26,647,577</b>	<b>55,097,074</b>

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

# Consolidated statement of changes in equity

for the year ended 30 June 2022

	Issued Capital \$	Accumulated Losses \$	Reserves \$	Total \$
<b>At 1 July 2020</b>	<b>64,567,257</b>	<b>(66,279,920)</b>	<b>8,955,044</b>	<b>7,242,381</b>
<b>Comprehensive income</b>				
Loss after income tax for the year	-	(19,893,911)	-	<b>(19,893,911)</b>
Fair value adjustment in relation to financial assets at FVTOCI	-	-	35,000	<b>35,000</b>
Exchange differences on translation of foreign operations	-	-	(29,578)	<b>(29,578)</b>
<b>Total comprehensive (loss) / income for the year</b>	<b>-</b>	<b>(19,893,911)</b>	<b>5,422</b>	<b>(19,888,489)</b>
<b>Transactions with owners in their capacity as owners</b>				
Issue of share capital	67,267,006	-	-	<b>67,267,006</b>
Capital raising costs	(1,940,044)	-	-	<b>(1,940,044)</b>
Share based compensation	289,999	-	2,126,221	<b>2,416,220</b>
<b>At 30 June 2021</b>	<b>130,184,218</b>	<b>(86,173,831)</b>	<b>11,086,687</b>	<b>55,097,074</b>
<b>At 1 July 2021</b>	<b>130,184,218</b>	<b>(86,173,831)</b>	<b>11,086,687</b>	<b>55,097,074</b>
<b>Comprehensive income</b>				
Loss after income tax for the year	-	(36,799,320)	-	<b>(36,799,320)</b>
Fair value adjustment in relation to financial assets at FVTOCI	-	-	(53,657)	<b>(53,657)</b>
Exchange differences on translation of foreign operations	-	-	982,230	<b>982,230</b>
<b>Total comprehensive (loss) / income for the year</b>	<b>-</b>	<b>(36,799,320)</b>	<b>928,573</b>	<b>(35,870,747)</b>
<b>Transactions with owners in their capacity as owners</b>				
Issue of share capital	336,308	-	-	<b>336,308</b>
Capital raising costs, net of issue costs	-	-	(17,168)	<b>(17,168)</b>
Share based compensation	2,952,000	-	4,150,110	<b>7,102,110</b>
<b>At 30 June 2022</b>	<b>133,472,526</b>	<b>(122,973,151)</b>	<b>16,148,202</b>	<b>26,647,577</b>

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

# Consolidated statement of cash flows

for the year ended 30 June 2022

	Notes	2022 \$	2021 \$
<b>Cash Flows from operating activities</b>			
Receipts from Customers		82,176	61,240
Payments for exploration, evaluation and exploitation		(16,566,701)	(5,492,971)
Payments to suppliers, contractors and employees		(8,364,465)	(3,860,860)
German Operations and UK Operations including R&D		(3,787,641)	(7,932,469)
Interest received		45,381	102,228
Other - tenements		-	(25,000)
Other income - grants		2,043,083	1,284,885
<b>Net cash flows (used in) operating activities</b>	<b>15</b>	<b>(26,548,167)</b>	<b>(15,862,947)</b>
<b>Cash Flows from investing activities</b>			
Purchase of plant and equipment		(12,428,175)	(1,922,308)
Payment other - Security Bonds payments		(545,327)	-
Proceeds from sale of financial asset		566,343	-
Proceeds from sale of tenements		-	250,000
<b>Net cash (used in) investing activities</b>		<b>(12,407,159)</b>	<b>(1,672,308)</b>
<b>Cash Flows from financing activities</b>			
Proceeds from issue of securities		-	65,047,005
Payment for costs of issue of securities		(20,018)	(1,789,763)
Proceeds from exercise of share options		-	540,000
Proceeds from repayment of Directors non-recourse loan		-	1,480,000
Lease payments		(509,609)	(319,288)
<b>Net cash flows (used in) / from financing activities</b>		<b>(529,627)</b>	<b>64,957,954</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>		<b>(39,484,953)</b>	<b>47,422,699</b>
Cash and cash equivalents at the beginning of the financial year		52,497,518	5,074,819
<b>Cash and cash equivalents at the end of the financial year</b>	<b>4</b>	<b>13,012,565</b>	<b>52,497,518</b>

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

# Notes to the consolidated financial statements

for the year ended 30 June 2022

## 1. Statement of significant accounting policies

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001. The financial report of the Group complies with all International Financial Reporting Standards (IFRS) in their entirety.

The financial report covers the parent Talga Group Ltd and Controlled Entities (the "Group"). Talga Group Ltd is a public company, incorporated and domiciled in Australia.

The financial report has been prepared on an accruals basis and is based on historical costs and does not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

The Directors have prepared the financial statements on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and extinguishment of liabilities in the ordinary course of business. Cash as at 30 June 2022 is \$13.0 million. Further funding in the form of debt and/or equity raisings will be required. The Company is currently exploring the optimal mechanisms for raising capital in parallel with progressing activities for the financing of the Vittangi Project. Furthermore, the Company is considering the monetisation of non-core assets. Management has strategies to tailor budgeted cashflows based on future funding received and in the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

### a. Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses and results in the consolidation of its assets and liabilities.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The acquisition method requires that for each business combination one of the combining entities must be identified as the acquirer (i.e., parent entity). The business combination will be accounted for as at the acquisition date, which is the date that control over the acquiree is obtained by the parent entity. At this date, the parent shall recognise, in the consolidated accounts, and subject to certain limited exceptions, the fair value of the identifiable assets acquired, and liabilities assumed. In addition, contingent liabilities of the acquiree will be recognised where a present obligation has been incurred and its fair value can be reliably measured.

The acquisition may result in the recognition of goodwill or a gain from a bargain purchase. The method adopted for the measurement of goodwill will impact on the measurement of any non-controlling interest to be recognised in the acquiree where less than 100% ownership interest is held in the acquiree.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements. Consideration may comprise the sum of the assets transferred by the acquirer, liabilities incurred by the acquirer to the former owners of the acquiree and the equity interests issued by the acquirer.

Fair value uplifts in the value of pre-existing equity holdings are taken to the statement of comprehensive income. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

Included in the measurement of consideration transferred is any asset or liability resulting from a contingent consideration arrangement. Any obligation incurred relating to contingent consideration is classified as either a financial liability or equity instrument, depending upon the nature of the arrangement. Rights to refunds of consideration previously paid are recognised as a receivable. Subsequent to initial recognition, contingent consideration classified as equity is not re-measured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or a liability is re-measured each reporting period to fair value through the statement of comprehensive income unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to the business combination are expensed to the profit or loss.

b.

### **Exploration, evaluation and development expenditure**

Exploration and evaluation costs are written off in the year they are incurred. Costs of acquisition are capitalised to areas of interest and carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the 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 of economically recoverable reserves.

When an area of interest is abandoned, or the Directors decide that it is not commercial, any accumulated acquisition costs in respect of that area are written off in the financial period the decision is made. Each area of interest is also reviewed at the end of each accounting period and accumulated acquisition costs written off to the extent that they will not be recoverable in the future. Where projects have advanced to the stage that Directors have made a decision to mine, they are classified as development properties. When further development expenditure is incurred in respect of a development property, such expenditure is carried forward as part of the cost of that development property only when substantial future economic benefits are established. Otherwise, such expenditure is classified as part of the cost of production or written off where production has not commenced.

## c. Plant and equipment

Plant and equipment are initially recognised at acquisition cost (including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Group's management) and subsequently measured using the cost model (cost less subsequent depreciation and impairment losses).

Depreciation is calculated on either the straight-line basis or diminishing value basis over their useful lives to the Group commencing from the time the asset is held ready for use. The following useful lives are applied:

Operating Equipment:	3–20 years
Office equipment:	1–15 years
Vehicles:	5–8 years
Buildings:	10–40 years

Material residual value estimates and estimates of useful life are updated as required, but at least annually. Gains or losses arising on the disposal of plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within other income or other expenses.

## d. Financial instruments

### Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial instruments (except for trade receivables) are measured initially at fair value adjusted by transaction costs, except for those carried at 'fair value through profit or loss', in which case transaction costs are expensed to profit or loss. Where available, quoted prices in an active market are used to determine the fair value. In other circumstances, valuation techniques are adopted. Subsequent measurement of financial assets and financial liabilities are described below.

Trade receivables are initially measured at the transaction price if the receivables do not contain a significant financing component in accordance with AASB 15.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expired.

## Classification and measurement

### Financial assets

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, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- amortised cost;
- fair value through other comprehensive income (FVOCI); and
- fair value through profit or loss (FVPL).

Classifications are determined by both:

- the contractual cash flow characteristics of the financial assets; and
- the Group's business model for managing the financial asset.

### Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet with the following conditions (and are not designated as FVPL);

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

### Financial assets at fair value through other comprehensive income

The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding; and
- the financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling the financial asset.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI.

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Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under AASB 132 Financial Instruments: Presentation and are not held for trading.

#### Financial assets at fair value through profit or loss (FVPL)

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

#### Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss. All interest-related charges and, if applicable, gains and losses arising on changes in fair value are recognised in profit or loss.

#### Impairment

The Group assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within financial liabilities in current liabilities on the Statement of Financial Position.

## f. Trade and other receivables

Trade and other receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 -90 days and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies and the calculation of the loss allowance are provided in note 1(h).

## g. Revenue

Revenue from the sale of goods is recognised upon the delivery of goods to customers. Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets. Revenue from the rendering of a service is recognised upon the delivery of the service to the customers. All revenue is stated net of the amount of goods and services tax (GST).

Government and other grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs it is compensating. Grants relating to assets are credited to deferred income at fair value and are credited to income over the expected useful life of the asset on a straight-line basis.

## h. Impairment of assets

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from the other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generated unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in the income statement immediately, unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years.

A reversal of an impairment loss is recognised in the income statement immediately, unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation increase.

## **i. Goods and Services Tax (GST) and Value Added Tax (VAT)**

Revenues, expenses, and assets are recognised net of the amount of GST/VAT, except where the amount of GST/VAT incurred is not recoverable from the Australian Tax Office (ATO) or relevant Tax Authority. In these circumstances the GST/VAT is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST/VAT.

The net amount of GST/VAT recoverable from, or payable to, the ATO or other Tax Authority is included as a current asset or liability in the statement of financial position.

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

## **j. Taxation**

The Group adopts the liability method of tax-effect accounting whereby the income tax expense is based on the profit/loss from ordinary activities adjusted for any non-assessable or disallowed items.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. 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 is calculated at the tax rates that are expected to apply to the period when the asset is realised, or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

## k. Trade and other payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

### 1. Share based payments

The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting period. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments used, if it is determined the fair value of the goods and services cannot be reliably measured and are recorded at the date the goods or services are received.

Fair value is measured by use of a Black-Scholes option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

For cash-settled share-based payments, a liability equal to the portion of the goods or services received is recognised at the current fair value determined at each reporting date.

The value of shares issued to employees financed by way of a non-recourse loan under the employee Share Plan is recognised with a corresponding increase in equity when the Company receives funds from either the employees repaying the loan or upon the loan termination. All shares issued under the plan with non-recourse loans are considered, for accounting purposes, to be options.

### m. Issued capital

Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

### n. Earnings per share

Basic earnings per share is calculated as net earnings attributable to members, adjusted to exclude costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for a bonus element.

Diluted EPS is calculated as net earnings attributable to members, adjusted for costs of servicing equity (other than dividends) and preference share dividends; the after tax effect of dividends and interest associated with dilutive potential ordinary shares that would have been recognised as expenses; and other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

## **Critical accounting estimates and judgments**

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

### **Key estimates - impairment**

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

### **Key judgement – exploration and evaluation costs**

Acquisition costs are accumulated in respect of each identifiable area of interest where the right of tenure is current and are expected to be recouped or where an area that has not at balance sheet date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or relating to, the area of interest are continuing.

### **Key judgment – environmental issues**

Balances disclosed in the financial statements and notes thereto are not adjusted for any pending or enacted environmental legislation, and the Directors understanding thereof. At the current stage of the Group's development and its current environmental impact, the Directors believe such treatment is reasonable and appropriate.

### **Share based payments**

The Group measures the cost of equity-settled and cash-settled transactions by reference to the fair value of the goods or services received in exchange if it can be reliably measured. If the fair value of the goods or services cannot be reliably measured, the costs is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black-Scholes model and the assumptions and carrying amount at the reporting date, if any, is disclosed in note 26.

### **Deferred tax**

The potential deferred tax asset arising from the tax losses and temporary differences have not been recognised as an asset because recovery of the tax losses is not yet considered probable (refer note 3).

p. **Application of new and revised Accounting Standards**

**New and amended accounting policies adopted by the Group**

**AASB 2021-3: Amendments to Australian Accounting Standards – COVID-19 Related Rent Concessions beyond 30 June 2021**

The Group has applied AASB 2021-3: Amendments to Australian Accounting Standards – COVID-19-Related Rent Concessions beyond 30 June 2021 this reporting period.

The amendment amends AASB 16 to extend by one year, the application of the practical expedient added to AASB 16 by AASB 2020-4: Amendments to Australian Accounting Standards – COVID-19-Related Rent Concessions. The practical expedient permits lessees not to assess whether rent concessions that occur as a direct consequence of the COVID-19 pandemic and meet specified conditions are lease modifications and instead, to account for those rent concessions as if they were not lease modifications. The amendment has not had a material impact on the Group's financial statements.

**AASB 2020-8: Amendments to Australian Accounting Standards – Interest Rate Benchmark Reform – Phase 2**

The Group has applied AASB 2020-8 which amends various standards to help listed entities to provide financial statement users with useful information about the effects of the interest rate benchmark reform on those entities' financial statements. As a result of these amendments, an entity:

- will not have to derecognise or adjust the carrying amount of financial statements for changes required by the reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate;
- will not have to discontinue its hedge accounting solely because it makes changes required by the reform, if the hedge meets other hedge accounting criteria; and
- will be required to disclose information about new risks arising from the reform and how it manages the transition to alternative benchmark rates.

The amendment has not had a material impact on the Group's financials.

**New and amended accounting policies not yet adopted by the Group**

**AASB 2020-1: Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current**

The amendment amends AASB 101 to clarify whether a liability should be presented as current or non-current. The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The amendment is not expected to have a material impact on the financial statements once adopted.

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### **AASB 2020-3: Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments**

AASB 2020-3: Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments is an omnibus standard that amends AASB 1, AASB 3, AASB 9, AASB 116, AASB 137 and AASB 141. The Group plans on adopting the amendment for the reporting period ending 30 June 2023. The impact of the initial application is not yet known.

### **AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates**

The amendment amends AASB 7, AASB 101, AASB 108, AASB 134 and AASB Practice Statement 2. These amendments arise from the issuance by the IASB of the following International Financial Reporting Standards: Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) and Definition of Accounting Estimates (Amendments to IAS 8).

The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The impact of the initial application is not yet known.

### **AASB 2021-5: Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction**

The amendment amends the initial recognition exemption in AASB 112: Income Taxes such that it is not applicable to leases and decommissioning obligations – transactions for which companies recognise both an asset and liability and that give rise to equal taxable and deductible temporary differences. The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The impact of the initial application is not yet known.

## **q. Foreign currency**

### **i. Functional and presentation currency**

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency. The functional currency of the Consolidated Entity's subsidiaries, Talga Mining Pty Ltd, is Australian dollars, Talga AB and Talga Battery Metals AB, is the Swedish Krona (SEK), Talga Advanced Materials GmbH is the Euro (EUR) and Talga Technologies Limited is Great Britain Pounds (GBP) and Talga Anode UK Limited is in Great Britain Pounds (GBP).

## ii. Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on retranslation are generally recognised in profit or loss. However, foreign currency differences arising from the retranslation of the following items are recognised in other comprehensive income:

- Investments at fair value through other comprehensive income (except on impairment in which case foreign currency differences that have been recognised in other comprehensive income are reclassified to profit or loss);
- A final liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; or
- Qualifying cash flow hedges to the extent the hedge is effective.

## iii. Foreign operations

For the purposes of presenting consolidated financial statements, the assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Australian dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Australian dollars at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and presented in the foreign currency translation reserve (translation reserve) in equity. However, if the foreign operation is a non-wholly owned subsidiary, then the relevant proportion of the translation difference is allocated to the non-controlling interests.

When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

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When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such items are considered to form part of the net investment in the foreign operation and are recognised in other comprehensive income and presented in the translation reserve in equity.

## Principles of consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (Talga Group Ltd) and all of its subsidiaries. Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 25.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly, or indirectly, to the Group are presented as “non-controlling interests”. The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary’s net assets on liquidation at either fair value or at the non-controlling interests’ proportionate share of the subsidiary’s net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

## Fair value of assets and liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e., unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

#### **Valuation techniques**

In the absence of an active market for an identical asset or liability, the Group selects and uses one or more valuation techniques to measure the fair value of the asset or liability. The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

### Fair value hierarchy

AASB 13 requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

- Level 1: Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2: Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

The Group would change the categorisation within the fair value hierarchy only in the following circumstances:

- If a market that was previously considered active (Level 1) became inactive (Level 2 or Level 3) or vice versa; or
- If significant inputs that were previously unobservable (Level 3) became observable (Level 2) or vice versa.

When a change in the categorisation occurs, the Group recognises transfers between levels of the fair value hierarchy (i.e., transfers into and out of each level of the fair value hierarchy) on the date the event or change in circumstances occurred.

### Leases – The Group as Lessee

At inception of a contract the Group assesses if the contract contains or is a lease. If there is a lease present, a right-of-use asset and a corresponding liability are recognised by the Group where the Group is a lessee. However, all contracts that are classified as short-term leases (i.e. leases with a remaining lease term of 12 months or less) and leases of low-value assets are recognised as an operating expense on a straight-line basis over the term of the lease.

Initially, the lease liability is measured at the present value of the lease payments still to be paid at the commencement date. The lease payments are discounted at the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses incremental borrowing rate.

Lease payments included in the measurement of the lease liability are as follows;

- Fixed lease payments less any lease incentives;
- variable lease payments that depend on index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options if the lessee is reasonably certain to exercise the options;
- lease payments under extension options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of options to terminate the lease.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, any lease payments made at or before the commencement date and any initial direct costs. The subsequent measurement of the right-of-use assets is at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the lease term or useful life of the underlying asset, whichever is the shortest.

Where a lease transfers ownership of the underlying asset or the costs of the right-of-use asset reflects that the Group anticipates to exercise a purchase option, the specific asset is depreciated over the useful life of the underlying asset.

## Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

### Provision for Employee Entitlements

Provision is made for employee entitlements accumulated as a result of employees rendering services up to the end of the reporting period. These benefits include wages, salaries, annual leave and long service leave. Liabilities in respect of employees' services rendered that are not expected to be wholly settled within one year after the end of the period in which the employees render the related services recognised as long-term employee benefits. These liabilities are measured at the present value of the estimated future cash outflow to the employees using the projected unit credit method. Liabilities expected to be wholly settled within one year after the end of the period in which the employees render the related services are classified as short-term benefits and are measured at the amount due to be paid.

## 2. Revenue and other income

	2022	2021
	\$	\$
<b>Product Sales</b>	<b>16,420</b>	<b>108,969</b>
Interest revenue	45,381	102,227
Research and development refund	101,716	123,619
Grants	501,063	2,383,245
Sale of gold royalties	-	550,000
Sale of Australian gold tenements	-	250,000
	<b>648,160</b>	<b>3,409,091</b>

## 3. Income taxes

### a. Income tax

Prima facie income tax benefit at 25% (2021: 26%) on loss from ordinary activities is reconciled to the income tax provided in the financial statements\*

	2022	2021
	\$	\$
Loss before income tax	(13,458,252)	(19,893,911)
Current Tax Expense / (Benefit)	(3,364,563)	(5,172,417)
<b>Tax effect of</b>		
Expenses not allowed	1,777,280	4,349,724
Income not assessable	-	(32,141)
Section 40-880 deduction (write off for certain capital costs)	(4,292)	(182,556)
Accrued expenses	-	1,500
Prepayments	-	(344)
Other deferred amounts	-	(27,763)
Future income tax benefit not brought to account	1,591,576	1,063,997
<b>Income tax attributable to operating losses</b>	<b>-</b>	<b>-</b>

## b. Deferred tax assets

The potential deferred tax asset arising from the tax losses and temporary differences have not been recognised as an asset because recovery of tax losses is not yet probable.

	2022 \$	2021 \$
Australian tax losses	8,048,437	6,319,266
Provisions net of prepayments	155,832	99,225
Section 40-880 deduction	687,382	482,521
Other deferred amounts	205,173	128,716
Accruals	-	10,000
Prepayments	(26,197)	(7,803)
<b>Unrecognised deferred tax assets relating to the above temporary differences</b>	<b>9,070,627</b>	<b>7,031,225</b>

\* The tax calculations for the year ended 2022 are based on the tax jurisdiction of the parent entity tax consolidated group (Talga Group Ltd and Talga Mining Pty Ltd) only.

The estimated foreign (German/Swedish/UK) cumulative tax losses are approximately \$54.9 million and the deferred tax benefit from the cumulative foreign tax losses not recognised is approximately \$10.3 million (based on a German/Swedish/UK tax rate of 15%/20.6%/19%).

The benefits will only be obtained if:

- The Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deduction for the losses to be realised.
- The Group continues to comply with the conditions in deductibility imposed by the Law; and
- No change in tax legislation adversely affects the Group in realising the benefits from the deductions or the losses.

## 4. Cash and cash equivalents

	2022 \$	2021 \$
<b>Cash at bank</b>	<b>13,012,565</b>	<b>52,497,518</b>

## 5a. Trade and other receivables

	2022	2021
	\$	\$
<b>Current</b>		
Trade debtors and grant receivables	238,975	1,667,234
GST / VAT receivable	1,278,099	1,056,559
<b>Total trade and other receivables</b>	<b>1,517,074</b>	<b>2,723,793</b>

All trade and other receivables are current and there are no overdue or impaired amounts.

The Group has determined that there are no expected credit losses.

## 5b. Financial assets

	2022	2021
	\$	\$
<b>Current</b>		
Financial assets at fair value through OCI	-	585,000
<b>Total financial assets</b>	<b>-</b>	<b>585,000</b>

In prior year, fair value is determined by reference to quoted prices in an active market (London Stock Exchange) - Level 1. 848,059 Trident Royalties PLC (LON: TRR) shares were received as part consideration for sale of royalties. The fair value on initial recognition was \$550,000. The fair value adjustment for the period of \$35,000 is accounted for through OCI. These shares were disposed of during the current year.

## 6. Other receivables

	2022	2021
	\$	\$
<b>Non current</b>		
Security term deposit	160,677	73,126
Environmental Bond	283,400	-
<b>Total security deposits</b>	<b>444,077</b>	<b>73,126</b>

Security term deposit relates to a term deposit taken out as security for rent of the Perth head office and German pilot plant facility. The Environmental Bond (SEK 2,000,000) relates to a term deposit taken out as security for the Vittangi Trial Mine.

## 7. Prepayments

	2022	2021
	\$	\$
Balance at the start of the financial year	37,570	57,524
Movement for the year	821,322	(19,954)
<b>Balance at the end of the financial year</b>	<b>858,892</b>	<b>37,570</b>



## 8. Plant and equipment

	2022	2021
	\$	\$
<b>a. Plant and equipment</b>		
Plant and equipment at cost	4,087,570	4,997,252
Less: accumulated depreciation	(1,621,267)	(1,588,802)
<b>Total plant and equipment</b>	<b>2,466,303</b>	<b>3,408,450</b>
<b>Balance at the beginning of the financial year</b>	<b>3,408,450</b>	<b>2,783,537</b>
Additions	679,120	1,041,803
Adjustment for written down values	(1,122,874)	(40,570)
Depreciation expense	(618,927)	(399,072)
Effect of foreign currency exchange differences	120,534	22,752
<b>Balance at the end of the financial year</b>	<b>2,466,303</b>	<b>3,408,450</b>
<b>b. Construction in progress</b>		
<b>Balance at the beginning of the financial year</b>	962,225	-
Additions	11,749,055	962,225
<b>Balance at the end of the financial year</b>	<b>12,711,280</b>	<b>962,225</b>
<b>c. Right of Use Assets</b>		
Right of Use Assets at Cost	2,434,877	813,903
Less accumulated depreciation	(691,696)	(417,155)
<b>Balance at the end of the financial year</b>	<b>1,743,181</b>	<b>396,748</b>
<b>Right of Use Assets at Cost on initial recognition</b>		
<b>Opening net carrying value / initial recognition</b>	<b>813,903</b>	<b>923,513</b>
Right of Use Assets	-	529,833
Brought forward / On initial recognition		
Recognition of contract	1,574,862	-
Termination of contract	(30,680)	(636,736)
Depreciation expense	(11,067)	(2,707)
Exchange difference	87,859	-
<b>Balance at the end of the financial year</b>	<b>2,434,877</b>	<b>813,903</b>
Right of Use Assets Accumulated Depreciation	(417,155)	(713,870)
Brought forward / On initial recognition		
Termination of contract	30,680	591,035
Depreciation expense	(356,725)	(295,376)
Exchange difference	51,504	1,056
<b>Balance at the end of the financial year</b>	<b>(691,696)</b>	<b>(417,155)</b>
<b>Balance of Right Of Use Assets at the end of the financial year</b>	<b>1,743,181</b>	<b>396,748</b>
<b>Total property, plant and equipment</b>	<b>16,920,764</b>	<b>4,767,423</b>

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	2022	2021
	\$	\$
<b>Liabilities at the end of period in the relation to right of use assets are:</b>		
Current Lease Liability	574,417	279,816
Non-Current Lease Liability	1,121,055	115,221
<b>Amounts recognised in statement of profit or loss for the period in the relation to right of use assets and lease liabilities are:</b>		
Depreciation Right of Use Assets	546,947	295,376
Interest Expense	40,325	17,396

The lease payments totaling \$509,609 (2021: \$319,288) during the year are recorded in the statement of cashflow.

At initial recognition, the lease liability was measured as the present value of minimum lease payments using the Group's incremental borrowing rate of 4%. The incremental borrowing rates was based on the unsecured interest rate that would apply if finance was sought for an amount and time period equivalent to the lease requirements of the Group. Each lease payment is allocated between the liability and interest expense. The interest expense of \$40,325 (2021: \$17,396) was included in administration expenses in the consolidated statement of profit or loss and other comprehensive income. Lease payments during the year were \$509,609 (2021: \$319,288) including interest.

## 9. Exploration and evaluation expenditure

	2022	2021
	\$	\$
<b>Balance at the beginning of the financial year</b>	<b>265,800</b>	<b>288,037</b>
Exploration and evaluation expenditure	3,259,532	7,160,950
Written off as incurred (refer note 1(b))	(3,259,532)	(7,160,950)
Purchase of tenements	-	-
Write off acquisition cost of disposed tenements	-	-
Foreign currency exchange movement in assets	132,170	(22,237)
<b>Balance at the end of the financial year</b>	<b>397,970</b>	<b>265,800</b>

## 10. Trade and other payables

	2022	2021
	\$	\$
<b>Current payables</b>		
Trade creditors	2,367,646	2,232,050
Accruals	1,353,392	2,637,646
Superannuation / PAYG payable	303,524	98,235
<b>Total trade and other payables</b>	<b>4,024,562</b>	<b>4,967,931</b>

Trade liabilities are non-interest bearing and normally settled on 30-day terms.

## 11. Provisions

	2022	2021
	\$	\$
Provision for annual leave	597,636	386,737
Provision for long service leave	186,095	119,719
<b>Total Provisions</b>	<b>783,731</b>	<b>506,456</b>

## 12. Issued capital

	2022	2021
	\$	\$
Issued and fully paid	133,472,526	130,184,218
<b>(a) Issued and fully paid</b>	<b>133,472,526</b>	<b>130,184,218</b>

## a. Issued and fully paid

	2022 Number	2022 \$	2021 Number	2021 \$
<b>Fully Paid Ordinary Shares</b>	<b>304,974,519</b>	<b>133,472,526</b>	<b>303,229,906</b>	<b>130,184,218</b>

**Movement reconciliation**

Ordinary shares	Date	Quantity	Issued Price	\$
<b>Balance 30 June 2020</b>		<b>243,718,495</b>		<b>64,567,257</b>
Placement	21/08/2020	20,000,000	0.50	10,000,000
Placement for Consulting Fee	21/08/2020	400,000	0.50	200,000
Exercise of unlisted options	10/11/2020	1,000,000	0.54	540,000
Exercise of unlisted cashless options	26/11/2020	147,959	1.96	289,999
Placement	21/12/2020	17,241,380	1.45	25,000,001
Repayment of Directors non-recourse loan	13/01/2021	-	-	900,000
Repayment of Directors non-recourse loan	18/01/2021	-	-	580,000
Share Purchase Plan	25/01/2021	20,722,072	1.45	30,047,005
Less transaction costs				(1,940,044)
<b>Balance 30 June 2021</b>		<b>303,229,906</b>		<b>130,184,218</b>
Exercise of unlisted cashless options	8/11/2021	150,243	1.97	296,004
Exercise of unlisted cashless options	8/11/2021	150,243	1.97	296,004
Exercise of unlisted cashless options	10/11/2021	149,254	2.01	300,000
Exercise of unlisted cashless options	10/11/2021	149,254	2.01	300,000
Exercise of unlisted cashless options	10/11/2021	129,353	2.01	260,000
Exercise of unlisted cashless options	10/11/2021	746,266	2.01	1,499,995
Shares to Vittangi property owners	22/04/2022	270,000	1.19	321,300
Other adjustments				15,005
Less transaction costs				-
<b>Balance 30 June 2022</b>		<b>304,974,519</b>		<b>133,472,526</b>

## b. Unlisted share options and performance rights

At 30 June 2022, the Group had 13,400,000 ordinary shares under option or subject to performance rights (unlisted).

- 3,800,000 unlisted options with an exercise price of 71 cents expiring on 23 October 2022;
- 5,000,000 unlisted options with an exercise price of 1.12 dollars expiring on 31 December 2023;
- 2,100,000 performance rights with an exercise price of NIL dollars expiring on 31 December 2023;
- 500,000 unlisted options with an exercise price of \$1.93 expiring 4 July 2024;
- 2,000,000 unlisted options with an exercise price of \$2.16 expiring 14 September 2024.

### Capital management

Management controls the capital of the Group in order to ensure that the Group can fund its operations and continue as a going concern.

The Group's capital includes ordinary share capital. There are no externally imposed capital requirements. The working capital position of the Group as at 30 June 2022 is as follows:

	2022	2021
	\$	\$
Cash and cash equivalents	13,012,565	52,497,518
Trade and other receivables	1,517,074	2,723,793
Financial assets	-	585,000
Prepayments	858,892	37,570
Trade and other payables	(4,024,562)	(4,967,931)
Lease liability	(574,417)	(279,816)
Provisions - employee entitlements	(783,731)	(506,456)
<b>Working capital position</b>	<b>10,005,821</b>	<b>50,089,678</b>

## 13. Reserves

	2022	2021
	\$	\$
(a) Unlisted option reserve	14,483,975	10,333,865
(b) Listed option reserve	843,939	861,107
(c) Foreign currency reserve	838,945	(143,285)
(d) Financial assets reserve	(18,657)	35,000
<b>Total reserves</b>	<b>16,148,202</b>	<b>11,086,687</b>

### a. Unlisted option reserve

	2022	2021
	\$	\$
<b>Balance at the start of the financial year</b>	<b>10,333,865</b>	<b>8,207,644</b>
Options and performance rights expense (note 26)	4,150,110	2,126,221
<b>Balance at the end of the financial year</b>	<b>14,483,975</b>	<b>10,333,865</b>

The unlisted option reserve records funds received for options and performance rights issued and items recognised as expenses on valuation of share options and performance rights issued.

### b. Listed option reserve

	2022	2021
	\$	\$
<b>Balance at the start of the financial year</b>	<b>861,107</b>	<b>861,107</b>
Movement during the year	(17,168)	-
<b>Balance at the end of the financial year</b>	<b>843,939</b>	<b>861,107</b>

### c. Foreign currency reserve

	2022	2021
	\$	\$
<b>Balance at the start of the financial year</b>	<b>(143,285)</b>	<b>(113,706)</b>
Movement during the year	982,230	(29,579)
<b>Balance at the end of the financial year</b>	<b>838,945</b>	<b>(143,285)</b>

d. **Financial asset reserve**

	2022	2021
	\$	\$
<b>Balance at the start of the financial year</b>	<b>35,000</b>	-
Movement during the year	(53,657)	35,000
<b>Balance at the end of the financial year</b>	<b>(18,657)</b>	<b>35,000</b>
<b>Total Reserves</b>	<b>16,148,202</b>	<b>11,086,687</b>

14. **Accumulated losses**

	2022	2021
	\$	\$
<b>Balance at the beginning of the financial year</b>	<b>(86,173,831)</b>	<b>(66,279,920)</b>
Impact of change in accounting policy	-	-
(Loss) for the year	(36,799,320)	(19,893,911)
<b>Balance at the end of the financial year</b>	<b>(122,973,151)</b>	<b>(86,173,831)</b>

## 15. Cashflow information

	2022	2021
	\$	\$
<b>Reconciliation of cash flows from operating activities with loss after income tax</b>		
Loss after income tax	(36,799,320)	(19,893,911)
<b>Non-cash flows in loss for the year</b>		
Depreciation expense - office and field equipment and right of use assets	972,187	694,448
Lease interest	40,325	17,396
Non operating revenue - sale of royalties	-	(800,000)
Write off of exploration acquisition costs	-	40,570
Share based payments	7,102,110	2,416,220
Foreign exchange loss / (gain)	2,736,487	12,052
Other non-cash items	35,424	(85,008)
<b>Changes in assets and liabilities</b>		
(Increase) / decrease in trade and other receivables	835,768	(2,394,859)
Increase / (decrease) in trade and other payables	(943,369)	3,980,873
(Increase) / decrease prepayments	(821,322)	19,954
(Increase) / decrease in inventory	16,268	556
Increase / (decrease) in provisions	277,275	128,762
<b>Net cash outflows from Operating Activities</b>	<b>(26,548,167)</b>	<b>(15,862,947)</b>

### Non-cash financing and investing activities

There have been non-cash financing and investing activities for the 2022 financial year where 270,000 shares were issued in consideration of land access and acquisition agreement at the Vittangi Project (\$320,300) and cashless exercise of options amounting to \$2,952,000. In 2021 non-cash financing and investing activities 400,000 shares were issued in consideration of consulting fees.

## 16. Loss per share

	2022	2021
	\$	\$
Net loss used in calculating the basic loss per share	(36,799,320)	(19,893,911)
	<b>Number</b>	<b>Number</b>
Weighted average number of shares on issue during the financial year used in the calculation of basic loss per share	304,219,883	279,700,583
Basic loss per share (cents per share)	(12.1)	(7.1)
Diluted loss per share (cents per share)	(12.1)	(7.1)

This calculation does not include shares under option that could potentially dilute basic earnings per share in the future as the Group has incurred a loss for the year.

## 17. Key management personnel compensation

### a. Directors and specified Executives

The names and positions held by Key Management Personnel in office at any time during the year are:

Key Management Personnel	Position	Duration of Appointment
Terry Stinson	Non-Executive Chair	Appointed 8 February 2017
Mark Thompson	Managing Director	Appointed 21 July 2009
Grant Mooney	Non-Executive Director	Appointed 20 February 2014
Stephen Lowe	Non-Executive Director	Appointed 17 December 2015
Ola Rinnan	Non-Executive Director	Appointed 7 August 2017
Martin Phillips	Chief Operating Officer	Appointed 1 July 2017
Melissa Roberts	Chief Financial Officer	Appointed 2 August 2021

## b. Remuneration of Director and Key Management Personnel

The aggregate compensation paid to Directors and other KMP of the Group and recognised as an expense during the reporting period is set out below:

	2022 \$	2021 \$
Short-term employee benefits	2,017,567	1,156,740
Post-employment benefits	110,561	67,826
Share-based payments	3,759,876	2,026,486
<b>Total</b>	<b>5,888,004</b>	<b>3,251,052</b>

## c. Remuneration options and performance rights: granted and vested during the year

The total expense recognised in the 2022 financial year for the options and performance rights issued to Key Management Personnel was \$3,759,876 (2021: \$2,026,486).

The fair value of options expensed for the year ended 30 June 2022 issued to Mr Thompson in prior years amounted to \$1,652,000. The fair value of options expensed for the year ended 30 June 2022 issued to Mr Phillips in prior years amounted to \$526,308. The fair value of options expensed for the year ended 30 June 2022 issued to Mrs Roberts in the prior year amounted to \$367,067. The fair value of performance rights expensed for the year ended 30 June 2022 issued to Mr Stinson in prior years amounted to \$347,000. The fair value of performance rights expensed for the year ended 30 June 2022 issued in prior years to Mr Mooney, Mr Lowe and Mr Rinnan, amounted to \$289,167 each.

During the year ended 30 June 2022, the value of options and performance rights granted to Directors and Key Management Personnel was calculated applying the following inputs:

	<b>Melissa Roberts</b>
<b>Number of options granted</b>	2,000,000
<b>Exercise Price</b>	\$2.16
<b>Valuation Date</b>	16/09/2021
<b>Expiry Date</b>	14/09/2024
<b>Share Market Price at Grant Date</b>	\$1.54
<b>Expected Share Price Volatility</b>	84%
<b>Risk Free Interest Rate</b>	0.16%
<b>Valuation per Option / Right</b>	\$0.696

d. **Related party transactions**

No related party transactions occurred during the current or prior financial year.

## 18. Auditor's remuneration

	2022	2021
	\$	\$
<b>Amounts received or due and receivable by the auditors for:</b>		
Auditing and review of financial reports	89,805	70,444
Other auditor not related to Stanton	15,000	-
<b>Total</b>	<b>104,805</b>	<b>70,444</b>

## 19. Commitments

The Group does not have any minimum exploration or development commitments.

## 20. Financial instruments

### Financial risk management policies

The Group's financial instruments consist of deposits with banks, receivables, payables, and lease liabilities. No financial derivatives are held.

### Financial risk exposures and management

The main risk the Group is exposed to through its financial instruments is interest rate risk.

#### Interest rate risk

Interest rate risk is managed by obtaining the best commercial deposit interest rates available in the market by the major Australian Financial Institutions.

#### Credit risk exposures

Credit risk represents the loss that would be recognised if the counterparties default on their contractual obligations resulting in financial loss to the Group. The Group has adopted the policy of only dealing with creditworthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group measures credit risk on a fair value basis.

The Group does not have any significant credit risk to any single counterparty or any group of counterparties having similar characteristics. The credit risk on financial assets of the Group, which have been recognised in the Statement of Financial Position, is the carrying amount, net of any provision for doubtful debts.

The credit quality of financial assets that are neither past, due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates:

	2022	2021
	\$	\$
<b>Trade and other current receivables</b>		
Group 1	-	2,723,793
Group 2	1,517,074	-
Group 3	-	-
<b>Total trade and other current receivables</b>	<b>1,517,074</b>	<b>2,723,793</b>
Cash at bank and short-term deposits	13,012,565	52,497,518
<b>Total cash at bank and short-term deposits</b>	<b>13,012,565</b>	<b>52,497,518</b>

Group 1: new customers (less than 6 months).

Group 2: existing customers (more than 6 months) with no defaults in the past.

Group 3: existing customers (more than 6 months) with some defaults in the past. All defaults were fully recovered.

Cash at bank and short term deposits are held in financial institutions which must have a minimum AA2 rating.

i. **Liquidity risk**

Liquidity risk is the risk that the Group might be unable to meet its financial liability obligations. The Group manages liquidity risk by monitoring forecast cash flows. The Group does not have any significant liquidity risk as the Group does not have any collateral debts.

ii. **Net fair values**

The net fair values of:

- Other financial assets and other financial liabilities approximate their carrying value.

iii. **Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group has performed sensitivity analysis relating to its exposure to interest rate risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in these risks.

**Interest rate sensitivity analysis**

At 30 June 2022, the effect on loss as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

	2022	2021
	\$	\$
<b>Change in loss</b>		
Increase in interest rate by 100 basis points	130,126	524,975
Decrease in interest rate by 100 basis points	(130,126)	(524,975)
<b>Change in equity</b>		
Increase in interest rate by 100 basis points	130,126	524,975
Decrease in interest rate by 100 basis points	(130,126)	(524,975)

	Floating interest rate \$	Fixed interest rate \$	Non interest bearing \$	Total \$	Weighted average interest rate %
<b>2022 Financial Assets</b>					
Cash and cash equivalents	13,004,158	157	8,250	<b>13,012,565</b>	0.09
Trade and other receivables	-	-	1,517,074	<b>1,517,074</b>	-
Security Deposit	-	20,900	423,177	<b>444,077</b>	-
Other financial assets	-	-	-	-	-
<b>Total financial assets</b>	<b>13,004,158</b>	<b>21,057</b>	<b>1,948,501</b>	<b>14,973,716</b>	-
<b>Financial Liabilities</b>					
Trade and other payables	-	-	4,024,562	<b>4,024,562</b>	
Lease Liability	-	1,695,472	-	<b>1,695,472</b>	
<b>Total financial liabilities</b>	-	<b>1,695,472</b>	<b>4,024,562</b>	<b>5,720,034</b>	
<b>2021 Financial Assets</b>					
Cash and cash equivalents	3,356,364	48,016,977	1,124,177	<b>52,497,518</b>	0.14
Trade and other receivables	-	20,900	2,702,893	<b>2,723,793</b>	0.06
Security deposit	-	-	73,126	<b>73,126</b>	-
Other financial assets	-	-	585,000	<b>585,000</b>	-
<b>Total financial assets</b>	<b>3,356,364</b>	<b>48,037,877</b>	<b>4,485,196</b>	<b>55,879,437</b>	-
<b>Financial liabilities</b>					
Trade and other payables	-	-	4,967,931	<b>4,967,931</b>	
Lease liabilities	-	395,037	-	<b>395,037</b>	
<b>Total financial liabilities</b>	-	<b>395,037</b>	<b>4,967,931</b>	<b>5,632,968</b>	

iv. **Foreign currency risk**

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency.

The Group conducts exploration, mining development and battery anode production activities in Sweden (transaction currency is SEK), product development in the United Kingdom (transaction currency is GBP) as well as Germany where the Group is developing a graphite/graphene pilot plant facility (transaction currency is EUR). The Group is subject to foreign currency value fluctuations in the course of its operations. To mitigate the Group's exposure currency rates are monitored regularly and funds are transferred to the foreign operations when rates are more favourable and also plans to curtail this impact by paying foreign currency invoices in a timely fashion.

At 30 June 2021 the parent has a loan receivable from Talga Mining Pty Ltd of Talga Mining Pty Ltd of SEK 67,328,733 (AUD 10,513,872), a loan receivable from Talga AB of SEK 95,618,898 (AUD 14,931,587), a loan receivable from Talga Battery Metals AB of SEK 3,922,272 (AUD 612,491), a loan receivable from Talga Technologies Limited of GBP 3,769,277 (AUD 6,942,858), a loan receivable from Talga Anode UK Limited of GBP 2,309,300 (AUD 4,253,638), and a loan receivable from Talga Advanced Materials GmbH of EUR 1,630,733 (AUD 2,580,274). A 5% movement in foreign exchange rates would increase or decrease loss before tax by approximately \$1,991,736. The company fully provided for inter-company loans at the reporting date.

At 30 June 2022 the parent has a loan receivable from Talga Mining Pty Ltd AUD 1,662,525, a loan receivable from Talga AB of SEK 360,197,043 (AUD 51,026,711), a loan receivable from Talga Battery Metals AB of SEK 14,390,034 (AUD 2,038,540), a loan receivable from Talga Technologies Limited of GBP 5,331,649 (AUD 9,401,603), a loan receivable from Talga Anode UK Limited of GBP 1,692,784 (AUD 2,959,208), and a loan receivable from Talga Advanced Materials GmbH of EUR 3,340,803 (AUD 5,076,317). A 5% movement in foreign exchange rates would increase or decrease loss before tax by approximately \$3,308,245. The company fully provided for inter-company loans at the reporting date.

As at 30 June 2022, the Group had cash and cash equivalents denominated in foreign currencies amounting to AUD 1,849,290 (2021: AUD 1,103,277)

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## 21. Segment note

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. The term 'chief operating decision maker' identifies a function, not necessarily a manager with a specific title. That function is to allocate resources to and assess the performance of the operating segments of an entity. The Company's Board is the chief operating decision maker as it relates to segment reporting.

The Group operates in three operating and four geographical segments, being graphite exploration and development in Sweden, graphite/graphene research and development in Germany and the United Kingdom. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Group.

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	Sweden	Germany	United Kingdom	Australia	Total
2022	\$	\$	\$	\$	\$
<b>Segment performance</b>					
Revenues from ordinary activities	16,420	-	-	-	16,420
Other Income	-	2,180	600,599	45,381	648,160
<b>Total segment revenue</b>	<b>16,420</b>	<b>2,180</b>	<b>600,599</b>	<b>45,381</b>	<b>664,580</b>
Segment expense (including write offs)	(15,499,103)	(2,604,699)	(3,355,629)	(16,004,469)	(37,463,900)
<b>Reconciliation of segment result to net loss before tax</b>					
Segment Result					(36,799,320)
Unallocated items					-
<b>Net loss before tax from continuing operations</b>					<b>(36,799,320)</b>
<b>Segment assets as at 30 June 2022</b>					
Segment assets as at 1 July 2021	2,589,774	2,880,019	2,665,059	52,831,646	60,966,498
<b>Movement</b>					
Cash and cash equivalents	266,789	82,422	420,701	(40,254,865)	(39,484,953)
Grant funding receivable	(704,701)	(276,666)	640,157	(865,509)	(1,206,719)
Financial assets	-	-	-	(585,000)	(585,000)
Plant and equipment	10,078,879	(429,152)	1,830,025	673,589	12,153,341
Exploration and evaluation expenditure	132,170	-	-	-	132,170
Other	315,732	(49,686)	390,243	519,716	1,176,005
	<b>12,678,643</b>	<b>2,206,937</b>	<b>5,946,185</b>	<b>12,319,577</b>	<b>33,151,342</b>
<b>Reconciliation of segment assets to total assets</b>					
Other assets					-
<b>Total assets from continuing operations</b>					<b>33,151,342</b>
<b>Segment liabilities as at 30 June 2022</b>					
Reconciliation of segment liabilities to total liabilities	2,770,883	452,486	1,839,804	1,440,592	6,503,765
<b>Unallocated items</b>					
Provision					-
<b>Total liabilities from continuing operations</b>					<b>6,503,765</b>

	Sweden	Germany	United Kingdom	Australia	Total
2021	\$	\$	\$	\$	\$
<b>Segment performance</b>					
Revenues from ordinary activities	54,576	4,955	49,438	-	108,969
Other Income	-	-	2,383,245	1,025,846	3,409,091
<b>Total segment revenue</b>	<b>54,576</b>	<b>4,955</b>	<b>2,432,683</b>	<b>1,025,846</b>	<b>3,518,060</b>
Segment expense (including write offs)	(7,642,714)	(2,227,544)	(5,484,816)	(8,056,897)	(23,411,971)
<b>Reconciliation of segment result to net loss before tax</b>					
Segment Result					(19,893,911)
Unallocated items					-
<b>Net loss before tax from continuing operations</b>					<b>(19,893,911)</b>
<b>Segment assets as at 30 June 2021</b>					
Segment assets as at 1 July 2020	336,879	2,648,642	591,596	5,237,437	8,814,554
<b>Segment asset increases / (decreases) for the year</b>					
Cash and cash equivalents	627,224	(46,124)	(121,737)	46,963,336	47,422,699
Grant funding receivable	-	-	1,660,874	-	1,660,874
Plant and equipment	1,569,063	256,959	(86,373)	34,594	1,774,243
Exploration and evaluation expenditure	(22,237)	-	-	-	(22,237)
Other	78,845	20,542	620,699	596,279	1,316,365
	<b>2,589,774</b>	<b>2,880,019</b>	<b>2,665,059</b>	<b>52,831,646</b>	<b>60,966,498</b>
<b>Reconciliation of segment assets to total assets</b>					
Other assets					-
<b>Total assets from continuing operations</b>					<b>60,966,498</b>
<b>Segment liabilities as at 30 June 2021</b>					
Reconciliation of segment liabilities to total liabilities	2,372,183	743,707	-	2,753,534	5,869,424
Unallocated items					-
Provision					-
<b>Total liabilities from continuing operations</b>					<b>5,869,424</b>

## 22. Subsequent events

Other than as disclosed below, there has not been any other matter or circumstance occurring subsequent to the end of the financial year that has significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years;

- Drilling of 2km long 'Niska Link' target intersected wide and high grade graphite zones.
- Talga received Letter of Interest from the Government-owned Swedish Export Credit Corporation to support construction financing of the Vittangi Anode Project.
- On 31 August Talga and Mitsui announced the extension of the MOU.
- On 27 September, Talga entered into a non-binding Offtake Term Sheet with European battery maker Automotive Cells Company SE to supply its flagship anode product, Talnode®-C.

## 23. Related parties

Related party transactions with management personnel are disclosed in Note 17.

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## 24. Parent information

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Australian Accounting Standards.

	2022	2021
	\$	\$
<b>Statement of financial position</b>		
<b>Assets</b>		
Current assets	11,645,978	52,036,900
Non-Current assets	777,334	118,851
<b>Total assets</b>	<b>12,423,312</b>	<b>52,155,751</b>
<b>Liabilities</b>		
Current liabilities	1,396,541	2,803,506
Non-Current liabilities	94,542	-
<b>Total liabilities</b>	<b>1,491,083</b>	<b>2,803,506</b>
<b>Net assets</b>	<b>10,932,229</b>	<b>49,352,245</b>
<b>Equity</b>		
Issued capital	133,472,526	130,184,218
Accumulated losses	(137,849,553)	(92,061,946)
Option Reserve	15,309,256	11,229,973
<b>Total equity</b>	<b>10,932,229</b>	<b>49,352,245</b>

	2022	2021
	\$	\$
<b>Statement of profit or loss and other comprehensive income</b>		
Net (loss) for the year	(45,787,607)	(41,399,325)
<b>Total comprehensive (loss) for the year</b>	<b>(45,787,607)</b>	<b>(41,399,325)</b>

Talga Group Ltd has not entered into cross guarantees in relation to the debts of its wholly owned subsidiaries. There are no guarantee contingencies and subsequent events other than mentioned elsewhere in this report.

## 25. Controlled entities

Talga Group Ltd has a 100% direct and indirect interest in the following subsidiaries:

Name of Entity	Country of Incorporation	Percentage Owned (%) *	
		30 June 2022	30 June 2021
Talga Mining Pty Ltd	Australia	100%	100%
Talga Advanced Materials GmbH	Germany	100%	100%
Talga Technologies Limited	United Kingdom	100%	100%
Talga Anode UK Limited	United Kingdom	100%	100%
Talga AB	Sweden	100%	100%
Talga Battery Metals AB	Sweden	100%	100%
Talga Tech AB (incorporated on 25/8/2021)	Sweden	100%	0%
Jalk Graphite AB (incorporated on 25/8/2021)	Sweden	100%	0%
Raita Graphite AB (incorporated on 25/8/2021)	Sweden	100%	0%

\* Percentage of voting power is in proportion to ownership.

## 26. Share based payments

The expense recognised for the financial year, including what is disclosed at note 17c for options and performance rights granted in previous and the current year was \$7,102,110, this includes \$2,952,000 cashless exercise of options, (2021: \$2,416,220). Share based payments for the financial year have been determined by allocating the grant date value on a straight line basis over the period from grant date to vesting date with the relevant proportion expensed for this financial year.

The following share based payment options and performance rights were granted during the year:

- Series 1            2,000,000 options granted 16/09/21
- Series 2            500,000 options granted 06/07/21

Name of Entity	Series 1	Series 2
Grant date share price	\$1.54	\$1.29
Exercise price	\$2.16	\$1.93
Expected share price volatility	84%	86%
Option life	3 years	3 years
Risk free interest rate	0.16%	0.23%
Valuation per option/right	\$0.696	\$0.58

All the above options and performance rights were granted and not vested during the financial year.

The following reconciles the outstanding share based payment options and performance rights granted at the beginning and end of the financial year:

	2022		2021	
	Number of options / rights	Weighted average exercise price \$	Number of options / rights	Weighted average exercise price \$
<b>Balance at beginning of financial year</b>	<b>12,900,000</b>	<b>0.69</b>	<b>9,800,000</b>	<b>0.56</b>
Options granted during the financial year	2,500,000	2.11	5,000,000	1.12
Rights granted during the financial year	-	-	2,100,000	-
Expired during the financial year	-	-	(2,800,000)	1.02
Exercised during the financial year	(2,000,000)	0.53	(1,200,000)	0.55
<b>Balance at end of the financial year</b>	<b>13,400,000</b>	<b>0.98</b>	<b>12,900,000</b>	<b>0.69</b>
<b>Exercisable at end of the financial year</b>		<b>1.93</b>	<b>1,800,000</b>	<b>0.51</b>

The share based payment options and performance rights outstanding at the end of the financial year had a weighted average exercise price of \$0.98 (2021: \$0.69) and a weighted average remaining contractual life of 1.29 years (2021: 1.87 years).

## 27. Contingent liabilities

There were no contingent liabilities as at 30 June 2022.

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# Directors' Declaration

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages 63 to 109, are in accordance with the Corporations Act 2001:
  - a. comply with Accounting Standards;
  - b. are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, as stated in note 1 to the financial statements; and
  - c. give a true and fair view of the financial position as at 30 June 2022 and of the performance for the year ended on that date of the Group.
2. The Chief Executive Officer and Chief Financial Officer have each declared that:
  - a. the financial records of the Group for the financial year have been properly maintained in accordance with section 286 of the Corporations Act 2001;
  - b. the financial statements and notes for the financial year comply with the Accounting Standards; and
  - c. the financial statements and notes for the financial year give a true and fair view.
3. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



**Mark Thompson**

Managing Director

Perth, Western Australia

29 September 2022



PO Box 1908  
West Perth WA 6872  
Australia

Level 2, 40 Kings Park Road  
West Perth WA 6005  
Australia

Tel: +61 8 9481 3188  
Fax: +61 8 9321 1204

ABN: 84 144 581 519  
www.stantons.com.au

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF  
TALGA GROUP LIMITED**

**Report on the Audit of the Financial Report**

**Opinion**

We have audited the financial report of Talga Group Limited ("the Company"), and the entities it controlled ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant 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 30 June 2022 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 Company 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 (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

**Material Uncertainty Related to Going Concern**

We draw attention to Note 1 in the financial statements, which indicates that the Group had cash and cash equivalents as at 30 June 2022 of \$13 million. The cash out flows from operating and investing activities for the year amounted to \$38,955,326. Further funding in the form of debt and/or equity raisings will be required to progress the Group's activities. These events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.



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### Key Audit Matters

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be Key Audit Matter to be communicated in our report.

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How the matter was addressed in the audit
<p><b>Valuation of Share Options and Share Based payment Expense</b> (Refer to Note 26 to the financial statements)</p> <p>During the year, the Company granted 2.5 million share options to employees. In addition, there were a number of share options and performance rights granted in prior years that had not vested at the start of the financial year.</p> <p>During the year, the Company issued 1,474,613 ordinary shares on exercise of 2 million share options via the cashless mechanism.</p> <p>The Group recognised a share-based payments expense of \$7,102,110 for the year.</p> <p>Share based payments are considered to be a key audit matter due to:</p> <ul style="list-style-type: none"> <li>▪ The complexities involved in the recognition; and</li> <li>▪ The judgment involved in determining the inputs used in the valuation</li> </ul> <p>Management used the Black-scholes option valuation model to determine the fair value of the options granted. This process involved estimation and judgments to determine the fair value of the equity instruments granted.</p>	<p>Inter alia, our audit procedures included the following</p> <ol style="list-style-type: none"> <li>i. Obtaining an understanding of the underlying transactions, reviewing agreements, minutes of the Board meeting and ASX announcements;</li> <li>ii. Verifying the input and examining the assumptions used in the valuation models and discussing with management the justification for these inputs;</li> <li>iii. Assessing the allocation of the share-based payment expense over the relevant vesting period;</li> <li>iv. Assessing the accounting treatment and its application in accordance with AASB 2; and</li> <li>v. Assessing the adequacy of disclosure made by the Group in the financial report.</li> </ol>

### 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 30 June 2022 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 opinion 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.

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### ***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.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

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

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

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

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

The Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements. We also provide the Directors with a statement that we have complied with relevant ethical requirements

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regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

### **Report on the Remuneration Report**

#### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included in pages 18 to 23 of the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Talga Group Limited for the year ended 30 June 2022 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.

**STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD**  
(An Authorised Audit Company)

A handwritten signature in black ink that reads "Stantons International Audit and Consulting Pty Ltd" followed by a signature that appears to be "Sam Tirodkar".

**Sam Tirodkar**  
Director  
West Perth, Western Australia  
29 September 2022

# Additional Shareholder Information

The following additional information is required by the Australian Securities Exchange Limited Listing Rules. Information was prepared based on the share registry information processed up to 3 October 2022.

## Statement of quoted securities

Listed on the Australian Securities Exchange are 304,974,519 fully paid ordinary shares (prior to the placement as announced on 7 October 2022).

## Distribution of shareholding

The distribution of members and their holdings of equity securities in the Group as at 3 October 2022 were as follows:

Spread of Holdings	Fully Paid Ordinary Shares	Total Shareholders
1-1,000	1,766,868	2,976
1,001 - 5,000	11,396,103	4,353
5,001 - 10,000	11,999,744	1,561
10,001 - 100,000	70,771,739	2,375
100,001 and over	209,040,065	329
<b>Totals</b>	<b>304,974,519</b>	<b>11,594</b>

## Unmarketable parcels

The number of holders of less than a marketable parcel of ordinary shares is 786.

## Substantial shareholders

There are no shareholders who hold 5% or more of the issued capital in Talga Group Ltd.

## Restricted securities

270,000 shares are subject to a voluntary escrow until 21 April 2023.

There are no other restricted securities of Talga Group Ltd.

## Voting rights

In accordance with the Group's Constitution, on a show of hands every member present in person or by proxy or attorney or duly authorised representative has one vote. On a poll each ordinary share is entitled to one vote. There are no voting rights attached to any class of options or performance rights.

## 20 largest shareholders

The names of the 20 largest ordinary fully paid shareholders as at the 3 October 2022 are as follows:

	Ordinary Shares	Number Held	% Held
1	Citicorp Nominees Pty Limited	23,847,860	7.83
2	BNP Paribas Nominees Pty Ltd <DRP A/C>	18,974,907	6.23
3	Lateral Minerals Pty Ltd <Thompson Family A/C>	14,354,901	4.71
4	HSBC Custody Nominees (Australia) Limited	11,385,764	3.74
5	BNP Paribas Nominees Pty Ltd <Agency Lending DRP A/C>	10,728,656	3.52
6	BNP Paribas Nominees Pty Ltd ACF Clearstream	7,349,715	2.41
7	JP Morgan Nominees Australia Pty Limited	5,443,492	1.79
8	Yandal Investments Pty Ltd	5,000,000	1.64
9	BNP Paribas Nominees Pty Ltd <IB AU Noms Retail Client DRP>	4,672,208	1.53
10	Merrill Lynch (Australia) Nominees Pty Limited	4,581,536	1.50
11	Brispot Nominees Pty Ltd <House Head Nominee A/C>	4,539,090	1.49
12	HSBC Custody Nominees (Australia) Limited - A/C 2	3,929,579	1.29
13	Mr Anthony Neil Holman <The Holman Super Fund A/C>	3,600,000	1.18
14	Australian Executor Trustees Limited	2,575,794	0.85
15	Methuselah Capital Management Pty Ltd <Feldman Family A/C>	2,225,982	0.73
16	Two Tops Pty Ltd	2,115,932	0.69
17	HSBC Custody Nominees (Australia) Limited	1,957,209	0.64
18	EST Mr Kevin Graham Danks	1,825,000	0.68
19	Mr Kin Chun Wong	1,715,905	0.56
20	Mr Steven Gerovich & Ms Emma Gerovich <Gerovich S/F A/C>	1,400,000	0.46
	<b>Top 20 holders of ordinary shares</b>	<b>134,823,530</b>	<b>43.39</b>

Other than what is shown above, there is no other class of quoted securities in Talga Group Ltd.

## Unquoted equity securities

As at 3 October 2022, the following unquoted securities were on issue:

Unlisted options with the following terms:

Expiry Date	Exercise Price	Number on Issue	Number of Holders
23-Oct-22	\$0.71	3,800,000	2
31-Dec-23	\$1.12	5,000,000	2
04-Jul-24	\$1.93	500,000	1
14-Sep-24	\$2.16	2,000,000	1
<b>Total on issue</b>		<b>11,300,000</b>	

Unlisted performance rights with the following terms:

Expiry Date	Exercise Price	Number on Issue	Number of Holders
31-Dec-23	Nil	2,100,000	4

All the above options and performance rights were issued under the Company employee securities incentive scheme.

# Corporate governance statement

The overall goals of the corporate governance process are to:

- support realisation of shareholders value;
- assure a prudential and ethical base to the Company's conduct and activities; and
- ensure compliance with the Company's legal and regulatory obligations.

The Board of Talga is committed to implementing the highest standards of corporate governance in conducting its business. The Board has established a corporate governance framework including corporate governance policies, procedures and charters with reference to the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations ("ASX Principles"). Further information on Talga's corporate governance policies, procedures and charters are available on Talga's website, <http://www.talgagroup.com>.

Talga has followed the ASX Principles where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. In compliance with the "if not, why not" reporting regime, where, after due consideration, Talga's corporate governance practices do not follow an ASX Principles recommendation, the Company has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices Talga has adopted. This corporate governance statement sets out the Company's corporate governance policies and practices and is current as at 7 October 2022 as approved by the Talga Board.

The eight ASX Principles and Talga's position in respect of each of them, are detailed in this statement.

## Principle 1: Lay solid foundations for management and oversight

### Roles and responsibilities

The Board has adopted a Board Charter (disclosed on the Company's website) that sets out the roles and responsibilities of the Board and those functions delegated to senior executives.

The Board is collectively responsible for promoting the success of the Company through its key functions of setting strategic direction, overseeing management of the Company, providing overall corporate governance, monitoring financial performance, engaging appropriate management and Directors commensurate with the desired structure and objectives of the Company, and reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct, policy and legal compliance.

The Managing Director, Chief Operating Officer and Chief Financial Officer, supported by other members of the senior management team, are responsible for managing the day to day activities of the Company and advancing the strategic direction of the Company as set by the Board.

### Appointment, induction and training

When a vacancy exists on the Board, for whatever reason, or where it is considered that the Board would benefit from the services of a new Director, the Board will determine the selection criteria for the position based on factors deemed necessary for the Board to best carry out its responsibilities. Nomination factors include, but are not limited to, competencies and qualifications, independence, other Directorships, time availability, contribution to the overall balance of the composition of the Board and depth of understanding of the role and legal obligations of a Director.

The Company has not made any new appointments to the Board since the last Annual Report. Should the Company appoint a new Director in the future, appropriate checks including criminal record and bankruptcy history, will be undertaken prior to the appointment. Information about a candidate standing for election or re-election as a Director is provided to shareholders via the Notice of Meeting and where relevant, the information contained in the Annual Report.

Upon appointment, each Director, receives a written agreement which sets out the terms of their appointment, along with a deed of indemnity, insurance and access and also an induction pack containing information on the Company's vision, values, strategy, governance and risk management frameworks. The Company has a written agreement in place with each Director and senior executive.

Directors are provided with the opportunity to participate in professional development to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

For further information on the above, please see Talga's "Procedures for Selection and Appointment of Directors" policy which can be viewed on the Company's website.

## Company Secretary

The Company Secretary plays an important role in supporting the effectiveness of the Board. The Company Secretary is accountable to the Board through the Chair on all matters regarding the proper function of the Board. This includes assisting the Board on governance matters, monitoring compliance with policies and procedures, co-ordinating board meetings and acting as the interface between the Board and senior executives. Details regarding the Company Secretary, including their experience and qualifications are set out in the Directors' Report section of the 2022 Annual Report.

## Performance evaluation practices

The Company has a Performance Evaluation Practices Policy (as disclosed on the Company's website) with processes established to review the Board's performance and the performance of individual Directors (including the Managing Director) and senior executives. The method and scope of the performance evaluation is set by the Board and may include a Board self-assessment checklist/questionnaire to be completed by each Director as well as the use of external specialist consultants.

The Chair is responsible for conducting the performance appraisals of the Non-Executive Directors in conjunction with each Non-Executive Director. The Board will review the performance of the Managing Director. A review of the performance of the Managing Director was conducted during the period.

The Chair and the Board regularly discussed the performance and composition of the Board during the financial year, considering issues or concerns as they arose. This ongoing process has remained in-house and informal throughout the year, relying on regular discussion.

The Board together with the Remuneration Committee is responsible for evaluating the performance of the Company's senior executives. This is performed annually, meeting formally with each senior executive and ongoing informal monitoring throughout each financial year. Formal evaluation appraisals of senior executives were conducted during the financial year in accordance with this policy.

## Diversity Policy

The Company has adopted a Diversity Policy (as disclosed on the Company website) embracing a corporate culture supporting equal opportunity free from discrimination related to gender, ethnicity, cultural background, age, or other personal factors and includes requirements for the Board to develop measurable objectives for achieving diversity and annually assess both the objectives and the progress in achieving those objectives as positions become available. The Company is committed to diversity and recognises the benefits arising from a diverse mix of skills and talent amongst its Directors, officers and employees to enhance Company performance and achieve the Company's goals.

The Company does not comply with ASX recommendation 1.5 (c) to establish measurable targets for achieving gender diversity across the group. The Company is currently not of a size that justifies the establishment of measurable diversity objectives. The Board will seek to develop a reporting framework in the future as the Company grows to report the Company's progress against the objectives and strategies for achieving a diverse workplace which can be used as a guide by the Company to identify new Directors, senior executives and employees.

The respective proportion of female and male employees and Directors across the whole organisation as at 30 June 2022 was 41% (23) and 59% (33). Currently the Board comprises five members, all of whom are male. One senior executive position is female. A senior executive office holding below the Board level, includes the Company Secretary, Chief Operating Officer and Chief Financial Officer.

The Company is not a “relevant employer” under the Workplace Gender Equality Act.

## Principle 2: Structure the Board to be effective and add value

### Nomination Committee

The Company does not comply with ASX recommendation 2.1 to establish a Nomination Committee. The Board considers that at this stage there would be no efficiencies or other benefits gained by establishing a separate Nomination Committee. Accordingly, the full Board has assumed those responsibilities that are ordinarily assigned to a Nomination Committee and has addressed the skill-set of current Board members and the future need to expand that skill-set by way of appointment of new Directors.

The Board has adopted a Nomination Committee Charter (as disclosed on the Company website) which describes the role, functions, responsibilities and processes of the full Board in its capacity as the Nomination Committee. Items that are usually required to be discussed by a Nomination Committee are marked as separate agenda items at Board meetings when required.

### Board skills and experience

The Company’s objective is to have a Board with the appropriate mix of skills, expertise and experience to effectively discharge the duties of the Board. The Board collectively has a combination of skills and experience as set out in the table below. A profile of each Director setting out their skills, experience, expertise, is set out in the Directors’ Report section of the 2022 Annual Report.

Expertise	Industry	Qualifications
– Mineral Exploration	– Mineral Resources	– Business & Accounting
– Commercial & Legal	– Capital Markets	– Taxation
– Finance/Accounting	– Renewable Energy	– Geology
– Governance & Compliance	– Materials	– Construction & Materials Technology
– Strategy & Risk Management	– Automotive	
– Capital Markets	– Aerospace	
– Project Development	– Maritime	
	– Defence	

The Board reviews its composition on a regular basis to consider where it is appropriate and relevant to further strengthen the Board through its development strategy.

## Board independence

The Board considers the independence of Directors having regard to the relationships listed in Box 2.3 of the ASX Corporate Governance Principles and Recommendations and the Company's materiality thresholds, namely whether a Director:

- is, or has been, employed in an executive capacity by the Company or any of its subsidiaries and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the Company or any of its subsidiaries, or an officer of, or otherwise associated with, someone with such a relationship;
- is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial shareholder;
- has close personal ties with any person who falls within any of the categories described above;
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive share scheme of, the entity; or
- has been a Director of the Company for such a period that his or her independence may have been compromised.

In each case, independence is a matter of judgement for the Board as a whole and the materiality of the interest, position or relationship needs to be assessed by the board to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Materiality is considered from both a quantitative and qualitative perspective. An item is presumed to be quantitatively immaterial if it is equal to or less than 5% of an appropriate base amount. Qualitative factors considered include the nature of the relationship or contractual arrangement and factors that could materially interfere with the independent exercise of the Director's judgement.

Non-Executive Directors currently hold performance rights (see the Directors' Report, Option, Right and Shareholdings of Directors and Officers section and Note 25 to the financial statements) with performance milestones that are aligned to the near-term business strategy of financing and developing the Company's flagship Vittangi Anode Project. The Board has determined that this does not interfere, or might reasonably be seen to interfere, with the Directors' capacity to bring independent judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Consequently, and in accordance with the definition of independence above and the materiality thresholds, the independent Directors of the Company are Grant Mooney (Non-Executive Director since 20 February 2014), Stephen Lowe (Non-Executive Director since 17 December 2015), Terry Stinson (Non-Executive Director since 8 February 2017) and Ola Rinnan (Non-Executive Director since 7 August 2017).

The Board recognises the ASX recommendations that the majority of the Board should be comprised of independent Directors (Recommendation 2.4) and the Chair of the Board should be an independent Director (Recommendation 2.5). The Company complies with these recommendations.

## Principle 3: Instill a culture of acting lawfully, ethically and responsibly

### Code of Conduct

The Company has adopted a Code of Conduct Policy (as disclosed on the Company website) as to the practices necessary to maintain confidence in the Company's integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

The Code provides a framework covering the Board, officers and all employees including the responsibility and accountability of individuals for reporting reports of unethical behaviour and conflicts of interest.

The Company has also adopted a Whistleblower Policy to deal with issues of actual or suspected unethical, unlawful or undesirable conduct and includes mechanisms whereby employees and others can report their concerns freely and without fear of reprisal or intimidation. In addition the Company is currently developing anti-bribery and corruption policy.

### Sustainability

The Company has developed a Sustainability and People Report which sets out our values and aspirations focusing on five key areas of; Responsible Value Chains (using ethically and environmentally responsible suppliers), Governance (conducting business ethically and to a high standard), Environmental Stewardship (minimising and mitigating our impact on water, land, air quality and biodiversity), Social Responsibility (respecting the cultures, customs and values of the societies in which we operate whilst working collaboratively with our stakeholders to deliver positive outcomes) and Our People (provide a safe, inclusive, supportive and diverse workplace).

The full Sustainability and People Report is included as part of the 2022 Annual Report.

### Conflict of interest

Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Company. Where the Board believes that a significant conflict exists for a Director on a Board matter, the Director concerned does not receive the relevant Board papers and is not present at the meeting whilst the item is considered. In addition, where relevant, the Board has adopted a Board protocol for dealing with confidential information. Details of Director related transactions with the Company are set out in Note 17 of the 2022 Annual Report financial statements.

## Principle 4: Safeguard integrity of corporate reporting

### Audit and Risk Committee

The Board has a separate Audit and Risk Committee and has an Audit and Risk Committee Charter (as disclosed on the Company website) which describes the role and responsibilities of the Audit Committee.

The Committee comprises three Non-Executive Directors: Stephen Lowe, Terry Stinson and Grant Mooney, and their qualifications and experience together with meetings attended during the year are contained in the Directors' Report section of the 2022 Annual Report.

The Company's Audit and Risk Committee Charter includes the process for (re)appointing, removal and rotation of an external auditor. The Board was responsible for the initial appointment of the external auditor and the Audit Committee for any subsequent appointment of a new external auditor when any vacancy arises. An external auditor must be able to demonstrate complete independence from the Company and an ability to maintain independence throughout the engagement period. Furthermore, the auditor must have arrangements in place for the rotation of the audit engagement partner in accordance with professional standards as current from time to time, including part 2M.4 Division 5 of the Corporations Act 2001 (Cth).

The Company's external auditor is invited to and attends the Annual General Meeting ("AGM") to answer questions from shareholders relevant to the audit.

### CEO and CFO declaration

The Managing Director and Chief Financial Officer have provided a declaration to the Board in accordance with section 295A of the Corporations Act 2001 (Cth) that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company for the reporting period and that their opinion is formed on the basis of a sound system of risk management and internal control which is operating effectively.

## Principle 5: Make timely and balanced disclosure

The Company has adopted a Continuous Disclosure Policy (as disclosed on the Company website). The policy;

- raises awareness of the Company's obligations under the continuous disclosure regime;
- establishes a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the person primarily responsible for ensuring that the Company complies with its continuous disclosure obligations in a timely manner and is kept confidential; and
- sets out the obligations of Directors, officers, employees and contractors of the Company to ensure that the Company complies with its continuous disclosure obligations.

## Principle 6: Respect the rights of Security Holders

The Company recognises the value of providing current and relevant information to its shareholders and the Board is committed to open and effective communication, ensuring all shareholders are informed of all significant developments concerning the Company.

The Company has in place an effective Shareholder Communications and Investor Relations Policy (as disclosed on the Company website).

The Company's Shareholder Communications and Investor Relations program includes:

- actively engaging shareholders at the AGM, promoting two-way interaction, by encouraging shareholder interaction during the AGM, including encouraging questions;
- issuing regular Company updates;
- sending and receiving shareholder communications electronically both from the Company and via the Company's share registry;
- maintaining the Company's website, including posting all announcements, reports, notice of meetings and governance information;
- engaging in scheduled interactions with institutional investors and analysts;
- meeting with shareholders upon request;
- responding to direct queries from time to time; and
- ensuring continuous disclosure obligations are understood across the Company.

In addition, shareholders are encouraged to follow the Company by following our Twitter account @Talga\_Ltd and by signing up to our email subscriber list.

The Company commits to all substantive resolutions at a meeting of security holders which are to be decided by a poll rather than by a show of hands.

## Principle 7: Recognise and manage risk

While the Board's Charter clearly establishes that the Board is responsible for ensuring there is a good sound system for overseeing and managing risk, the Board has established a separate Audit and Risk Committee. The Company has adopted a Risk Management Policy (as disclosed on the Company website) which describes the role and responsibilities of the Risk Committee. The Committee assumes the responsibilities of ensuring that risks and opportunities are identified on a timely basis and the Company's objectives and activities are aligned with those risks and opportunities.

The Committee and Board's collective experience enables accurate identification of the principal risks which may affect the Company's business. Management of these risks will be discussed by the Committee and the Board at periodic (at least annually) strategic planning meetings. In addition, key operational risks and their management, are recurring items for deliberation at Board meetings.

The Committee comprises three Non-Executive Directors: Stephen Lowe, Terry Stinson and Grant Mooney, and their qualifications and experience together with meetings attended during the year are contained in the Directors' Report section of the 2022 Annual Report.

The Company has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Committee. These are discussed further under the internal audit section below.

The Board has received assurance from the Chief Financial Officer and Managing Director that the declarations made in accordance with section 295A of the Corporation Act 2001 are:

1. founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the board; and
2. the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

## Internal audit

The Company does not have an internal audit function and as such does not comply with ASX recommendation 7.3 (a). The Board has determined that given the size of the Company, an internal audit function is not practical. The Board has adopted a Risk Management Policy and processes appropriate to the size of the Company to manage the Company's material business risks through the Audit and Risk Committee and senior management to ensure regular reporting to the Board on whether those risks are being managed effectively in accordance with the controls in place such as:

- monthly reporting to the Board in respect of operations and the financial position of the Company;
- monthly rolling cashflow forecasts budgets accompanied by variance analysis;
- circulating minutes of relevant Committees to the Board and the Chair of each respective committee and provide a report to the Board on an annual basis;
- employing appropriately qualified employees;
- SWOT analysis;
- developing commercial partnerships and relationships with end users;
- aligning Company activities with world class and innovative industry bodies and service providers;
- appropriate health, safety and environment practices; and
- a corporate governance manual which contains other policies to assist the Company to establish and maintain its governance practices.

## Economic, environmental and social risks

The Company's economic, environmental and social sustainability risks are discussed in the Directors' Report section of the 2022 Annual Report.

## Principle 8: Remunerate fairly and responsibly

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high quality Board by remunerating Directors and employees fairly and appropriately.

### Remuneration Committee

The Board has a separate Remuneration Committee in compliance with ASX Corporate Governance Principles and Recommendation 8.1. The Remuneration Committee is focused on providing independent reviews and recommendations to the main Board on remuneration packages and policies applicable to senior executives and Directors themselves. The Remuneration Committee charter is disclosed on the Company website. Members and meetings of the Remuneration Committee are set out in the Directors' Report section of the 2022 Annual Report.

The remuneration details of Non-Executive Directors and executive Directors are also set out in the Remuneration Report that forms part of the Directors' Report section of the 2022 Annual Report.

### Remuneration Policy

As disclosed in the Remuneration Charter, Non-Executive Directors are remunerated at market rates for time, commitment and responsibilities. Remuneration for Non-Executive Directors is not linked to individual performance. There are no termination or retirement benefits for Non-Executive Directors.

Pay and rewards for executive Directors and senior executives consists of base pay and benefits (such as superannuation) as well as short-term and long-term incentives. Executives are offered a competitive level of base pay at market rates and are reviewed annually to ensure market competitiveness.

Details of Director and senior executive remuneration, including the Company's policy on remuneration, are contained in the Remuneration Report which forms a part of the Directors' Report section of the 2022 Annual Report.

### Securities Trading Policy

The Company recognises that Directors, officers and employees may hold securities in the Company and that most investors are encouraged by these holdings. The Company's Securities Trading Policy (as disclosed on the Company website) explains and reinforces the Corporations Act 2001 requirements relating to insider trading. The policy applies to all Directors, employees of the Company and their associates and closely related parties (collectively "Restricted Persons"). The policy is compliant with the ASX Listing Rules and expressly prohibits Restricted Persons buying or selling TLG securities where the Restricted Person is in possession of price sensitive or 'inside' information and in any event without the prior written approval of a clearance officer. Under the policy, Restricted Persons are also prohibited from entering into transactions or arrangements which limit the economic risk of participating in invested entitlements under any equity based remuneration scheme.

# Schedule of mineral tenements

Tenement*	Project	Interest Held by Talga
Nunasvaara nr 2	Vittangi	100%
Nunasvaara nr 3	Vittangi	100%
Vittangi nr 2	Vittangi	100%
Vittangi nr 6	Vittangi	100%
Jalkunen nr 1	Jalkunen	100%
Raitajärvi nr 5	Raitajärvi	100%
Vathanvaara nr 102	Vittangi	100%
Masugnsbyn nr 102	Masugnsbyn	100%
Kiskama nr 1	Kiskama	100%
Lautakoski nr 5	Pajala	100%
Suorravaara nr 3	Aitik East	100%

\*Tenement holdings are all in Sweden

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Suite 3.03, Level 3  
46 Colin Street  
West Perth WA 6005, Australia

**Phone:** 08 9481 6667

**ASX:**TLG