



# **TG Metals Limited**

ACN: 644 621 833

## **ANNUAL REPORT**

**For the year ended 30 June 2024**

**TG Metals Ltd**  
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**30 June 2024**

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**TG Metals Ltd**  
**Corporate directory**  
**30 June 2024**

Directors	Richard Bevan ( <i>Non-Executive Chair</i> ) Brett Smith ( <i>Non-Executive Director</i> ) Di (Gloria) Zhang ( <i>Non-Executive Director</i> )
Company Secretary	Nicki Farley
Registered Office	Level 24, 44 St Georges Terrace PERTH WA 6000 Ph: +61 8 6211 5099
Principal Place of Business	Level 2, Suite 3 28 Ord Street West Perth WA 6005
Share Registry	Automic Registry Services Level 5, 191 St Georges Terrace PERTH WA 6000
Auditors	BDO Audit Pty Ltd Level 9 Mia Yellagonga Tower 2 5 Spring St PERTH WA 6000
Stock Exchange Listing	Australian Securities Exchange Home Exchange: Perth ASX code: TG6
Corporate Governance Statement	<a href="https://tgmetals.com.au/about-us/corporate-governance/">https://tgmetals.com.au/about-us/corporate-governance/</a>

## Chairperson's Letter

Dear Shareholders,

It gives me great pleasure on behalf of the Board of Directors to present the 2024 Annual Report of TG Metals Limited ("Company").

The 12 months of the financial year 2023/24 are defined by two very different halves.

Just prior to our AGM last year, the Company had made a significant high grade lithium discovery at our 100% owned Lake Johnston Project in Western Australia. This was a material discovery that has been progressed during the period to provide an Exploration target of 15.6-20.1 Mt at 0.97 to 1.19% Li<sub>2</sub>O. The maiden discovery represents the results of the great work undertaken by our technical team, well led by CEO David Selfe.

Significant work has continued to increase our confidence that the Project represents significant economic value for the Company.

The second half of the year was characterised by a material change in the macro-economic environment for lithium, with a marked deterioration of the commodity price leading to a material reduction in lithium equities across the board.

The Company's strategy has adjusted in response to the current conditions, prioritising activities that add value to the project whilst ensuring we preserve our current balance sheet strength.

There are many of us who have been through these cycles before and we know that at some point the headwinds will abate, and we will see more value reflected in the shares of the Company. Your Board and Management are working hard to ensure that when that time comes, the Company is well positioned to take full advantage.

I would again like to thank all our stakeholders for their support of the Company. I'd like to acknowledge the Ngadju people on whose land we work as a key stakeholder in the Project and we look forward to continuing to strengthen this relationship as the Project continues to move forward.

We continue to remain excited for the future of the Company.

Sincerely



Richard Bevan

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**TG Metals Ltd**  
**Directors' report**  
**30 June 2024**

The directors present their report, together with the financial statements, on TG Metals Ltd ('TG Metals Ltd' or 'the Company') for the year ended 30 June 2024. The Company was incorporated on 16 October 2020.

Following the Company's successful Initial Public Offering ('IPO'), the Company was admitted to quotation on the Australian Securities Exchange ('ASX') on 24 May 2022.

**Directors**

The names of the directors in office during the financial year and up to the date of this report, unless otherwise stated, are:

Richard Bevan  
Brett Smith  
Di (Gloria) Zhang

**Information on Directors**

**Richard Bevan, Non-Executive Chair**

Mr Bevan has been involved in a range of business areas including construction and engineering, resources, healthcare and information services. He has extensive senior management experience having been the Managing Director, CEO and Chairperson of several listed and unlisted companies, including being the founding Managing Director of Cassini Resources Limited.

Mr Bevan is currently Non-Executive Chair of Killi Resources Limited, and Executive Chair of Narryer Metals Limited. He is a Non-Executive Director of Elmore Limited.

Directorships held in other ASX-listed companies in the last 3 years:

- Cannon Resources Limited, appointed 21 February 2021, resigned 24 January 2023
- Killi Resources Limited, appointed 18 August 2021
- Narryer Metals Limited, appointed 1 July 2021

Interests in shares:	791,667
Interests in options:	600,000
Interests in rights:	1,400,000

**Brett Smith, Non-Executive Director**

Mr Smith has more than 35 years' experience as a geologist across a wide range of commodities and global jurisdictions. He has over 20 years' experience in investor engagement, corporate management and board responsibilities with private and ASX-listed companies.

Mr Smith is currently the Managing Director of Corazon Mining Limited (ASX: CZN) - a Perth based company focused on nickel sulphide exploration and resource development in Canada and Australia.

Directorships held in other ASX-listed companies in the last 3 years:

- Corazon Mining Limited, appointed 1 July 2010
- Aruma Resources Limited, appointed 1 August 2022

Interests in shares:	2,300,000
Interests in options:	1,388,706
Interests in rights:	880,000

**Di (Gloria) Zhang, Non-Executive Director**

Ms Zhang has more than 30 years' experience in international business, banking, project management and marketing.

She works as an international business advisor for several ASX-listed companies and companies from Australian critical minerals sector. Ms Zhang is instrumental in capital raising, offtake negotiation, joint venture management and Asian shareholder relations and once held a senior management role in a Chinese mining company's Australian operation. She is a Graduate Member of the Australian Institute of Company Directors and is currently the Chair of the Australian Association of International Business and Managing Director of Intlang Corporate Consulting.

Directorships held in other ASX-listed companies in the last 3 years:

- None

Interests in shares:	568,750
Interests in options:	775,645
Interests in rights:	880,000

**Company secretary**

**Nicki Farley**

On 2 March 2022, Ms Farley was appointed as Company Secretary.

Ms Farley has over 15 years' experience working within the legal and corporate advisory sector providing advice in relation to capital raisings, corporate and securities laws, mergers and acquisitions and corporate compliance. Ms Farley has held a number of company secretarial roles for ASX listed companies.

**Principal Activities**

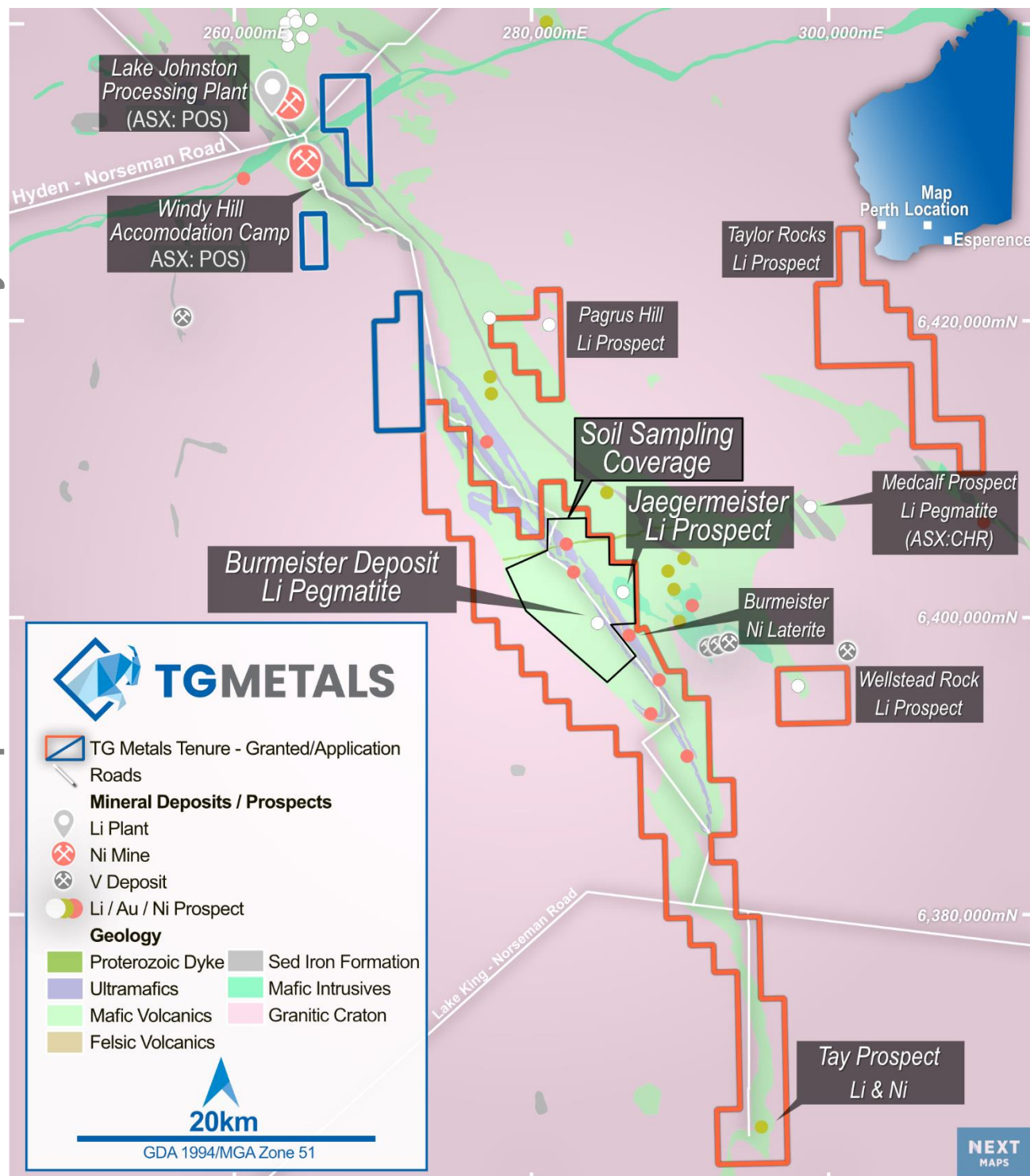
The Company's principal continuing activities consisted of exploring for, discovering and then proceeding to develop mineral deposits.

**Operating Results**

The loss for the year ended 30 June 2024 after providing for income tax amounted to \$2,275,200 (2023: \$1,213,380).

## Review of Operations

TG Metals successfully executed its planned exploration programs at the Lake Johnston project, discovering the Burmeister lithium spodumene deposit and identifying other priority lithium targets. Figure 1 shows the Lake Johnston Project and deposit and prospect locations.



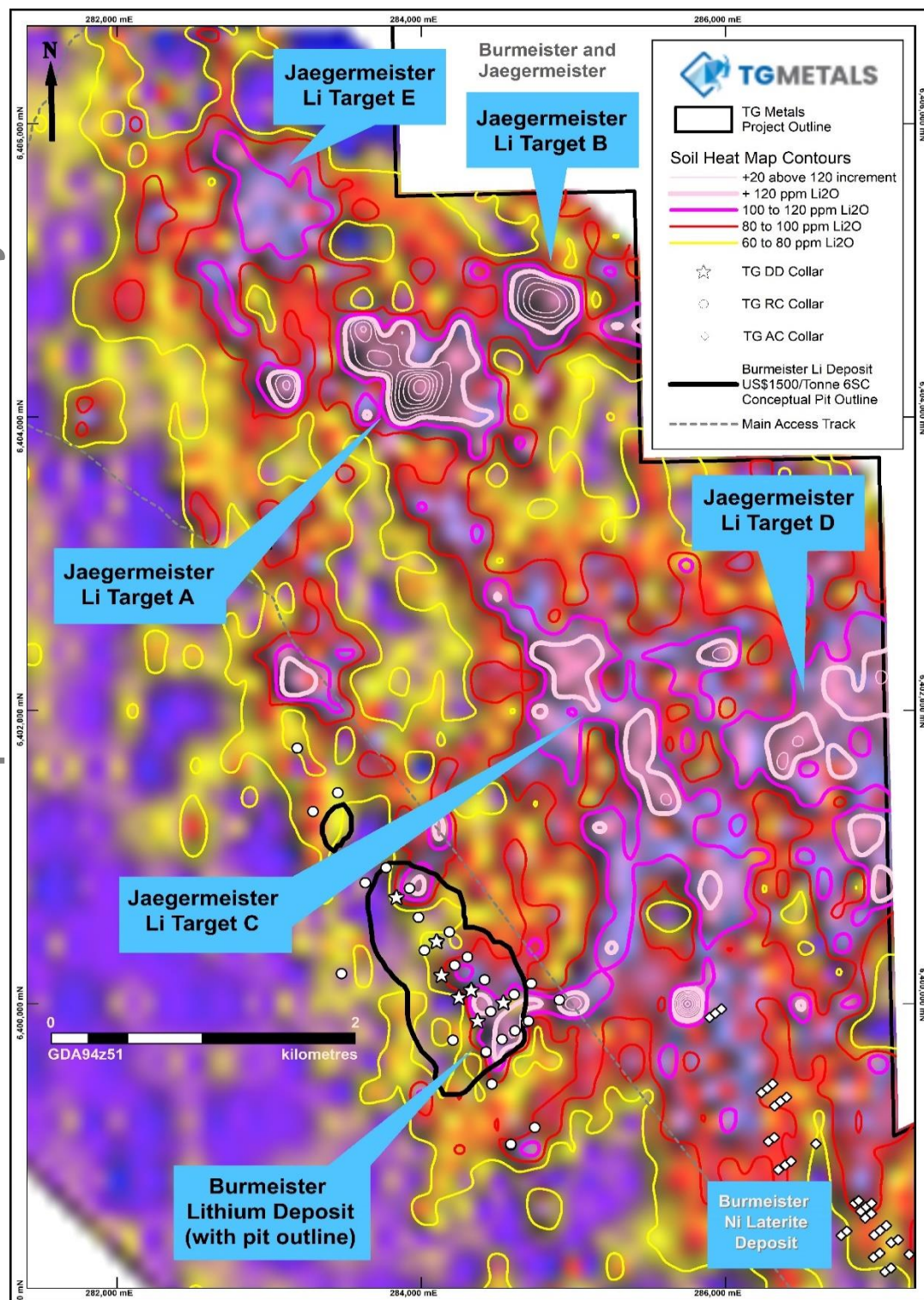
**Figure 1** – Simplified Geology with prospect locations and the main area of exploration focus (black outline) Datum: AMG Zone 51 (GDA94)



## Review of operations (continued)

### Lake Johnston Project – Lithium

During the period the Company conducted soil sampling, surface geophysical surveys consisting of 2D seismic and RC and diamond core drilling which resulted in the discovery of the Burmeister lithium pegmatite deposit and the Jaegermeister lithium pegmatite prospect. See Figure 2.



**Figure 2 – Soil sampling contours for Li<sub>2</sub>O with priority drilling targets and Burmeister deposit drilling and pit shell.**  
Datum: AMG Zone 51 (GDA94).



## Review of operations (continued)

In addition, the Company prepared an Exploration Target Statement on the Burmeister Lithium Deposit and derived a conceptual pit shell. This work was completed to confirm the company's belief that the Burmeister deposit is a significant lithium pegmatite discovery and that the depths of intersections to date are within the realms of surface mining potential. The Exploration Target Statement table is shown below in Table A.

**Table A** – Exploration Target Range at 0.4% Li<sub>2</sub>O cutoff

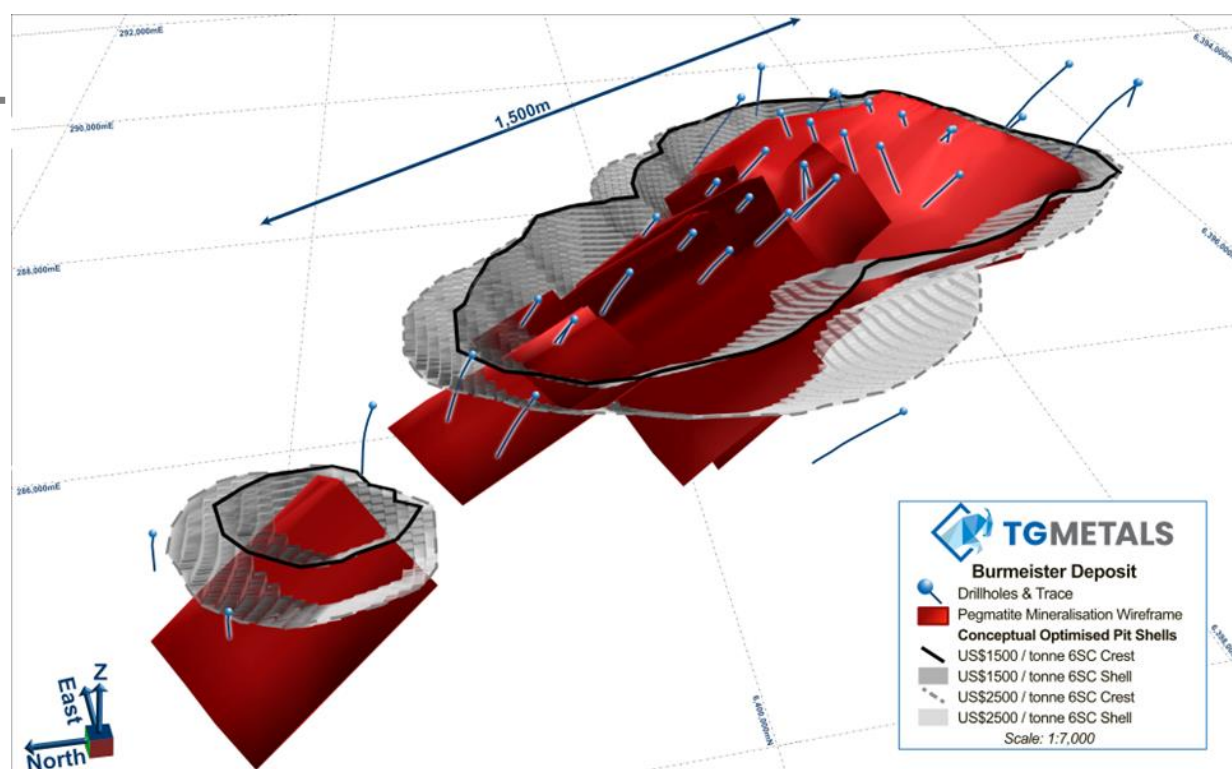
Tonnes Range Low	Tonnes Range High	Li <sub>2</sub> O Range Low (%)	Li <sub>2</sub> O Range High (%)
15.6 million	20.1 million	0.97	1.19

The Exploration Target quantity and grade is conceptual in nature. There has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource. The Target is based on the Company's resource definition drilling undertaken since discovery in October 2023. The current drill hole density (spacing between holes) at Burmeister is not considered sufficient to determine a Mineral Resource.

The drilling defining the Burmeister pegmatites has been modelled within grade envelopes and aggregated to determine the total Exploration Target ranges as per Table 1 above. The cutoff grade of 0.4% Li<sub>2</sub>O was determined as the lowest grade assayed within all pegmatite intercepts, including RC drilling intervals, which crossed pegmatite-basalt boundaries. This captures all the lithium mineralisation within the pegmatite hosts which is predominantly spodumene.

The Company believes this Exploration Target is of a high quality and provides an achievable goal for further resource definition drilling. Preliminary examinations indicate that infill drilling will likely only require a 100m x 100m spacing to achieve an inferred resource. Next pass drilling will target this infill spacing.

The size of the Target and the results of "Conceptual Pit Optimisations" provide support for the Company's strategy to develop a stand-alone lithium mining and processing operation at Lake Johnston. The deposit remains open at depth and at the limit of the conceptual pit shells, 290m depth for the USD\$1500 shell and 340m depth for the USD\$2500 shell, offering further opportunities at depth for deposit extensions, see Figures 3 and 4.



**Figure 3** – Isometric view of interpreted lithium pegmatites with conceptual optimised pit shells

Review of operations (continued)

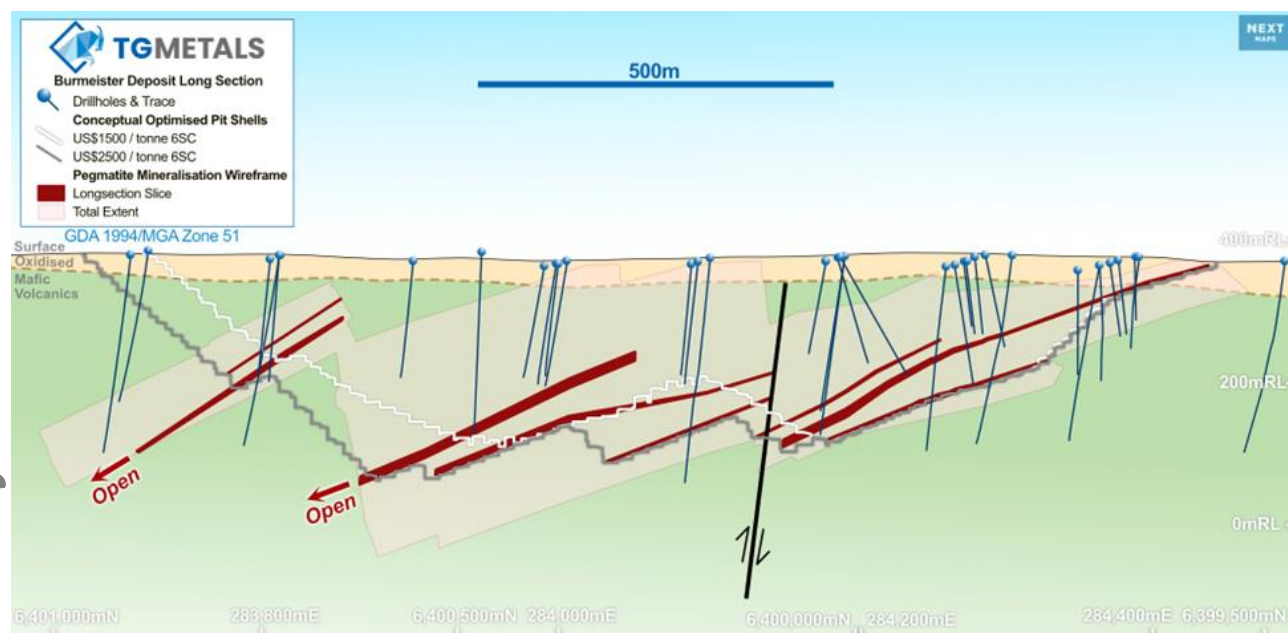


Figure 4 – Long Section view of modelled lithium and conceptual pit shells

Further studies including metallurgical testwork and mining assessments are required to confirm the validity and economics of a custom processing Plant suitable for the Burmeister ore.

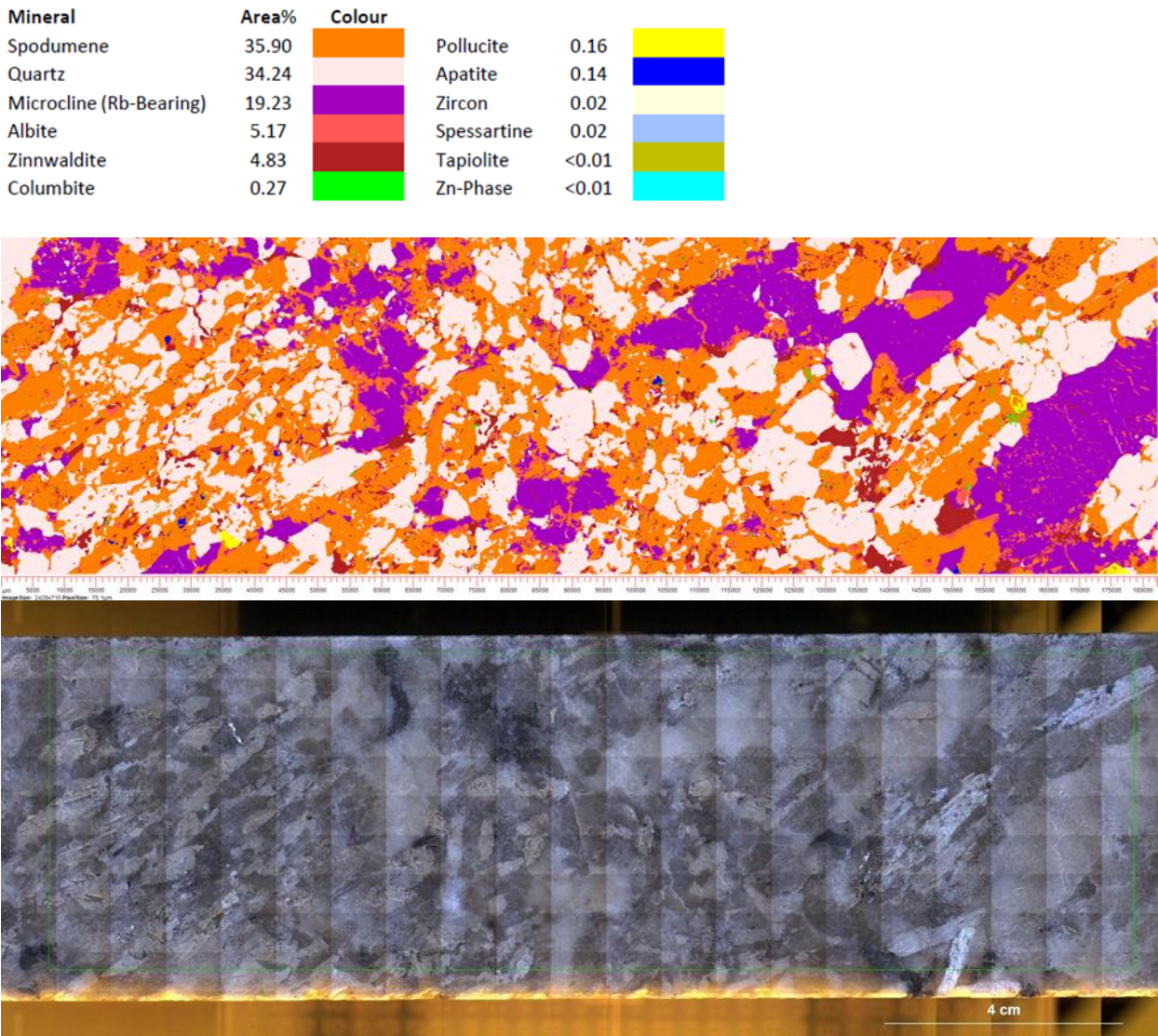
The Company conducted further drilling on the Burmeister deposit which was included in the Exploration Target Statement, significant intercepts are included in Table B.

Table B – Significant RC and DD drilling pegmatite intercepts >0.5% Li<sub>2</sub>O, downhole widths are approximate to true widths.

Hole ID	FROM (m)	TO (m)	Intercept (m)	Li <sub>2</sub> O%	Drill Type
TGRC0026	100.00	103.00	3.0	1.15	RC
Including	102.00	103.00	2.0	1.43	RC
TGRC0028	146.00	149.00	3.0	0.55	RC
TGRC0028	209.00	214.00	5.0	0.96	RC
Including	210.00	212.00	2.0	1.34	RC
TGRC0029	130.00	133.00	3.0	1.13	RC
Including	131.00	133.00	2.0	1.33	RC
TGRC0029	201.00	205.00	4.0	1.21	RC
Including	202.00	205.00	3.0	1.38	RC
TGRC0024	171.60	175.20	3.60	1.11	DD
TGRC0024	203.70	220.80	17.10	1.66	DD
Including	207.50	209.50	2.00	2.18	DD
Including	215.60	218.70	3.10	2.18	DD

Review of operations (continued)

The Company conducted Mico-XRF/AMICS mineralogy determinations on a sample of drill core which showed spodumene to be the dominant mineral in the pegmatite, making up 35.9% of the sample. These results provide a positive indication of simple mineral separation techniques which is being examined in the Metallurgical testwork underway at IMO Laboratories. Figure 5 below shows the Micro-XRF image coloured by mineral type and the mineral abundance table.



**Figure 5** – Micro-XRF/AMICS mineralogy result on core from TGRCD0009, interval 134.2m to 134.4m (nominally 2.29% Li<sub>2</sub>O). Lower image is a mosaic scan of the coloured image above

Lake Johnston Project – Nickel Exploration

During the period, RC and diamond core drilling on nickel sulphide targets was completed as well as downhole TEM. The Highfield and LJC137 targets were drill tested with no significant nickel intercepts found. Subsequent downhole TEM detected off-hole conductors at Highfield however these are interpreted to be from known conductive sediments which has downgraded the potential for nickel sulphides on this target. The Cathkin South target remains untested by drilling, as does the Gravity anomalies defining potential deep notch weathering at the Tottenham prospect (ASX announcement 8 August 2023). Downhole TEM is yet to be completed on the LJC137 target drillhole.

Drilling of these remaining nickel sulphide targets is on hold as the Company's focus turns to the lithium discoveries on the Lake Johnston tenements. Similarly metallurgical testwork has been deferred on the nickel laterite mineralization defined in 2023.



## **Business Development**

During the period the Company applied for two (2) exploration licences E63/2433 and E63/2434 totaling 8 graticular blocks in size. Both applications were subject to ballot, the ballot for E63/2433 was unsuccessful and the ballot for E63/2434 is yet to be drawn.

These applications are strategically in proximity to the Maggie Hays nickel minesite within the Lake Johnston region and are prospective for nickel, lithium and gold. Figure 1 shows the tenements under application in blue.

## **Material Business Risk**

The Company makes every effort to identify material risks and to manage these effectively. This section does not attempt to provide an exhaustive list of risks faced by the Company or by investors in the Company, nor are they in order of significance. Actual events may be different to those described.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which the Board can effectively manage them is limited.

### **a) Tenure and Access Risk**

#### ***Applications***

While the Company does not anticipate there to be any issues with the grant of its Tenement applications, there can be no assurance that the applications (or any future applications) will be granted. While the Company considers the risk to be low, there can also be no assurance that when the relevant tenements are granted, they will be granted in their entirety. Some of the tenement areas applied for may be excluded.

#### ***Renewal***

Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements is subject to the discretion of the relevant authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

#### ***Access***

A number of the tenements overlap certain third party interests that may limit the Company's ability to conduct exploration and mining activities, including Crown Reserves, areas on which native title is yet to be determined and other forms of tenure for access roads, pipelines and similar third party interests.

Where the Project overlaps other tenure land, exploration and mining activity on the Project may require authorisation or consent from the owners of that land. The Company is not required to enter into land access agreements to undertake its proposed exploration program on the Tenements. However, the Company intends to carry out heritage clearance surveys before implementing its proposed ground disturbing exploration programs. The Company's current proposed exploration programs are not impacted by the known sites of registered aboriginal heritage significance.

### **b) Exploration Risk**

Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Project, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Tenements, a reduction in the cash reserves of the Company and possible relinquishment of its projects.

### **c) Climate Change**

The operations and activities of the Company are subject to changes to local or international compliance regulations related to climate change mitigation efforts, specific taxation or penalties for carbon emissions or environmental damage and other possible restraints on industry that may further impact the Company. 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.

Climate change may also cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns, incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

### **d) Reliance on Key Personnel**

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

### **e) Environmental**

The operations and proposed activities of the Company are subject to Australian laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all applicable environmental laws.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

### **f) Native Title**

The Native Title Act recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with Native Title in Australia and this may impact on the Company's operations and future plans.

The Company is required to enter into standard regional heritage agreements or negotiated alternative aboriginal heritage agreements for the Grant of its Tenement applications and to undertake its proposed exploration program on the Tenements. The Company intends to carry out heritage clearance surveys before implementing its proposed ground disturbing exploration programs. The Company's current proposed exploration programs are not impacted by the known sites of registered aboriginal heritage significance.

### **g) Economic**

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company, as well as on its ability to fund its operations.

### **h) Additional Requirements for Capital**

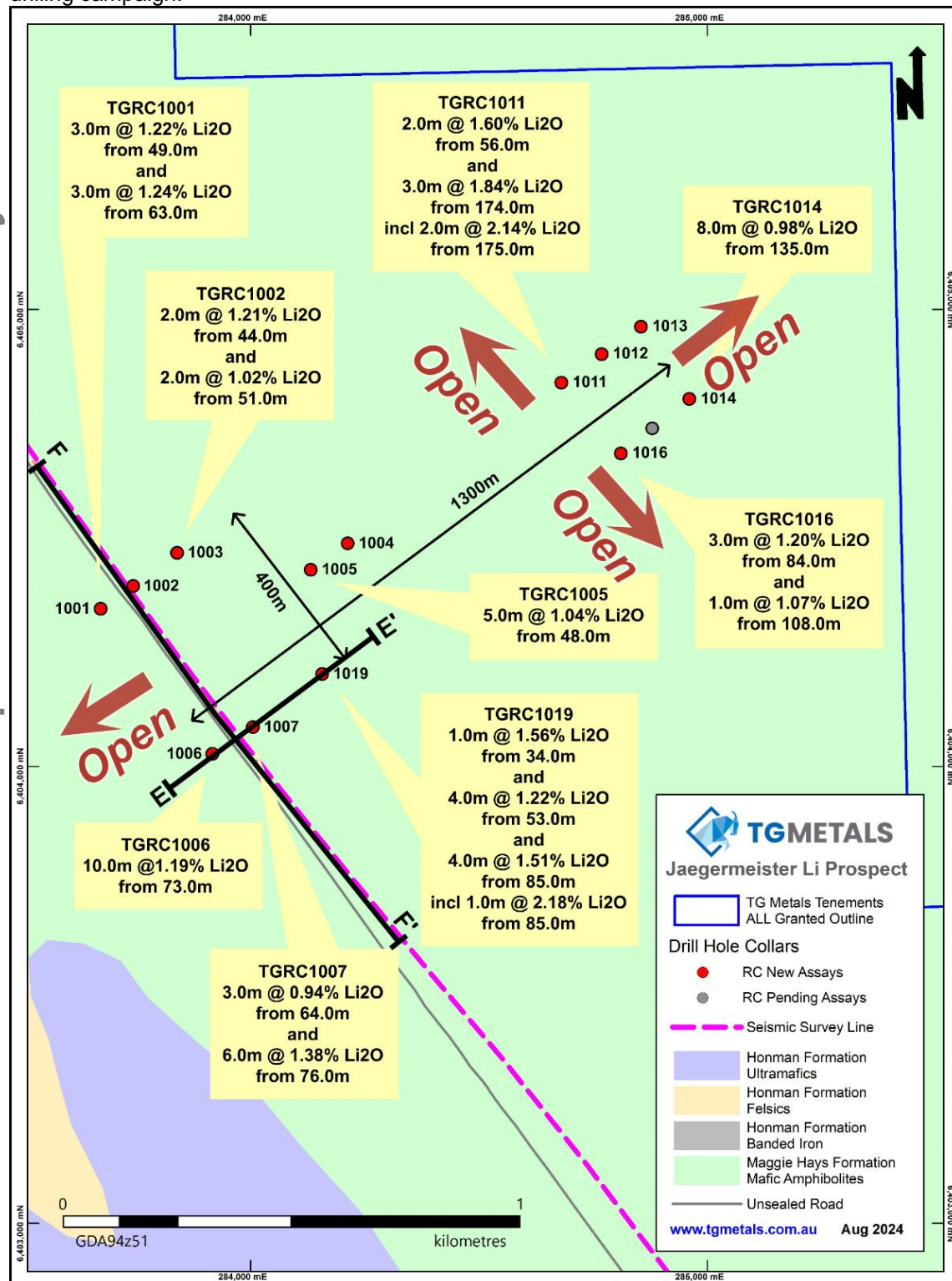
The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts currently on its balance sheet. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

### Significant Changes in the State of Affairs

There have been no significant changes in the state of affairs of the Company during the financial year other than disclosed elsewhere in this Annual Report.

### Events Subsequent to Reporting Date

On the 9th August 2024 the Company reported the results of maiden drilling on the Jaegermeister lithium prospect. The drilling encountered high grade lithium, Figure 6 shows the location of significant intercepts achieved in this drilling campaign.



**Figure 6 - Jaegermeister lithium pegmatite RC drilling showing lithium pegmatite intercepts. Datum: AMG Zone 51 (GDA94).**

## Events Subsequent to Reporting Date (continued)

Although this is the first drilling conducted on the Jaegermeister targets it has successfully intersected high grade lithium pegmatites of similar thicknesses and orientation to the Burmeister deposit to the south west. Considering the width drilled so far and the open mineralization, the Jaegermeister prospect has the potential to be of a similar size to Burmeister. Further drilling will test these assumptions.

On the 6th of September the Company reported infill drilling results on the Burmeister lithium deposit. Figure 7 shows the location of significant intercepts achieved in this drilling campaign.

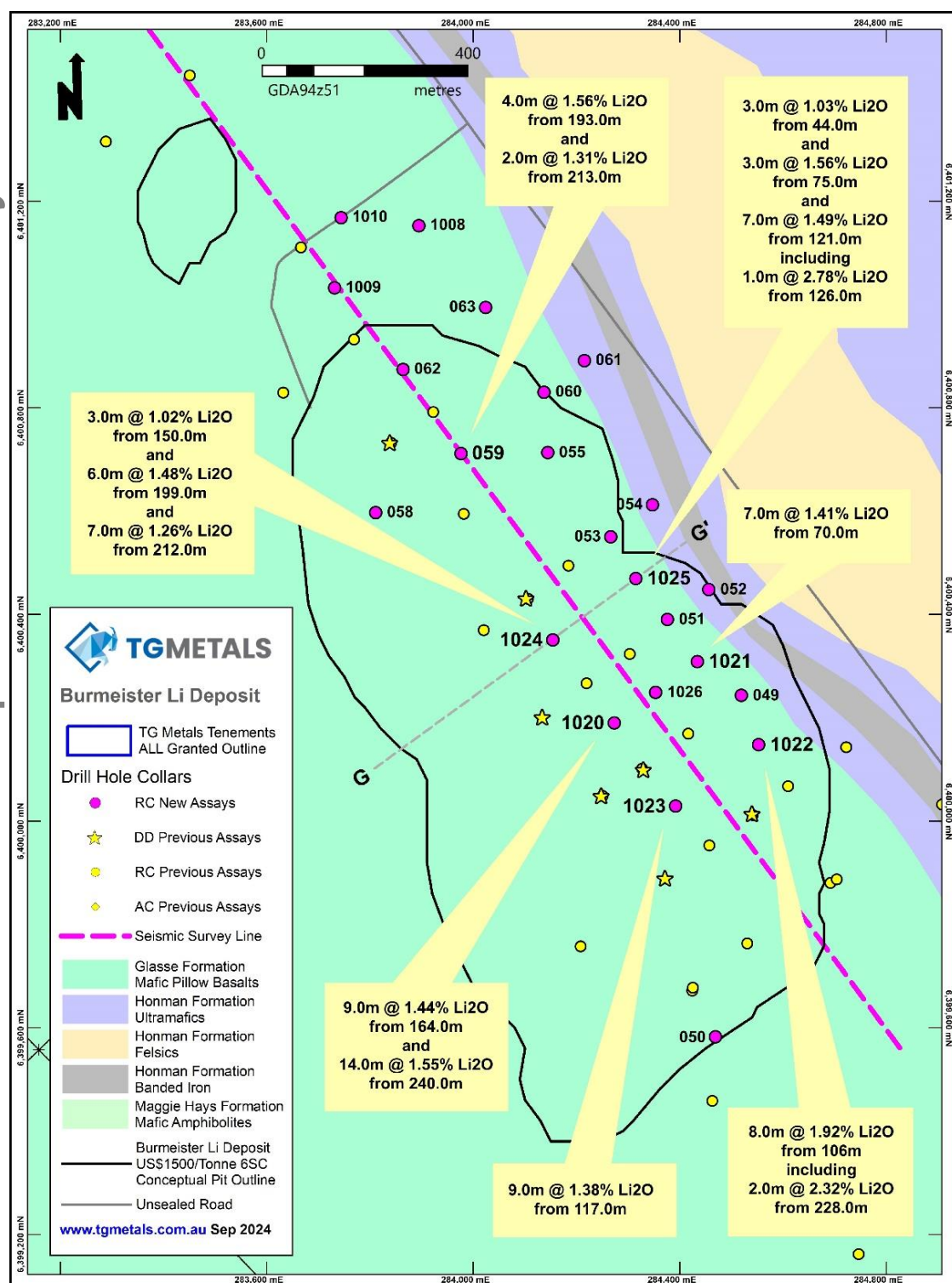


Figure 7 – Burmeister lithium pegmatite RC drilling showing pegmatite intercepts. Datum: AMG Zone 51 (GDA94)



### Events Subsequent to Reporting Date (continued)

There are no other matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, or the state of affairs of the Group in future financial years.

### Likely Developments and Expected Results of Operations

Likely developments, future prospects and business strategies of the operations of the Company and the expected results of those operations have not been included in this report as the Directors believe that the inclusion of such information would be likely to result in unreasonable prejudice to the Company.

### Dividends Paid or Recommended

No dividends were paid during the financial year (2023: nil) and no recommendation is made as to payments of future dividends.

### Meetings of Directors

During the financial year, seven meetings of Directors were held. Attendances by each director were as follows:

	Number eligible to attend	Number attended
Richard Bevan	7	7
Brett Smith	7	7
Gloria Zhang	7	7

### Directors' Security Interests

As at the date of this report, the interests of the Directors in the securities of the Company were:

Director	Ordinary Shares	Unlisted Options	Performance Rights
Richard Bevan	791,667	600,000	1,400,000
Brett Smith	2,300,000	1,388,706	880,000
Gloria Zhang	568,750	775,645	880,000

### Share Options

As at the date of this report, the unissued ordinary shares of the Company under option are as follows:

Options	Grant Date	Expiry Date	Exercise Price	Number under Option	Balance vested at 30 June 2024
Founder Options	10 March 2022	24 May 2025	\$0.00	5,218,606	5,218,606
Seed Options	10 March 2022	24 May 2025	\$0.25	2,590,889	2,590,889
Management Options	15 March 2022	24 May 2027	\$0.20	1,800,000	1,800,000
Management Options	30 March 2022	24 May 2027	\$0.30	1,200,000	1,200,000
Advisor Options	19 October 2022	31 October 2024	\$0.30	500,000	500,000
Lead Manager Options	9 February 2024	9 February 2027	\$1.12	2,000,000	2,000,000
				<u>13,309,495</u>	<u>13,309,495</u>

All options on issue are unlisted.

### **Remuneration Report (Audited)**

This report outlines the remuneration arrangements in place for the key management personnel of TG Metals Limited (the "Company") for the financial year ended 30 June 2024. The information provided in this remuneration report has been audited as required by Section 308(3C) of the Corporations Act 2001.

The remuneration report details the remuneration arrangements for key management personnel ("KMP") who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly.

The board policy is to remunerate Non-Executive Directors at a level which provides the Company with the ability to attract and retain directors with the experience and qualification appropriate to the development strategy of the Company. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. The current maximum amount of remuneration that may be paid to all Non-Executive Directors has been set at \$500,000 per annum as per the Company's Constitution. The remuneration of Directors is reviewed annually by the Company.

Non-Executive Director fees are not linked to the performance of the Company. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company.

During the financial year, the Company did not employ the use of remuneration consultants.

#### *Company performance and link to remuneration*

Remuneration packages do not include performance-based components. An individual member of staff's performance assessment is done by reference to their contribution to the Company's overall operational achievements. All Directors and Executives hold shares, options and performance rights in the Company to facilitate goal congruence between Executives with that of the business and shareholders. Refer below for further details of the performance based remuneration paid to Directors and Executives for the year.

#### *Voting of Remuneration Report at 2023 Annual General Meeting*

The 2023 Remuneration Report was voted for, without any commentary or discussion, at the 2023 Annual General Meeting, based on poll votes with votes for of 3,651,335 (100%) and nil votes against (0%).

### **Key Management Personnel**

The key management personnel of the Company are considered to be the Directors and Mr David Selfe, who was appointed as Chief Executive Officer on 30 March 2022. There are no other individuals who have the authority and responsibility for planning, directing and controlling the activities of the Company.

The following table discloses the contractual arrangements with the Company's key management personnel that were in place as at 30 June 2024.

Component	Non-Executive Chair – Mr Richard Bevan
Fixed remuneration	\$60,000 per annum plus statutory superannuation and excluding any GST.
Long term incentives	<p><b>Options</b></p> <p>600,000 options to acquire shares on a 1 for 1 basis, each with an exercise price of \$0.30 and expiring 24 May 2027.</p> <p><b>Performance Rights</b></p> <p>1,400,000 rights to acquire shares on a 1 for 1 basis, vesting on the date of achievement of certain performance milestones and expiring 24 May 2027, comprising:</p> <ul style="list-style-type: none"> <li>(i) 466,667 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.40 (Class A Performance Rights);</li> <li>(ii) 466,667 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.60 (Class B Performance Rights); and</li> <li>(iii) 466,666 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.70 (Class C Performance Rights).</li> </ul>

Component	Non-Executive Director – Mr Brett Smith
Fixed remuneration	\$45,000 per annum plus statutory superannuation and excluding any GST.
Long term incentives	<p><b>Options</b></p> <p>600,000 options to acquire shares on a 1 for 1 basis, each with an exercise price of \$0.30 and expiring 24 May 2027.</p> <p><b>Performance Rights</b></p> <p>880,000 rights to acquire shares on a 1 for 1 basis, vesting on the date of achievement of certain performance milestones and expiring 24 May 2027, comprising:</p> <p>(i) 293,334 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.40 (Class A Performance Rights);</p> <p>(ii) 293,333 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.60 (Class B Performance Rights); and</p> <p>(iii) 293,333 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.70 (Class C Performance Rights).</p>
Component	Non-Executive Director – Ms Gloria Zhang
Fixed remuneration	\$45,000 per annum plus statutory superannuation and excluding any GST.
Long term incentives	<p><b>Options</b></p> <p>600,000 options to acquire shares on a 1 for 1 basis, each with an exercise price of \$0.30 and expiring 24 May 2027.</p> <p><b>Performance Rights</b></p> <p>880,000 rights to acquire shares on a 1 for 1 basis, vesting on the date of achievement of certain performance milestones and expiring 24 May 2027, comprising:</p> <p>(i) 293,334 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.40 (Class A Performance Rights);</p> <p>(ii) 293,333 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.60 (Class B Performance Rights); and</p> <p>(iii) 293,333 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.70 (Class C Performance Rights).</p>
Component	Chief Executive Officer – Mr David Selfe
Fixed remuneration	\$220,000 per annum plus statutory superannuation.
Long term incentives	<p><b>Options</b></p> <p>1,200,000 options to acquire shares on a 1 for 1 basis, each with an exercise price of \$0.30 and expiring 24 May 2027.</p> <p><b>Performance Rights</b></p> <p>1,950,000 rights to acquire shares on a 1 for 1 basis, vesting on the date of achievement of certain performance milestones and expiring 24 May 2027, comprising:</p> <p>(i) 650,000 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.40 (Class A Performance Rights);</p> <p>(ii) 650,000 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.60 (Class B Performance Rights); and</p> <p>(iii) 650,000 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.70 (Class C Performance Rights).</p>
Other entitlements	Annual leave, personal/carer's leave, long service and parental leave.
Termination notice by the individual/company	6 months

**TG Metals Ltd**  
**Directors' report**  
**30 June 2024**

The table below set out summary information about the Company's earnings and movement in shareholder wealth for the year to 30 June 2024:

	30 June 2024	30 June 2023	30 June 2022
	\$	\$	\$
Revenue and other income	43,001	-	-
Net profit/(loss) before tax	(2,275,200)	(1,213,380)	(2,026,597)
Net profit/(loss) after tax	(2,275,200)	(1,213,380)	(2,026,597)
Share price	0.18	0.11	0.13
Basic earnings/(loss) per share (cents)	(3.49)	(2.12)	(7.25)
Diluted earnings/(loss) per share (cents)	(3.49)	(2.12)	(7.25)

No dividends have been paid for the year to 30 June 2024.

**Relationship between the Remuneration Policy and Company Performance**

Aside from the matters described above, no other Director held or holds any contract for performance-based remuneration with the Company.

**Remuneration Expense for the Year Ended 30 June 2024**

The following amounts were paid as compensation for services as key management personnel of the Company during the year:

	Short-term Employee Benefits			Post-Employment Benefits	Share-based payments		
	Salary & Fees	Bonus	Other	Superannuation	Equity-settled Rights	Total	Performance Based Remuneration %
	\$	\$	\$	\$	\$	\$	%
<b>2024</b>							
<b>Directors</b>							
Richard Bevan	60,000	-	-	6,600	181,396	<b>247,996</b>	73.00%
Brett Smith	45,000	-	-	4,950	114,020	<b>163,970</b>	70.00%
Gloria Zhang	45,000	-	-	4,950	114,020	<b>163,970</b>	70.00%
<b>Senior Management</b>							
David Selfe	220,000	-	-	24,200	254,777	<b>498,977</b>	51.00%
<b>Total</b>	<b>370,000</b>	<b>-</b>	<b>-</b>	<b>40,700</b>	<b>664,213</b>	<b>1,074,913</b>	

## Remuneration Expense for the Year Ended 30 June 2023

The following amounts were paid as compensation for services as key management personnel of the Company during the year:

	Short-term Employee Benefits			Post-Employment Benefits	Share-based payments	Total	Performance Based Remuneration %
	Salary & Fees	Bonus	Other	Superannuation	Equity-settled Rights		
2023	\$	\$	\$	\$	\$	\$	%
<b>Directors</b>							
Richard Bevan	60,000	-	-	5,693	46,659	<b>112,352</b>	41.53%
Brett Smith	45,000	-	-	4,725	29,329	<b>79,054</b>	37.10%
Gloria Zhang	45,000	-	-	4,725	29,329	<b>79,054</b>	37.10%
<b>Senior Management</b>							
David Selfe	220,000	-	-	23,100	65,534	<b>308,634</b>	21.23%
<b>Total</b>	<b>370,000</b>	<b>-</b>	<b>-</b>	<b>38,243</b>	<b>170,851</b>	<b>579,094</b>	

### Performance Rights

Pursuant to the Company's Prospectus dated 4 April 2022 and its successful Initial Public Offering, the Company issued 5,110,000 performance rights to key management personnel, being the Directors and Mr David Selfe, in May 2022.

The performance rights were granted at nil consideration, do not have an exercise price and expire on 24 May 2027.

Each performance right will vest and convert to one fully paid ordinary share subject to the satisfaction of the following vesting conditions:

### Tranche Vesting Conditions

Class A	The Class A Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.40 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.
Class B	The Class B Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.60 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.
Class C	The Class C Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.70 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.

The fair value of the performance rights granted is estimated as at the date of grant using a barrier up-and-in trinomial option pricing model taking into account the terms and conditions upon which the performance rights were granted.

The total fair value of the performance rights granted to key management personnel was \$882,456. During the year ended 30 June 2024, the vesting conditions associated with all tranches of the Performance Rights were satisfied. As a result, the remaining fair value of \$664,213 has been recognised as a share based payment for the year ended 30 June 2024.

**TG Metals Ltd**  
**Directors' report**  
**30 June 2024**

	<b>Class A Performance Rights</b>	<b>Class B Performance Rights</b>	<b>Class C Performance Rights</b>	<b>Total</b>
<b>Directors</b>				
Number Issued	1,053,335	1,053,333	1,053,332	3,160,000
Grant Date	15 March 2022	15 March 2022	15 March 2022	
Vesting Date	18 May 2027	18 May 2027	18 May 2027	
Vesting Period (days)	1,891	1,891	1,891	
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$191,496	\$179,593	\$174,537	\$545,626
Amount Expensed as at 30 June 2023	\$36,963	\$34,665	\$33,689	\$105,317
Amount Expensed as at 30 June 2024	\$143,696	\$134,766	\$130,973	\$409,435
Amount to be Expensed in Future Years	-	-	-	-

**Mr. Bevan**

Number Issued	466,667	466,667	466,666	1,400,000
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$84,840	\$79,567	\$77,327	\$241,734
Amount Expensed as at 30 June 2023	\$16,377	\$15,357	\$14,925	\$46,659
Amount Expensed as at 30 June 2024	\$63,662	\$59,708	\$58,027	\$181,397
Amount to be Expensed in Future Years	-	-	-	-

**Mr. Smith**

Number Issued	293,334	293,333	293,333	880,000
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$53,328	\$50,013	\$48,605	\$151,946
Amount Expensed as at 30 June 2023	\$10,293	\$9,654	\$9,382	\$29,329
Amount Expensed as at 30 June 2024	\$40,017	\$37,529	\$36,473	\$114,019
Amount to be Expensed in Future Years	-	-	-	-

**Ms. Zhang**

Number Issued	293,334	293,333	293,333	880,000
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$53,328	\$50,013	\$48,605	\$151,946
Amount Expensed as at 30 June 2023	\$10,293	\$9,654	\$9,382	\$29,329
Amount Expensed as at 30 June 2024	\$40,017	\$37,529	\$36,473	\$114,019
Amount to be Expensed in Future Years	-	-	-	-

**Chief Executive Officer (Mr. Selfe)**

Number Issued	650,000	650,000	650,000	1,950,000
Grant Date	30 March 2022	30 March 2022	30 March 2022	
Vesting Date	18 May 2027	18 May 2027	18 May 2027	
Vesting Period (days)	1,876	1,876	1,876	
Value per Right	\$0.1818	\$0.1706	\$0.1658	
Total Value of Rights	\$118,170	\$110,890	\$107,770	\$336,830
Amount Expensed as at 30 June 2023	\$22,991	\$21,575	\$20,968	\$65,534
Amount Expensed as at 30 June 2024	\$89,383	\$83,877	\$81,517	\$254,778
Amount to be Expensed in Future Years	-	-	-	-

**Key Management Personnel Shareholdings**  
Shares

The number of ordinary shares in TG Metals Limited held by each key management personnel of the Company during the financial year is as follows:

	Balance at 1 July 2023	Acquired during the year <sup>1</sup>	Disposed of during the year <sup>1</sup>	Balance at 30 June 2024
<b>Ordinary Shares 2024</b>				
<i>Directors</i>				
Richard Bevan	791,667	-	-	791,667
Brett Smith	2,300,000	-	-	2,300,000
Gloria Zhang	548,750	100,000	(80,000)	568,750
	-	-	-	-
<i>Senior Management</i>				
David Selfe	183,333	-	-	183,333
	<u>3,823,750</u>	<u>100,000</u>	<u>(80,000)</u>	<u>3,843,750</u>

<sup>1</sup>On-market trade

Options

The number of unlisted options in TG Metals Limited held by each key management personnel of the Company during the financial year is as follows:

	Balance at 1 July 2023	Allotted during the year	Balance at 30 June 2024	Balance vested 30 June 2024
<b>Unlisted Options 2024</b>				
<i>Directors</i>				
Richard Bevan	600,000	-	600,000	600,000
Brett Smith	1,388,706	-	1,388,706	1,388,706
Gloria Zhang	775,645	-	775,645	775,645
	-	-	-	-
<i>Senior Management</i>				
David Selfe	1,200,000	-	1,200,000	1,200,000
	<u>3,964,351</u>	<u>-</u>	<u>3,964,351</u>	<u>3,964,351</u>

Performance Rights

The number of performance rights in TG Metals Limited held by each key management personnel of the Company during the financial year is as follows:

	Balance at 1 July 2023	Allotted during the year	Balance at 30 June 2024	Balance vested 30 June 2024
<b>Performance Rights 2024</b>				
<i>Directors</i>				
Richard Bevan	1,400,000	-	1,400,000	1,400,000
Brett Smith	880,000	-	880,000	880,000
Gloria Zhang	880,000	-	880,000	880,000
	-	-	-	-
<i>Senior Management</i>				
David Selfe	1,950,000	-	1,950,000	1,950,000
	<u>5,110,000</u>	<u>-</u>	<u>5,110,000</u>	<u>5,110,000</u>

**Other Transactions with Key Management Personnel**

Transactions with key management personnel related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.



	2024 \$	2023 \$
Payments to Bayreef Investments Pty Ltd, a company of which Richard Bevan is a Director, for consultancy services provided (GST exclusive).	40,000	-

No outstanding amounts existed as at reporting date between the Company and related parties.

***This concludes the remuneration report, which has been audited.***

### **Environmental Regulation**

The Company's operations are not currently subject to any other significant environmental regulations in the jurisdictions it operates in, namely Australia.

### **Rounding of Amounts**

The Company has applied the relief available to it under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. Accordingly, amounts in the financial statements have been rounded off to the nearest \$1.

### **Indemnity and Insurance of Officers**

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

During the financial year, the Company paid a premium in respect of a contract of insurance to insure the Directors and officers of the Company against certain liabilities specified in the contract. The contract prohibits disclosure of the nature of the liabilities insured and the amount of the premium.

### **Non-audit Services**

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

The Directors are satisfied that the provision of non-audit services, during the year, by the auditor or a related practice of the auditor is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

Non-audit services provided by the Company's auditors and related entities for the year ended 30 June 2024 is detailed in Note 17 of this report.

### **Indemnity and insurance of auditor**

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

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

### **Proceedings on Behalf of the Company**

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the period.

### **Auditor's Independence Declaration**

The auditor's independence declaration under section 307C of the *Corporations Act 2001* for the period ended 30 June 2024 has been received and can be found on page 25.

**TG Metals Ltd**  
**Directors' report**  
**30 June 2024**

This Report of the Directors complies with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* and is signed in accordance with a resolution of directors made pursuant to s.298(2) of the *Corporations Act 2001*.



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Richard Bevan  
Director

**26 September 2024**

**Competent Person Statement**

Information in this Annual Report that relates to exploration results, exploration strategy, exploration targets, geology, drilling and mineralisation is based on information compiled by Mr David Selfe who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Selfe has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activities that 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. Mr Selfe has consented to the inclusion in this presentation of matters based on their information in the form and context in which it appears.

**Cautionary Statement – Visual Estimates**

This report contains references to visual results and visual estimates of mineralization. The Company draws attention to uncertainty in reporting visual results. Visual estimates of mineral abundance should never be considered a proxy or substitute for laboratory analyses where concentrations or grades are the factor of principal economic interest. Visual estimates also potentially provide no information regarding impurities or deleterious physical properties relevant to valuations.

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## DECLARATION OF INDEPENDENCE BY PHILLIP MURDOCH TO THE DIRECTORS OF TG METALS LIMITED

As lead auditor of TG Metals Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

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

**Phillip Murdoch**  
**Director**

**BDO Audit Pty Ltd**  
Perth  
26 September 2024

**TG Metals Ltd**  
**Statement of Profit or Loss and Other Comprehensive Income**  
**For the year ended 30 June 2024**

		<b>30 June 2024</b>	<b>30 June 2023</b>
<b>Continuing Operations</b>	<b>Note</b>	<b>\$</b>	<b>\$</b>
Revenue			
Interest income		43,001	-
Consulting and professional fees	2	(191,529)	(176,963)
Depreciation and amortisation expense		(66,022)	(27,160)
Employee and contractor expenses	4	(897,815)	(610,594)
Finance costs		(2,029)	(2,934)
Other expenses		(398,445)	(193,753)
Share based payments	14	(664,213)	(201,976)
Tenement expenses		(98,148)	-
<b>Loss before income tax expense</b>		<b>(2,275,200)</b>	<b>(1,213,380)</b>
Income tax expense	5	-	-
<b>Loss after income tax expense for the year attributable to the owners of TG Metals Ltd</b>	12	<b>(2,275,200)</b>	<b>(1,213,380)</b>
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive income for the year attributable to the owners of TG Metals Ltd</b>		<b><u>(2,275,200)</u></b>	<b><u>(1,213,380)</u></b>
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	15	(3.49)	(2.12)
Diluted earnings per share	15	(3.49)	(2.12)

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

**TG Metals Ltd**  
**Statement of Financial Position**  
**As at 30 June 2024**

		<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>Note</b>	<b>\$</b>	<b>\$</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash and Cash Equivalents	6	8,049,856	3,789,694
Trade and Other Receivables	8	341,712	57,454
<b>Total current assets</b>		<b>8,391,568</b>	<b>3,847,148</b>
<b>Non-current assets</b>			
Exploration and Evaluation Expenditure	9	5,436,006	1,319,050
Property, Plant and Equipment		173,991	73,654
Right-of-use Assets		7,282	36,413
<b>Total non-current assets</b>		<b>5,617,279</b>	<b>1,429,117</b>
<b>Total assets</b>		<b>14,008,847</b>	<b>5,276,265</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and Other Payables	10	895,396	117,833
Provisions		77,193	23,042
Lease Liabilities		8,704	31,968
<b>Total current liabilities</b>		<b>981,293</b>	<b>172,843</b>
<b>Non-current liabilities</b>			
Lease Liabilities		-	8,704
<b>Total non-current liabilities</b>		<b>-</b>	<b>8,704</b>
<b>Total liabilities</b>		<b>981,293</b>	<b>181,547</b>
<b>Net assets</b>		<b>13,027,554</b>	<b>5,094,718</b>
<b>Equity</b>			
Issued Capital	11	15,754,442	6,380,823
Reserves	13	2,830,263	1,995,846
Accumulated Losses	12	(5,557,151)	(3,281,951)
<b>Total equity</b>		<b>13,027,554</b>	<b>5,094,718</b>

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

**TG Metals Ltd**  
**Statement of Changes in Equity**  
**For the year ended 30 June 2024**

<b>Consolidated</b>	<b>Issued capital \$</b>	<b>Reserves \$</b>	<b>Accumulated Losses \$</b>	<b>Non-controlling interest \$</b>	<b>Total equity \$</b>
Balance at 1 July 2022	6,380,823	1,793,870	(2,068,571)	-	6,106,122
Loss after income tax expense for the year	-	-	(1,213,380)	-	(1,213,380)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	(1,213,380)	-	(1,213,380)
<i>Transactions with owners, directly in equity:</i>					
Share-based payments	-	201,976	-	-	201,976
Balance at 30 June 2023	<u>6,380,823</u>	<u>1,995,846</u>	<u>(3,281,951)</u>	<u>-</u>	<u>5,094,718</u>

<b>Consolidated</b>	<b>Issued capital \$</b>	<b>Reserves \$</b>	<b>Accumulated Losses \$</b>	<b>Non-controlling interest \$</b>	<b>Total equity \$</b>
Balance at 1 July 2023	6,380,823	1,995,846	(3,281,951)	-	5,094,718
Loss after income tax expense for the year	-	-	(2,275,200)	-	(2,275,200)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive loss for the year	-	-	(2,275,200)	-	(2,275,200)
<i>Transactions with owners, directly in equity:</i>					
Contributions of equity, net of transaction costs (note 11)	9,431,000	-	-	-	9,431,000
Issue of shares pursuant to exercise of options	112,823	-	-	-	112,823
Transfer from reserve upon exercise of options	53,979	(53,979)	-	-	-
Issue of broker options	(224,183)	224,183	-	-	-
Share-based payments	-	664,213	-	-	664,213
Balance at 30 June 2024	<u>15,754,442</u>	<u>2,830,263</u>	<u>(5,557,151)</u>	<u>-</u>	<u>13,027,554</u>

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

**TG Metals Ltd**  
**Statement of Cash Flows**  
**30 June 2024**

	<b>Note</b>	<b>30 June 2024</b>	<b>30 June 2023</b>
		<b>\$</b>	<b>\$</b>
<b>Cash flows from operating activities</b>			
Payments to suppliers and employees		(1,785,421)	(967,228)
Interest received		43,001	-
Net cash used in operating activities		<u>(1,742,420)</u>	<u>(967,228)</u>
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment		(137,228)	(78,966)
Payments for exploration and evaluation		<u>(3,370,017)</u>	<u>(851,455)</u>
Net cash used in investing activities		<u>(3,507,245)</u>	<u>(930,421)</u>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares	11	10,112,824	-
Share issue transaction costs		(569,000)	-
Payment of lease liabilities		<u>(33,997)</u>	<u>(20,523)</u>
Net cash from/(used in) financing activities		<u>9,509,827</u>	<u>(20,523)</u>
Net increase/(decrease) in cash and cash equivalents		4,260,162	(1,918,172)
Cash and cash equivalents at the beginning of the financial year		<u>3,789,694</u>	<u>5,707,866</u>
Cash and cash equivalents at the end of the financial year	6	<u><u>8,049,856</u></u>	<u><u>3,789,694</u></u>

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## Note 1. Material accounting policy information

### (a) Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and Interpretations and complies with other requirements of the law.

The accounting policies detailed below have been consistently applied to all of the years presented unless otherwise stated.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

The Company has applied the relief available to it under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. Accordingly, amounts in the financial statements have been rounded off to the nearest \$1.

### (b) Statement of Compliance

The financial report was authorised for issue on 26 September 2024.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (IFRS). Compliance with AIFRS ensures that the financial report comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

### (c) Going concern

This report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

For the year ended 30 June 2024 the Company recorded a loss of \$2,275,200 (2023: \$1,213,380) and had net cash outflows from operating and investing activities of \$5,249,665 (2023: \$1,897,649). At 30 June 2024 the Company had a working capital surplus of \$7,410,275 (2023: \$3,674,305).

### (d) Changes in accounting policies and disclosures

The Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company's operations and effective for future reporting periods. It has been determined by the Directors that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Company and therefore, no change will be necessary to Company accounting policies.

### (e) Exploration and evaluation expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made. When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

**(f) Share-based payment transactions**

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instrument at the date at which they are granted when the fair value of goods and/or services cannot be determined. The fair value of options granted is measured using the Black-Scholes option pricing model. The model uses assumptions and estimates as inputs.

The cost of the equity settled transactions is recognised, together with a corresponding increase in equity, over the year in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date'). The cumulative expense recognised for equity settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting year has expired and (ii) the number of awards that, in the opinion of the Directors of the Company, will ultimately vest. This opinion is formed based on the best available information at balance date.

No adjustment is made for the likelihood of the market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of comprehensive income charge or credit for a year represents the movement in cumulative expense recognised at the beginning and end of the year. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition. Where the terms of an equity settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of the modification.

Where an equity settled award is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognised for the award is recognised immediately. However if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The cost of equity-settled transactions with non-employees is measured by reference to the fair value of goods and services received unless this cannot be measured reliably, in which case the cost is measured by reference to the fair value of the equity instruments granted.

**Note 2. Loss from Continuing Operations**

Loss from continuing operations before income tax includes the following items of income and expenses:

	<b>30 June 2024</b>	<b>30 June 2023</b>
<b>a. Significant expenses</b>		
Consulting and professional fees	\$	\$
- Auditing costs	63,580	44,916
- Legal fees	30,237	11,497
- Accountancy fees	45,810	59,300
- Other professional fees	51,902	61,250
	<u>191,529</u>	<u>176,963</u>

**Note 3. Operating Segments**

*Identification of reportable operating segments*

The Company operates predominately in one business segment, which is the exploration for mineral deposits, and predominately in one geographical area which is Western Australia. The operating segment is based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and in determining the allocation of resources.

The Company is domiciled in Australia. All revenue from external parties is generated from Australia only. All the assets are located in Australia.

**Note 4. Employee and contractor expenses**

	2024 \$	2023 \$
Company Secretarial Fees	65,000	65,000
Director's Fees	66,600	65,692
Provisions for Annual & Long Service Leave	54,150	21,327
Superannuation Expense	70,565	43,575
Wages & Salaries Expenses	641,500	415,000
	<u>897,815</u>	<u>610,594</u>

**Note 5. Income Tax Expense**

(a) The prima facie income tax expense on pre-tax accounting loss reconciles to the income tax expense in the financial statements as follows:

	30 June 2024 \$	30 June 2023 \$
Loss before income tax expense	(2,275,200)	(1,213,380)
Tax at the statutory tax rate of 30% (2023: 25%)	(682,560)	(303,345)
Non-deductible legal fees	-	2,874
Non-deductible share based payment	199,264	50,494
Non-deductible entertainment expenses	1,895	-
	(481,401)	(249,977)
Movements in unrecognised timing differences	(1,142,076)	(229,328)
Unused tax losses not recognised as a deferred tax asset	1,623,477	479,305
<b>Income tax (benefit)/expense reported in the Statement of Profit or Loss and Other Comprehensive Income</b>	<u>-</u>	<u>-</u>
	30 June 2024 \$	30 June 2023 \$

**(b) Unrecognised deferred tax balances:**

The following deferred tax assets have not been brought to account:

Unrecognised deferred tax asset – tax losses	2,408,813	653,038
Unrecognised deferred tax asset – other temporary differences	195,663	25,489
Unrecognised deferred tax liability – exploration expenditure	(1,559,729)	-
<b>Net deferred tax assets not brought to account</b>	<u>1,044,747</u>	<u>678,527</u>

The taxation benefits of tax losses and timing not brought to account will only be obtained if:

- assessable income is derived of a nature and of amount sufficient to enable the benefit from the deductions to be realised;
- conditions for deductibility imposed by the law are complied with; and
- no changes in tax legislation adversely affect the realisation of the benefit from the deductions.

**Note 6. Cash and Cash Equivalents**

	30 June 2024	30 June 2023
	\$	\$
Cash at bank and in hand	<u>8,049,856</u>	<u>3,789,694</u>

**Note 7. Reconciliation of operating loss after income tax to net cash flow from operations**

	30 June 2024	30 June 2023
	\$	\$
Loss for the year	(2,275,200)	(1,213,380)
Share based payments	664,213	201,976
Finance costs	2,029	2,934
Depreciation and amortisation	66,022	27,160
Annual Leave and accrued expenses	69,389	-
<b>Change in assets and liabilities</b>	-	-
Trade and other receivables	(284,259)	(28,715)
Trade and other payables	69,538	21,470
Provisions	(54,151)	21,327
<b>Net cash used in operating activities</b>	<u>(1,742,420)</u>	<u>(967,228)</u>
	-	-

**Note 8. Trade and Other Receivables**

	30 June 2024	30 June 2023
	\$	\$
<i>Current assets</i>		
GST refundable	281,634	24,128
Prepayments	39,539	27,787
Other receivables - deposit	<u>20,539</u>	<u>5,539</u>
	<u>341,712</u>	<u>57,454</u>

**Note 9. Exploration and Evaluation Expenditure**

	30 June 2024	30 June 2023
	\$	\$
<i>Non-current assets</i>		
Exploration and evaluation	<u>5,436,006</u>	<u>1,319,050</u>

*Reconciliations*

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

Balance at 1 July	1,319,050	467,596
Expenditure during the year	<u>4,116,956</u>	<u>851,454</u>
Balance at 30 June	<u>5,436,006</u>	<u>1,319,050</u>

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

As at the date of this report, Management has not identified any geological indicators of impairment.

**Note 10. Trade and Other Payables**

	30 June 2024	30 June 2023
	\$	\$
Trade payables	261,782	-
Accruals	584,689	78,914
Other payables	<u>48,925</u>	<u>38,919</u>
	<u>895,396</u>	<u>117,833</u>

**Note 11. Issued Capital**

*(a) Issued capital*

	30 June 2024	30 June 2023	30 June 2024	30 June 2023
	Shares	Shares	\$	\$
Ordinary shares - fully paid	<u>71,107,540</u>	<u>57,322,914</u>	<u>15,754,442</u>	<u>6,380,823</u>
	<u>71,107,540</u>	<u>57,322,914</u>	<u>15,754,442</u>	<u>6,380,823</u>

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**Note 11. Issued Capital (continued)**

*Movements in ordinary share capital*

Details	Date	Shares	Issue price	\$
Opening Balance	1 July 2023	57,322,914	\$0.00	6,380,823
Issue of shares pursuant to exercise of options	16 November 2023	395,647	\$0.25	98,912
Share placement	5 December 2023	13,333,334	\$0.75	10,000,000
Issue of shares pursuant to exercise of options	5 December 2023	55,645	\$0.25	13,911
Transfer from reserve upon exercise of options		-	\$0.00	53,979
Share issue costs		-	\$0.00	(793,183)
Closing Balance		<u>71,107,540</u>		<u>15,754,442</u>

*(b) Options*

The weighted average exercise price of the total options on issue as at 30 June 2024 is \$0.3750 (30 June 2023 \$0.2550).

The following unlisted options were on issue during the year ended 30 June 2024:

Exercise price	30c 30 June 2024	20c 24 May 2025	25c 24 May 2025	30c 24 May 2027	30c 31 October 2024	112.5c 9 February 2027
Opening balance	3,225,000	5,218,606	3,042,181	3,000,000	500,000	-
Issued during the year <sup>1</sup>	-	-	-	-	-	2,000,000
Expired during the year	(3,225,000)	-	-	-	-	-
Exercised during the year	-	-	(451,292)	-	-	-
Closing balance	<u>-</u>	<u>5,218,606</u>	<u>2,590,889</u>	<u>3,000,000</u>	<u>500,000</u>	<u>2,000,000</u>

<sup>1</sup> As part of the placement shares issued on 5 December 2023, the Company issued 2,000,000 unlisted options with an exercise price of \$1.125 each and an expiry date of 3 years from the date of issue to the Joint lead Managers.

The fair value of the share options granted is estimated as at the date of grant using the Black-Scholes option valuation model taking into account the terms and conditions upon which the options were granted.

Weighted average exercise price	\$1.125
Weighted average life of the options	3.01 years
Weighted average underlying share price	\$0.225
Expected share price volatility	127.4%
Risk-free interest rate	3.69%
Grant date	9 February 2024
Expiry date	9 February 2027
Value per option	\$0.11209

**Note 11. Issued Capital (continued)**

*(c) Performance rights*

The following performance rights were on issue during the year ended 30 June 2024:

Tranche	Grant date	Expiry date	Number
PERFA	15 March 2022	19 May 2027	1,053,335
PERFA	30 March 2022	19 May 2027	650,000
PERFB	15 March 2022	19 May 2027	1,053,333
PERFB	30 March 2022	19 May 2027	650,000
PERFC	15 March 2022	19 May 2027	1,053,332
PERFC	30 March 2022	19 May 2027	650,000

**Note 12. Accumulated Losses**

	30 June 2024	30 June 2023
	\$	\$
Accumulated losses at the beginning of the financial year	(3,281,951)	(2,068,571)
Loss after income tax expense for the year	(2,275,200)	(1,213,380)
Accumulated losses at the end of the financial year	<u>(5,557,151)</u>	<u>(3,281,951)</u>

**Note 13. Reserves**

	30 June 2024	30 June 2023
	\$	\$
Share-based payments reserve	<u>2,830,263</u>	<u>1,995,846</u>

*Movements in reserves*

	Options \$	Performance Rights \$	Total \$
Balance at 1 July 2022	1,746,478	47,392	1,793,870
Issue of options	31,125	-	31,125
Vesting of performance rights	-	170,851	170,851
Balance at 30 June 2023	1,777,603	218,243	1,995,846
Vesting of performance rights	-	664,213	664,213
Transfer to Issued Capital	(53,979)	-	(53,979)
Issue of options	224,183	-	224,183
Balance at 30 June 2024	<u>1,947,807</u>	<u>882,456</u>	<u>2,830,263</u>

*Share based payments reserve*

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

**Note 14. Share Based Payments**

During the year ended 30 June 2024, the following transactions were recognised as share based payments by the Company:

	30 June 2024	30 June 2023
	\$	\$
Advisor options (a)	-	31,125
Performance rights (b)	664,213	170,851
<b>Amount expended to profit or loss</b>	<b>664,213</b>	<b>201,976</b>
<b>Total share based payments</b>	<b>664,213</b>	<b>201,976</b>

*(a) Advisor Options*

On 19 October 2022, the Company issued 500,000 unlisted options as part consideration for corporate services to be provided. \$31,125 was recognised as a share based payment for the year ended 30 June 2023.

The fair value of the share options granted is estimated as at the date of grant using the Black-Scholes option valuation model taking into account the terms and conditions upon which the options were granted.

Weighted average exercise price	\$0.30
Weighted average life of the options	2.04 years
Weighted average underlying share price	\$0.135
Expected share price volatility	120.3%
Risk-free interest rate	3.37%
Grant date	19 October 2022
Expiry date	31 October 2024
Value per option	\$0.06225

*(b) Performance Rights*

Pursuant to the Company's Prospectus dated 4 April 2022 and its successful Initial Public Offering, the Company issued 5,110,000 performance rights to key management personnel, being the Directors and Mr David Selfe, in May 2022.

The performance rights were granted at nil consideration, do not have an exercise price and expire on 24 May 2027.

Each performance right will vest and convert to one fully paid ordinary share subject to the satisfaction of the following vesting conditions:

Tranche	Vesting Conditions
Class A	The Class A Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.40 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.
Class B	The Class B Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.60 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.
Class C	The Class C Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.70 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.

The fair value of the performance rights granted is estimated as at the date of grant using a barrier up-and-in trinomial option pricing model taking into account the terms and conditions upon which the performance rights were granted.



#### Note 14. Share Based Payments (continued)

The total fair value of the performance rights granted to key management personnel was \$882,456. During the year ended 30 June 2024, the vesting conditions associated with all tranches of the Performance Rights were satisfied. As a result, the remaining fair value of \$664,213 has been recognised as a share based payment for the year ended 30 June 2024.

Tranche	Grant date	Vesting Date	Number	Total Value of Rights	Amount Expensed
PERFA	15 March 2022	31 December 2023	1,053,335	\$143,698	\$143,698
PERFA	30 March 2022	31 December 2023	650,000	\$89,383	\$89,383
PERFB	15 March 2022	31 December 2023	1,053,333	\$134,766	\$134,766
PERFB	30 March 2022	31 December 2023	650,000	\$83,877	\$83,877
PERFC	15 March 2022	31 December 2023	1,053,332	\$130,972	\$130,972
PERFC	30 March 2022	31 December 2023	650,000	\$81,517	\$81,517

#### Note 15. Earnings per Share

The loss for the year and the weighted average number of ordinary shares used in the calculation of basic loss per share are as follows:

	Consolidated 2024 \$	2023 \$
Loss for the year after income tax	(2,275,200)	(1,213,380)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	65,215,002	57,322,914
Weighted average number of ordinary shares used in calculating diluted earnings per share	65,215,002	57,322,914
	Cents	Cents
Basic earnings per share	(3.49)	(2.12)
Diluted earnings per share	(3.49)	(2.12)

#### Note 16. Key Management Personnel Disclosures and Related Party Transactions

##### Directors

The following persons were Directors of TG Metals Ltd during the financial year:

Richard Bevan  
Brett Smith  
Di (Gloria) Zhang

##### Other key management personnel

Other persons who had authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly, during the financial year, was the Chief Executive Officer, David Selfe.

##### Remuneration

Refer to the audited Remuneration Report in the Directors' Report regarding remuneration paid or payable to key management personnel during the year ended 30 June 2024.

**TG Metals Ltd**  
**Notes to the financial statements**  
**30 June 2024**

*Compensation*

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

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
Short-term employee benefits	370,000	370,000
Post-employment benefits	40,700	38,243
Share-based payments	664,213	170,851
	<u>1,074,913</u>	<u>579,094</u>

*Transactions with related parties*

Transactions with key management personnel related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>
Payments to Bayreef Investments Pty Ltd, a company of which Richard Bevan is a Director, for consultancy services provided (GST exclusive).	40,000	-

No outstanding amounts existed as at reporting date between the Company and related parties.

*Loans to key management personnel*

No loans existed during the year and as at reporting date between the Company and with key management personnel.

*Loans from key management personnel*

No funds were advanced to the Company by the Directors or their related parties during the year ended 30 June 2024 (2023: nil).

**Note 17. Remuneration of Auditors**

The BDO entity performing the audit of the group transitioned from BDO Audit (WA) to BDO Audit Pty Ltd on 22 April 2024. The disclosures include amounts received or due and receivable by BDO Audit (WA) Pty Ltd, BDO Audit Pty Ltd and their respective related entities.

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
Audit or review of the financial statements	63,580	44,916
<i>Other services</i>		
Taxation advice in relation to employee share scheme	450	-
	<u>64,030</u>	<u>44,916</u>

## **Note 18. Commitments for Expenditure**

### *Exploration and evaluation assets*

In order to maintain current rights of tenure to exploration tenements, the Company and economic entity is required to outlay rentals and to meet the minimum expenditure requirements.

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	272,840	229,341
One to five years	1,051,610	1,188,124
	<u>1,324,450</u>	<u>1,417,465</u>

## **Note 19. Contingent Assets and Liabilities**

At the date of the report no material commitments, contingent assets or contingent liabilities exist that the Company is aware of.

## **Note 20. Events After the Reporting Period**

The Company released the following market sensitive ASX Announcements since 30 June 2024.

<b>Date</b>	<b>Details</b>
9 August 2024	High Grade Lithium at Jaegermeister
6 September 2024	Drilling continues to deliver high grade Lithium mineralisation at Burmeister

There are no other matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, or the state of affairs of the Group in future financial years.

## **Note 21. Financial Risk Management**

The Board has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Company's risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the Company where such impacts may be material. The Board receives monthly financial reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

### *Financial risk management and policies*

The Company's exploration activities are being funded by equity and are not exposed to significant financial risks. There are no speculative or financial derivative instruments.

The Company holds the following financial instruments, all of which are measured at amortised cost:

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>\$</b>	<b>\$</b>
<b>Financial assets</b>		
Cash and cash equivalents	8,049,856	3,789,694
Trade and other receivables	341,712	57,454
	<u>8,391,568</u>	<u>3,847,148</u>
	<b>30 June 2024</b>	<b>30 June 2023</b>
<b>Financial liabilities</b>		
Trade and other payables	895,396	117,833
Lease liabilities	8,704	40,672
	<u>904,100</u>	<u>158,505</u>

The Company's principal financial instruments comprise of cash.

The main purpose of these financial instruments is to fund the Company's operations.

The main risks arising from the Company are credit risk, capital risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are recognised below.

(a) Credit risk

Cash at bank is held with internationally regulated banks. As at 30 June 2024, all cash and cash equivalents were held with AA rated banks.

No provisions have been made against trade and other receivables as the full balance is expected to be recovered.

(b) Capital risk

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

During the year ended 30 June 2024, the Company's strategy was to keep borrowings to a minimum. The Company's equity management is determined by funds required to undertake exploration activities and meet its corporate and other costs.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash balances and access to equity funding.

The Company's exposure to the risk of changes in market interest rates relate primarily to cash assets and floating interest rates.

The Directors monitor the cash-burn rate of the Company on an on-going basis against budget and the maturity profiles of financial assets and liabilities to manage its liquidity risk.

**TG Metals Ltd**  
**Notes to the financial statements**  
**30 June 2024**

As at reporting date, the Company had sufficient cash reserves to meet its requirements. The Company has no access to credit standby facilities or arrangements for further funding or borrowings in place.

The financial liabilities the Company had at reporting date were trade payables incurred in the normal course of the business. These were non-interest bearing and were due within the normal 30-60 days terms of creditor payments.

The following table sets out the carrying amount, by maturity, of the financial instruments including exposure to interest rate risk:

	Under 1 year \$	1-5 years \$	Over 5 years \$	Total \$	Weighted average effective interest rate %
<b>As at 30 June 2024</b>					
Financial Assets:					
Cash and cash equivalents	8,049,856	-	-	8,049,856	-
Trade and other receivables	341,712	-	-	341,712	-
	<u>8,391,568</u>	<u>-</u>	<u>-</u>	<u>8,391,568</u>	
Financial Liabilities:					
Trade and other payables	895,396	-	-	895,396	-
Lease liabilities	8,704	-	-	8,704	-
	<u>904,100</u>	<u>-</u>	<u>-</u>	<u>904,100</u>	
<b>As at 30 June 2023</b>					
Financial Assets:					
Cash and cash equivalents	3,789,694	-	-	3,789,694	-
Trade and other receivables	57,454	-	-	57,454	-
	<u>3,847,148</u>	<u>-</u>	<u>-</u>	<u>3,847,148</u>	
Trade and other payables	117,833	-	-	117,833	-
Lease liabilities	31,968	8,704	-	40,672	-
	<u>149,801</u>	<u>8,704</u>	<u>-</u>	<u>158,505</u>	

(d) Fair value estimation

The fair value of financial assets and liabilities must be estimated for recognition and measurement or for disclosure purposes. The carrying value less any impairment provision for trade receivables and payables are assumed to approximate their fair values due to their short term nature.

The Company's principal financial instruments consist of cash and deposits with banks, accounts receivable and trade payables. The main purpose of these non-derivative financial instruments is to finance the entity's operations.

TG Metals Ltd  
Consolidated entity disclosure statement  
30 June 2024

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest	Tax residency
			%	
TG Metals Limited	Body Corporate	Australia	-	Australian

**TG Metals Ltd**  
**Directors' declaration**  
**30 June 2024**

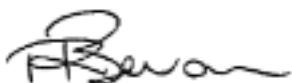
The Directors of the Company declare that:

- the financial statements and notes, as set out on pages 26 to 42, are in accordance with the Corporations Act 2001 and other mandatory professional reporting requirements;
- give a true and fair view of the financial position as at 30 June 2024 and of its performance for the year ended on that date;
- in the Directors' opinion, the financial statements and notes are prepared in accordance with International Financial Reporting Standards and Interpretations as adopted by the International Accounting Standards Board; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

In the Directors' opinion:

- (i) at the date of the declaration there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- (ii) the Directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by Section 295A of the Corporations Act for the financial year ending 30 June 2024.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:



Richard Bevan  
Director

26 September 2024

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## INDEPENDENT AUDITOR'S REPORT

To the members of TG Metals Limited

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of TG Metals Limited (the Company), which comprises the statement of financial position as at 30 June 2024, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion the accompanying financial report of TG Metals Limited, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Company's financial position as at 30 June 2024 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Company in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

#### Key audit matters

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



## Carrying value of Exploration and Evaluation Expenditure

Key audit matter	How the matter was addressed in our audit
<p>As disclosed in Note 9 to the Financial Report, the carrying value of capitalised exploration and evaluation expenditure represents a significant asset of the Group.</p> <p>Refer to Note 1(e) of the Financial Report for a description of the accounting policy and significant judgments applied to capitalised exploration and evaluation expenditure.</p> <p>In accordance with AASB 6 Exploration for and Evaluation of Mineral Resources ("AASB 6"), the recoverability of exploration and evaluation expenditure requires significant judgement by management in determining whether there are any facts or circumstances that exist to suggest that the carrying amount of the asset may exceed its recoverable amount. As a result, this is considered a key audit matter.</p>	<p>Our procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Obtaining a schedule of the areas of interest held by the Company and assessing whether the rights to tenure of those areas of interest remained current at balance date, which included obtaining and assessing supporting documentation such as license status records;</li> <li>• Considering the Company's intention to carry out significant ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Company's exploration budgets, ASX announcements and directors' minutes;</li> <li>• Considering whether any such areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed;</li> <li>• Considering whether any facts or circumstances existed to suggest impairment testing was required; and</li> <li>• Assessing the adequacy of the related disclosures in Notes 9 and 1(e) to the Financial Report.</li> </ul>

## Other information

The directors are responsible for the other information. The other information comprises the information in the Company's annual report for the year ended 30 June 2024, 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 we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of the directors for the Financial Report**

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

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

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

- i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

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

## **Auditor's responsibilities for the audit of the Financial Report**

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

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

[https://www.auasb.gov.au/admin/file/content102/c3/ar2\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.pdf)

This description forms part of our auditor's report.

## **Report on the Remuneration Report**

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

We have audited the Remuneration Report included in pages 17 to 23 of the directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of TG Metals Limited, for the year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.



### **Responsibilities**

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

**BDO Audit Pty Ltd**

BDO  
A handwritten signature in black ink, appearing to be 'P. Murdoch', written over a horizontal line.

**Phillip Murdoch**

**Director**

Perth, 26 September 2024

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**ASX Additional Information**

Pursuant to the Listing Rules of the Australian Securities Exchange, the shareholder information set out below was applicable as at 26 August 2024.

**A. Distribution of Equity Securities**

Analysis of numbers of shareholders by size of holding:

Distribution	Number of Shares	%	Number of Shareholders
1 to 1,000	74,676	0.10%	128
1,001 to 5,000	821,548	1.16%	287
5,001 to 10,000	1,132,858	1.59%	145
10,001 to 100,000	18,072,569	25.42%	484
100,001 and Over	51,005,889	71.73%	112
	<b>71,107,540</b>	<b>100.00%</b>	<b>1,156</b>

There were 310 shareholders holding less than a marketable parcel of ordinary shares.

**B. Substantial Shareholders**

TG Metals Limited has received the following substantial shareholder notifications. As at 26 August 2024, no other substantial shareholder notice have been received.

Shareholder Name	Shares held at date of Notice	Percentage held at date of Notice (%)	Date of Notice
Stewart McDonald	5,868,750	10.24%	27 May 2022
Phillip G Crabb	4,366,666	7.62%	26 May 2022

**C. Twenty Largest Shareholders**

The names of the twenty largest holders of quoted shares are listed below:

	Shareholder	Number Shares	%
1	Ioma Pty Ltd <Gemini A/C>	3,975,000	5.59%
2	Pubmate Australia Pty Ltd	3,262,500	4.59%
3	Shanghai Holdings Pty Ltd	2,413,000	3.39%
4	Awonga Point Investment Pty Ltd <Wenlock River A/C>	2,250,000	3.16%
5	Westessa Holdings Pty Ltd	1,691,500	2.38%
6	Jaxon Trent Crabb	1,312,510	1.85%
7	Blue Sky Pty Ltd <Willis Super Fund A/C>	1,256,737	1.77%
8	Gemini Holdings Pty Ltd <Demarte Family A/C>	1,250,250	1.76%
9	Baskerville Investments Pty Ltd <Baskerville Family A/C>	1,116,667	1.57%
10	Mr Adrian Bruce Watt & Mrs Tracey Janine Watt <A & T Watt Family S/F A/C>	1,000,000	1.41%
11	Mr Bruce Crabb	980,000	1.38%
12	Chin Nominees Pty Ltd <Chin Nominees No2 S/F A/C>	883,188	1.24%
13	Mr Michael Kevin Smith & Mrs Thi Van Anh Vo	848,843	1.19%
14	Mr Matthew Reid Martin	834,264	1.17%
15	Mr Bao Feng Pan & Ms Min Hua Xuan <Bao Superfund A/C>	809,096	1.14%
16	Finclear Services Pty Ltd <Superhero Securities A/C>	731,099	1.03%
17	FR8 Solutions Pty Ltd	688,888	0.97%
18	Ms Xianling Tuo	650,020	0.91%
19	Citicorp Nominees Pty Limited	630,940	0.89%
20	Mr Richard Bevan & Mrs Sara Bevan <The Slush Fund S/Plan A/C>	625,000	0.88%
	<b>TOTAL</b>	<b>27,209,502</b>	<b>38.27%</b>

#### D. Listed Options

As at the date of this report there were nil listed options on issue in the Company.

#### E. Voting Rights

In accordance with the Company's Constitution, voting rights in respect of ordinary shares are on a show of hands whereby each member present in person or by proxy shall have one vote and upon a poll, each share will have one vote.

#### F. Unquoted Securities

##### Founders Options - \$0.20; 24 May 2025

Number of Founders Options	5,218,606
Number of Holders	7
Holder with more than 20%	Ioma Pty Ltd <Gemini A/C> - 25.19%
	Pubmate Australia Pty Ltd – 20.15%

##### Seed Options - \$0.25; 24 May 2025

Number of Seed Options	2,590,889
Number of Holders	16

##### Management Options - \$0.30; 24 May 2027

Number of Management Options	3,000,000
Number of Holders	4

##### Advisory Options - \$0.30; 31 October 2024

Number of Advisory Options	500,000
Number of Holders	3
Holder with more than 20%	Barclay Wells Ltd – 50%
	Victoria Gardiner – 40%

##### Broker Options - \$1.125; 9 February 2027

Number of Broker Options	2,000,000
Number of Holders	2
Holder with more than 20%	CG Nominees (Australia) Pty Ltd – 50%
	Zenix Nominees Pty Ltd – 50%

##### Performance Rights – expiring 19 May 2027

Number of Class A Performance Rights	1,703,335
Number of Class B Performance Rights	1,703,333
Number of Class C Performance Rights	1,703,332
Number of Holders in each Class	4

#### G. On Market Buy-Back

There is no current on market buy-back for any of the Company's securities.

#### H. Restricted Securities

There are currently no restricted securities on issue.

#### Schedule of Tenements

Tenement	Area	Grant Date	Expiry Date	Entity's Interest
<b>Exploration Licences</b>				
E63/1960	6 BL	05/11/2019	04/11/2024	100%
E63/1961	29 BL	05/11/2019	04/11/2024	100%
E63/1973	26 BL	16/01/2020	15/01/2025	100%
E63/1983	7 BL	21/02/2020	20/02/2025	100%
E63/1984	5 BL	04/08/2020	03/08/2025	100%
E63/1997	37 BL	27/10/2020	26/10/2025	100%
E63/2254	8 BL	20/07/2023	19/07/2028	100%
E63/2315*	43 BL	Pending	N/A	100%
E63/2324*	9 BL	Pending	N/A	100%
E63/2349	20BL	02/02/2024	01/02/2029	100%
E63/2433*	2 BL	Pending	N/A	100%
E63/2434*	6 BL	Pending	N/A	100%
<b>Prospecting Licences</b>				
P63/2201	176.52 HA	03/11/2020	02/11/2024	100%
P63/2202	193.69 HA	16/01/2020	02/11/2024	100%

\* Tenement Application

The Company does not have any mineral resources, or ore reserves as defined in the JORC 2012 Code.